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ALEC BRADLEY CIGAR CORP/FL
Form DEF 14C
January 30, 2006

SCHEDULE 14C
INFORMATION REQUIRED IN INFORMATION STATEMENT
(RULE 14C-101)

SCHEDULE 14C INFORMATION

Information Statement Pursuant to Section 14(c) of the Securities
Exchange Act of 1934

Check the appropriate box:

- Preliminary Information Statement Confidential, for Use of the
Commission Only (as permitted by
Rule 14c-5(d) (2))
- Definitive Information Statement

ALEC BRADLEY CIGAR CORPORATION

(Name of Registrant as Specified In Its Charter)

not applicable

(Name of Person(s) Filing Information statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14c-5(g) and 0-11.
- (1) Title of each class of securities to which transaction applies: Common Stock
- (2) Aggregate number of securities to which transaction applies: _____
- (3) Per unit price or other underlying value of transaction computed pursuant to
Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is
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- (4) Proposed maximum aggregate value of transaction: \$_____
- (5) Total fee paid: \$_____
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statement number, or the Form or Schedule and the date of its filing.
- (1) Amount previously paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

Alec Bradley Cigar Corporation
3400 S.W. 26th Terrace
Suite A-1
Dania, Florida 33312
Telephone 954-321-5991

INFORMATION STATEMENT

WE ARE NOT ASKING YOU FOR A PROXY AND
YOU ARE REQUESTED NOT TO SEND US A PROXY

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January 30, 2006

Dear Shareholder:

This information statement is being furnished to the shareholders of Alec Bradley Cigar Corporation in lieu of a Special Meeting in connection with the proposals ("Proposals") below:

- * the sale of substantially all the assets of Alec Bradley Cigar by selling Alec Bradley Cigar Corporation's cigar operations pursuant to the terms of an asset purchase agreement between Alec Bradley Cigar Corporation and Alan Rubin in connection with the acquisition of Online Vacation Center Holdings, Inc.;
- * to amend our articles of incorporation to eliminate preemptive rights provided to our shareholders;
- * to amend our articles of incorporation to change our name to Online Vacation Center Holdings Corp.;
- * to amend our articles of incorporation to increase our authorized common stock to 80,000,000 shares; and
- * to adopt the 2005 Management and Director Equity Incentive and Compensation Plan.

This information statement is being sent in lieu of a special meeting. Alec Bradley Cigar has adopted the Proposals discussed in this information statement by the written consent of stockholders holding a majority of the voting power of Alec Bradley Cigar's common stock. The Proposals have been made pursuant to Alec Bradley's intended acquisition of Online Vacation Center Holdings, Inc., a vacation services company. The asset sale and share exchange discussed in this information statement constitute a reverse merger, in which Online Vacation Center will be the surviving entity. A change of control will occur and current Alec Bradley Cigar stockholders will experience substantial dilution.

Alec Bradley Cigar's Board of Directors approved and recommended, pursuant to a written consent dated August 25, 2005, that the Proposals be accepted. Alec Bradley Cigar's stockholders holding a majority of the voting power approved the Proposals, pursuant to a written consent dated August 25, 2005. Alec Bradley Cigar anticipates that the effectiveness of the asset sale and filing of the amendments will occur on or about February 22, 2006 (the "Effective Date"). If the Proposals were not adopted by written consent, it would have been required to be considered by Alec Bradley Cigar's stockholders at a special or annual stockholders' meeting convened for the specific purpose of approving the Proposals.

The elimination of the need for a special or annual meeting of stockholders to ratify or approve the Proposals is authorized by Section 607.0704 of the Florida Business Corporation Act (the "FBCA") and Alec Bradley Cigar's bylaws, which provides that the written consent of stockholders holding at least a majority of the voting power may be substituted for such a special or annual meeting. In order to eliminate the costs and management time involved in holding a special or annual meeting and in order to effect or ratify the Proposals as early as possible in order to accomplish the purposes of Alec Bradley Cigar, the board of directors of Alec Bradley Cigar voted to utilize the written consent of stockholders holding a majority of the voting power of the Alec Bradley Cigar.

