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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-10/30/97--01014--009
*****78.75 *****78.75

SUBJECT: SONNY'S STOGIES, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

1. \$78.75 Filing Fee and Certificate

Please return the photocopy to me with the filing date stamped on it.

From:

Ralph A. Bernardi
RALPH BERNARDI
11615 82ND Terrace North
Seminole, Florida 33772
(813) 399-1724

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 30 PM 12:16

11-3-97
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ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

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DIVISION OF CORPORATIONS
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ARTICLE I

NAME: The name of the corporation shall be SONNY'S STOGIES, INC.

ARTICLE II

PRINCIPAL OFFICE: The principal office of this corporation is to be located at 6012 Seminole Blvd, City of Seminole, County of Pinellas, State of Florida, and may transact its business and maintain offices for such purposes at such other places either within or without this State.

ARTICLE III


PURPOSE AND DURATION: The purpose for which this corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the laws of the State of Florida, as they may be amended from time to time, and whose existence shall be perpetual.

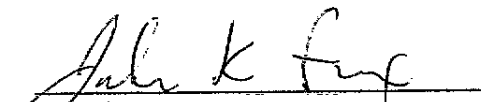
ARTICLE IV

INITIAL BUSINESS: The corporation initially intends to engage in the business of Distribution of Cigars.

ARTICLE V

INCORPORATORS (AND INITIAL DIRECTORS): The names and addresses of the incorporators are:


RALPH BERNARDI
11615 82ND Terrace North
Seminole, Florida 33772


John K. Fox
10572 Oakhurst Road
Largo, Florida 33772

ARTICLE VI

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred Shares of no par value of stock at \$1.00 per share.

ARTICLE VII

PRIVATE PROPERTY: The private property of the Stockholders, Directors, Officers, employees and/or Agents of the corporation shall be forever exempt from all corporate debts of any kind whatsoever, as provided under State Laws.

ARTICLE VIII

REGISTERED AGENT: The name and address of the initial Registered Agent for the corporation who agrees to accept service of process on behalf of this corporation is:

RALPH BERNARDI, 11615 82ND TERRACE NORTH, SEMINOLE, FL 33772

ARTICLE IX

FISCAL YEAR: The fiscal year of the corporation shall be from January 1 to December 31 of each year.

IN WITNESS WHEREOF, we have set our hands this 24 day of October 1987.
1997.

Ralph A. Bernardi

Signature of Incorporator

John K. Fox

Signature of Incorporator

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:
SONNY'S STOGIES, INC.

2. The name and address of the registered agent and office is:
RALPH BERNARDI

11615 82ND TERRACE CITY OF SEMINOLE, STATE OF FLORIDA 33772

Signature: _____

SECRETARY/TREASURER

Title: _____

Date: 10/24/97

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.

Signature: _____

Ralph Bernardi

Date: 10/24/97

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