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ABC BOOKKEEPING SERVICE
6800 CODY STREET
HOLLYWOOD FLORIDA 33024

April 6 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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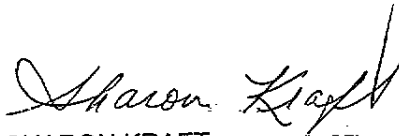
To Whom it may concern:

Enclosed please find two (2) copies of the Articles of Incorporation for:

JOE'S CIGARS AND COLLECTIBLES, INC.

Also please find check to cover the Filing Fee and Designation of Registered Agent.

Thank you,



SHARON KRAFT
ABC BOOKKEEPING SERVICE

Please return all paperwork to:

SHARON KRAFT - ABC BOOKKEEPING SERVICE
6800 CODY STREET
HOLLYWOOD FLORIDA 33024

Thank you for your cooperation.

FILED
98 APR 17 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/11/4-20-98

ARTICLES OF INCORPORATION

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE 1 - NAME

The name of the corporation shall be:

JOE'S CIGARS AND COLLECTIBLES, INC.

The principal place of business of this Corporation shall be:

3120 N. 64TH AVENUE
HOLLYWOOD FL 33024

FILED
98 APR 17 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State, Country, Territory or Nation.

ARTICLE III - CAPITAL STOCK

The aggregate number of share of stock and its par value that this corporation is authorized to have outstanding at one time is 500 Share \$1.00 par value.

ARTICLE IV - TERMS OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE V - OFFICERS AND DIRECTORS

The name (s) and street address(s) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are) :

PRESIDENT

SECRETARY

RHEDA OSCEOLA

VICE PRESIDENT

TREASURER

ARTICLE VI - INCORPORATORS

The name(s) and addresses of the incorporator s to these articles of incorporation is are

RHEDA OSCEOLA
3001 FRANK SHORE COURT
HOLLYWOOD FLORIDA 33024

In witness whereof, the undersigned incorporator(s) has (have) executed these Articles of Incorporation

this 6 day of April, 1998

Signature of incorporator(s)

Ricardo M. Osceola

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged and sworn to before me

this 6 day of April, 1998

NOTARY PUBLIC



Sharon Kraft
Sharon Kraft

CERTIFICATE OF DESIGNATING REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325 Florida Statutes the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation of the registered office/registered agent, the State of Florida.

1. The name of the corporation is:

JOE'S CIGARS AND COLLECTIBLES, INC.

2. The name and address of the registered agent and office is:

SHARON KRAFT
C/O ABC BOOKKEEPING SERVICE
6800 CODY STREET
HOLLYWOOD FL 33024

FILED
98 APR 17 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature

Richard M. Deceola
CORPORATE OFFICER

Title:

President

Date:

4/6/98

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 Florida Statutes.

Signature:

Sharon Kraft
Registered Agent

Date:

4/6/98