

porations, as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the rights of any stockholder as determined in appraisal proceedings pursuant to the provisions of The Alabama Business Corporation Act of 1959, and does hereby irrevocably appoint the Secretary of State of Alabama as its agent to accept service of process in any such suit or proceeding and does hereby designate the address to which a copy of such process shall be mailed by said Secretary of State as HAVATAMPA CIGAR CORPORATION, Attention: E. J. McMullen, 2007 21st Street, Tampa, Florida.

FOURTH: On the effective date of the merger, the capital with which the survivor shall begin business shall be not less than the aggregate of the par value of all shares issued by the Survivor in exchange for shares of the constituent corporations; to wit: \$19,000,000.00 or more.

FIFTH: This joint plan and agreement of merger shall be submitted to the stockholders or shareholders of each of the corporations parties hereto, to be considered by them and adopted, at meetings separately called and held in accordance with the provisions in that behalf contained in the law under which they were respectively organized; and if approved and adopted by the affirmative vote of that proportion of the shareholders or stockholders required by the statutes respectively under which the constituent corporations were organized, it shall be executed by the proper officers of each of the parties hereto in the manner required by the laws of each state, respectively, whereupon one of the originally executed copies of the joint plan and agreement shall be filed in the office of the Secretary of State of Florida, as required by the provisions of Chapter 608, Florida Statutes, 1959; originally executed copies shall also be filed, where permitted by state laws and procedures, in the appropriate offices of such other states in which constituent corporations are organized and, where necessary, copies certified by the proper state officer or office shall be recorded in all necessary offices; copies, certified by the Secretary of State of Florida shall be filed, where permitted by state laws and procedures, in the appropriate offices of such other states (excluding those states where originally executed copies are filed) in which constituent corporations are organized and, where necessary, recordation shall be properly accomplished; where required by laws and procedures of states in which constituent corporations are organized, articles of merger or other necessary documents incorporating the essence of this joint plan and agreement of merger shall be prepared in accordance with the requirements