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March 16, 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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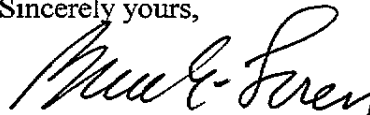
Re: Boxcar Cigar Company, Inc.

Dear Sir or Madam:

Enclosed please find and original and one copy of the Articles of Incorporation and a check for \$131.25 covering the filing fee, certified copy and certificate of good standing fees as well as a stamped addressed envelope for the return of the documents. If you have any questions, do not hesitate to call me.

Thank you in advance for your cooperation in this matter.

Sincerely yours,



Bruce E. Loren, P.A.

FILED
98 MAR 20 PM 4: 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-3/23/98

ARTICLES OF INCORPORATION
OF
BOXCAR CIGAR COMPANY, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is Boxcar Cigar Company, Inc.

ARTICLE II

The existence of the corporation shall be perpetual and shall begin on the date these articles are filed with the Florida Department of State.

ARTICLE III

The street address of the principal office of the Corporation is 301 Clematis Street, Suite 3000, West Palm Beach, Florida 33401.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 10,000, all of which shall be Common Shares, with a par value of \$.01 per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 301 Clematis Street, Suite 3000, West Palm Beach, Florida 33401. The initial registered agent for the Corporation at that address is Erin Koons.

ARTICLE VI

The Corporation is formed to engage in any activity permitted under the laws of the State of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Erin Koons, 301 Clematis Street, Suite 3000, West Palm Beach, Florida 33401.

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE IX

The initial directors of the Corporation shall be Erin Koons and Patrick Toomey. The initial President and Secretary of the Corporation shall be Erin Koons. The initial Vice President and Treasurer of the Corporation is Patrick Toomey.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of incorporation this 16th day of March, 1998.


Erin Koons

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Boxcar Cigar Company, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Erin Koons

Date: March 16, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA