



THE UNITED STATES
CORPORATION
COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 516818 10992A

AUTHORIZATION :

Patricia Pigjott

COST LIMIT : \$ 70.00

ORDER DATE : December 15, 1999

ORDER TIME : 11:06 AM

ORDER NO. : 516818-005

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CUSTOMER NO: 10992A

CUSTOMER: Shirley Stoll, Legal Asst
SHARP SMITH & HARRISON, P.A.
SHARP SMITH & HARRISON, P.A.
Suite 630
4830 W. Kennedy Boulevard
Tampa, FL 33609

DOMESTIC FILING

NAME: A. FUENTE CIGARS USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
A. FUENTE CIGARS USA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I
Name**

The name of this corporation shall be:

A. FUENTE CIGARS USA, INC.

**ARTICLE II
Principal Office and Mailing Address**

The address of the principal office and the mailing address of this corporation shall be:

4910 Andros Drive
Tampa, Florida 33629

**ARTICLE III
Business and Purposes**

The general purpose for which this corporation is organized is the transaction of any and all lawful businesses for which corporations may be incorporated under the General Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

**ARTICLE IV
Capital Stock**

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000,000 shares of common stock with a par value of \$0.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or

services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to the corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 4830 West Kennedy Boulevard, Suite 630, Tampa, Florida 33609-2574, and the initial registered agent of this corporation at such office shall be Karen R. Smith. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than ten (10) members, the exact number of directors to be fixed from time to time by the stockholders. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the Bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause. In the election of directors of this corporation, there shall be no cumulative voting of stock entitled to vote at such election.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors shall consist of one (1) member, such member to hold office until her successor has been duly elected and qualified. The name and street address of the initial director is:

Name

Address

Cynthia Fuente Suarez

4910 Andros Drive
Tampa, Florida 33629

ARTICLE IX

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

Name

Address

Karen R. Smith

4830 West Kennedy Boulevard
Suite 630
Tampa, Florida 33609-2574

ARTICLE X

Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

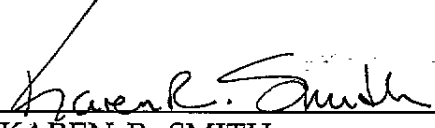
Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII
Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

 Dec. 14, 1999

KAREN R. SMITH

ACCEPTANCE OF SERVICE AS REGISTERED AGENT
OF

A. FUENTE CIGARS USA, INC.

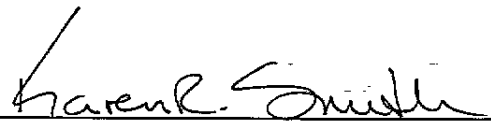
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Karen R. Smith, having been named as registered agent to accept service of process for the above-named corporation at the corporation's designated registered office located at 4830 West Kennedy Boulevard, Suite 630, Tampa, Florida 33609-2574, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 14th day of December, 1999.


KAREN R. SMITH