

P-97000094937

ON & OFF PREMISES
CIGAR COMPANY, INC.
"Featuring Carlos Torano Cigars"



7440 SW 50 Terrace Suite 106 Miami, FL 33155
305-476-9415 (Phone), 305-446-5905 (FAX), jpsmokes@bellsouth.net (e-mail)

July 29, 2002

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-07/31/02--01032--007
*****35.00 *****35.00

To Whom It May Concern:

Enclosed please find the Officer/Director Resignation as well as the Statement of Change Of Registered Agent forms. Please change my capacity within the corporation from Vice President to President.

Any questions please call me at 305.775.9458.

Regards,


Scott E. Medina
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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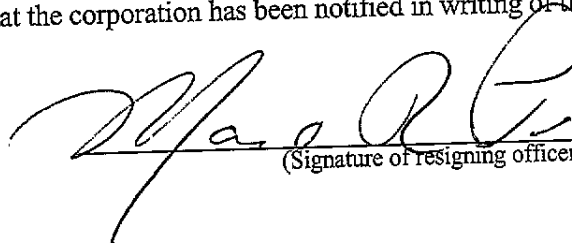
OFFICER / DIRECTOR RESIGNATION

I, MARIO R. PI, hereby resign as PRESIDENT
(Title)

of ON + OFF PREMISES CIGAR CO., INC.
(Name of Corporation)

a corporation organized under the laws of the State of FLORIDA

and affirm that the corporation has been notified in writing of the resignation.


(Signature of resigning officer/director)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE IS \$35.00

**Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314**