

098000106058



ACCOUNT NO. : 072100000032

REFERENCE : 074640 132361A

AUTHORIZATION :

*Patricia Pujols*

COST LIMIT : \$ 78.75

ORDER DATE : December 21, 1998

ORDER TIME : 8:57 AM

ORDER NO. : 074640-005

600002718616--8

CUSTOMER NO: 132361A

CUSTOMER: A. Clifton Black, Esq  
A. CLIFTON BLACK, ESQ  
A. CLIFTON BLACK, ESQ  
903 West Emmett Street

Kissimmee, FL 34741

DOMESTIC FILING

NAME: PRESTIGE CIGARS OF CENTRAL  
FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 22 PM 2:24

RECEIVED  
98 DEC 22 AM 9:56  
*CP*

**ARTICLES OF INCORPORATION  
OF  
PRESTIGE CIGARS OF CENTRAL FLORIDA, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 22 PM 2:24

The undersigned, the subscriber to these Articles of Incorporation, being a natural person competent to contract, does hereby form this Corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation shall be Prestige Cigars of Central Florida, Inc.

**ARTICLE II - NATURE OF BUSINESS**

The nature of the business of this corporation shall be to engage in the wholesale and retail sale of goods and related services, including but not limited to tobacco products, to do any other acts permitted by law.

**ARTICLE III - POWERS**

This corporation shall have all powers provided by law, including the power to do each and every thing necessary or suitable or proper for the accomplishment of any one of its purposes or the attainment of any one or more of the objectives enumerated hereinabove.

**ARTICLE IV - STOCK**

The authorized capital stock of this corporation shall be one hundred (100) shares of common stock at one dollar (\$1.00) per share par value. The common stock shall have exclusive voting power. Profits realized by the corporation in any one year beyond the

sum necessary to increase inventory and to expand the corporation shall be applicable to the stockholders as agreed upon by the Board of Directors or as otherwise herein provided. Nothing herein shall be deemed to limit the corporation in meeting any applicable requirements for preferred or selected treatment under the United States Internal Revenue Code. Consideration on issuance thereof shall be determined by the Board of Directors; provided, however, that each common shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of this corporation, or securities of the corporation convertible into or carrying a right, warranty or option to subscribe to or acquire such shares, which may be issued at any time by the corporation. The shareholders may, by unanimous written consent, provide for restrictions to be placed upon the transferability of shares for a right on the part of the corporation or one or more shareholders of first refusal as to any transfer by any shareholder or shareholders and may further provide for the terms and conditions of said restriction or said right or rights of refusal, including but not limited to the creation of a mode or manner by which the valuation or sale price of any such said shares may be determined.

#### ARTICLE V- INITIAL CAPITAL

The amount of capital with which this corporation will begin is not less than one hundred and no/100 dollars (\$100.00).

#### ARTICLE VI - TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VII - ADDRESS

The initial address of this corporation shall be 903 W. Emmett Street, Kissimmee, Florida, 34741. The registered agent at the corporate address is A. Clifton Black. The Board of Directors or any other governing person or persons as provided herein may, from time to time, move the office to any other address in Florida.

#### ARTICLE VIII - EXERCISE OF CORPORATE POWERS, DUTIES, MANAGEMENT

This corporation shall be managed by its Board of Directors; provided, however, that the Board of Directors may, from time to time, delegate certain responsibilities for the management of the business and affairs of the corporation to one or more officers of the corporations, or to a management committee. Upon delegation of any corporate powers or duties by the Board of Directors to any person or persons, the corporation may indemnify said person or persons for any acts or omission occurring in the performance or discharge of powers or duties, if and to the extent provided by law.

#### ARTICLE IX - VOTING SHAREHOLDERS DEADLOCK, ARBITRATION, MEDIATION

In any and all action requiring voting by shareholders, each outstanding share shall be entitled to one vote. A two-thirds majority of the shareholders may, through adoption of a by-law, or other written agreement, provide for the resolution of any matter upon which voting of the shareholders is not decisive or determinative, by referral or such said matter or matters to any person, persons, or entity, for arbitration, mediation, or other amicable resolution.

#### ARTICLE X - MEETINGS

Meetings of the shareholders and the Board of Directors and notice requirements, if any, shall be as prescribed by the By-Laws, or as otherwise provided by law.

#### ARTICLE XI - BY-LAWS

The right to adopt or to amend By-Laws shall be reserved for the shareholders. The manner of the amendment shall be as set forth in the By-Laws.

#### ARTICLE XII - BOARD OF DIRECTORS

This corporation shall have one or more directors. The name and address of the first Board of Directors is:

Robert E. Davis, President  
3519 Gatlin Avenue  
Orlando, Florida 32819

Valarie Davis, Vice President, Secretary  
3519 Gatlin Avenue  
Orlando, FL. 32819

The initial officers shall be:

Robert E. Davis, President  
3519 Gatlin Avenue  
Orlando, Florida 32819

Valarie L. Davis, Vice President, Secretary  
3519 Gatlin Avenue  
Orlando, FL. 32819

#### ARTICLE XIV - INCORPORATORS

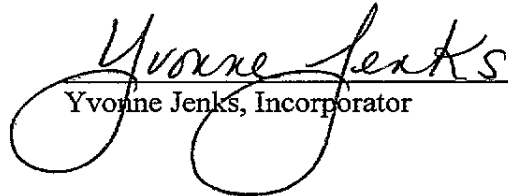
The name and address of the Incorporator of these Articles of Incorporation is:

Yvonne Jenks  
903 W. Emmett Street  
Kissimmee, FL. 34741

ARTICLE XV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I, the undersigned, being the original Incorporator of  
Prestige Cigars of Central Florida, Inc., do hereby make and file this Certificate, hereby  
declaring and certifying that the facts herein stated are true and correct, and accordingly I  
have executed these Articles of Incorporation, this 17 day of December, 1998.

  
Yvonne Jenks, Incorporator

ACKNOWLEDGMENT

STATE OF FLORIDA  
COUNTY OF OSCEOLA

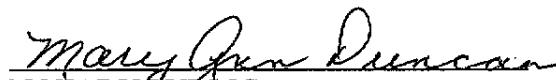
BEFORE ME, the undersigned authority, personally appeared YVONNE JENKS,  
to me known, and who acknowledged before me that she executed the foregoing freely  
and voluntarily for the purposes expressed herein.

WITNESS my hand and official seal in the state and county above stated this  
17 day of December, 1998.



MARY ANN DUNCAN  
My Comm Exp. 6/27/99  
Bonded By Service Ins  
No. CC460561

☒ Personally Known ☐ Other I.D.

  
NOTARY PUBLIC  
Mary Ann Duncan  
(Name of Acknowledger Printed)  
Commission No.:

ACCEPTANCE OF REGISTERED AGENT

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to take acknowledgments in the State of Florida, and in the County of Osceola, appeared A. Clifton Black, who is personally known to me, whose business address is 903 W. Emmett Street, Florida, 34741, and, being sworn, deposed and said that he has accepted the designation as registered agent for Prestige Cigars of Central Florida, Inc., this 17 day of December, 1998.

  
A. CLIFTON BLACK  
Registered Agent

  
NOTARY PUBLIC

Mary Ann Duncan  
(Name of Acknowledger Printed)

Commission No.:



MARY ANN DUNCAN  
My Comm Exp. 6/27/99  
Bonded By Service Ins  
No. CC460561  
☒ Personally Known ☐ Other I.D.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 22 PM 2:24