

State of Idaho

Department of State

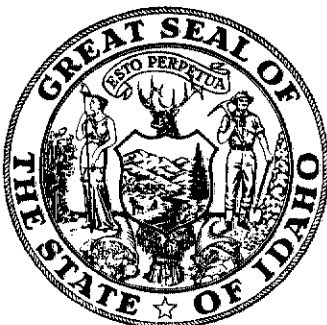
CERTIFICATE OF AUTHORITY OF

SANTA FE NATURAL TOBACCO COMPANY, INC.
File number C 113211

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of SANTA FE NATURAL TOBACCO COMPANY, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to SANTA FE NATURAL TOBACCO COMPANY, INC. to transact business in this State under the name SANTA FE NATURAL TOBACCO COMPANY, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: January 2, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:

DEC 20 8 39 AM '95
SECRETARY OF STATE
STATE OF IDAHO
657/11/96

- The name of the corporation is Santa Fe Natural Tobacco Company, Inc.
- The name which it shall use in Idaho is same as above
- It is incorporated under the laws of New Mexico
- Its date of incorporation is 8/1/91 and its duration, if other than perpetual, is _____
- 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
- The address to which correspondence should be addressed, if different than item 5, is ATTN: Elizabeth Rice
P.O. Box 1840 Santa Fe NM 87504-1840
- The street address of its registered office in Idaho is 200 North 23rd Street Boise, ID 83702
CSC Network/ The Prentice-
Hall Corporation System, Inc.
- The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
Sale & distribution of cigarettes & other tobacco products
- The names and respective addresses of its directors and officers are:

Name	Office	Address
SEE ATTACHED LIST		
" "		
" "		
" "		
" "		
" "		

- The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho.

Dated: 12/14/95

Santa Fe Natural Tobacco Company, Inc.
(Corporation name)

By [Signature] - President
Its President, Vice President, Secretary or Assistant Secretary
(please specify)

To be effective 1.1.96

IDAHO SECRETARY OF STATE
Secretary of State Use Only
DATE 12/20/1995 0900 23511 CCAP
1
CK #: 7479 CUST# 63169
AUTH PRO
1@ 100.00= 100.00
CORP SUR 1@ 20.00= 20.00

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



DEC 20 8 39 AM '95
SECRETARY OF STATE
STATE OF IDAHO

OFFICE OF

THE STATE CORPORATION COMMISSION

CERTIFICATE OF GOOD STANDING AND COMPLIANCE

IT IS HEREBY CERTIFIED that:

SANTA FE NATURAL TOBACCO COMPANY, INC.

1531888

a corporation organized under the laws of
NEW MEXICO

is duly authorized to transact business in New Mexico, as
a Domestic Profit corporation, under the

BUSINESS CORPORATION ACT

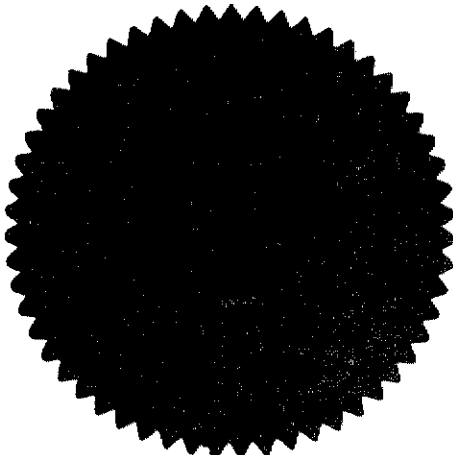
(53-11-1 to 53-18-12 NMSA 1978)

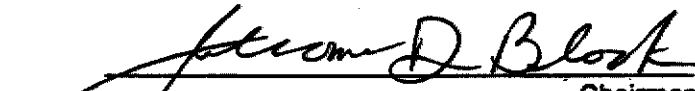

having filed its Articles of Incorporation AUGUST 1, 1991
and Certificate of Incorporation issued as of said date.

IT IS FURTHER CERTIFIED that the fees due the State Corporation Commission, which have been assessed against the aforesaid corporation, have been paid to date and aforesaid corporation is in corporate good standing and duly authorized to transact business as its corporate existence has not been revoked in New Mexico. This Certificate is not to be construed as an endorsement, recommendation or notice of approval of the corporation's financial condition or business activities and practices. This Certificate of Good Standing and Compliance expires MARCH 15, 1997

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