



THE UNITED STATES  
CORPORATION  
COMPANY

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99 APR 30 PM 3:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 224527 8739A

AUTHORIZATION :

COST LIMIT :

\$ Patricia Pigott

ORDER DATE : April 30, 1999

ORDER TIME : 12:25 PM

ORDER NO. : 224527-005

400002858754--7

CUSTOMER NO: 8739A

CUSTOMER: Jonathan Shepard, Esq.  
SIEGEL LIPMAN DUNAY & SHEPARD,  
SIEGEL LIPMAN DUNAY & SHEPARD,  
Suite 801  
5355 Town Center Road  
Boca Raton, FL 33486

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: CRAZY BERNIE'S TOBACCO SHOP,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

PH 4/30/99

ARTICLES OF INCORPORATION  
OF  
CRAZY BERNIE'S TOBACCO SHOP, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CRAZY BERNIE'S TOBACCO SHOP, INC.

The address of the principal office of this corporation shall be 5355 Town Center Road, Suite 801, Boca Raton, Florida 33486, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

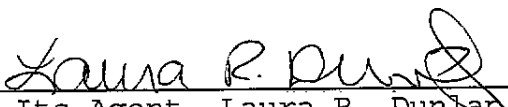
The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on April 30, 1999.

CORPORATION SERVICE COMPANY

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

  
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

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TALLAHASSEE, FLORIDA

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By:

Laura R. Dunlap  
Its Agent, Laura R. Dunlap

rwm