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99 JAN 22 AM 9:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

Re: Vapor America, Inc.

Gentlemen:

Enclosed please find the Articles of Incorporation for the aforementioned new corporation. Enclosed please find my check in the amount of \$122.50, for the filing fee, certified copy fee, registered agent fee and charter tax.

Should any of this be lacking in order to comply with the laws of the State of Florida, please do not hesitate to contact me.

Very truly yours,


By: Benji Cohen

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Enclosures

Pasternak
ACCOUNTING & TAX SERVICES, INC.
1688 Meridian Avenue - Suite 423
Miami Beach, Florida 33139

CB
1-27-99
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ARTICLES OF INCORPORATION
OF
VAPOR AMERICA, INC.

ARTICLE I - NAME

The name of this Corporation is Vapor America, Inc., the mailing address is 6190 Woodlands Blvd., Ste. 313, Ft. Lauderdale, Fl. 33319.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of conducting any lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of stock \$1.00 par value, which said shares shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 6190 Woodlands Blvd., Ste 313, Ft. Lauderdale, Fl. 33319. The name of the initial Registered Agent of this Corporation is Benji Cohen.

ARTICLE VI - PRINCIPAL OFFICE

The street address of the principal office is 6190 Woodlands Blvd., Ste. 313, Ft. Lauderdale, Fl. 33319. The name of the principal officer is Benji Cohen.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) initial director(s). The number of directors may increase from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director(s) of this Corporation is:

Benji Cohen
6190 Woodlands Blvd., Ste 313
Ft. Lauderdale, Fl. 33319

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ARTICLE VIII - INCORPORATION

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

Benji Cohen
6190 Woodlands Blvd., Ste 313
Ft. Lauderdale, Fl. 33319

ARTICLE IX

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20 day of Jan 1999.

Benji Cohen
Benji Cohen

STATE OF FLORIDA

COUNTY OF Broward

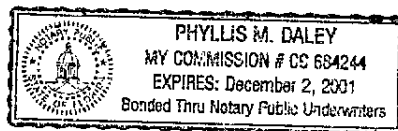
Before me, the undersigned authority, personally appeared Benji Cohen, to me well known and known to me to be the person described in and who acknowledged to and before me that (s)he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 20 day of Jan, 1999.

Phyllis M. Daley

Notary Public

My Commission Expires: 12.2.2001



ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any Amendments hereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

20th IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of JANUARY, 1999.


Benji Cohen

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