

P98000073296

August 17, 1998

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


400002621624--8
-08/21/98-01003-004
****122.50 ****122.50

RE: Paul Morgan's Caribbean Blend, Inc.

Enclosed please find corporation fees in the amount of \$122.50 for the above named corporation, along with Articles of Incorporation and Certificate of Registered Agent.

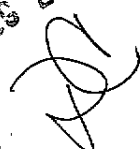
Please process and return to the address listed below at your earliest convenience.

Sincerely,


Paul DePoo
2932 Staples Avenue
Key West, FL 33040
(305) 304-4772

Enclosures

FILED
98 AUG 21 AM 10:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AUG 21 1998


CERTIFICATE OF INCORPORATION

of

PAUL MORGAN'S CARIBBEAN BLEND, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a close corporation for profit under Chapter 608, Part II Close Corporation, Florida Statutes.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is Paul Morgan's Caribbean Blend, Inc.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is the following:

- a. To engage in the business of the retail trade.
- b. To import and sell tobacco products, either at retail or wholesale in connection with the foregoing purposes.
- c. To engage in and carry on any other lawful business whatsoever reasonably allied with one or more of the foregoing purposes, or which is calculated, directly or indirectly, to promote the interests of the corporation or to enhance the value of its properties.
- d. To acquire, by purchase, lease or otherwise, lands and interests in lands and to own, hold, improve, develop, and manage any real estate so acquired, and to erect or cause to be erected on any lands owned, held, or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected upon any lands so owned, held, or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands and buildings or other structures, and any stores, shops, suites, rooms or parts of any buildings or other structures at any time owned or held by this corporation.

ARTICLE III
CAPITAL STOCK AUTHORIZED

The maximum number of shares of stock with nominal or par value and the maximum number of shares without nominal or par value which the corporation is authorized to have outstanding at any time, the classes, with the distinguishing characteristics of each into which the same are divided, and the nominal or par value of the shares of stock other than shares which it is stated are to have nominal or par value are as follows:

The total authorized capital stock of this corporation is One Hundred (100) shares of the par value at Ten Dollars (\$10.00) each.

This corporation is not authorized to issue shares of stock of no par value nor to issue shares of preferred stock.

ARTICLE IV
RESTRICTIONS ON TRADE OF STOCK

This is a close corporation for profit and as such the shares of stock cannot be traded in the markets maintained by securities dealers or brokers.

ARTICLE V
CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation will begin business is One Thousand Dollars. (\$1,000.00).

ARTICLE VI
CORPORATE EXISTENCE

This corporation is to have perpetual existence.

ARTICLE VII
LOCATION OF PRINCIPAL OFFICE

The principal office of this corporation is to be at 2932 Staples Avenue, Key West, Florida 33040.

ARTICLE VIII
DIVISION OF PROFIT

The profit of this corporation shall be divided equally between stockholders Paul DePoo and Morgan Randolph Tynes, Jr.

ARTICLE IX
SUBSCRIBERS AND STOCK AGREED TO BE TAKEN BY EACH

The name and post office address of each subscriber to this Certificate of Incorporation and the number of shares of stock of this corporation which each initial stockholder agrees to take are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares</u>
Paul DePoo	2932 Staples Avenue Key West, Fl 33040	50
Morgan Randolph Tynes, Jr.	1708 South Street Key West, FL 33040	50

ARTICLE X
MANAGEMENT BY STOCKHOLDERS

a. The business of this corporation shall be managed by its stockholders rather than by a Board of Directors. In the management of the business of the

corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the stockholders. Each stockholder shall be entitled to one vote in person or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the corporation.

b. The capital stock of this corporation may be issued for such consideration as may be determined from time to time by the majority vote of the stockholders. Such capital stock may be issued in payment for real or personal property, services or any other article or thing of value for the uses and purposes of this corporation, and when so issued shall be and become fully paid and non-assessable, the same as though paid for in cash. The stockholders of this corporation shall be the sole judges of the value of any property, right, or thing acquired in exchange for capital stock.

c. In addition to the powers expressly enumerated in this Certificate of Incorporation, this corporation shall possess all other powers now or hereafter bestowed upon close corporations generally under the laws of the State of Florida, as well as those necessarily implied, and shall have and possess all powers necessary to conduct the business or businesses and carry out the objects herein expressed.

IN WITNESS WHEREOF, the undersigned have made and subscribed this Certificate of Incorporation at Key West, Monroe County, Florida, for the uses and purposes aforesaid.

Executed in the Presence of:

Johnny B. Hoff

Paul DePoo

(SEAL)

Estelle S. Meitz

Morgan Randolph Tynes, Jr.

(SEAL)

Morgan Randolph Tynes, Jr.

State of Florida,

County of Monroe,

BE IT REMEMBERED, that on this 17th day of August, A.D. 1998, personally appeared before me the undersigned, Notary Public in and for the State of Florida at Large, PAUL DEPOO and MORGAN RANDOLPH TYNES, JR., the

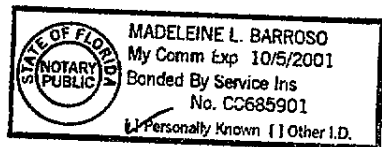
parties to the foregoing Certificate of Incorporation, each to me well known and known to me to be the individuals described in and who signed and executed the foregoing Certificate of Incorporation, and severally acknowledge and declared that they did make, subscribe and acknowledge the foregoing Certificate of Incorporation as their voluntary act or deed, and that the contents of said Certificate of Incorporation are true and correct.

GIVEN under my hand and official seal this the day and year aforesaid.

(SEAL)

Madeline L. Barroso

Notary Public, State of Florida at Large.



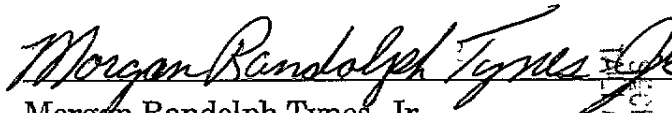
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First: That Paul Morgan's Caribbean Blend, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 2932 Staples Avenue, Key West, Monroe County, Florida, has named CYNTHIA TYNES, located at 1708 South Street, Key West, Monroe County, Florida, as its agent to accept service of process within this state.



Paul DePoo



Morgan Randolph Tynes, Jr.

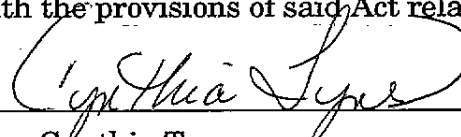
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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



Cynthia Tynes,
Resident Agent