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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 14 PM 3:53

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December 8, 1998

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

9000002711179--9  
-12/14/98-01045-003  
\*\*\*122.50 \*\*\*78.75

RE: TOBACCO BRANDS CORP.

Dear Sir or Madam:

Enclosed herewith are the Articles of Incorporation for the above-captioned corporation, along with a check in the amount of \$122.50. Please forward one certified copy of the registered articles to the undersigned.

Sincerely,



Carmen C. Ferreira

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**ARTICLES OF INCORPORATION**  
**OF**  
**TOBACCO BRANDS CORP.**

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I**  
**NAME AND ADDRESS OF THE CORPORATION**

The name of the Corporation shall be TOBACCO BRANDS CORP. (the "Corporation"). The initial address of the Corporation shall be 2702 N. W. 112 Ave., Miami, Florida 33172.

**ARTICLE II**  
**NATURE OF BUSINESS**

The general nature of the business and activities to be transacted and carried on by the Corporation are to transact all lawful business for which corporations may be incorporated under the Florida General Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article, unless expressly limited, shall not be limited nor restricted by reference to, or inference from, any provisions in this or any other article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

**ARTICLE III**  
**STOCK**

The authorized capital stock of the Corporation shall consist of 100 shares of Common Stock with a par value of \$10.00 per share.

**ARTICLE IV  
INCORPORATOR**

The name and street address of the incorporator of the Corporation is as follows:

Sylvia Ferenczi  
2702 N. W. 112 Ave.  
Miami, Florida 33172

**ARTICLE V  
TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VI  
ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation in the State of Florida shall be 2702 S. W. 112 Ave., Miami, Florida 33172. The name of the initial registered agent of the Corporation at the above address shall be Sylvia Ferenczi.

**ARTICLE VII  
NUMBER OF DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than three (3) persons, the exact number to be determined from time to time in accordance with the By-Laws, and until such time as the By-Laws have been adopted, the Board of Directors shall consist of two (2) persons.

**ARTICLE VIII  
INITIAL BOARD OF DIRECTORS**

The names and street addresses of the members of the initial Board of Directors of the Corporation, who shall hold office until the First Annual Meeting of Shareholders, and thereafter until their successors are elected and have qualified, are as follows:

<u>Name and Address</u>	<u>Office</u>
Sylvia Ferenczi 2702 N. W. 112 Ave. Miami, Fl. 33172	President/Treasurer
Jose Ayash 2702 N. W. 112 Ave. Miami, Fl. 33172	Vice-president/Secretary

**ARTICLE IX  
BY-LAWS**

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the Shareholders or Directors in any manner permitted by the By-Laws.

**ARTICLE X  
FINANCIAL INFORMATION**

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

**ARTICLE XI  
AMENDMENT**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

**ARTICLE XII**  
**COMMENCEMENT OF CORPORATE EXISTENCE**

The existence of the Corporation shall, in accordance with Florida law, commence on the date of filing of these articles.

**ARTICLE XIII**  
**PREEMPTIVE RIGHTS**

The corporation elects to grant preemptive rights to its shareholders.

IN WITNESS WHEREOF, the above-named incorporator signed these Articles of Incorporation this 9 day of Dec., 1998.

By: \_\_\_\_\_

Sylvia Ferenczi  
Incorporator

**CERTIFICATE DESIGNATING  
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

TOBACCO BRANDS CORP., desiring to organize as a corporation under the laws of the State of Florida, has designated 2702 N. W. 112 Ave., Miami, Florida 33172 as its initial Registered Office and has named Sylvia Ferenczi, located at said address, as its initial Registered Agent.

By: \_\_\_\_\_

Sylvia Ferenczi  
Incorporator

Having been named Registered Agent for the above-stated corporation, at the designated Registered Office, the undersigned hereby acknowledges that he is familiar with the obligations of such position and accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

By: \_\_\_\_\_

Sylvia Ferenczi  
Registered Agent

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