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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

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FAX #: (305)541-3770

NAME: DOWNTOWN CIGAR & LIQUOR CORPORATION

AUDIT NUMBER.....H98000000380

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 8, 1998

EMPIRE

SUBJECT: DOWNTOWN CIGAR & LIQUOR CORPORATION
REF: W98000000430

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article 7 states there will be 1 director(s), whereas 2 is/are listed.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

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ARTICLES OF INCORPORATION
OF
DOWNTOWN CIGAR & LIQUOR CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation is DOWNTOWN CIGAR & LIQUOR CORPORATION

ARTICLE II
PRINCIPAL OFFICE

The mailing address of this corporation is 184 NE 3rd Avenue, Miami, Florida 33132.

ARTICLE III
PURPOSE

The corporation is organized for the transaction of any and all lawful business for which a corporation may be incorporated under the laws of the state of Florida, including but not limited to the business of retail and wholesale Cigar, Alcoholic Beverages and other related items.

ARTICLE IV
CAPITAL STOCK

The capital stock authorized, the par value thereof and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value/Share</u>	<u>Class of Stock</u>
100	\$1.00	Common

ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually from the date these Articles are subscribed to the provisions of the Florida Statutes Sections 607.167.

Prepared by:
Emelita Nigarcia Pupo, Esq.
1890 Southwest 57th Avenue, Suite 108-B
Miami, Florida 33155
Tel: (305) 262-0067
Florida Bar: 932906

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ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is MEDARDO PADRON and the address of the initial state registered office is 184 NE 3rd Avenue, Miami, Florida 33132, pursuant to the Florida Statutes Section 607.0501 and 607.0505. The registered agent shall also serve as resident agent pursuant to Florida Statutes Section 48.091.

ARTICLE VII
DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be changed from time to time in accordance with the by-laws adopted by the directors, but the number shall never be less than one (1). The name and street address of the initial directors of the corporation are:

MEDARDO PADRON & RAUL GARCIA
184 NE 3rd Avenue
Miami, Florida 33132

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator is:

MEDARDO PADRON
184 NE 3rd Avenue
Miami, Florida 33132

ARTICLE IX
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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X
CUMULATIVE VOTING

At each election for directors, cumulative voting as set forth in Florida Statutes Section 607.097 (4) shall be allowed, provided ten (10) days' notice in writing be given the secretary of the company by the shareholder desiring cumulative voting.

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**ARTICLE XI
INDEMNIFICATION**

This Corporation shall indemnify and may advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 7th day of January, 1998.

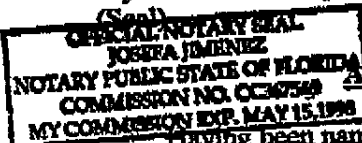

Medardo Padron, Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 7th day of January, 1998, by Medardo Padron personally known to me or who has produced the following identification Florida Driver's license.


My commission expires:


Notary Public for State of Florida at Large



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process from the above stated corporation at the place designated in Article VI, I hereby accept appointment and agree to comply with the provisions and all statutes relating to the proper and complete performance of my duties, and I am familiar and have accepted the obligation of my position as provided in Florida Statutes Section 607.0505.


MEDARDO PADRON
Registered Agent

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