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Alan Rubin and Bruce Ginsberg beneficially owning in the aggregate 3,395,000 shares of common stock, representing approximately 75% of the voting power of Alec Bradley Cigar, gave their written consent to the Proposals

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described in this information statement on August 25, 2005. It is proposed that this information statement will be first sent to the stockholders on or about January 30, 2006. The record date established by Alec Bradley Cigar for purposes of determining the number of outstanding shares of common stock, and thus the voting power, is January 30, 2006 (the "Record Date").

Alec Bradley Cigar is distributing this information statement to its stockholders in full satisfaction of any notice requirements it may have under the FBCA. No additional action will be undertaken by Alec Bradley Cigar with respect to the receipt of the written consents.

SHAREHOLDERS OF ALEC BRADLEY CIGAR ARE ENTITLED TO DISSENT FROM THE SALE OF ASSETS AND ELIMINATION OF PREEMPTIVE RIGHTS DISCUSSED IN THIS INFORMATION STATEMENT AND OBTAIN PAYMENT OF THE FAIR VALUE OF THEIR SHARES IF AND WHEN THE PROPOSALS ARE EFFECTUATED. SHAREHOLDERS DESIRING TO EXERCISE THEIR APPRAISAL RIGHTS MUST COMPLY WITH SPECIFIC PROVISIONS OF THE FBCA WHICH ARE INCLUDED IN THE APPENDIX HERETO.

Sincerely,

/s/ Alan Rubin

Alan Rubin

Chairman and Chief Executive Officer

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OUTSTANDING VOTING STOCK OF ALEC BRADLEY CIGAR CORPORATION

As of the Record Date, there were 4,499,777 shares of common stock outstanding. Each share of common stock entitles the holder thereof to one vote on all matters submitted to stockholders. Alan Rubin and Bruce Ginsberg have voted an aggregate of 3,395,000 shares of common stock in favor of the Proposals, which represents approximately 75% of the voting power of Alec Bradley Cigar's common stock.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information regarding the beneficial

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ownership of our common stock as of the Record Date, with respect to (i) each person known to Alec Bradley Cigar to be the beneficial owner of more than 5% of Alec Bradley Cigar's common stock; (ii) each officer and director of Alec Bradley Cigar; (iii) each person intending to file a written consent to the adoption of the Proposals; and (iv) all directors, executive officers and designated stockholders of the Company as a group. This information as to beneficial ownership was furnished to Alec Bradley Cigar by or on behalf of the persons named. Unless otherwise indicated, the business address of each person listed is 3400 S.W. 26th Terrace, Suite A-1, Dania, Florida 33312.

Name -----	Shares Percent of Beneficially Owned -----	Shares Outstanding -----
Alan Rubin	2,895,000	64.4%
Bruce A. Ginsberg(1)	500,000	11.1%
All executive officers and directors as a group (1 person)	2,895,000	64.4%

(1) Address is 2523 Monterey Court, Weston, FL 33327

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REVERSE MERGER

The following summary term sheet for the reverse merger, together with "Summary: Questions and Answers About the Proposals" appearing elsewhere in this information statement highlight selected information from this information statement and may not contain all of the information that is important to you. We urge you to carefully read this entire document and the other documents that we refer to in this document. These documents will give you a more complete description of the reverse merger. We have included page references in this summary to direct you to other places in this information statement where you can find a more complete description of the documents and terms that we have summarized.

Online Vacation Center and Our Reverse Merger

Online Vacation Center is an Internet-based vacation seller and one of the largest cruise sellers in the United States. Online Vacation Center was founded in October 2000 by Edward B. Rudner, who has served as Online Vacation Center's president since its inception. Online Vacation Center has approximately 40 employees and booked over \$100,000,000 in vacations since inception. Historically, a majority of Online Vacation Center's sales are cruises with accompanying travel arrangements. For further information about Online Vacation Center's business and operations, please see "Certain Information Concerning Online Vacation Center Holdings, Inc." beginning on page 47. The transactions described in this information statement will result in a reverse merger and Online Vacation Center will be the surviving corporate entity. Current Alec Bradley Cigar shareholders will no longer hold any interest in the cigar business and will experience substantial dilution.

