

P9800049107

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.
 (Requestor's Name)
 3320 S.W. 87th AVENUE
 (Address)
 MIAMI, FLORIDA (305)552-5973
 (City, State, Zip) (Phone #)
 LOCAL REPRESENTATIVE TALLAHASSEE

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ~~LAZARUS CORPORATE FILING SERVICE, INC.~~
 (Corporation Name) (Document #)
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 (Corporation Name) (Document #)

- Walk in Pick up time 2:00 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

98 JUN -22 PM 1:02
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

[Handwritten signatures and initials]

98 JUN 22 PM 1:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

37

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 22, 1998

LAZARUS

MIAMI, FL

SUBJECT: THE TOBACCO KING, INC.
Ref. Number: W98000011818

We have received your document for THE TOBACCO KING, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 598A00029099

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 JUN -2 AM 11:53

RECEIVED

CERTIFICATE OF INCORPORATION
OF
HHC TOBACCO, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida. Providing for the formation, rights, privileges, immunities and liabilities of Incorporation for profit.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I

The name of the corporation should be:

HHC TOBACCO, INC.

ARTICLE II

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

ARTICLE III

The maximum number of shares which the corporation is authorize to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of no par value.
all stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V

The amount of capital with which its corporation may begin doing business shall be not less than five hundred dollars (\$500.00).

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address of the principal office of corporation in the State of Florida is : 10715 SW 6 STREET, MIAMI, FL 33174

The board of directors may from time to time move the principal office to any other address in the State of Florida. The registered address of the corporation is: 10715 SW 6 STREET, MIAMI, FL 33174.

The registered agent at the address is: **HUMBERTO ESCALANTE.**

ARTICLE VIII

The business of the corporation shall be managed by a board of directors consisting of no less than one nor more than five directors. A quorum for the holding of a meeting of the board of directors and for the transactions of any business which will be properly done by the directors on behalf of the corporation shall consist of majority of members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing

shall have the same force and effect as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an executive committee.

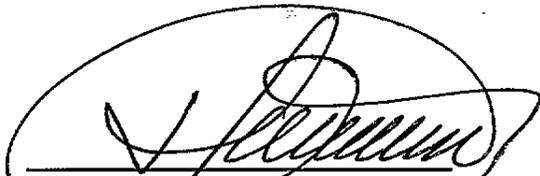
ARTICLE IX

The names and post office of the members of the first board of directors and the slate of corporate officers are as follows:

HECTOR MARTINEZ	1209 SW 131 PLACE CIR W
PRESIDENT	MIAMI, FL 33184
HUMBERTO ESCALANTE	10715 SW 6 STREET
SECRETARY	MIAMI, FL 33184
CARLOS BARRETO	3343-B MERIDIAN WAY NORTH
VICEPRESIDENT	PALM BEACH GARDENS, FL
	33410-5031

Stock of the corporation may be issued pursuant to the provisions of section 1244 of the Internal Revenue Service code, so that the stockholders of the Corporation may receive the benefits provided thereunder.

In witness whereof, we have hereunto set our hands and seals, this **20TH OF MAY OF 1998.**

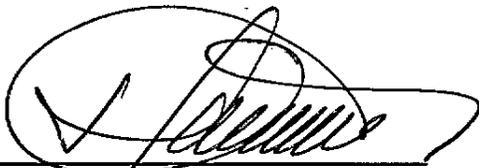

HUMBERTO ESCALANTE
10715 SW 6 STREET
MIAMI, FL 33174

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED.

Persuant to the provisions of the section 607.0501, Florida
Statutes, the undersigned corporation, organized under the
Laws of the State of Florida.

the name of the corporation is: **HHC TOBACCO, INC.** desiring to
organize or qualify under the laws of the State of Florida, with its
principal place of business at City of Miami, State of Florida named:
HUMBERTO ESCALANTE located at **10715 SW 6 STREET, MIAMI,**
FL 33174 as agent to accept process in State of Florida County of
MIAMI-DADE.

Having been named as registered agent and to accept service
of process for the above stated corporation at the place
designated in this certificate, I hereby accept the appointment
as registered agent and agree to act in this capacity. I further
agree to comply with the provisions of all statutes relating
to the proper and complete performance of my duties, and
I am familiar with and accept the obligations of my position as
Registered Agent.



HUMBERTO ESCALANTE
REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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