

P97000105995

Address 5381 W. 20th Ave Hialeah, FL	
Zip code (required) 33012	Phone/Fax/E-mail 305-822-9822

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF INCORPORATION

OF

HEADQUARTERS II TOBACCO EMPORIUM, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned, hereby come together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE ONE - NAME

The name of this corporation shall be Headquarters II Tobacco Emporium, Inc. whose address is 5381 W. 20th Ave., Hialeah, FL 33012.

ARTICLE TWO- DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE THREE - PURPOSE

This Corporation is organized for the purpose of conducting any lawful business for which Corporation may be Incorporated under the Florida General Corporations Acts.

ARTICLE FOUR - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of stock at \$1.00 par value, which said shares shall be designated as "Common Shares".

ARTICLE FIVE - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 5321 W. 20th Ave., Hialeah, FL 33012. The name of the initial Registered Agent of this Corporation is Marci Berman Gutierrez.

ARTICLE SIX - INITIAL BOARD OF DIRECTORS

This Corporation shall have one initial directors. The number of directors may increase from time to time by the By-Laws but shall never be less than one.

The name and address of the initial director of this Corporation is Marci Berman Gutierrez, 5321 W. 20th Ave., Hialeah, FL 33012.

ARTICLE SEVEN - INCORPORATION

The name and address of the person signing these Articles is Marci Berman Gutierrez, 5321 W. 20th Ave., Hialeah, FL 33012.

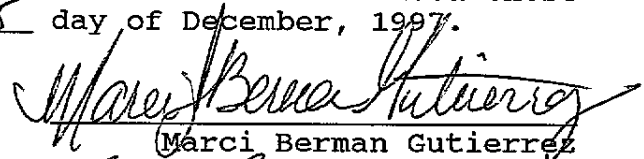
ARTICLE EIGHT

This Corporation shall have all of the Corporate powers enumerated in the Florida General Corporation Acts.

ARTICLE NINE - AMENDMENT

This Corporation reserves the right to Amend, rescind, or repeal any provision contained in these Articles of Incorporation, and Amendments thereof, and any right conferred upon the share holders herein to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15 day of December, 1997.

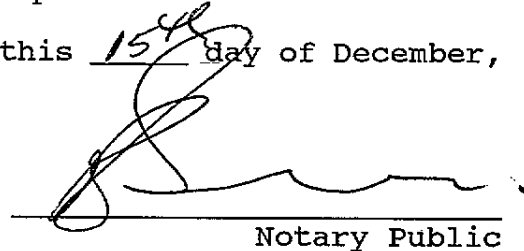

Marci Berman Gutierrez

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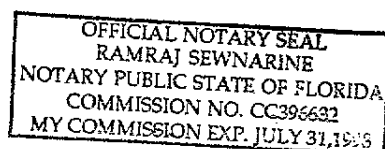
STATE OF FLORIDA
COUNTY OF DADE

Before me, the undersigned authority, personally appeared Marci Berman Gutierrez to me personally known and known to me to be the person described in and who acknowledged to and before me that he executed the same for purposes herein expressed.

WITNESS MY HAND and official seal this 15th day of December, 1997.


Notary Public


My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above - stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any amendments hereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

15 IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of December, 1997.


Marci Berman Gutierrez, Registered Agent

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