The Parties to the Reverse Merger and the Share Exchange Agreement

Online Vacation Center and Alec Bradley Cigar have entered into a share exchange agreement. Under the share exchange Alec Bradley Cigar will issue an aggregate of 15,000,000 shares of common stock to the shareholders of Online Vacation Center in exchange for a wholly owned interest in Online Vacation Center. Simultaneously with the share exchange Alec Bradley Cigar will dispose of all of its cigar business assets and liabilities, which will be purchased by Alan Rubin (currently our majority shareholder) in consideration for the return of 2,700,000 shares of Alec Bradley Cigar common stock. Alan Rubin, who currently serves as our sole officer and director and our majority shareholder, will own 100% of the cigar business following the completion of the reverse merger. Online Vacation Center will be the accounting survivor and surviving business operations; however, Alec Bradley Cigar is the surviving legal entity. The share exchange agreement and asset purchase agreement are each included as an appendix to this information statement. Additional copies will be furnished without charge to beneficial shareholders or shareholders of record upon request by mail to Secretary, Alec Bradley Cigar, 3400 S.W. 26th Terrace, Suite A-1, Dania, Florida 33312.

The Exchange and Capitalization

Alec Bradley Cigar shares outstanding prior to reverse merger:	4,499,777
Total Alec Bradley Cigar shares to be issued to Online Vacation Center shareholders and debenture holder:	15,000,000
Total Alec Bradley Cigar shares to be canceled	

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under the asset purchase:	2,700,000
Total Alec Bradley Cigar shares outstanding following the reverse merger:	16,799,777 As a result of the reverse merger, there will be a change of control of Alec Bradley Cigar and the current shareholders of Alec Bradley Cigar will experience substantial dilution.

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Total options to purchase Alec Bradley Cigar common stock to be issued to new officers and directors of Alec Bradley Cigar:	1,500,000 With an exercise price quotation price as reported by the closing of the share exchange
Ownership interests of current Alec Bradley Cigar Shareholders before reverse merger:	100%
Ownership interests of current Alec Bradley Cigar Shareholders after the reverse merger:	9%

For more information on the terms of the share exchange and asset purchase, please see Proposal 1 - Sale of Assets, beginning on page 15. In addition to proposal 1, as described in this information statement the holders of a majority of the common stock of Alec Bradley Cigar have approved:

- Proposal 2: to amend our articles of incorporation to eliminate the preemptive rights currently provided to our shareholders (see page 36),
- Proposal 3: to amend our articles of incorporation to change our name to Online Vacation Center Holdings Corp. (see page 37),
- Proposal 4: to amend our articles of incorporation to increase our authorized common stock to 80,000,000 shares (see page 38), and
- Proposal 5: to adopt the 2005 Management and Director Equity Incentive and Compensation Plan, (see page 40).

Pursuant to the reverse merger:

- * Online Vacation Center will be the surviving entity and we will no longer hold any interest in the cigar business.
- * Alec Bradley Cigar will replace and expand the current board of directors from one member to three new members. The new directors will be: Edward Rudner, Richard Anthony McKinnon and Brian Froelich. Mr. Rudner will also replace Alan Rubin as the sole officer of Alec Bradley Cigar. We have included a discussion of the new management of Alec Bradley Cigar later in this

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- information statement (see page 22).
- * We will enter into an employment agreement with Edward Rudner, which includes the granting of options, and will issue options to our other non-employee board members (see page 23).
 - * Mr. McKinnon, who will be a director of Alec Bradley Cigar will also enter into a consulting agreement with Alec Bradley Cigar (see page 24),
 - * Mr. Rudner will become the majority shareholder of the surviving entity, receiving shares of common stock pursuant to the share exchange and pursuant to private stock purchase with Bruce Ginsberg and another Alec Bradley Cigar shareholder (see page 24).
 - * The effect of the share exchange and asset purchase will result in a change of control in the common stock beneficial ownership interest of our company.

