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GREENBERG
ATTORNEYS AT LAW
TRAURIG

P98000035233

April 16, 1998

Via Federal Express

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

FILED
98 APR 17 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Filing of Articles of Incorporation - Cigarz at City Walk, Inc..

To the Florida Department of State:

Enclosed please find one manually executed and one photo copy of the articles of incorporation for the above referenced entity. Also, enclosed please find a check in the amount of \$122.50 to cover the cost of filing fees, registered agent and certified copy. Please file immediately with the State and return a certified copy to the Greenberg Traurig box located in your office, attention Michelle Beal.

Thank you for your assistance with this matter. Please contact me if you have any questions at (407) 418-2430.

Very truly yours,



Michele Turton
Paralegal

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-04/17/98-01066--003
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Encls.

cc: Todd Rumberger, Esq.

ORLANDO/TURTONM/40294/v3@011.DOC/4/16/98

K. Rolfe APR 17 1998

GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL, P.A.
P.O. Box 4923 ORLANDO, FLORIDA 32802-4923
407-420-1000 FAX 407-420-5909
111 NORTH ORANGE AVENUE 20TH FLOOR ORLANDO, FLORIDA 32801
MIAMI NEW YORK WASHINGTON, D.C. PHILADELPHIA SAO PAULO
FORT LAUDERDALE WEST PALM BEACH ORLANDO TALLAHASSEE

ARTICLES OF INCORPORATION
OF
CIGARZ AT CITY WALK, INC.

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ARTICLE I - NAME

The name of the Corporation is Cigarz at City Walk, Inc. (the "Corporation").

ARTICLE II - PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation 101 Philippe Parkway, Suite 300, Safety Harbor, Florida 34695.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation in the State of Florida is 101 Philippe Parkway, Suite 300, Safety Harbor, Florida 34695. The name of its initial registered agent at that address is Richard Flanigan.

ARTICLE V - CAPITAL STOCK

A. Authorized Capital Stock. The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is twelve million (12,000,000) shares, consisting of:

- (i) ten million (10,000,000) shares of common stock, par value \$0.001 per share (the "Common Stock"); and
- (ii) two million (2,000,000) shares of blank check preferred stock, par value \$0.001 per share (the "Preferred Stock").

No shareholder of any stock of the Corporation shall have preemptive rights. There shall be no cumulative voting by the shareholders of the Corporation.

B. Preferred Stock.

1. Authority is hereby vested in the Board of Directors of the Corporation to provide from time to time for the issuance of Preferred Stock in or more series and in connection therewith to fix by resolution providing for the issue of such series, the number of shares to be included and such of the designations, powers, preferences, and relative participating, optional or other special rights and the qualifications, limitations, and restrictions of such series, including, without limitation, rights of redemption or conversion into Common Stock, to the fullest extent now or hereafter permitted by the Florida Business Corporation Act.

2. Shares of any series of Preferred Stock that shall be issued and thereafter acquired by the Corporation through purchase, redemption (whether through the operation of a sinking fund or otherwise), conversion, exchange, or otherwise, shall, upon appropriate filing and recording to the extent required by law, have the status of authorized and unissued shares of Preferred Stock and may be reissued as part of such series or as part of any other series of Preferred Stock. Unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, the number of authorized shares of stock of any series of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by resolution or resolutions of the Board of Directors and appropriate filing and recording to the extent required by law. In case the number of shares of any such series of Preferred Stock shall be decreased, the shares representing such decrease shall, unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, resume the status of authorized but unissued shares of Preferred Stock, undesignated as to series.

C. Provisions Relating to the Common Stock.

1. Dividends, Voting, etc. The common stock shall be subject to the express terms of the Preferred Stock, if any, and any class or series thereof. Subject to the preferential dividend rights applicable to shares of any series of Preferred Stock, the holders of shares of Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding) or otherwise. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after distribution in full of the preferential amounts to be distributed to the holders of shares of the Preferred Stock, the holders of shares of the Common Stock shall be entitled to receive all of the remaining assets of the Corporation available for distribution to its shareholders, ratably in proportion to the number of shares of the Common Stock held by them. Each share of Common Stock shall have one (1) vote on all matters that are submitted to shareholders for vote.

Shares of Common Stock may be issued by the Corporation for such consideration, having a value of not less than the par value thereof, as is determined by the Board of Directors.

2. Mergers and Consolidations. In the event of a merger, consolidation or combination of the Corporation with another entity (whether or not the Corporation is the

surviving entity), the holders of Common Stock shall be entitled to receive their respective pro rata share of the consideration received in respect of that transaction.

3. Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled, if any, or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation, if any, shall be divided among and paid ratably to the holders of Common Stock.

4. Sales and Repurchases. The Board shall have the power to cause the Corporation to issue and sell shares of Common Stock to such individuals, partnerships, joint ventures, limited liability companies, associations, corporations, trusts or other legal entities (collectively, "persons") and for such consideration as the Board shall from time to time in its discretion determine, and as otherwise permitted by law. The Board shall have the power to cause the Corporation to purchase, out of funds legally available therefor, shares of Common Stock from such persons and for such consideration as the Board shall from time to time in its discretion determine, and as otherwise permitted by law.

ARTICLE VI - DIRECTORS

The number of directors constituting the Board of Directors shall be determined by the Board of Directors, subject to the Bylaws of the Corporation (the "Bylaws"). Any vacancy in the Board of Directors, whether arising from death, resignation, removal (with or without cause), an increase in the number of directors or any other cause, may be filled by the vote of either a majority of the directors then in office, though less than a quorum, or by the shareholders at the next annual meeting thereof or at a special meeting called for such purpose.

ARTICLE VII - BYLAWS

The Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation, subject to the power of the shareholders to adopt, amend, or repeal such Bylaws.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the Corporation and may, in the discretion of the Board of Directors of the Corporation, indemnify any and all other persons whom it shall have power to indemnify under said Section or otherwise under applicable law, from and against any and all of the liabilities, expenses or other matters referred to or covered by said Section. The indemnification provisions contained in the Florida Business Corporation Act shall not be deemed exclusive of any other rights of which those indemnified may be entitled under any bylaw, agreement, resolution of shareholders or

disinterested directors, or otherwise. No provision of these Articles of Incorporation is intended by the Corporation to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the Florida Business Corporation Act upon the Corporation, upon its shareholders, bondholders and security holders, or upon its directors, officers and other corporate personnel, including, in particular, the power of the Corporation to furnish indemnification to directors, officers, employees and agents (and their heirs, executors and administrators) in the capacities defined and prescribed by the Florida Business Corporation Act and the defined and prescribed rights of said persons to indemnification as the same are conferred under the Florida Business Corporation Act.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INCORPORATOR

The name of the Incorporator of the Corporation is Richard Flanigan, and his address is 101 Philippe Parkway, Suite 300, Safety Harbor, Florida 34695....

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 16th day of April, 1998.

By: 
Richard Flanigan, Incorporator

**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

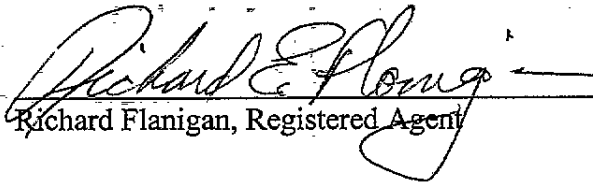
Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That **CIGARZ AT CITY WALK, INC.**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 101 Philippe Parkway, Suite 300, Safety Harbor, Florida 34695, has named Richard Flanigan as its agent to accept service within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

Date: 4/16, 1998


Richard Flanigan, Registered Agent

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