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A Partnership of Professional Associations

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April 30, 1999

Division of Corporations  
FLORIDA DEPARTMENT OF STATE  
409 East Gaines Street  
Tallahassee, Florida 32399

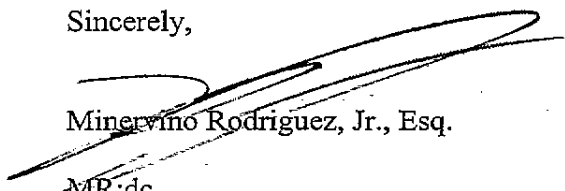
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\*\*\*\*122.50 \*\*\*\*\*78.75

**RE: CIGAR LOVING FRIENDS, INC.**  
**Articles of Incorporation**

Dear Sir or Madame:

Enclosed please find the Articles of Incorporation for the above-referenced corporation and our check for \$122.50 to cover the filing fee and the cost of a certified copy to be returned to us by mail. If at all possible, I would greatly appreciate your faxing to my office a copy your screen printout displaying the corporation information, after you have completed your processing.

Sincerely,

  
Minervino Rodriguez, Jr., Esq.

MR:dc

Encls: As Listed Above

Copy to Cigar Loving Friends, Inc.

FILED  
99 MAY -5 AM 11:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
CIGAR LOVING FRIENDS, INC.**

FILED  
99 MAY -5 AM 11:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator and subscriber, for the purpose of forming a corporation under the Florida Business Corporate Act, hereby adopt the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of this corporation shall be CIGAR LOVING FRIENDS, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 628 SW 22nd Avenue, Miami, Florida 33135.

**ARTICLE III - DURATION**

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin when the Articles are filed with the State of Florida.

**ARTICLE IV - PURPOSE**

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States of America and the State of Florida, including, but not limited to, the retail sale of cigars and cigar related goods, services, and accessories.

**ARTICLE V - CAPITAL STOCK**

5.1 The number of shares of stock this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares which may be fractional. The stock shall be known as common stock and shall have a \$ 0.01 par value per share.

5.2 Subject to compliance with the terms and conditions of capital stock purchase requirements, the initial shareholder and his percentage interest shall be Mr. Arturo A. Sosa, one hundred percent (100%).

**ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS**

The Initial Registered Agent shall be Mr. Arturo A. Sosa and the address of the Initial Registered Agent is 628 SW 22 Avenue, Miami, Florida 33135.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one (1). The name and address of the Initial Director are Mr. Arturo A. Sosa, 628 SW 22nd Avenue, Miami, Florida 33135.

**ARTICLE VIII - INITIAL OFFICERS**

The initial officers of the corporation shall be as follows:

President - Mr. Arturo A. Sosa

Secretary - Mr. Arturo A. Sosa

Treasurer - Mr. Arturo A. Sosa

**ARTICLE IX - INCORPORATORS**

The name and address of the person signing these Articles of Incorporation are Mr. Arturo A. Sosa, 628 SW 22nd Avenue, Miami, Florida 33135.

**ARTICLE X - AMENDMENT OF ARTICLES**

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 the subject to this reservation.

**ARTICLE XI - PREEMPTIVE RIGHTS**

The shareholders of this corporation shall have preemptive rights. The shareholders of this corporation shall have the right to maintain their fixed percentage ownership in the corporation by purchasing their proportionate share of any new stock issued.

IN WITNESS WHEREOF, the undersigned incorporator and subscriber has executed these Articles of Incorporation this 27 day of April, 1999.



Arturo A. Sosa  
INCORPORATOR/SUBSCRIBER

FILED  
99 MAY -5 AM 11:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the Registered Office/Registered Agent, in the State of Florida.

The name of the corporation is CIGAR LOVING FRIENDS, INC.

The name and address of the Registered Agent and Office is: ..

Mr. Arturo A. Sosa  
628 SW 22 Avenue  
Miami, Florida 33135.



Arturo A. Sosa

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Arturo A. Sosa

4-27-1999  
DATE