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Schantz
Schatzman &
Aaronson, P.A.

February 11, 1998

DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800002437318--7
-02/23/98--01031--002
***122.50 ***122.50

RE:

Batouri Tobacco Corporation.
(Our File No.: 30196.02)

Gentlemen:

Enclosed are duplicate executed copies of the Articles of Incorporation of the above-referenced corporation. Also enclosed is this Firm's check in the amount of \$122.50 to cover the filing fee and a certified copy of the Articles.

Please expedite the filing of these Articles and return a certified copy to the undersigned indicating the filing thereof in the enclosed self-addressed, stamped envelope.

Very truly yours,

SCHANTZ, SCHATZMAN, AARONSON & PERLMAN, P.A.


CARMEN A. ACCORDINO

CAA/rp
Encls.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

- OF -

BATOURI TOBACCO CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is BATOURI TOBACCO CORPORATION.

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purposes of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$0.10 par value common stock which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 633 N.E. 167th Street, Suite 301, North Miami Beach, Florida 33162, and the name of the registered agent of this corporation at that address is BRUCE SAMUELS. The address of the corporation's principal office is the same as the address of its registered office.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
BRUCE SAMUELS	633 N.E. 167th Street Suite 301 North Miami Beach, Florida 33162

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
BRUCE SAMUELS	633 N.E. 167th Street Suite 301 North Miami Beach, Florida 33162

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

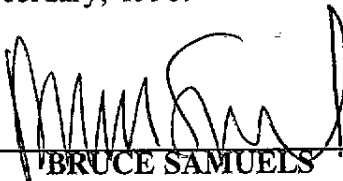
ARTICLE X - INDEMNIFICATION

This 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 thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13th day of February, 1998.



BRUCE SAMUELS

STATE OF FLORIDA

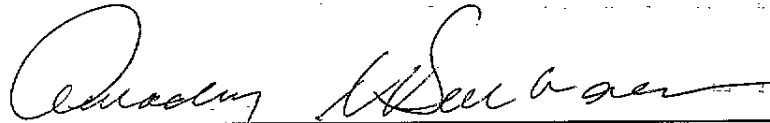
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:SS.:

COUNTY OF DADE

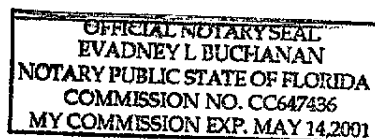
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SWORN TO AND SUBSCRIBED before me this 13th day of February, 1998, by
BRUCE SAMUELS.



EVADNEY L. Buchanan, NOTARY PUBLIC
PRINT, TYPE OR STAMP NAME OF NOTARY

Personally known ✓
or Produced Identification N/A
Type of Identification Produced N/A



DESIGNATION OF RESIDENT AGENT

Certificate Designating Place of Business or Domicile for the Service of Process
Within this State, Naming Agent Upon Whom Process May Be Served.

(Attached to the Articles of Incorporation of
BATOURI TOBACCO CORPORATION
and Made a Part Thereof)

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted
in compliance with said Acts and made a part of the Articles of Incorporation of said corporation
to which this document is attached:

THAT, BATOURI TOBACCO CORPORATION, desiring to organize under the laws
of the State of Florida, with its registered office as indicated in the Articles of Incorporation in
the City of North Miami Beach, County of Dade, State of Florida, has named **BRUCE**
SAMUELS, as its Registered Agent to accept service of process within this State.

ACCEPTANCE

THAT, I agree as Resident Agent to accept Service of Process; to keep office open during
prescribed hours; to post my name (and any other officers of said corporation authorized to accept
service of process at the above Florida designated address) in some conspicuous place in office
as required by law.



BRUCE SAMUELS
Resident Agent

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98 FEB 23 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA