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LAW OFFICES
BLAXBERG, GRAYSON & SINGER, P.A.

I. BARRY BLAXBERG
MOISES T. GRAYSON
SEYMOUR N. SINGER

SUITE 730 - INGRAHAM BUILDING
25 SOUTHEAST 2ND AVENUE
MIAMI, FLORIDA 33131-1506
TELEPHONE (305) 381-7979
TELECOPY: (305) 371-6816

IAN J. KUKOFF
JONATHAN W. SEGAL
DANIEL J. SERBER

Writer's Direct Line: 305-379-2300

October 23, 1998

Secretary of State
Florida Division of Corporations
Tallahassee, Florida 32314

Re: Cigarette Depot
Tobacco Enterprises, Inc.

900002672649--8
-10/26/98--01100--018
****262.50 *****87.50

Gentlemen:

Enclosed are two (2) original executed Articles of Incorporation each for the above-captioned corporations. Also enclosed is our check in the amount of \$262.50 for the following fees:

Filing Fees	\$ 70.00
Certified Copies	\$105.00
Registered Agent Designation	\$ 70.00
Certificate of Good Standing	\$ 17.50
TOTAL	\$262.50

Please return a certified copy of the Articles of Incorporation to the undersigned as soon as they are filed.

Very truly yours,

MOISES T. GRAYSON

MTG:dmc
Enclosures
cc: Mike Norona
CORP.MTG\1203-3
MTG\dmc\m\9605

FILED
98 OCT 26 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
10/27/98

ARTICLES OF INCORPORATION OF
TOBACCO ENTERPRISES, INC.

FILED
98 OCT 26 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

CORPORATE NAME

The name of this corporation shall be: TOBACCO ENTERPRISES, INC.

ARTICLE II.

NATURE OF CORPORATE BUSINESS

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

ARTICLE III.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of common stock having a par value of One Dollars (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be: Moises T. Grayson, Esquire, Blaxberg, Grayson & Singer, P.A., 730 Ingraham Building, 25 S.E. Second Avenue, Miami, Florida 33131-1506.

ARTICLE V.

MAILING ADDRESS OF CORPORATION

The Corporation's mailing address shall be: 6795 N.W. 87th Avenue, Miami, Florida 33178.

ARTICLE VI.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.

INITIAL DIRECTOR

The name and post office address of the first Directors of the Corporation is:

<u>Name</u>	<u>Address</u>
John Alexander	6795 N.W. 87th Avenue Miami, Florida 33178
Mike Norona	6795 N.W. 87th Avenue Miami, Florida 33178

The first Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

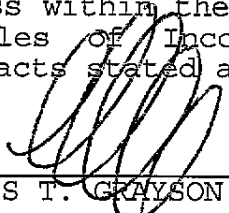
ARTICLE VIII.

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is:

<u>Incorporator</u>	<u>Address</u>
Moises T. Grayson, Esq.	730 Ingraham Building 25 S.E. Second Avenue Miami, Florida 33131-1506

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.



MOISES T. GRAYSON

STATE OF FLORIDA :
: SS
COUNTY OF DADE :

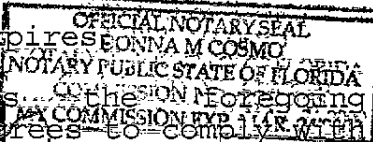
BEFORE ME, the undersigned authority, appeared Moises T. Grayson, who is personally known to me or who has produced as identification, and acknowledged that he executed said Articles of Incorporation, and who did take an oath.

WITNESS my hand and seal in the State and County aforesaid,
this 23 day of October, 1998.

Donna M. Cosmo
NOTARY PUBLIC, State of Florida

Print Name: Donna M. Cosmo

My Commission Expires



The undersigned hereby accepts the designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

MOISES T. GRAYSON, Registered Agent

CORP4.MTG\1203-3
MTG\dmc\m\9603