Material Advantages and Disadvantages of the Reverse Merger to Alec Bradley Cigar and its Current Shareholders

Advantages:

- * We believe the future potential of Online Vacation Center's business exceeds our current cigar business prospects which may result in an increase in the value of your investment in our company.

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- * Disadvantages (see "Risk Factors" on page 53):
- * If Online Vacation Center's business plan is not successful, our stock price may decrease and your investment in our company will decrease in value.
- * You will suffer immediate dilution as a result of the reverse merger.

Conditions to closing the Reverse Merger (see page 20)

In order to complete the reverse merger:

- * Alec Bradley Cigar shall have maintained its quotation on the OTCBB;
- * Alec Bradley Cigar shall have complied with the terms of the asset purchase agreement, which include the sale of all assets and disposal of all liabilities;
- * Alec Bradley Cigar shall have amended its articles of incorporation to increase its authorized capital stock, eliminate preemptive rights and change its name to Online Vacation Center Holdings Corp.; and
- * Alec Bradley Cigar shall not have more than 1,799,777 shares outstanding immediately prior to the effective time of the share exchange.

Termination of the Share Exchange (see page 21)

The reverse merger may be terminated:

- * By either party if the share exchange is not completed on or before March 15, 2006,
- * There has been a material misrepresentation, breach of warrant or

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- * breach of covenant by the other part; or
- * There shall have been a material adverse change in the financial condition of the other party, or if an event shall have occurred which, as far as reasonably can be foreseen, would result in any such change.

Voting on the Proposals

The proposals were approved by majority shareholder written consent. This information statement is being sent for notice purposes only. The proposals were approved by Alan Rubin and Bruce Ginsberg, who collectively own approximately 75% of the shares of Alec Bradley Cigar common stock.

Fairness Opinion

Capitalink L.C., has delivered a written opinion, as to the fairness of the reverse merger. You should read the opinion to completely understand the procedures followed, matters considered and limitation on the reviews undertaken by Capitalink in rendering its opinion. A summary of Capitalink's opinion begins on page 25 of this information statement, and the opinion in its entirety is attached as Appendix E to this information statement.

Dissenters' Rights

Our shareholders are entitled to dissenters' rights under Florida law as the rights pertain to the sale of assets and removal of shareholder preemptive rights. You are urged to read the discussion of dissenters' rights commencing on page 62 and applicable Florida law attached as Appendix F to this information statement.

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QUESTIONS AND ANSWERS ABOUT THE SALE OF ASSETS, SHARE EXCHANGE AGREEMENT, AMENDMENTS TO OUR ARTICLES OF INCORPORATION AND 2005 MANAGEMENT AND DIRECTOR EQUITY INCENTIVE AND COMPENSATION PLAN

The following is a summary of certain information contained elsewhere in this information statement. The following summary is not intended to be complete and is qualified in its entirety by reference to the more detailed information contained in this information statement and in the attached Appendices. You are urged to review the entire information statement carefully. References in this Summary and throughout the information statement to "we," "us," "Alec Bradley Cigar" or the "Company" refer to Alec Bradley Cigar Corporation. References to "Online Vacation Center" refer to Online Vacation Center Holdings, Inc. and its subsidiary. Alec Bradley Cigar has supplied all information contained in this information statement relating to Alec Bradley Cigar and Online Vacation Center has supplied all information in this information statement relating to Online Vacation Center Holdings, Inc. and its subsidiary. Neither Alec Bradley Cigar nor Online Vacation Center makes any representation as to information contained herein supplied by the other company.

Q: WHY ARE WE SENDING OUR SHAREHOLDERS THIS INFORMATION STATEMENT?

