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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-16-97 Lindsey

Dunkley + Associates

717 Ponce de Leon Blvd #310

Coral Gables FL 33143

City State ZIP Phone

461-4460

VALIDATION ONLY

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-12/17/97-01027-016
*****70.00 *****70.00

CORPORATION(S) NAME

Miami Premium cigar, corp.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> After 4:30	<input type="checkbox"/> Mail Out
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up

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K. Rolfe DEC 17 1997

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ARTICLES OF INCORPORATION

OF

Miami Premium Cigar, Corp.

ARTICLE I - NAME

The name of the corporation is Miami Premium Cigar, Corp.

ARTICLE II - DURATION

This Corporation is to exist perpetually.

ARTICLE III - PURPOSE

This Corporation is organized to engage in any act or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common stock with a par value of one dollar (\$1.00) per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every, shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENTS

The street address of the initial registered office and principle place of business of this corporation is 9450 Sunset Drive. Miami, Florida 33173 and the name of the initial registered agent of this corporation at that address is Orestes Espinoza.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) director initially.

The number of directors may either be increased or diminished from time to time by the bylaws, but shall never be less than one (1).

the name and address of the initial director of this corporation is:

NAME	ADDRESS
Orestes Espinoza (President)	9450 Sunset Drive. Miami, Florida 33172

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

NAME	ADDRESS
Orestes Espinoza	9450 Sunset Drive. Miami, Florida 33172

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

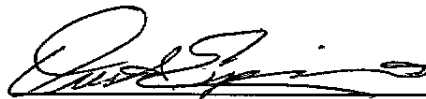
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

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

Executed by the undersigned Incorporator this 04th, day of
December 1997.



Orestes Espinoza

STATE OF FLORIDA)
 : SS
COUNTY OF DADE)

The foregoing Articles of Incorporation was acknowledged before me
this 04th day of December, 1997, by Orestes Espinoza.

NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED;

FIRST: THAT MIAMI PREMIUM CIGAR, CORP. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IT'S PRINCIPAL PLACE OF BUSINESS AT COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED ORESTES ESPINOZA AT 9450 SUNSET DRIVE, MIAMI FLORIDA 33173 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:



ORESTES ESPINOZA

TITLE: INCORPORATOR

DATE: DECEMBER 04, 1997

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.

SIGNATURE:


ORESTES ESPINOZA

DATE: DECEMBER 04, 1997

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