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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 14 AM 9:32

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June 9, 1999

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Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for HJL Cigars, Inc.

Dear Clerk:

Enclosed please find check #36201 in the amount of \$122.50 for filing fees and a certified copy of the above referenced corporation. Please be advised that this is a rush. Our client is awaiting Corporation number in order to open up his restaurant for business. Please forward filed Articles of Incorporation in the enclosed Federal Express envelope provided for your convenience.

Thank you in advance for your cooperation in this important matter. If you have any questions concerning this matter, please feel free to contact me.

Sincerely,



Sara George
Legal Assistant to
Kenneth J. Lowenhaupt, Esq.

D. BROWN JUN 15 1999

**ARTICLES OF INCORPORATION
OF
HJL CIGARS, INC.**

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The undersigned natural persons, each of whom is licensed or otherwise legally authorized to do business in the State of Florida, hereby form a corporation in accordance with the laws of the State of Florida and hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I. NAME.

The name of the corporation shall be: **HJL CIGARS, INC.**

ARTICLE II. DURATION.

The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as hereafter provided.

ARTICLE III. PURPOSE.

The purpose of the corporation is to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general corporation in any way. To do such things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV. CAPITAL STOCK.

The total number of shares of capital stock which the corporation shall be authorized to issue is 1,000 shares. Such shares shall be of single class common stock, and shall have a par value of One and 00/100 Dollars (\$1.00) per share.

ARTICLE V. CAPITALIZATION.

The amount of capital with which the corporation will begin shall not be less than One Thousand and 00/100 (\$1,000.00) Dollars.

ARTICLE VI. PRINCIPAL OFFICE.

The address of the corporation's principal office shall be: 12154 SW 131 Avenue, Miami, Florida 33156.

ARTICLE VII. CORPORATE POWERS.

The corporation shareholders have all the rights and powers now or hereafter conferred on corporations by the laws of the State of Florida.

ARTICLE VIII. SUBSCRIBERS.

The names and addresses of each person signing these Articles of Incorporation as a subscriber are:

Jeffrey Aibel 9365 SW 77th Avenue, #2005, Miami, Florida 33156

ARTICLE IX. DIRECTORS.

The corporation is to be managed by a Board of Directors. The number of directors constituting the Board of Directors is two (2) and the names and addresses of the initial directors are:

President:: Jeffrey Aibel 9365 SW 77th Avenue, #2005, Miami, Florida 33156

Vice-President: Jeffrey Aibel 9365 SW 77th Avenue, #2005, Miami, Florida 33156

Secretary: Jeffrey Aibel 9365 SW 77th Avenue, #2005, Miami, Florida 33156

Treasurer: Jeffrey Aibel 9365 SW 77th Avenue, #2005, Miami, Florida 33156

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be four (4) years and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be an authorized number of directors until such number is changed by bylaw adopted by the shareholders.

ARTICLE X. BYLAWS.

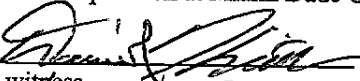

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than Thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption, bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are

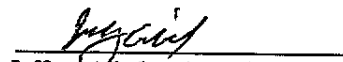
to be regulated and managed in accordance with such bylaws.

ARTICLE XI. DISSOLUTION.

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.


IN WITNESS WHEREOF, we the undersigned incorporators of this corporation, have executed these Articles of Incorporation at Miami Dade County, Florida this 9 day of JUNE, 1999.

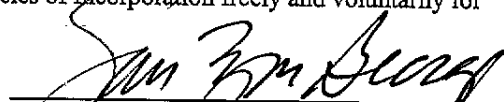

witness

witness


Jeffrey Aibel, as President

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, on this 9 day of JUNE, 1999, personally appeared Jeffrey Aibel who is [] personally known to me or [] produced a valid Florida Drivers License as identification and stated that he executed the above and foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed.

My commission expires:
 SARA LYNN GEORGE
My Commission CC570252
Expires Jul. 17, 2000


Notary Public, State of Florida

**DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT OF**

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DIVISION OF CORPORATIONS
99 JUN 16 AM 9:32

Pursuant to the provisions of the Florida Statute 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following in designating the office/registered agent in the State of Florida.

1. The name of the corporation is: HJL CIGARS, INC.
2. The name of the registered agent is: Jeffrey Aibel
3. The address of the registered agent: 9365 SW 77th Avenue, #2005, Miami, Florida 33156

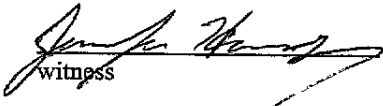
ACCEPTANCE.

Having been named as registered agent and designated to accept service of process for the above corporation, 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 obligations of my position as registered agent.

DATED this 9 day of JUNE, 1999.


witness

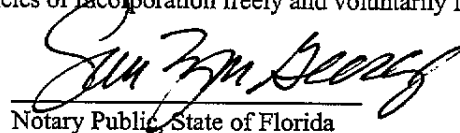

Jeffrey Aibel, as Registered Agent


witness

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, on this 7 day of JUNE, 1999, personally appeared Jeffrey Aibel who is [] personally known to me or [] produced a valid Florida Drivers License as identification and stated that he executed the above and foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed.

My commission expires:


Notary Public, State of Florida



SARA LYNN GEORGE
My Commission CC570252
Expires Jul. 17, 2000