A: Alec Bradley Cigar is mailing this information statement in lieu of a special meeting to notify its shareholders that the following proposals have been adopted by majority written consent:

- * the sale of substantially all of the assets of Alec Bradley Cigar to Alan Rubin, our majority shareholder and chief

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- executive officer in connection with the acquisition of Online Vacation Center Holdings, Inc.;
- * to amend our articles of incorporation to eliminate preemptive rights provided to our shareholders;
- * to amend our articles of incorporation to change our name to Online Vacation Center Holdings Corp.;
- * to amend our articles of incorporation to increase our authorized common stock to 80,000,000 shares; and
- * to adopt the 2005 Management and Director Equity Incentive and Compensation Plan.

Approval of the sale of assets and the amendments to our articles of incorporation required the affirmative vote of at least a majority of all issued and outstanding shares of Alec Bradley Cigar common stock. Approval of the Plan requires a majority vote of 51% of the outstanding shares of Alec Bradley Cigar. All 2,895,000 shares of common stock owned by our sole officer and director, Alan Rubin and 500,000 shares of common stock owned by Bruce Ginsberg, which are approximately 75% of the total number of beneficially owned shares of Alec Bradley Cigar's common stock, were voted in favor of all proposals.

On August 31, 2005, Alec Bradley Cigar announced it would seek to divest itself of its cigar operations and acquire a new operating company with the goal of enhancing shareholder value. The asset purchase agreement governing the terms and conditions of the sale of assets provides for the sale of all of Alec Bradley Cigar's cigar business assets for 2,700,000 shares of Alan Rubin's Alec Bradley Cigar common stock. Alan Rubin, to whom all or substantially all of the assets of Alec Bradley Cigar are being sold, is also the beneficial owner of approximately 64% of the common stock of Alec Bradley Cigar. The sale of assets is a condition of a share exchange with Online Vacation Center, a travel services company. The consummation of these transactions will result in a reverse merger and a change of control of Alec Bradley Cigar.

A copy of the agreements relating to the sale of assets and share exchange are attached to this information statement and incorporated by reference as Appendix A and Appendix B, respectively. A copy of the amended and restated articles of incorporation is attached to this information statement as Appendix C. A copy of the 2005 Management and Director Equity Incentive and Compensation Plan is attached to this information statement as Appendix D. You are urged to read these documents and agreements in their entirety.

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Q: HOW WAS THE FAIRNESS OF THE SHARE EXCHANGE AND SALE OF ASSETS DETERMINED BY THE ALEC BRADLEY CIGAR BOARD OF DIRECTORS?

A: Alec Bradley Cigar's board of directors has determined that the share exchange and asset purchase is fair to and in the best interests of Alec Bradley Cigar and our shareholders. With respect to the share exchange, the consideration paid consists of 15,000,000 shares of our common stock and the consideration received is the business of Online Vacation Center. The facts bearing upon the question of the fairness of the consideration paid and received included the historical and present financial condition and profitability of Online Vacation Center and an analysis of publicly traded companies that have characteristics comparable to Online Vacation Center. With respect to the sale of assets, the board considered the performance of its common stock in the marketplace, the nature of its principal assets and its growth potential. Mr. Rubin, as the Company's principal stockholder and sole director, proposed the terms and conditions of the asset sale. The sale of assets was viewed in conjunction with the terms of the share exchange to determine the fairness of the entire transaction as a whole. To further affirm the fairness of both the asset purchase and share exchange, the board reviewed the opinion of Capitalink, L.C., dated as of September 30, 2005, that as of the date of that opinion, the

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share exchange and sale of assets, combined together, is fair from a financial point of view to Alec Bradley Cigar's non-affiliated shareholders.

Q: WHY IS ALEC BRADLEY CIGAR PROPOSING THE REVERSE MERGER?

