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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

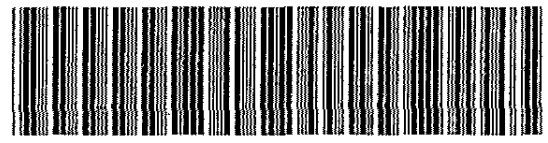
(Business Entity Name)

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DIXON, JOHN L. CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JAN - 3 2005

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Southern Cross Tobacco Company, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

MORRIS RAUB, ESQUIRE
(Name of Person)

(Firm/Company)

441 NORTH MAIN STREET
(Address)

PITTSBURGH, PA. 15222
(City/State and Zip code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

MORRIS RAUB at (570) 654-1030
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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TALLAHASSEE, FLORIDA

1. Southern Cross Tobacco Company, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. PA. 3. 01-0670756
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. MARCH 4, 2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3126 WEST CAREY STREET, SUITE 424, RICHMOND, VA. 2322.
(Principal office address)

(SAME)
(Current mailing address)

8. Sale of Tobacco Products
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Atty Mark Kass

Office Address: 1497 Northwest 7th Street
MIAMI, Florida 33125
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: MR. RICHARD PREZELSKI - SOLE BOARD MEMBER
Address: 270 WEST ROOSEVELT HIGHWAY
WAYMART, PA. 18472

Vice Chairman: _____
Address: _____
Director: _____
Address: _____
Director: _____
Address: _____

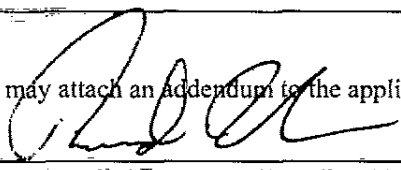
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B. OFFICERS

President: MR. RICHARD PREZELSKI - PRESIDENT
SOLE OFFICER
Address: (SAME)

Vice President: _____
Address: _____
Secretary: _____
Address: _____
Treasurer: _____
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. RICHARD PREZELSKI, PRESIDENT
(Typed or printed name and capacity of person signing application)

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

September 27, 2004

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

SOUTHERN CROSS TOBACCO COMPANY, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains subsisting so far as the records of this office show, as of the date herein.



IN TESTIMONY WHEREOF, I
have hereunto set my hand and
caused the Seal of the
Secretary's Office to be affixed,
the day and year above written.

Dechs C. Conte's

Secretary of the Commonwealth

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