

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 1335

BUSINESS CORPORATION

Corp. I.D. # 87559

APPLICATION FOR CERTIFICATE OF AUTHORITY OF

Santa Fe Natural Tobacco Company, Inc. (NMSCC 1531888)

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 Santa Fe Natural Tobacco Company, Inc.

SECOND: The name which it elects to use in Rhode Island is same as above

(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 New Mexico

FOURTH: The date of its incorporation is 8/1/91 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 1368 Cerrillos Road Santa Fe NM 87505

SIXTH: The address of its proposed registered office in Rhode Island is 170 Westminster Street-Suite 900 Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at that address is The Prentice-Hall Corporation System, Inc.


ELLEN E. BLUMSKY, Signature ASST. SECRETARY

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are Sale and Distribution of cigarette and tobacco products, (license pending).

FILED

DEC 20 1995

By D. J. #55
153699

NO. 11112 07 270

RECEIVED
DEC 20 1995

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

Name	Office	Address
SEE ATTACHED LIST	Director	SEE ATTACHED LIST
" " "	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:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
500,000	'A' COMMON STOCK		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:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
149,620	'A' COMMON STOCK		NO PAR VALUE

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 4,631,440

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 0.00

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 19,000,000.00

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 \$ 43,700.00

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 December 7, 1945

Santa Fe Natural Tobacco Company, Inc.
[Exact Corporate Name of corporation Making Application]

By Robin Omm
Its President
and Elizabeth Rice
Its Secretary

STATE OF New Mexico
COUNTY OF Santa Fe } Sc.

At 7th in said County on the 7th day
of December, 1945, before me personally appeared Robert Summers &
Elizabeth Rice, who being by me first duly sworn, declared that
he/she is the President and Secretary of Santa Fe Natural Tobacco Company, Inc.
that he/she signed the foregoing document as such President and Secretary of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

William R. Brennan
Notary Public
My Commission Expires 11-16-96

**SANTA FE NATURAL TOBACCO COMPANY, INC.
LISTING OF CORPORATE OFFICERS & DIRECTORS
NOVEMBER 1995**

NAME/TITLE	ADDRESS/TELEPHONE NUMBER
ROBIN LEE SOMMERS PRESIDENT DIRECTOR	ROUTE 19 SANTA FE, NM 87505 (505) 982-9749
ELIZABETH ANNE RICE TREASURER-SECRETARY DIRECTOR	1389 SANTA ROSA SANTA FE, NM 87605 (505) 982-5718
CHRISTOPHER ROWLAND WEBSTER, JR. VICE PRESIDENT DIRECTOR	133 CIRCLE DRIVE SANTA FE, NM 87501 (505) 988-7166
WILLIAM ROBERT BRENNAN VICE PRESIDENT	2719 VIA CABELLERO DEL SUR SANTA FE, NM 87505 (505) 472-2281
SHERRY ROBBINS HALL MAKLAЕ VICE PRESIDENT	2 VERANO LOOP SANTA FE, NM 87505 (505) 466-4505
MICHAEL ANTHONY LITTLE VICE PRESIDENT	15217 DAVIS ROAD CHURCH ROAD, VA 23833 (804) 265-5055
SIMMONS LEIGH PARK DIRECTOR	369 MONTEZUMA AVENUE, STE. #102 SANTA FE, NM 87501 (505) 466-2109
GILBERT RIDGEWAY HITCHCOCK DIRECTOR	POB 149 TESUQUE, NM 87574 (505) 989-8971
JAMES HIRSCH LORIE DIRECTOR	2314 LINCOLN PARK WEST CHICAGO, IL 60614 (312) 348-1567
MICHAEL WITTROCK DIRECTOR	ROUTE 19 JM SANTA FE, NM 87505 (505) 986-5879

STATE OF NEW MEXICO



OFFICE OF
THE STATE CORPORATION COMMISSION

CERTIFICATE OF COMPARISON

OF

SANTA FE NATURAL TOBACCO COMPANY, INC.

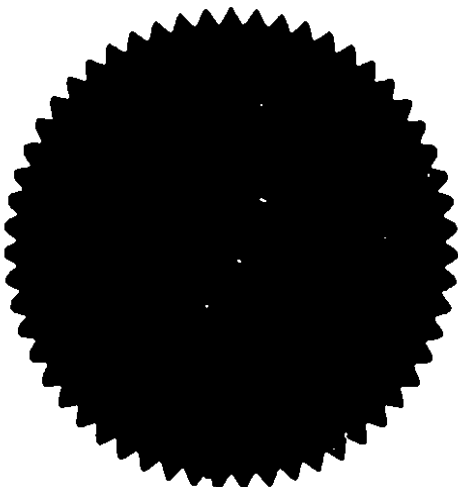
1531888

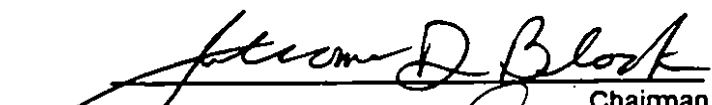

The State Corporation Commission certifies that the attached is a true and complete copy of the ***** page document(s) on file in this office.

This Certification is in accordance with Section 53-18-4 or Section 53-8-93, NMSA 1978.

Dated: NOVEMBER 15, 1995

In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the Seal of said Commission to be affixed at the City of Santa Fe




Chairman

Director