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FLORIDA PROFIT CORPORATION OR P.A.

MACABI CIGAR OF SOUTH BEACH, INC.

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ARTICLES OF INCORPORATION
OF
MACABI CIGAR OF SOUTH BEACH, INC.

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The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida and hereby adopts the following Articles of Incorporation.

ARTICLE 1: NAME

The name of the corporation shall be: MACABI CIGAR OF SOUTH BEACH, INC. The address of the principal office of this corporation shall be c/o Arnold Perlstein, Esq., 4801 S. University Drive, 2nd fl., Davie, FL 33328, and the mailing address of the corporation shall be the same.

ARTICLE 2: NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE 3: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

PREPARED BY:
ARNOLD PERLSTEIN, ESQ.
FLORIDA BAR NO. 270911
4801 S. UNIVERSITY DRIVE
2nd FLOOR
DAVIE, FL 33328
(954) 389-0170

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ARTICLE 4: REGISTERED AGENT

The street address of the initial registered office of the corporation shall be c/o Arnold Perlstein, Esq., 4801 S. University Drive, Davie, FL 33328, 2nd fl., and the name of the initial registered agent of the corporation shall be Arnold Perlstein, Esq.

ARTICLE 5: TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE 6: BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation may have from one (1) up to six (6) directors, and shall have one (1) Director initially. The name and address of the initial member of the Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
ARNOLD PERLSTEIN	4801 S. University Dr. 2 nd fl. Davie, FL 33328

ARTICLE 7: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

ARNOLD PERLSTEIN, ESQ.
4801 S. UNIVERSITY DRIVE, 2nd FL.
DAVIE, FL 33328

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal on October 8, 1998.


ARNOLD PERLSTEIN

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF
INCORPORATION

ARNOLD PERLSTEIN, ESQ., an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the registered agent in the above and foregoing Articles of Incorporation of MACABI CIGAR OF SOUTH BEACH, INC., and is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Dated this 8th day of October, 1998

Arnold Perlstein Esq.
ARNOLD PERLSTEIN, ESQ.

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