

P990000077493

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000021748 1)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

s. plasencia tabacco, inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$78.75 |

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 31 AM 10:00

H99000021748

(4)

ARTICLES OF INCORPORATION
OF
S. PLASENCIA TOBACCO, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME AND ADDRESS

The name of the corporation is S. PLASENCIA TOBACCO, INC. and mailing address of this corporation shall be: 3022 N. Habana Avenue, Tampa, Florida 33607-1075.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Secretary of State.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue One Thousand (1000) shares of common stock at One Dollar (\$1.00) par value per share.

This document is prepared by:
Carlos E. Padron, Esq.
FL Bar #866997
338 Minorca Avenue
Coral Gables, FL 33146
Tel: (305) 461-4888

H99000021748

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 31 AM 10:00

H99000021748

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 3022 N. Habana Avenue, Tampa, Florida 33607-1075, and the name of the initial registered agent of this corporation at that address is Gustavo Plasencia.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator subscribing to these Articles of Incorporation is: Gustavo Plasencia, 3022 N. Habana Avenue, Tampa, Florida 33607-1075.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided for in the by-laws, but shall never be less than one. The initial director shall be Gustavo Plasencia whose address is the same as the mailing address of the corporation.

ARTICLE VIII

BY-LAWS

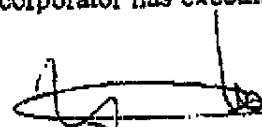
The power to alter, adopt, amend or repeal the by-laws shall be vested in the Board of Directors and the Shareholders of this Corporation.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12 of August, 1999.



Gustavo Plasencia, Incorporator

H99000021748

H99000021748

CERTIFICATE OF REGISTERED AGENT
OF
S. PLASENCIA TOBACCO, INC.

Pursuant to Section 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance therewith:

That S. PLASENCIA TOBACCO, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 3022 N. Habana Avenue, Tampa, Florida 33607-1075, has named Gustavo Plasencia located at: 3022 N. Habana Avenue, Tampa, Florida 33607-1075, agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

Dated this 12 day of August, 1999.

By: 

Gustavo Plasencia

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 31 AM 10:00

H99000021748