

P9900005281

RAFAEL NODAL
844 W 71 ST, HIALEAH, FL. 33014.

DATE: 5/28/99

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

600002896986--7
-06/07/99--01133--008
****121.50 ****78.75

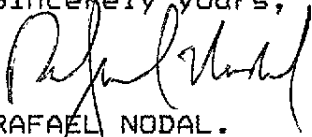
To whom it may concern:

Enclosed please find the Articles of Incorporation of AVILA CIGARS CORP. and a check No. 409 in the amount of \$ 121.50, which represents the fee to file the Corporation.

As soon as the Corporation is file, please be so kind to return it to me to the address of the letter head.

Thank you, in advance for your prompt cooperation in this matter and/or should you have any questions, please feel free to contact me.

Sincerely yours,


RAFAEL NODAL.

FILED
99 JUN -7 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ajc
6/10

ARTICLES OF INCORPORATION
OF
AVILA CIGARS CORPORATION

FILED
99 JUN -7 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws and provisions of the State of Florida, providing the formation, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME / ADDRESS.

The name of the Corporation is AVILA CIGARS CORPORATION and the mailing address is: 1490 WEST 49TH PL, SUITE 515, HIALEAH, FL. 33012.

ARTICLE II

NATURE OF BUSINESS

This Corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

To generally have and exercise all powers, rights and privileges necessary, suitable, convenient or proper for the accomplishment of any of the purpose or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and power herein named for the enhancements of the value of the property of the corporation or which at any time appear conducive there to or expedient.

ARTICLE III

TERMS OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date in which Corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$5.00 per value common stock, which shall be designated "Common Shares".

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of Corporation is 1490 W 49 PL, SUITE 515, HIALEAH, FL. 33012 and the name of the initial registered agent of this Corporation is: Mr. RAFEL NODAL, SS.# 070-64-2222.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have more than one Directors initially. The number of directors may be either increased or diminished from time to time By-Laws, but shall never be less than one (1). The name(s), address(es) and telephone(s) of the initial Directors of this Corporation are:

RAFAEL NODAL
844 W 71 ST
HIALEAH, FL. 33014.
PH: (305) 556-0235.

SS.# 070-64-2222

^{HS} HENRY
HENRY J. BISCHOFF
1170 HIATUS RD.
PEMBROKE PINES, FL. 33026.
PH: (954) 436-3138.

SS.# 140-50-5355

ARTICLE VII

The officers of the Corporation shall be as followed:

RAFAEL NODAL	PRESIDENT	50 SHARES
HENRY J. BISCHOFF	V.P./ SECRETARY	50 SHARES
^{HS} HENRY		

ARTICLE VIII

AMENDMENTS TO
ARTICLES OF INCORPORATION
AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and right conferred upon the shareholders is subject to this reservation. Furthermore, the power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders of this Corporation.

ARTICLE IX

POWERS

This Corporation shall have all the Corporate Powers enumerated in the Florida General Corporation Act.

ARTICLE X

DIVIDENDS

Dividends Payable in shares of any class may be paid to holders of shares of any other class.

ARTICLES XI

INDEMNIFICATION

This Corporation shall indemnify any and all of its Directors, Officers, Employees or Agents or former Directors, Officers, Employees or Agents or any persons who may have served at its request as a Director, Officers, Employees or Agent of another Corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include but not limited to, the expenses, including the cost of any judgement, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a Director, Officer, Employee or Agent as therein provided.

The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, Officer, Employee or Agent may be entitled as a matter of law or which it may be lawfully granted.

ARTICLE XII

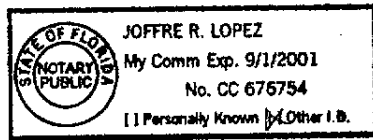
INCORPORATION

The name and address of the persons signing these Articles are:

RAFAEL NODAL 844 W 71 ST, HIALEAH, FL. 33014.
HENRY HENRY J. BISCHOFF. 1170 HIATUS RD. PEMBROKE PINES, FL. 33026.
HENRY

IN WITNESS WHEREOF, the undersigned, subscribers have executed these Articles of Incorporation.

Signed this 28th day of MAY, 1999.



Rafael Nodal
RAFAEL NODAL, PRESIDENT.
FL DL # N B40-720-64-374

Henry J. Bischoff
HENRY J. BISCHOFF, VP SECRETARY.
HENRY
FL DL 210-390-54-345.

Joffre R. Lopez

ACKNOWLEDGEMENT

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared: RAFAEL NODAL AND **HENRY** HENRY J. BISCHOFF, and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have here unto set hand and affixed my official seal, in the State and County aforesaid, this 28th day of MAY, 1999.

Joffre R. Lopez
Notary Public

JOFFRE R. LOPEZ
Printed Name of Notary Public

MY COMMISSION EXPIRES
09-01-2001

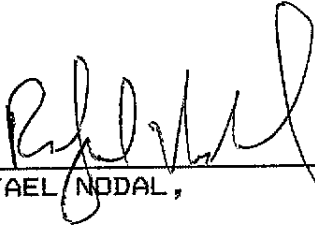
CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That AVILA CIGARS CORPORATION desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Certificate of Incorporation, at the City of Hialeah, County of Dade, State of Florida, has named Mr. RAFAEL NODAL, address: 844 W 71 ST, HIALEAH, FL. 33014., as its agent to accept services of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation at place designated in this Certificate, I hereby accept to act in this Capacity, and agree to comply with the provision of said Act relative to keeping open said office.



RAFAEL NODAL, PRESIDENT.

FILED
99 JUN -7 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA