

Filing Fee: \$100.00

ID Number: 154639



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

LIMITED PARTNERSHIP

FILED
MAR 6 2006
By AMF
93287
RECEIVED
MAR 6 2006

APPLICATION FOR CERTIFICATE OF REGISTRATION

Pursuant to the provisions of Section 7-13-49 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the state of Rhode Island and for that purpose submits the following statement:

1. The name of the limited partnership is National Tobacco Company, L.P.
(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")
and, if different, the name which it proposes to register and transact business in the state of Rhode Island is:
(same)

2. The limited partnership is organized under the laws of Delaware
and the date of its formation is 01/26/1988

3. The general character of the business it proposes to transact in Rhode Island is:
sale and marketing of tobacco and related products

4. The name and address of the agent for service of process is CT Corporation System
(Name of Agent)
10 Weybosset St. Providence, RI 02903
(Street Address, not P.O. Box) (City/Town) (Zip Code)

5. The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

6. The address of the office required to be maintain in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is:
3029 Muhammad Ali Blvd., Louisville, KY 40212

7. The name and business address of each general partner is:

| <u>General Partner</u> | <u>Business Address</u> |
|---|---|
| <u>National Tobacco Finance Corporation (General Partner)</u> | <u>3029 Muhammad Ali Blvd., Louisville, KY 40212</u> 257 Park Avenue South, 7th Fl., New York, NY 10010 |
| <u>North Atlantic Trading Company, Inc. (Limited Partner)</u> | <u>3029 Muhammad Ali Blvd., Louisville, KY 40212</u> 257 Park Avenue South, 7th Fl., New York, NY 10010 |
| _____ | _____ |
| _____ | _____ |

8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is cancelled or withdrawn is:

~~257 Park Avenue South, 7th Fl., New York, NY 10010~~
3029 Muhammad Ali Blvd., Louisville, KY 40212

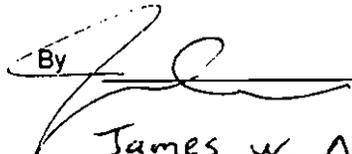
9. A mailing address for the foreign limited partnership is P.O. Box 32980, Louisville, KY 40232-2980

10. As of the date of this filing, the foreign limited partnership validly exists as a limited partnership under the laws of the jurisdiction of its formation.

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Registration of a Foreign Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 2-23-06

National Tobacco Company, L.P.
Print Exact Name of Limited Partnership Making Application

By  _____
General Partner
James W. Dobbins, Secretary
National Tobacco Finance Corporation

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NATIONAL TOBACCO COMPANY, L.P." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF FEBRUARY, A.D. 2006.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4528449

DATE: 02-16-06