

ARIEL A. LORIE ACCOUNTING SERVICES, INC.
18876 LA COSTA LN. BOCA RATON, FL 33496
(407) 487-3894

P98000005970

SECRETARY OF STATE
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

000002405180--7
-01/20/98--01104--020
****122.50 ****122.50

REF: COHIBA INC

GENTLEMEN:

ENCLOSED HEREWITH ARE THE ARTICLES OF INCORPORATION FOR:

COHIBA, INC

ALSO ENCLOSED IS A CHECK IN THE AMOUNT OF \$122.50 COVERING
THE VARIOUS FEES.

PLEASE MAIL THE CERTIFICATION AND ANY CORRESPONDENCE TO
THE ABOVE ADDRESS. THANK YOU.

YOURS TRULY,



ARIEL A. LORIE
ACCOUNTANT

98 JAN 20 AM 8:38

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

01-20-98

CERTIFICATE OF INCORPORATION

-of-

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 AM 8:38

COHIBA, 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 provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of this corporation shall be:

COHIBA, INC

ARTICLE II

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

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is FIVE HUNDRED (500) 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 shall be the sum of not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

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

ARTICLE VI

The initial street address of the principal office of the corporation shall be:

1715 S FEDERAL HWY

DELRAY FL 33483

ARTICLE VII

The number of Directors of this corporation shall be at least one and no more than five (5).

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors of this Corporation are as follows:

IRMA PENA 701 NATHAN HALE
..... WEST PALM BEACH FL 33405

ARTICLE IX

The name and street address of the persons signing these Articles of Incorporation as subscriber is as follows:

IRMA PENA 701 NATHAN HALE
..... WEST PALM BEACH FL 33405

ARTICLE X

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned, IRMA PENA

AND N/A, both being natural persons, competent to contract, has hereunto set their hands and seals this 15th day of JANUARY

19 98

(SEAL)

(SEAL)

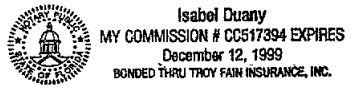
STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)



BEFORE ME, the undersigned Notary Public of the State of Florida, personally appeared IRMA PENA and N/A, to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 15th day of JANUARY, 19 98

(NOTARY SEAL) _____
Notary Public, State of Florida
My Commission Expires: 12/1999



FOR THE SERVICE OF PROCESS 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: That COHIBA, INC desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation, in the City of DELRAY, County of PALM BEACH, State of Florida, has named IRMA PENA, located at 701 NATHAN HALE -- WEST PALM BEACH, Florida, 33405, as its agent to accept services of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated 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: 

Resident Agent

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SECRETARY OF STATE
SECTION OF CORPORATIONS
98 JAN 20 AM 8:38