A: Alec Bradley Cigar is proposing the reverse merger for several reasons: (1) the performance of Alec Bradley Cigar common stock in the marketplace has been disappointing since its initial quotation on the Over the Counter Bulletin Board (under \$0.35 for the past two years until the disclosure of the reverse merger); (2) the revenues that our cigar operations have generated and the revenues that management believes our cigar operations will generate in the future, when coupled with the costs and requirements of a publicly reporting company, are not adequate to generate significant profits; and (3) the amount of working capital necessary to conduct and grow Alec Bradley Cigar's cigar operations has increased significantly. Alec Bradley Cigar currently does not have cash flow or borrowing power sufficient to grow its cigar operations. While from August 30, 2004 through August 30, 2005 the stock performance of Alec Bradley Cigar outperformed certain stock market indices, such as the Russell 3000 Index, Alec Bradley Cigar common stock was very thinly traded (limited liquidity) with a median of 1,137 shares traded on a daily basis, and with no trading on 88.5% of the available trading days.

Due to illiquidity and low stock price, Alec Bradley Cigar's stock has not been sufficiently attractive to serve as currency to fund investments. As a "micro cap" company, Alec Bradley Cigar has had difficulty raising capital through equity offerings because there has been no institutional interest in its stock. Having determined that Alec Bradley Cigar no longer has a ready means by which to fund future growth central to its business plan, Alec Bradley Cigar's board of directors has determined that it is in Alec Bradley Cigar's best interests to dispose of all of its cigar operations and via the share exchange become a travel services company.

Q: WHY IS ALEC BRADLEY CIGAR PROPOSING THE SHARE EXCHANGE WITH ONLINE VACATION CENTER?

A: In early 2005 Alec Bradley Cigar's board of directors evaluated the financial condition of Alec Bradley Cigar and the prospects for its future as a cigar importer and distributor. Our board of directors determined that the outlook for Alec Bradley Cigar under its business plan was not good and that the interests of our shareholders might be better served by restructuring Alec Bradley Cigar or its business plan. We were subsequently introduced to Online Vacation Center Holdings, Inc. Management of Alec Bradley Cigar has received unsolicited proposals for other reverse merger transactions over the past two years. These proposals included a technology company and a health care company. After conducting preliminary due diligence, Alec Bradley has rejected all previous proposals due to the nature of the underlying business prospects and plans provided to Alec Bradley Cigar. Management believes that the business prospects of Online Vacation Center exceed all prior proposals. Alec Bradley Cigar has not entered into any other letters of intent or other agreements providing for a reverse merger or other similar transaction. After conducting our due diligence of Online Vacation Center and discussing the fairness of the entire transaction with Capitalink, L.C., we have agreed to close the share exchange agreement with Online Vacation Center immediately following the effectiveness of this information statement.

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We believe the reverse merger will benefit Alec Bradley Cigar and our current shareholders because we believe:

- * the assets of Online Vacation Center and the prospects of Online Vacation Center's business will give our shareholders a greater chance of increasing the value of their investment than if we

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- continue with our current cigar business.
- * the nature of the cigar business presents numerous obstacles to financial success, including potential industry law suits by smokers, intense competition and a shrinking market.
- * the online travel industry is a growing industry that is still in its infancy and has a significant potential for growth.

Online Vacation Center's improved opportunities for growth after the completion of the reverse merger will hopefully result in an increased stock price, which directly effects our shareholders' investments in our company.

Q: WHAT ARE THE RISKS AND DISADVANTAGES OF THE PROPOSALS TO ALEC BRADLEY CIGAR AND OUR CURRENT SHAREHOLDERS?

A: We are selling all of our cigar assets through an asset purchase agreement with Alan Rubin (or his affiliated entities). Current Alec Bradley Cigar shareholders will no longer hold any interest in the cigar business after the asset sale. There are certain risks and disadvantages to the reverse merger. These risks and disadvantages include:

- * Online Vacation Center has not experienced substantial growth over the past two years and has an accumulated deficit of \$2,045,504 as of September 30, 2005.
- * our decision to withdraw from our cigar business may be premature.
- * Online Vacation Center's business plan may never be realized and as a result, there may be a decrease in our stock price which would adversely affect the stock ownership value of our shareholders.
- * our current shareholders are subject to immediate and substantial dilution.

Q: WHY IS ONLINE VACATION CENTER PROPOSING THE SHARE EXCHANGE?

