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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUN 11 PM 4:08

June 4, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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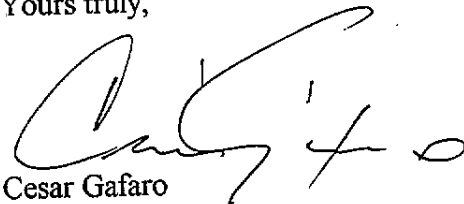
Re: Sterling Tobacco Distributors, Corp.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

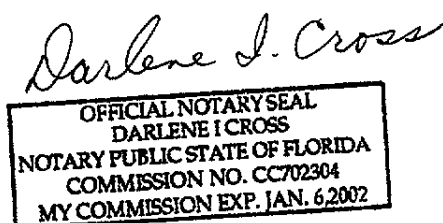
This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Yours truly,


Cesar Gafaro

Sterling Tobacco Distributors, Corp.
10361 SW 160 Ct.
Miami, FL 33196
(305) 710-2411

Ref.: incorpor



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ARTICLES OF INCORPORATION

of

STERLING TOBACCO DISTRIBUTORS CORP.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

STERLING TOBACCO DISTRIBUTORS CORP.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of ONE.

Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>STERLING TOBACCO DISTRIBUTOR CORP.</u>		
ADDRESS	<u>10361 SW 150 COURT. #13201</u>		
CITY	<u>MIAMI</u>	FLORIDA	<u>FL</u> ZIP <u>33196</u>

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	<u>CESAR GAFARO</u>		
ADDRESS	<u>10361 SW 150 COURT #13201</u>		
CITY	<u>MIAMI</u>	FLORIDA	<u>FI</u> ZIP <u>33196</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>CESAR GAFARO</u>		
ADDRESS	<u>10361 SW 150 COURT #13201</u>		
CITY	<u>MIAMI</u>	STATE	<u>FI</u> ZIP <u>33196</u>
NAME			
ADDRESS			
CITY		STATE	
NAME			
ADDRESS			
CITY		STATE	

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ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	CESAR GAFARO		
ADDRESS	10361 SW 150 COURT #13201		
CITY	MIAMI	STATE	FL ZIP 33196
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 8 day of JUNE, 1998.

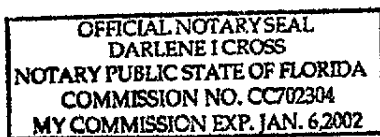
_____(Seal)
 _____(Seal)
 _____(Seal)

STATE OF FLORIDA)
 COUNTY OF DADE) SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

<u>[Signature]</u> Signature	<u>Drivers License</u> Form of Identification
_____ Signature	_____ Form of Identification
_____ Signature	_____ Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that C. Gafaro executed these Articles of Incorporation, that I relied upon the form of identification of the above named person X as indicated opposite each name, and that an oath (was)(was not) taken.



Witness my hand and official seal in the County and State last aforesaid this 8th day of June, 1998.
Darlene I. Cross
 Notary Signature
Darlene I. Cross
 Printed Notary Signature

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

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STERLING TOBACCO DISTRIBUTORS CORP.

(name of corporation)

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

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 10361 SW 150 COURT #13201
MIAMI, FL, 33196.

has named CESAR GAFARO

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

(signature)
(registered agent)

