

8/06/98

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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: LA PERLA CIGARS, INC.

AUDIT NUMBER.....H98000014573

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

CERT. OF STATUS..0

PAGES.....4

CERT. COPIES.....1

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The pearl cigars, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

8/16/98

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ARTICLES OF INCORPORATION
OF
LA PERLA CIGARS, INC.
a Florida Corporation

ARTICLE I-NAME

The name of this Corporation is LA PERLA CIGARS, INC., a Florida Corporation.

ARTICLE II-DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III-PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 500 shares of Ten Dollar (\$10.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V-REGISTERED OFFICE AND AGENT AND CORPORATE ADDRESS

The name and street address of the initial registered office of this Corporation is Jorge E. Rodriguez, Esq., 777 Brickell Avenue, Suite 950, Miami, Florida 33131. The initial corporate address of this corporation is 777 Brickell Avenue, Suite 950, Miami, Florida 33131.

This Instrument Prepared By:
Jorge E. Rodriguez, Esq.
Rodriguez Lopez-Garcia, P.A.
777 Brickell Avenue, Suite 950
Miami, Florida 33131 (305) 358-7600
Florida Bar No. 378747

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ARTICLE VI-INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE (1) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than ONE (1). The name and address of the initial Director is:

NAME

ADDRESS

Beatriz Guim

9122 S.W. 6th Street
Miami, Florida 33174

ARTICLE VII-BYLAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII-INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX- PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X-INCORPORATOR

The person signing these articles is Beatriz Guim whose address is 9122 S.W. 6th Street Miami, Florida 33174.

ARTICLE XI-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this
5th day of August, 1998.

Beatriz Guim
Beatriz Guim

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF
THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES
TO ACT IN THIS CAPACITY AND FURTHER AGREES TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
DISCHARGE OF HIS/HER DUTIES.

Dated this 5th day of August, 1998.

Jorge E. Rodriguez
Jorge E. Rodriguez

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