A. Online Vacation Center is proposing the share exchange in order to provide its shareholders with greater liquidity through the public stock market. As a public company Online Vacation Center should also have greater access to capital markets for the continued development of its products and services. Online Vacation Center believes that as a public company, its common stock may be used as consideration to acquire other travel company businesses. Online Vacation Center plans to use additional stock issuances in its potential acquisitions, although to date, Online Vacation Center has not acquired any businesses. These stock issuances may cause further dilution to current Alec Bradley Cigar shareholders. Once public, Online Vacation Center shareholders may also have a better ability to liquidate their investment in Online Vacation Center as they will own stock in a public company.

Q: WHY IS ALEC BRADLEY CIGAR PROPOSING THE NAME CHANGE?

A: The name change is contingent upon effectiveness of the share exchange. The name change will accurately reflect the new business of our company.

Q: WHY IS ALEC BRADLEY CIGAR PROPOSING THE AMENDMENT TO THE ARTICLES OF INCORPORATION REMOVING PREEMPTIVE RIGHTS?

A: Alec Bradley Cigar's Articles of Incorporation currently provides that every shareholder, upon the sale for cash of any new stock of the company of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others. We believe that such right may delay or prevent future financings or material transactions. The cost of providing for preemptive rights for any future transaction are also a material cost to the company. The amendment is not contingent upon the effectiveness of the share exchange. Online Vacation

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Center's current business plan is to seek acquisitions that may rely heavily on issuances of common stock and the elimination of preemptive rights may cause further dilution to current Alec Bradley Cigar shareholders.

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Q: WHY IS ALEC BRADLEY CIGAR PROPOSING THE AMENDMENT TO THE ARTICLES OF INCORPORATION TO INCREASE THE NUMBER OF SHARES OF AUTHORIZED COMMON STOCK?

A: The additional shares of authorized common stock may be issued from time to time, as the need may arise, in connection with future opportunities for expanding business through investments, mergers, acquisitions or equity financing and for other purposes. As of the date hereof, we have no plans or proposals for issuing additional shares of common stock except as pursuant to the exchange agreement. While the business plan of Online Vacation Center includes the use of common stock issuances to finance future acquisitions, as of the date of this information statement Online Vacation Center has not entered into any acquisition agreements. In the event that Online Vacation Center enters into an acquisition agreement, additional shares of Alec Bradley Cigar common stock will most likely be issued. While the amendment is a condition of the share exchange it is not contingent upon effectiveness of the share exchange.

Q: WHY IS ALEC BRADLEY CIGAR PROPOSING THE ADOPTION OF THE 2005 MANAGEMENT AND DIRECTOR EQUITY INCENTIVE AND COMPENSATION PLAN?

A: The purpose of the Plan is to advance our interests and those of our stockholders by providing a means of attracting and retaining key employees, directors and consultants. In order to serve this purpose, we believe this Plan encourages and enables key employees, directors and consultants to participate in our future prosperity and growth by providing them with incentives and compensation based on our performance, development and financial success. Participants in the Plan may include our officers, directors, other key employees and consultants who have responsibilities affecting our management, development or financial success. Adoption of the Plan is also a condition of the share exchange, but not contingent upon the effectiveness of the share exchange.

Q: WHAT IS THE CURRENT BUSINESS OF ONLINE VACATION CENTER HOLDINGS, INC.?

A: Online Vacation Center Holdings, Inc., a Florida corporation, is an Internet-based vacation seller located in Plantation, Florida. It was founded in October 2000 by Edward B. Rudner, who has served as its president since inception. Online Vacation Center has approximately 40 employees and revenues of \$6,252,690 in 2004 and \$5,649,406 in 2003. Online Vacation Center has produced net income of \$1,079,295 in 2004 and \$1,393,581 in 2003. Historically, a majority of Online Vacation Center's sales are cruises with accompanying travel arrangements. Online Vacation Center is headquartered in Plantation, Florida and its telephone number is (954) 377-6400.

Q: WHAT WILL HAPPEN IN THE PROPOSED REVERSE MERGER?

