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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SMOKESTOP, INC.

AUDIT NUMBER.....H97000015227

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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7/15/97

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ARTICLES OF INCORPORATION

OF

SMOKESTOP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: SMOKESTOP, INC.
The address of the principal office of this corporation shall be 1688 MERIDAN AVE, SUITE 1023, MIAMI BEACH, FLORIDA 33139, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1 par value per share.

THIS INSTRUMENT PREPARED BY:
Andrew M. Ives-Genet & Criscuolo, P.A.
Florida Bar NO: 964115
99 N.E. 167 Street
North Miami Beach, Florida 33162
305-653-0455

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ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1688 MERIDAN AVENUE, SUITE 1023, MIAMI BEACH, FLORIDA 33139, and the name of the initial registered agent of the corporation at that address is JULIUS MELLER.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

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ARTICLE VIII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The name and street address of the initial member of the Board of Directors are:

JULIUS MELLER

1688 MERIDAN AVENUE
SUITE 1023
MIAMI BEACH, FL 33139

EDDA MAYOR MELLER

1688 MERIDAN AVENUE
SUITE 1023
MIAMI BEACH, FL 33139

ARTICLE IX. OFFICERS

The names and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

NAME

ADDRESS

JULIUS MELLER
PRESIDENT

1688 MERIDAN AVENUE
SUITE 1023
MIAMI BEACH, FL 33139

EDDA MAYOR MELLER
VICE PRESIDENT, SECRETARY
& TREASURER

1688 MERIDAN AVENUE
SUITE 1023
MIAMI BEACH, FL 33139

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ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

JULIUS MELLER

1688 MERIDAN AVENUE

SUITE 1023

MIAMI BEACH, FL 33139

IN WITNESS WHEREOF, the undersigned has hereunto set HIS hand and seal on this 12 day of SEPTEMBER, 1997.

WITNESSES:

[Signature]
PRINT NAME: Eschew

[Signature]
JULIUS MELLER

[Signature]
PRINT NAME: Barrow Inc.

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION

THE UNDERSIGNED, having been designated Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

[Signature]
JULIUS MELLER

STATE OF FLORIDA

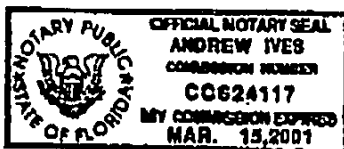
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COUNTY OF DADE

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared JULIUS MELLER, who has produced FL DL M460-420-36-244-0 as identification, or personally known to me to be the person (s) who subscribed to the foregoing Articles of Incorporation, and HE did subscribe thereto for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the County and State above set forth this 12 day of SEPTEMBER, 1997.

MY COMMISSION EXPIRES:



Andrew Ives (SEAL)
NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

PRINT NAME: Andrew Ives

I: \CLT\MELLER.JUL\CORP-SMO.KE

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