

Filing fee: \$150.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

Corp. I.D. # 88727

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

UNITED STATES TOBACCO SALES AND MARKETING COMPANY INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is United States Tobacco Sales and Marketing Company Inc.

SECOND: The name which it elects to use in Rhode Island is
United States Tobacco Sales and Marketing Company Inc.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is August 11, 1989 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is C/O Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

Ann Marie Cummins
Signature ANN-MARIE CUMMINS
ASSISTANT SECRETARY

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

Distribution and sale of consumer products.

FILED

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EIGHTH: The names and respective addresses of its directors and officers are: See Attached

<u>Name</u>	<u>Office</u>	<u>Address</u>
<i>see attached list</i>	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
200	Common	-	No par value

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
100	Common	-	No par value

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 28,845,189

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 9,358

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 348,839

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ none

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated March 4, 1996

United States Tobacco Sales and Marketing Company Inc.
[Exact Corporate Name of Corporation Making Application]

By Rodney Buckwalter
Its Vice President
and Debra A. Baker
Its Secretary

STATE OF CONNECTICUT

COUNTY OF FAIRFIELD

} Sc.

At Greenwich, Connecticut in said County on the 4th day
of March 1996, before me personally appeared
Rodney Buckwalter, who being by me first duly sworn, declared that
he is the Vice President of United States Tobacco Sales and Marketing
Company Inc. Vice President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Barbara G. Bogue
Notary Public
BARBARA G. BOGUE
Notary Public
State of Connecticut
My Commission Expires August 31, 1997

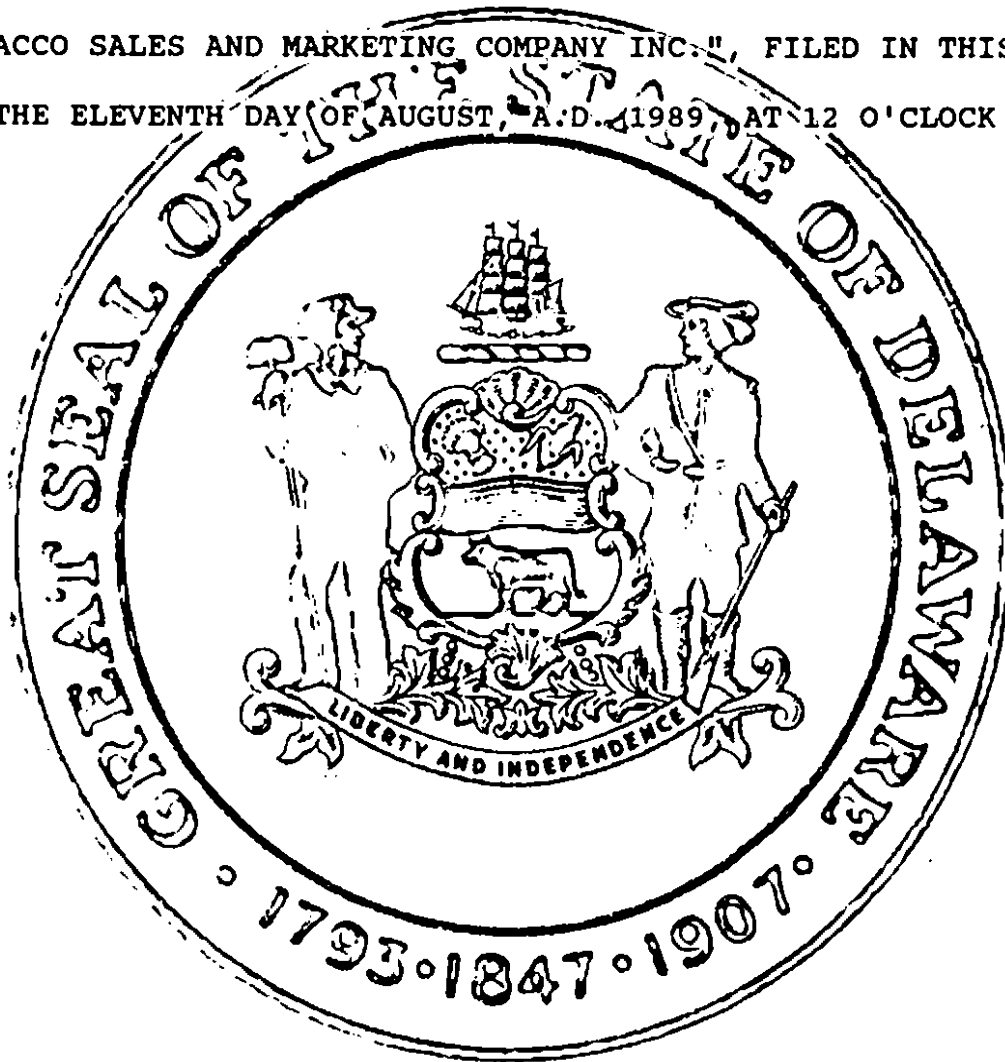
UNITED STATES TOBACCO SALES AND MARKETING COMPANY INC.

<u>DIRECTORS:</u>	Roger D. Haas		100 W. Putnam Ave. Greenwich, CT 06830
	Ronald R. Huth		Same as above
	Harvey Jaffer		Same as above
	Gary Milano		Same as above
	Bruce O'Connor		Same as above
	Donald B. Segelstrom		Same as above
	A. Gary Smith		Same as above
	Walter A. Wuchiski		Same as above
<u>OFFICERS:</u>	A. Gary Smith	President	100 W. Putnam Ave. Greenwich, CT 06830
	John J. Buccignano	Executive Vice President	Same as above
	Robert T. D'Alessandro	Senior Vice President & Controller	Same as above
	Walter A. Wuchiski	Senior Vice President	Same as above
	Rodney K. Buckwalter	Vice President	Same as above
	Marty Fetting	Vice President	Same as above
	Walter B. Garrison	Vice President	Same as above
	Roger D. Haas	Vice President	Same as above
	Garnis W. Hagen	Vice President	Same as above
	Ronald R. Huth	Vice President	Same as above
	Harvey Jaffer	Vice President	Same as above
	Gary Milano	Vice President	Same as above
	Bruce O'Connor	Vice President	Same as above
	Donald B. Segelstrom	Vice President	Same as above
	Debra A. Baker	Secretary	Same as above
	Wendy B. Grammas	Treasurer	Same as above

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "UNITED STATES TOBACCO SALES AND MARKETING COMPANY INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF AUGUST, A.D. 1989, AT 12 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7852723

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DATE:

03-05-96