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Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT CORPORATION OR P.A.
ROCO TOBACCO (USA), INC.

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Page Count	05
Estimated Charge	\$78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ROCO TOBACCO (USA), INC.

ARTICLE I. NAME

The name of this corporation is:

Roco Tobacco (USA), INC.

ARTICLE II. DURATION

This Corporation shall have perpetual existence.

ARTICLE III. PURPOSE

The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock having no par value.

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Prepared By: Barry M. Boren, Esq.
9200 S. Dadeland Blvd. #412
Miami, FL 33156 (305) 670-2200

H99000030585**ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be located at 9200 So. Dadeland Blvd., Suite 412, Miami, Florida 33156 and the initial registered agent of this Corporation at such office shall be BARRY M. BOREN, ESQ., who, upon accepting this designation, agrees to comply with the provisions of Section 48.091, Fla. Stat. as amended from time to time, with respect to keeping an office for service of process.

ARTICLE VI. PLACE OF BUSINESS

The principal place of business of this Corporation shall be 9200 S. Dadeland Blvd., Suite 412, Miami, Florida 33156 and the mailing address of this Corporation shall be the same.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of no less than one (1) member and no more than five (5) members.

Barry M. Boren, Esq.
9200 S. Dadeland Blvd. #412
Miami, Florida 33156

ARTICLE VIII. INCORPORATOR

The name and mailing address of the Incorporator signing these Articles of Incorporation is:

BARRY M. BOREN, ESQ.
9200 So. Dadeland Blvd. Suite 412
Miami, Florida 33156

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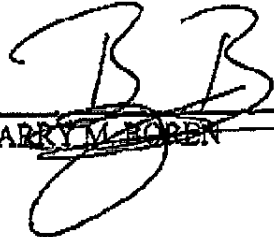
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Articles of Incorporation

ARTICLE IX. INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of December, 1999.



BARRY M. BOREN

STATE OF FLORIDA)
 SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared BARRY M. BOREN, to me well known and is the individual described therein and who, as Incorporator, executed the foregoing Articles of Incorporation of ROCO TOBACCO (USA), INC., and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS MY HAND and official seal at Miami, Dade County, Florida
this 1st day of December, 1999.



NAME: MARY ANN WEEKS
NOTARY PUBLIC STATE OF FLORIDA

MY COMMISSION EXPIRES:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Florida Statutes §48.091, ROCO TOBACCO (USA), INC., desiring to organize under the laws of the State of Florida, hereby designates BARRY M. BOREN, ESQ., 9200 So. Dadeland Blvd., Suite 412, Miami, Florida 33156 as its Registered Agent to accept service of process within the State of Florida.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for ROCO TOBACCO (USA), INC., at the place designated above in the Articles of Incorporation, BARRY M. BOREN, ESQ., agrees to act in this capacity and agrees to comply with the provisions of Florida Statutes 48.091

DATE Dec 1, 1999



BARRY M. BOREN, ESQ.
Registered Agent

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