



THE UNITED STATES
CORPORATION
COMPANY

F97000005952

ACCOUNT NO. : 072100000032

REFERENCE : 877223 4300426

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 35.00

ORDER DATE : October 26, 2000

ORDER TIME : 10:20 AM

ORDER NO. : 877223-015

CUSTOMER NO: 4300426

CUSTOMER: Jim Reimold, Legal Asst
Winston & Strawn
200 Park Avenue

New York, NY 10166-4193

name
change

W000000026111

300003443643--3

FOREIGN FILINGS

NAME: HAVATAMPA, INC.

XX PROFIT

XX CORPORATE

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
00 OCT 30 PM 4:02

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 OCT 30 AM 11:34
TO ACQUIRE
SUFFICIENCY OF FILING

402250, 00524, 00672

RR
10/31/00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 31, 2000

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: HAVATAMPA, INC.
Ref. Number: F97000005952

We have received your document for HAVATAMPA, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The date on line #4 is incorrect. Please see the attached printout.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 300A00056580

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
OCT 31 PM 3:10
TO HAVATAMPA, INC.
SUFFICIENCY OF FILING

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"CONSOLIDATED CIGAR CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "HAVATAMPA, INC." UNDER THE NAME OF "ALTADIS U.S.A. INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF JULY, A.D. 2000, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.





Edward J. Freel, Secretary of State

2808443 8330

001540391

AUTHENTICATION: 0758177

DATE: 10-26-00