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TO: DIVISION OF CORPORATIONS
FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: SUNSHINE TOBACCO & DISTRIBUTION, INC.
AUDIT NUMBER.....H98000012385
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION

OF

SUNSHINE TOBACCO & DISTRIBUTION, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: SUNSHINE TOBACCO & DISTRIBUTION, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall perpetual existence.

ARTICLE III

The corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the State Of Florida. The specific nature of this business is wholesale cigarettes & delivery service.

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The principal place of business of the Corporation shall be:
1525 N.W. 3rd STREET, DEERFIELD BEACH, FLORIDA 33442

SHARON L THIBAUT
5740 HLWD BLVD #202
HOLLYWOOD, FL 33021

(954)967-8200

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ARTICLE VI
PRE - EMPTIVE RIGHTS

The shareholders shall have Pre-Emptive Rights.

ARTICLE VII

The initial Board of Directors shall consist of a total of two persons and the names and addresses of these persons who are to serve as initial directors are:

MOHAMMED HAI BABUL
1555 N.E. 121st STREET S302
NORTH MIAMI, FL. 33161

MANZURUL ISLAM
12693 TORBAY DRIVE
BOCA RATON, FL. 33428

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

MOHAMMED HAI BABUL
1555 N.E. 121st STREET S302
NORTH MIAMI, FL. 33161

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 2nd day of July, 1998.

X Babul
Incorporator

STATE OF FLORIDA:

COUNTY OF BROWARD:

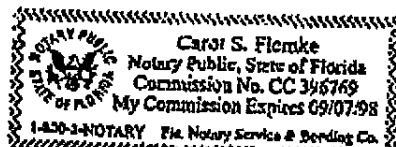
On this 2nd day of July 1998, before me, an Officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Mohammed Hai Babul, known to me the person whose name is subscribed, to the within instrument, and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand official seal,

Carol S. Flemke
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission expires:

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM SERVICE MAY BE SERVED**

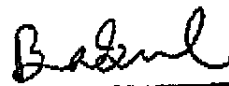
IN pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That SUNSHINE TOBACCO & DISTRIBUTION, INC., desiring to organize under the laws of the State of FLORIDA with its principal office, as indicated in the articles of incorporation at the city of DEERFIELD BEACH, County of BROWARD State of FLORIDA, has named MOHAMMED HAI BABUL located at 1525 N.W. 3rd STREET, DEERFIELD BEACH, FLORIDA 33442 its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

By


Mohammed Hai Babul

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