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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, INC  
Tobacco Enterprises, Inc.

000002672650--5  
-10/26/98--01100--018  
\*\*\*\*262.50 \*\*\*\*87.50

Office Use Only

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
<b>TOTAL</b>	<b>\$262.50</b>

FILED  
98 OCT 26 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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  
CORP1.MTG\1203-3  
MTG\dmc\m\9605

called

Dmc  
10/27/98

Donna gave auth  
by phone to add  
the suffix.  
10-29-98

ARTICLES OF INCORPORATION OF

FILED

CIGARETTE DEPOT, INC.

98 OCT 26 AM 9:11

ARTICLE I.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATE NAME

The name of this corporation shall be: CIGARETTE DEPOT, 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 Director of the Corporation is:

<u>Name</u>	<u>Address</u>
Ernesto Erdsman	6795 N.W. 87th Avenue Miami, Florida 33178

The first Director 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

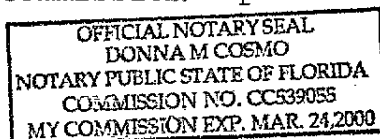
STATE OF FLORIDA :  
: SS  
COUNTY OF DADE :

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.

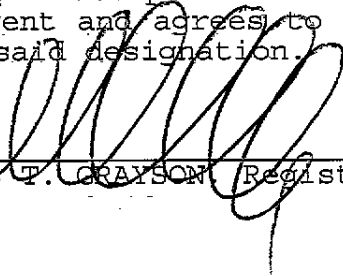
WITNESS my hand and seal in the State and County aforesaid, this 23 day of October, 1998.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
Print Name: Donna M. Cosmo

My Commission Expires:



The undersigned hereby accepts the foregoing 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\9604

**FILED**  
98 OCT 26 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA