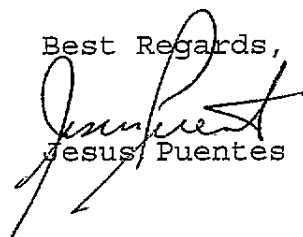


P97000103930

To whom it may concern,

Please accept these Articles of Incorporation in application to incorporate in the State of Florida. If you have any questions please feel free to call me at 561-478-5002.

Best Regards,


Jesus Puentes

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FILED
97 DEC -9 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.S.

Enclosed in a return FedEx letter (Prepaid) envelope. Please return my stamped copy or confirmation as soon as possible.


(2/10/97)

FILED
97 DEC -9 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

We, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLE I, NAME

The name of this corporation shall be as follows :

LOS INDIOS TOBACCO, INC.

ARTICLE II, NATURE OF BUSINESS

This corporation may be engaged in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is six hundred (1000) shares of common stock, of one dollar (\$1.00) par value.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than one thousand (\$1000.00) dollars.

ARTICLE V, TERM OF EXISTENCE

This corporation is to have perpetual existence.

ARTICLE VI, ADDRESS

The initial street address in the state of Florida of the principle office shall be as follows :

2424 N. CONGRESS AVE.
SUITE. E
WEST PALM BEACH, FL., 33409

The Board of Directors may from time to time move the principal office to any other address in the state of Florida.

ARTICLE VII, INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of Directors may be either increased or diminished by the by-laws adopted by the shareholders but shall never be less than one. The name and address of the initial Director of this Corporation is :

JESUS F. PUENTES
14553 HORSESHOE TRACE
WELLINGTON, FL., 33414

JOSEPH L. PEREZ
4144 GUNTHER AVE.
BRONX, N.Y., 10466

ARTICLE VIII, INCORPORATOR

The name and address of the incorporator :

JESUS F. PUENTES
14553 HORSESHOE TRACE
WELLINGTON, FL., 33414

ARTICLE IX, BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and shareholders.

ARTICLE X, AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI, SUB CHAPTER S CORPORATION

This corporation may be a Sub-Chapter S Corporation as defined by the Internal Revenue Service.

ARTICLE XII, REGISTERED AGENT, OFFICE AND ACCEPTANCE

The Registered Agent, listed below, with address, accepts this position as signed below :

JESUS F. PUENTES
14553 HORSESHOE TRACE
WELLINGTON, FL., 33414

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE: _____

DATE: _____

IN WITNESS WHEREOF, the undersigned, as subscribing incorporators, have hereunto set our hand and seal on December 8, 1997 for the purpose of forming this Corporation under the laws of the State of Florida, and hereon make and file, in the office of the Secretary of State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

Jesus Puentes

SWORN TO AND SUBSCRIBED BEFORE ME THIS

December 8-97

Robert R. Puentes
NOTARY PUBLIC
#CC 410224
NOTARY PUBLIC, STATE OF FLORIDA

FILED
97 DEC -9 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA