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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.
QUALITY TOBACCO DISTRIBUTORS, INC.

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QUALITY TOBACCO DISTRIBUTORS, INC.

The undersigned subscriber(s) to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is **QUALITY TOBACCO DISTRIBUTORS, INC.**

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any activity or business which is permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock of a par value of one dollar per share.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred and no/100 (\$500.00) Dollars.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida is 4800 S.W. 51st Street, Suite 106, Davie, Florida 33314.

This Instrument Prepared By:
Douglas C. Kaplan, Esq.
Florida Bar No. 041302
Kaplan, Jaffe and Gates, P.A.
2435 Hollywood Boulevard
Hollywood, Florida 33020
Telephone: (954) 920-9110

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The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VII. DIRECTORS

This corporation shall have not less than one director.

ARTICLE VIII. INITIAL DIRECTORS

The names, titles and addresses of the first the Board of Directors are:

| <u>NAME</u> | <u>TITLE</u> | <u>ADDRESS</u> |
|-----------------|-------------------------|---|
| Claire Schwartz | President | 4800 S.W. 51st Street, #106 Davie, Florida 33314 |
| Andre Maman | Vice President | 4800 S.W. 51st Street, #106 Davie, Florida 33314 |
| Joseph Franco | Secretary/ Treasurer | 4800 S.W. 51st Street, #106 Davie, Florida 33314 |

These officers shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified.

ARTICLE IX. SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|---|
| Claire Schwartz | 4800 S.W. 51st Street, #106 Davie, Florida 33314 |

ARTICLE X. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this corporation is: 4800 S.W. 51st Street, #106, Davie, Florida 33314, and the name of the initial Registered Agent of this corporation is Claire Schwartz.

ARTICLE XI. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the Stockholders entitled to vote thereon.

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ARTICLE XII.

The Board of Directors, from time to time, shall determine whether and to what extent and what time and place, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be open to inspection of the Stockholders, and no Stockholder shall have the right to inspect any account or document of the corporation except as permitted by statute, or Board of Directors or by resolution of the Stockholders.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation, at Hollywood, Broward County, Florida, this _____ day of September, 1998, for the uses and purposes aforesaid.

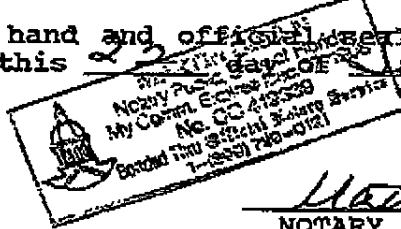
 (SEAL)
CLAIRE SCHWARTZ

STATE OF FLORIDA)
COUNTY OF BROWARD)

SS:

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared, CLAIRE SCHWARTZ, who is () personally known to me or who has () produced a valid driver's license or passport as identification and who did not take an oath and who subscribed to the foregoing Articles of Incorporation and who acknowledged before me the execution thereof for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the County and State above set forth this 22 day of September, 1998.




NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

11.01.2001

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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 **QUALITY TOBACCO DISTRIBUTORS, INC.** desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Davie, County of Broward, State of Florida, has named **CLAIRE SCHWARTZ**, located at 4800 S.W. 51st Street, #106, Davie, Broward County, Florida 33314, as its agent to accept service of process within this State.

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


CLAIRE SCHWARTZ
Registered Agent

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TALLAHASSEE, FLORIDA

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