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FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: TABACALERA "LAS VILLAS" PEDRO BELLO Y CIA, I
AUDIT NUMBER.....H98000014577
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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Tabacco Co. "Las Villas"
P. Bello and CIA, Inc.

English translation -

FILED
98 AUG -6 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-1-98
Wm



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 6, 1998

EMPIRE

SUBJECT: TABACALERA "LAS VILLAS" P. BELLO Y CIA, INC.
REF: W98000017889

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

ON THE ENGLISH TRANSLATION THERE CAN'T BE A DOUBLE SUFFIX AND THE SUFFIX ENDS IN COMPANY IN THE ARTICLES THE NAME ENDS IN INC.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H98000014577
Letter Number: 598A00041177

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H980000014577

ARTICLES OF INCORPORATION
OF

TABACALERA "LAS VILLAS"
P. BELLO Y CIA, INC.,
a Florida Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of this Corporation is TABACALERA "LAS VILLAS" P. BELLO Y CIA, 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 One Dollar (\$1.00) 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 Pedro Bello, 211 N.W. Blvd., Miami, Florida, 33126. The initial corporate address of this corporation is 211 N.W. Blvd., Miami, Florida, 33126.

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

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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

Pedro Bello

ADDRESS

211 N.W. Blvd.
Miami, FL 33126

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 Pedro Bello,
211 N.W. Blvd.
Miami, FL 33126

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
31 day of July, 1998.

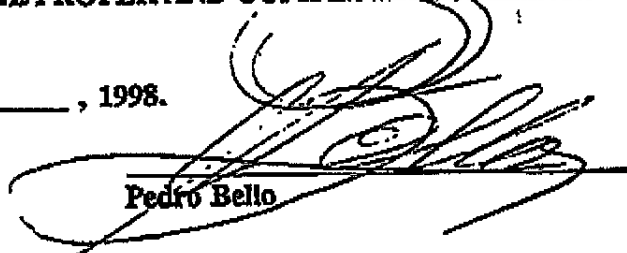

 Pedro Bello

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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 31 day of July, 1998.


 Pedro Bello

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