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June 2, 1998

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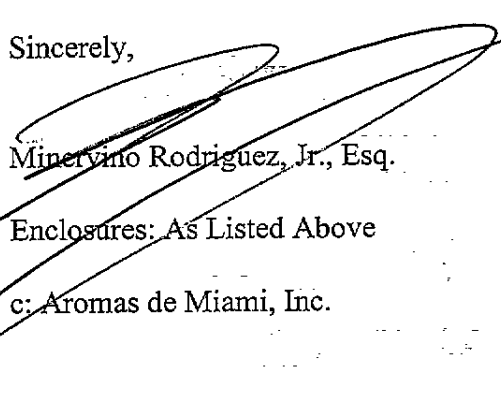
Division of Corporations
FLORIDA DEPARTMENT OF STATE
409 East Gaines Street
Tallahassee, Florida 32399

RE: AROMAS DE MIAMI, INC..
Articles of Incorporation

Dear Sir or Madame:

Enclosed please find the Articles of Incorporation for the above-referenced corporation and our check for \$122.50 to cover the filing fee and the cost of a certified copy to be returned to us by mail. If at all possible, I would greatly appreciate your faxing to my office a copy your screen printout displaying the corporation information, after you have completed your processing.

Sincerely,


Minervino Rodriguez, Jr., Esq.

Enclosures: As Listed Above

c: Aromas de Miami, Inc.

FILED
98 JUN -8 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-610-98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[mr/dell/Buslaw.crp/Aromas]

ARTICLES OF INCORPORATION
OF
AROMAS DE MIAMI, INC.

The undersigned incorporator and subscriber, for the purpose of forming a corporation under the Florida Business Corporate Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be AROMAS DE MIAMI, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 628 S. W. 22nd Avenue, Miami, Florida 33135.

ARTICLE III - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is June 08, 1998 provided, however, that said date is within five (5) business days before the date of filing of these Articles. Should the aforesaid date not be within five (5) business days before the date of filing of these Articles, then, in that case, corporate existence shall begin when the Articles are filed.

ARTICLE IV - PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States of America and the State of Florida, including, but not limited to, the retail sale of cigars and cigar related goods, services, and accessories.

ARTICLE V - CAPITAL STOCK

5.1 The number of shares of stock this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares which may be fractional. The stock shall be known as common stock and shall have a \$ 0.01 par value per share.

5.2 Subject to compliance with the terms and conditions of capital stock purchase requirements, the initial shareholder and his percentage interest shall be as follows:

Mr. Juan B. Sosa, one hundred percent (100%).

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The Initial Registered Agent shall be Mr. Juan B. Sosa and the address of the Initial Registered Agent is 628 S.W. 22 Avenue, Miami, Florida 33135.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one (1). The name and address of the Initial Director is as follows:

Mr. Juan B. Sosa, 628 S W 22nd Avenue, Miami, Florida 33135.

ARTICLE VIII - INITIAL OFFICERS

The initial officers of the corporation shall be as follows:

President - Mr. Juan B. Sosa
Vice President - Mrs. Nelda Sosa
Secretary - Mr. Juan B. Sosa
Treasurer - Mr. Juan B. Sosa

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is Mr. Juan B. Sosa, 628 S.W. 22nd Avenue, Miami, Florida 33135.

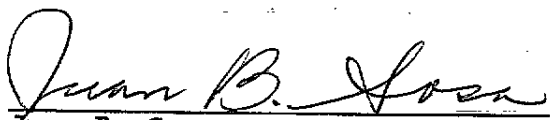
ARTICLE X - AMENDMENT OF ARTICLES

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

ARTICLE XI - PREEMPTIVE RIGHTS

The shareholders of this corporation shall have preemptive rights. The shareholders of this corporation shall have the right to maintain their fixed percentage ownership in the corporation by purchasing their proportionate share of any new stock issued.

IN WITNESS WHEREOF, the undersigned incorporator and subscriber has executed these Articles of Incorporation this 2nd day of June, 1998.



Juan B. Sosa

INCORPORATOR/SUBSCRIBER

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the Registered Office/Registered Agent, in the State of Florida.


The name of the corporation is AROMAS DE MIAMI, INC.

The name and address of the Registered Agent and Office is:

Mr. Juan B. Sosa
628 S.W. 22 Avenue
Miami, Florida 33135.


JUAN B. SOSA

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.


JUAN B. SOSA

June 02, 1998
DATE

FILED
98 JUN -8 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA