

6/06/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: OCCASION CIGAR COMPANY

AUDIT NUMBER.....H98000010596

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEY JUN 8 1998

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**ARTICLES OF INCORPORATION FOR
OCCASION CIGAR COMPANY.**

The undersigned incorporator(s), for the purpose of forming a Florida Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation shall be: Occasion Cigar Company

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Occasion Cigar Company
P.O. Box 557912
Miami, Florida 33155

ARTICLE III: PURPOSE

The purpose of this corporation shall be: retail and wholesale

ARTICLE IV: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

**1,000 SHARES OF COMMON STOCK WITH A PAR VALUE
OF \$1.00 EACH**

THIS INSTRUMENT PREPARED BY:
JOSE L. BALOYRA, ESQ.
1101 BRICKELL AVENUE
SOUTH TOWER, SUITE 702
MIAMI, FLORIDA 33131
Florida Bar # 84603
(305) 358 4800

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TALLAHASSEE, FLORIDA

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ARTICLE V. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Jose L. Baloyra, Esq.
Garcia & Baloyra
1101 Brickell Avenue,
South Tower, Suite 702
Miami, Florida 33131

ARTICLE VI. BOARD OF DIRECTORS

The name and address of the initial board of directors shall be:

Orlando A. Diaz
P.O. Box 557912
Miami, Florida 33155

ARTICLE VII. OFFICERS

The name, title and address of the officers of this corporation shall be:

PRESIDENT

Orlando A. Diaz
P.O. Box 557912
Miami, Florida 33155

VICE PRESIDENT

Orlando A. Diaz
P.O. Box 557912
Miami, Florida 33155

SECRETARY

Orlando A. Diaz
P.O. Box 557912
Miami, Florida 33155

TREASURER

Orlando A. Diaz
P.O. Box 557912
Miami, Florida 33155

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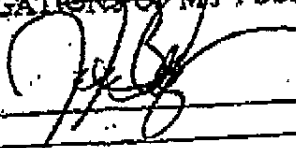
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The undersigned has/have executed these Articles of Incorporation this 28 day of May, 1998.


Delgado Diaz as INCORPORATOR

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.


 as REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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