F97000005952

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 594212 4302494

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 70.00

ORDER DATE : November 7, 1997

ORDER TIME : 9:29 AM

ORDER NO. : 594212-020

CUSTOMER NO: 4302494

CUSTOMER: Peter Kaiser, Legal Assistant
Whitman Breed Abbott & Morgan
200 Park Ave

New York, NY 10166

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DIVISION OF CORPORATIONS
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FOREIGN FILINGS

NAME: TABACALERA ACQUISITION CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

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:

1. Tabacalera Acquisition Corp.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural perso or partnership if not so contained in the name at present.

2. Delaware
(State or country under the law of which it is incorporated)

3. ______
(FEI number, if applicable)

4. Oct. 15, 1997
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Nov. 10, 1997
(Date first transacted business in Florida. *(See sections 607.1501, 607.1502, and 817.155, F.S.)*

7. 3901 Riga Blvd.
Tampa, FL 33601
(Current mailing address)

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8. Cigar manufacturer
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

By: Mary J. Flowers
(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 addresses of officers and/or directors: (Street address **ONLY**- P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: ______________________________

Vice Chairman: ______________________________

Address: ______________________________

Director: ______________________________

Address: ______________________________

Director: ______________________________

Address: ______________________________

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

President: See attached officers/directors rider

Address: ______________________________

Vice President: ______________________________

Address: ______________________________

Secretary: ______________________________

Address: ______________________________

Treasurer: ______________________________

Address: ______________________________

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

13. ______________________________
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. PETER STRAUSS CHAIRMAN
(Typed or printed name and capacity of person signing application)

Corporate Officers

Name	Title(s)	Residence Address
Thomas D. Arthur	President, Chief Executive Officer	P.O. Box 1261, Tampa, FL 33601
W. Tommy Morgan III	Executive Vice President	4208 Woodmere Rd. Tampa, FL 33609
Peter Strauss	Chairman	156 Brite Avenue Scarsdale, NY 10583
E. Barton Bridges	Executive Vice President, Chief Operating Officer	2419 Oak Landing Dr. Brandon, FL 33511
Ruth Bruzel	Senior Vice President	14014 Middleton Way Tampa, FL 33624
Jeff E. Freeman	Senior Vice President, Chief Financial Officer	653 Geneva Ave. Tampa, FL 333606
Michael Tomlinson	Senior Vice President	3001 W. Chapin Ave. Tampa, FL 33611
Rory K. Ma	Controller	912 Academy Drive Brandon, FL 33511

Corporate Directors

Name	Title	Residence Address
Thomas D. Arthur	Director	P.O. Box 1261, Tampa, FL 33601
W. Tommy Morgan III	Director	4208 Woodmere Rd. Tampa, FL 33609

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TABACALERA ACQUISITION CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF NOVEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel, Secretary of State

AUTHENTICATION: 8747857

DATE: 11-10-97

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