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ACCOUNT NO. : 072100000032

REFERENCE : 522718 81740A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 9, 1997

ORDER TIME : 9:57 AM

ORDER NO. : 522718-005

CUSTOMER NO: 81740A

CUSTOMER: Roger L. Shaffer, Jr.
ROGER L. SHAFFER, ESQ

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-09/09/97--01042--004
****122.50 ****122.50

Suite 270
2500 N. Military Trail
Boca Raton, FL 33431

DOMESTIC FILING

NAME: MAXIM CIGAR CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS: _____

RECEIVED
97 SEP -9 AM 10:44
DIVISION OF CORPORATION
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97 SEP -9 AM 11:23
FILED

SN SEP - 9 1997

**ARTICLES OF INCORPORATION
OF
MAXIM CIGAR CORPORATION**

FILED
97 SEP -9 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of this corporation is **MAXIM CIGAR CORPORATION**. The mailing address of the corporation is 491 N.W. 43rd Way, Deerfield Beach, Florida 33442.

ARTICLE II: DURATION

This corporation shall have perpetual existence.

ARTICLE III: PURPOSE

This corporation is organized to transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act and for the purpose of manufacturing, purchasing or otherwise acquiring, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; and to carry on any business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One Cent (\$.01) par value common stock which shall be designated "Common Shares".

ARTICLE V: PRE-EMPTIVE RIGHTS

Every share holder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2500 N. Military Trail, Suite 270, Boca Raton, FL 33431, and the name of the initial registered agent of this corporation is Roger L. Shaffer, Jr.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial directors of this corporation are:

Anthony DiGiorgio, Jr.
491 N.W. 43rd Way
Deerfield Beach, FL 33442

John Fedoruk
491 N.W. 43rd Way
Deerfield Beach, FL 33442
Lake Park, FL 33403

ARTICLE VIII: INCORPORATOR

The name and address of the person signing these Articles is:

Roger L. Shaffer, Jr.
2500 N. Military Trail, Suite 270
Boca Raton, Florida 33431

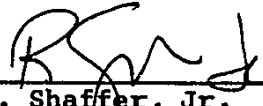
ARTICLE IX: INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8 day of September, 1997.



Roger L. Shaffer, Jr.

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before an officer duly authorized in the county and state aforesaid to take acknowledgments, personally appeared Roger L. Shaffer, Jr., who is personally known to me to be the person described in, or who produced as identification _____, and who executed the foregoing Articles of Incorporation and who took an oath and acknowledged before me that he executed those Articles of Incorporation.

WITNESS my hand and official seal in the county and state last aforesaid this 8th day of September, 1997.



ANNE G. KORUM
COMMISSION # CC 672110
EXPIRES JUL 30, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.



Notary Public
My Commission Expires:

REGISTERED AGENT CERTIFICATE

In pursuance of Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

That MAXIM CIGAR CORPORATION desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Lake Park, State of Florida, has named Roger L. Shaffer, Jr. 2500 N. Military Trail, Suite 270, Boca Raton, Florida 33431 as its agent to accept service of process within the State of Florida.

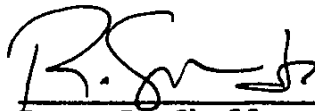


Roger L. Shaffer, Jr.

Incorporator

Dated: 9/8/97

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby acknowledge that I am familiar and accept the obligations of registered agent.



Roger L. Shaffer, Jr.
Registered Agent

Dated: 9/8/97

FILED
97 SEP -9 AM 11:23
TALLAHASSEE, FLORIDA
STATE