



**LAW OFFICE OF
TIMOTHY C. SCHULER**

7843 Seminole Boulevard
Seminole, Florida 33772

PHONE (727) 398-0011
FAX (727) 393-5458

198000105259

SENT VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
New Filing Section
P. O. Box 6327
Tallahassee, FL 32314

800002714968--3
-12/17/98--01102--011
*****70.00 *****70.00

Re: **BEACHSIDE CIGARS, INC.**
TCS File No: 98-1538

Dear Sir or Madam:

Enclosed are duplicate executed Articles of Incorporation for the above-referenced corporation. Both Articles have been executed and acknowledged by the Incorporator and Registered Agent in the same manner.

Please endorse your approval of the Articles and return one of the copies to me with the filing information in the pre-paid Federal Express package provided for your convenience. Our check in the amount of \$70.00 is also enclosed for filing and registered agent fees.

Sincerely yours,

Timothy C. Schuler

TCS/lm
cc: client
Enclosures

F:\WPDOCS\CLIENTS\98-1538\LTR35.DOC

12/18

FILED
98 DEC 17 PM 4:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

BEACHSIDE CIGARS, INC.

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is BEACHSIDE CIGARS, INC., and its principal office or mailing address is: 14225 Gulf Boulevard, Madeira Beach, Florida 33708.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.10 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 14225 Gulf Boulevard, Madeira Beach, Florida 33708, and the name of the initial registered agent is Cherie Pattishall.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have 2 directors. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

FILED
98 DEC 17 PM 4:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NAME

ADDRESS

Michael Wyckoff 14225 Gulf Boulevard
Madeira Beach, FL 33708

Cherie Pattishall 14225 Gulf Boulevard
Madeira Beach, FL 33708

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

NAME

ADDRESS

Cherie Pattishall 14225 Gulf Boulevard
Madeira Beach, FL 33708

ARTICLE 8: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 9: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 10: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15 day of December, 1998.



CHÉRIE PATTISHALL
"Incorporator"

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 15 day of December, 1998.



CHERIE PATTISHALL, Registered Agent

FILED
98 DEC 17 PM 4:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA