

FROM :

PHONE NO. :

JAN 06 1998 03:58PM P5

P98000003308

LADY STOGIE INTERNATIONAL INC
1688 MERIDIAN AVENUE, SUITE 414
MIAMI BEACH, FL 33139

January 6, 1998

Secretary of State
State of Florida
Corporation Division
P.O. Box 6327
Tallahassee, FL 32314

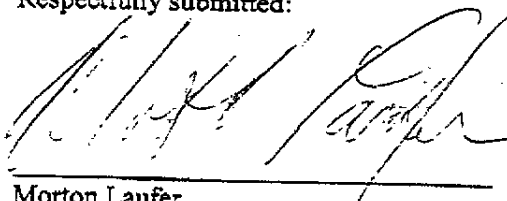
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****122.50 ****122.50

Re: *Lady Stogie International, Inc.*

Gentlemen:

Enclosed herewith are the Articles of Incorporation for *Lady Stogie International, Inc.*, and our check in the amount of \$122.50 for filing fees.

Respectfully submitted:



Morton Laufer

FILED
98 JAN -9 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-13-98

FROM :

PHONE NO. :

JAN. 05 1998 05:47PM P6

CERTIFICATE OF INCORPORATION

- OF -

LADY STOGIE INTERNATIONAL, INC.

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a Corporation under the Laws of the State of Florida, by and under the provision of the Statutes of the said State of Florida.

ARTICLE I

This name of this Corporation shall be:

Lady Stogie International, Inc.

ARTICLE II

The Corporation may engage in any activity or business permitted under the Laws of the United States and the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this Corporation is authorized to have outstanding at any time is THOUSAND (1,000) shares of common stock, Having a par value of ONE (\$1.00) DOLLAR PER SHARE.

ARTICLE IV

The amount of capital with which this Corporation will begin business will be the sum of not less than FIVE HUNDRED (\$500) DOLLARS.

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98 JAN -9 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

This Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street of the principal office of the Corporation shall be:

**1688 Meridian Avenue, Suite 414
Miami Beach, Florida 33139**

ARTICLE VII

The number of Directors of this Corporation shall be at least one (1) and not more than five (5).

ARTICLE VIII

The names and street addresses of the member of the first Board of Director of this Corporation are as follows:

**Morton Laufer
17100 Collins Avenue, Suite 112
North Miami Beach, Florida 33160**

ARTICLE IX

The name and street address of the person signing these Articles of Incorporation are subscribed as follows:

**Morton Laufer
17100 Collins Avenue, Suite 112
North Miami Beach, Florida 33160**

FROM :

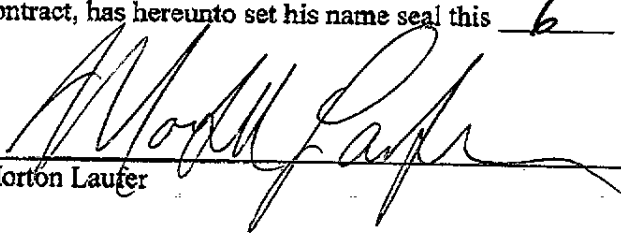
PHONE NO. :

JAN. 06 1998 05:48PM PB

ARTICLE X

The Corporation existence of this Corporation shall begin the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned, Morton Laufer, natural person competent to contract, has hereunto set his name seal this 6 day of JAN, 1998.


Morton Laufer

(Seal)

FROM :

PHONE NO. :

JAN. 06 1998 05:48PM P9

**CERTIFIED DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE 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:

FIRST: Lady Stogie International, Inc. desiring to organize under the Laws of the State of Florida with its principal office as described in the Articles of Incorporation, County of Dade, State of Florida, has appointed Morton Laufer, 1688 Meridian Avenue, Suite 414, Miami Beach, Florida 33139, as its agent to accept services of process with this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation, at the place designed 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.

By


Morton Laufer - Resident Agent

FILED
98 JAN -9 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA