

P97000092530



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 580416 4327968

AUTHORIZATION :

*Patricia Pujat*

COST LIMIT : \$ 122.50

ORDER DATE : October 28, 1997

ORDER TIME : 10:58 AM

ORDER NO. : 580416-005

900002331619--4

CUSTOMER NO: 4327968

CUSTOMER: Jeffrey S. Raynor, Esq  
JEFFREY S. RAYNOR, P.A.

Suite 304  
14155 U.S. Highway 1  
Juno Beach, FL 33408

DOMESTIC FILING

NAME: PLANET CIGAR DISTRIBUTION INC.

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: Warren Whittaker

EXAMINER'S INITIALS:

FILED  
97 OCT 28 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 OCT 28 PM 2:14  
DIVISION OF CORPORATION

SN OCT 28 1997

ARTICLES OF INCORPORATION  
OF  
PLANET CIGAR DISTRIBUTION INC.

FILED

97 OCT 28 PM 2:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the "corporation") is PLANET CIGAR DISTRIBUTION INC. The mailing address and principal place of business of the corporation shall be c/o Jeffrey S. Raynor, P.A., 14155 U.S. Highway One, Suite 304, Juno Beach, FL 33408-1499.

SECOND: The duration of the corporation shall be perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of the State of Florida or any other state, territory, country, or nation. This corporation shall have all of the powers conferred upon corporations under the Florida Business Corporation Act, as said Act may be amended, from time to time.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000), all of which shall have a par value of One (\$1.00) Dollar and are of the same class and are to be common shares.

FIFTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation, and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have become authorized but unissued shares, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SIXTH: The address of the initial registered office of the corporation in the State of Florida is 14155 U.S. Highway One, Suite 304, Juno Beach, FL 33408-1499, and the name of its initial registered agent at said address is Jeffrey S. Raynor.

SEVENTH: The number of directors constituting the initial Board of Directors is one (1).

The name and address of each person who is to serve as a member of the initial Board of Directors of the corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Thomas J. Hickey	P.O. Box 134 Jupiter Island, FL 33469

EIGHTH: The name and address of the incorporator is as follows:

Jeffrey S. Raynor	14155 U.S. Highway One, Suite 304 Juno Beach, Florida 33408-1499
-------------------	---

NINTH: To the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended from time to time, and in accordance with the provisions of the by-laws adopted from time to time, the corporation shall indemnify any and all persons whom it may indemnify under said provisions from and against any and all of the expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, including any appeal thereof. Such indemnification shall not be deemed to be exclusive of any other rights to which a person indemnified hereunder may be entitled under the by-laws, or under any agreement, vote of shareholders or disinterested directors, or otherwise, both as to matters arising by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and shall continue as to a person who has ceased to be a director, officer, employee or agent of the corporation, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: The corporate existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

IN WITNESS WHEREOF, I do hereby subscribe these Articles of Incorporation on October 27, 1997 at 5:00 P.M. in the Town of Juno Beach, State of Florida.

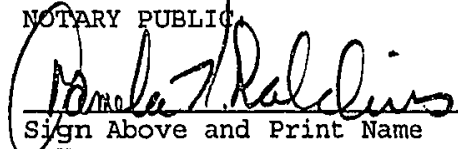
  
Jeffrey S. Raynor, Incorporator

STATE OF FLORIDA )

COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of October, 1997, by JEFFREY S. RAYNOR, who personally appeared before me, and who is/are personally known to me or (if not personally known to me) who has/have produced N/A as identification.

NOTARY PUBLIC

  
Sign Above and Print Name

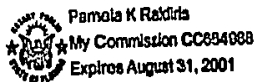
Here: \_\_\_\_\_

Notary Public - State of Florida

Commission Expiration Date: \_\_\_\_\_

Commission Number: \_\_\_\_\_

[Seal, if any]



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

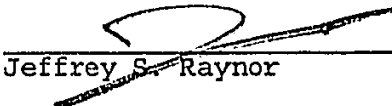
1. The name of the corporation is Planet Cigar Distribution Inc.
2. The name and address of the registered agent and office is:

Jeffrey S. Raynor  
14155 U.S. Highway One, Suite 304  
Juno Beach, FL 33408-1499

  
Thomas J. Hickey, President

Date: October 27, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Jeffrey S. Raynor

Date: October 27, 1997

FILED  
97 OCT 28 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA