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BENJAMIN JIMENEZ  
ATTORNEY AT LAW

600 N. THACKER AVE., SUITE D-31  
KISSIMMEE, FLORIDA 34741-4808

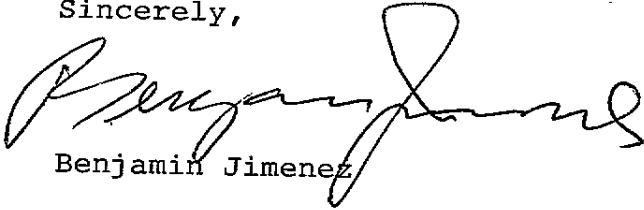
January 8, 1999

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

Re: J.S. Tobacco Company

Enclosed please find the original and one copy of Articles of Incorporation of referenced corporation. Also enclosed is a check in the amount of \$122.50 to cover the cost of filing, registration of agent and certification of articles.

Sincerely,



Benjamin Jimenez

Enclosures  
as stated above

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-01/14/99-01044-015  
\*\*\*\*122.50 - \*\*\*\*78.75

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99 JAN 14 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JAN 19 1999

P. Hall



ARTICLES OF INCORPORATION  
OF  
J.S. TOBACCO COMPANY

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I - CORPORATE NAME

The name of the corporation is: J.S. TOBACCO COMPANY

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand (1000) shares of no par value, which shall be designated "Common Shares".

ARTICLE V - PRINCIPAL OFFICE AND ADDRESS

The corporation's principal office address is"

12318 Menta St.  
Orlando, Florida 32837

ARTICLE VI - REGISTERED AGENT NAME AND ADDRESS

The name of the registered agent and his address are:

Jorge Santos  
12318 Menta St.  
Orlando, Florida 32837

ARTICLE VII - INITIAL DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or reduced from time to time by the By-Laws, but shall never be less than two. The name of the initial directors of the corporation are:

Jorge Santos  
12318 Menta St.  
Orlando, Florida 32837

Rosario Santos  
12318 Menta St.  
Orlando, Florida 32837

ARTICLE VIII - INCORPORATOR

Jorge Santos  
12318 Menta St.  
Orlando, Florida 32837

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at the stockholder's meeting by at least a majority of stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Article of Incorporation be made.

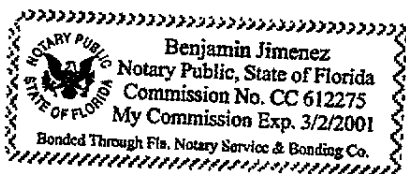
IN WITNESS WHEREOF, the undersigned, as incorporator, has executed these Articles of Incorporation, this 8th day of January, 1999.

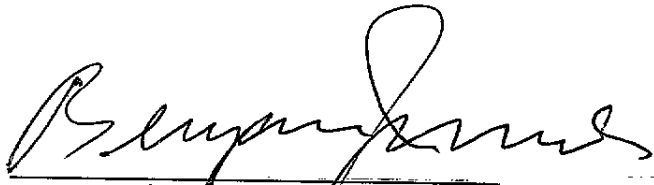
  
Jorge Santos

STATE OF FLORIDA  
OSCEOLA COUNTY

Before me, a Notary Public authorized to take acknowledgments in the State set forth above, personally appeared Jorge Santos, resident of Orange County, Florida, known to me and known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.


IN WITNESS WHEREOF, I have hereunto affixed my hand and seal in the State and County aforesaid, this 8th day of January, 1999.



  
Benjamin Jimenez  
Notary Public

CERTIFICATE OF ACKNOWLEDGMENT OF REGISTERED AGENT

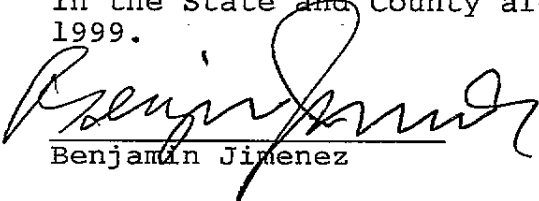
Having been named to accept service of process for the above stated corporation at the place designated in this certificate I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law in keeping open said office at 12318 Menta St. Orlando, Florida 32837.

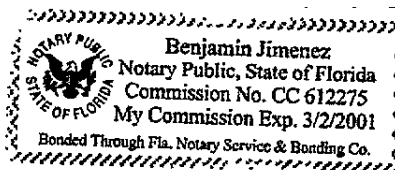
  
Jorge Santos

STATE OF FLORIDA  
OSCEOLA COUNTY

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Jorge Santos, known to me and known to be the person who executed the foregoing Certificate of Acknowledgment of Registered Agent.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 8th day of January, 1999.

  
Benjamin Jimenez



**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT**


Pursuant to Florida Statutes, Section 607.0501 or 617.0501 the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office in the State of Florida.

1. The name of the corporation is":

J.S. TOBACCO COMPANY

2. The name and address of the Registered Agent are:

Jorge Santos  
12318 Menta St.  
Orlando, Florida 3283737

  
Jorge Santos

FILED  
99 JAN 14 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA