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Personal Injury
Trial Practice

Family Law
General

August 26, 1997

Secretary of State
Corporation Division
The Capitol
Tallahassee, FL

Re: VENDIGAR, INC.

300002283183--5

-09/02/97--01183--006

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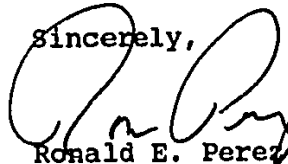
Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation and Certificate Designating Place of Business or Domicile for the Service of Process Within this State, naming Agent upon Whom Process May be Issued.

My check in the amount of \$122.50 is enclosed for your filing fees as well as a certified copy of the Articles of Incorporation, which I would appreciate you returning to me.

Thank you for your assistance.

Sincerely,



Ronald E. Perez

REP/mme
Enclosures

FILED
97 SEP -2 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 9/3/97

ARTICLES OF INCORPORATION
OF
VENDIGAR, INC.

FILED
97 SEP -2 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be VENDIGAR, INC.

ARTICLE II - PURPOSE AND NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida. The nature of the business of the corporation and the objectives and purposes to be transacted shall be:

(a) That the corporation shall be formed for the purposes of providing the sale of cigar and cigar products by means of vending machines to be placed in various locations throughout the State of Florida for sale to the general public;

(b) To offer for sale to the general public, both wholesale and retail levels, any and all cigar related products;

(c) To borrow, execute notes, mortgages and deeds, or other evidence of indebtedness, and to secure the same by pledge or otherwise, of any and all of the products or assets of the

corporation for any purpose necessary or expedient in the operation of said businesses;

(d) To do all things that may become necessary, expedient in the proper conduct of the business functions of the corporation;

(e) To associate or create any other lawful business or businesses or to create subsidiaries for the operation of the same within the laws of the State of Florida and the United States of America.

ARTICLE III - EXISTENCE OF CORPORATION

The duration of this corporation shall and will be perpetual unless sooner dissolved by law.

ARTICLE IV - PRINCIPAL OFFICE

AND REGISTERED AGENT

The principal place of business of the initial registered office of this corporation shall be at 3603 W. Vasconia Street, Tampa, FL 33629, and its initial registered agent shall be JEFFREY F. GOOD, 3603 W. Vasconia Street, Tampa, Florida 33629. T h e corporation may have other offices, agencies and branches at such places as may be determined by the Board of Directors.

ARTICLE V - CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall begin doing business shall be Five Hundred Dollars (\$500.00).

ARTICLE VI - CAPITAL STOCK

The aggregate number of shares of stock which this corporation shall have authority to issue shall be one hundred (100) shares of common stock at no par value.

ARTICLE VII - DIRECTORS

This corporation shall have two (2) directors initially, and the number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than one (1).

ARTICLE VIII- BOARD OF DIRECTORS

The names and addresses of the initial board of directors of this corporation are as follows:

JEFFREY F. GOOD	3603 W. Vasconia Street Tampa, FL 33629
ANA L. GOOD	3603 W. Vasconia Street Tampa, FL 33629

ARTICLE IX - INCORPORATORS

The name and address of each incorporator to these Articles is as follows:

JEFFREY F. GOOD	3603 W. Vasconia Street Tampa, FL 33629
ANA L. GOOD	3603 W. Vasconia Street Tampa, FL 33629

ARTICLE X - INITIAL OFFICERS

The initial officers of this corporation are to be:

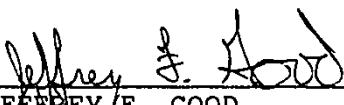
JEFFREY F. GOOD
3603 W. Vasconia Street
Tampa, FL 33629

President

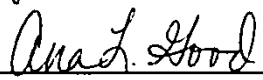
ANA L. GOOD
3603 W. Vasconia Street
Tampa, FL 33629

Secretary-Treasurer

IN WITNESS WHEREOF, the undersigned subscribers have executed the foregoing Articles of Incorporation this 6th day of August, 1997.



JEFFREY F. GOOD



ANA L. GOOD


STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared JEFFREY F. GOOD and ANA L. GOOD, to me known to be the persons described in and who subscribed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same freely and voluntarily and for the uses and purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 6th day of August, 1997.



Marlene Eady
MY COMMISSION # CG853149 EXPIRES
June 17, 2001
BONDED THRU TROY PAUL INSURANCE, INC.



NOTARY PUBLIC, State of Florida
at Large

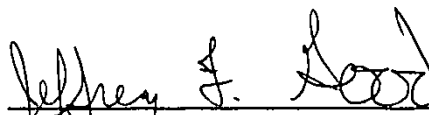
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act.

First, that VENDIGAR, INC., desiring to organize under the
laws of the State of Florida, with its principal office as
indicated in the Articles of Incorporation at 3603 W. Vasconia
Street, Tampa, FL 33629, has named JEFFREY F. GOOD, 3603 W.
Vasconia Street, Tampa, Florida 33629, as its agent to accept
service of process within this State.

Having been named to accept service of process for the above
stated corporation, I hereby accept to act in this capacity, and
agree to comply with the provisions of said Act relative to keeping
open said office.



JEFFREY F. GOOD

FILED

97 SEP -2 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA