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6/22/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: KAREN'S CIGARS INC.

AUDIT NUMBER.....H98000011594

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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TALLAHASSEE FLORIDA

Bm 6/23/98

ARTICLES OF INCORPORATION
OF

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 I NAME

The name of the corporation shall be: Karen's Cigars, Inc.

The principal place of business of this corporation shall be:

8360 Griffin Road
Davie, Fl. 33328

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 shares of stock and its value that this corporation is authorized to have outstanding at any one time

1000 share, par value of 1.00 per share

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) 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):

Lias Ludwig
8360 Griffin Road
Davie, Fl. 33328

PREPARED BY: PIERCE & COMPANY
1440 John F. Kennedy Cswy. #301
North Bay Village, Fl. 33141
(305) 861-2766

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ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Lyn Pierce
1440 John F. Kennedy Cswy. #301
North Bay Village, Fl. 33141

IN WITNESS WHEREOF, the undersigned Incorporator(s) has(have) executed these Articles of Incorporation this 22 day of June, 1998.

Signature(s) of Incorporator(s)

Lyn Pierce

CERTIFICATE OF DESIGNATION
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 designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

Karen's Cigars, Inc.

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

Clifford Y Pierce

1440 John F. Kennedy Hwy, #301

(P.O. BOX NOT ACCEPTABLE)

North Bay Village, Fl. 33141

(CITY/STATE/ZIP)

SIGNATURE

Clifford Y Pierce

TITLE

Incorporator

DATE

June 22, 1998

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

Clifford Y Pierce

DATE

June 22 1998

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TALLAHASSEE FLORIDA

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