CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallaliassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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ARTICLES OF INCORPORATION

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OF

A. UPTOWN CIGAR COMPANY

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

ARTICLE I: NAME

The name of the corporation is A. UPTOWN CIGAR COMPANY

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 604 1/2 N. Franklin Street, Tampa, FL 33602.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand common (1,000) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Peter Hobson, 606 E. Madison St., Tampa, FL 33602.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the corporation is Nina Iacovella, 6041/2 N. Franklin St., Tampa, FL 33602.

The undersigned has executed these Articles of Incorporation this 18th day of November 1997.

"Capital Connection, Inc. by Kim Crosson, Office Manager"

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE-NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That A. UPTOWN CIGAR COMPANY , desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at Tampa, Hillsborough County, has named Peter James Hobson, Esq., 606 East Madison Street, Tampa, Fl 33602 as its agent to accept service of process within this State.

Having been named to accept service of process for the abovenamed corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Peter James Hobson, Esq.

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