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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN -9 PM 12:42

June 7, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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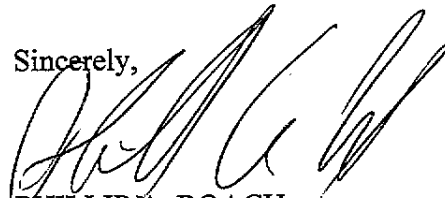
Re: 1-800-OK-CIGAR, INC.

Dear Sir or Madam:

I have enclosed two original Articles of Incorporation for the above referenced corporation together with the Certificate of Designation and Acceptance of the Registered Agent. Additionally, I have enclosed a check in the amount of \$78.75 to cover the filing fee, certified copy, and Resident Agent Designation.

If everything meets with your approval, please return the certified copy to this office. Thank you.

Sincerely,



PHILLIP A. ROACH

PAR/kih
Enclosures

D. BROWN JUN 11 1999

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ARTICLES OF INCORPORATION
OF
1-800-OK-CIGAR, INC.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

1-800-OK-CIGAR, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3300 Bonita Beach Road, #104
Bonita Springs, FL 34134

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000 Common Shares with \$1.00 par value per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be at 3300 Bonita Beach Road, #104, Bonita Springs, Florida 34134, and the initial registered agent of the Corporation at such office shall be STANLEY CHINSKY, who upon accepting this designation agrees to comply with the provisions of Section 48.094 Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of Directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of Directors be less than one (1) nor more than six (6). The names and addresses of the

Directors constituting the initial Board of Directors are:

NAME

ADDRESS

STANLEY CHINSKY

3000 Bonita Beach Road, #104, Bonita Springs, FL 34134

ARTICLE VI - INCORPORATORS

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

STANLEY CHINSKY
3300 Bonita Beach Road, #104
Bonita Springs, FL 34134

ARTICLE VII - AMENDMENTS

The power to adopt, alter, amend or repeal the Articles of Incorporation of this Corporation shall be vested in the Board of Directors by a majority vote.

INCORPORATOR

Stanley Chinsky
STANLEY CHINSKY

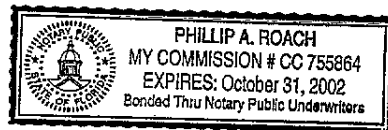
STATE OF FLORIDA
COUNTY OF Collier

The foregoing Article of Incorporation of 1-800-OK-CIGAR, INC. were acknowledged before me this 12 day of May, 1999 by STANLEY CHINSKY, who is personally known to me _____ or who has produced _____ as identification.

Phillip A. Roach

Notary Public

My Commission Expires: _____



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

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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 in designating their registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

1-800-OK-CIGAR, INC.

2. The name and address of the registered agent and office is:

STANLEY CHINSKY
3300 Bonita Beach Road, #104
Bonita Springs, FL 34134

By: Stanley Chinsky
STANLEY CHINSKY

Dated: 5-12-99

Having been named as the 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.

Stanley Chinsky
STANLEY CHINSKY

Dated: 5-12-99