A: Alec Bradley Cigar will sell all of its assets in its cigar operations and amend and restate its articles of incorporation to change its corporate name to Online Vacation Center Corp., remove preemptive rights and increase its authorized capital stock. We will also adopt the Plan. Alec Bradley Cigar's operations and assets will be sold to Alan Rubin in return for 2,700,000 shares of Alec Bradley Cigar common stock held by Mr. Rubin. These shares will be returned to our treasury. In addition, as required under the terms of the asset purchase and share exchange, Mr. Rubin will assume all of Alec Bradley Cigar's obligations incurred prior to the effective date of the reverse merger, including repayment of related party promissory note, which were approximately

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\$57,974 at September 30, 2005, although the outstanding balance on the promissory note was not a factor in determining the sales price of the cigar business. When the share exchange is consummated, Online Vacation Center will be the surviving entity. Effective on the date of the reverse merger, Edward Rudner or his assignees will purchase 500,000 shares of Alec Bradley Cigar common stock from Bruce Ginsberg, an affiliate of Alec Bradley Cigar, for a purchase price of \$0.90 per share and 75,000 shares of Alec Bradley Cigar common stock from a third party for \$0.20 per share. Also effective as of the date of the reverse merger, Alec Bradley Cigar will issue options to purchase 700,000 shares of Alec Bradley Cigar common stock to Edward Rudner, options to purchase 600,000 shares of Alec Bradley Cigar common stock to Richard Anthony McKinnon and options to purchase 200,000 shares of common stock to Brian Froelich. The options to purchase an aggregate 1,500,000 shares will be exercisable at 110% of the market price of Alec Bradley Cigar's common stock as of the effective date.

Q: WHAT ARE THE IMPLICATIONS OF THE PROPOSALS FOR ALEC BRADLEY CIGAR'S CURRENT BUSINESS?

A: Alec Bradley Cigar will sell all or substantially all of its assets, dispose of its liabilities and no longer own or operate its current cigar business. Current Alec Bradley Cigar shareholders will no longer hold any interest in the cigar business after the asset sale. After the share exchange, Alec Bradley Cigar will conduct the Online Vacation Center's business, under the leadership of Online Vacation Center's current management and the cigar business will continue to be operated by Alec Bradley Cigar's current employees under the ownership of Alan Rubin or his affiliates.

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The share exchange is a reverse merger in which Online Vacation Center will be the surviving company. As a result of this reverse merger, a change in control in Alec Bradley Cigar will occur. Management of Alec Bradley Cigar will change, as Edward Rudner will replace Alan Rubin as chief executive officer and chief financial officer of the surviving entity. In addition, the board of directors of the surviving entity will consist of Edward Rudner, Richard Anthony McKinnon and Brian Froelich. Current shareholder ownership of Alec Bradley Cigar will be reduced to approximately 9% of the surviving entity. Current shareholders of Alec Bradley Cigar will experience substantial dilution if the reverse merger is completed and will be investors in an online travel services company.

Q: WHAT WILL ONLINE VACATION CENTER SHAREHOLDERS RECEIVE IN THE SHARE EXCHANGE?

A: If the share exchange is consummated, shareholders and debenture holder of Online Vacation Center will receive an aggregate of 15,000,000 shares of Alec Bradley Cigar common stock in exchange for 100% of their interest in Online Vacation Center. Current Alec Bradley Cigar shareholders will not receive any stock or consideration in connection with the reverse merger and will continue to hold stock in Alec Bradley Cigar, which, upon completion of the reverse merger, will be renamed Online Vacation Center Holdings Corp. and will carry on the business of Online Vacation Center. The aggregate ownership interest of current shareholders in the surviving entity will be reduced to approximately 9%.

Q: WHAT ARE THE TERMS OF THE SHARE EXCHANGE?

A: General. Upon the consummation of the transactions contemplated by the share exchange agreement, the Online Vacation Center shareholders and debenture holder will receive an aggregate of 15,000,000 shares of Alec Bradley Cigar common stock and Online Vacation Center will become a wholly owned subsidiary of Alec Bradley Cigar.

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There are no options nor warrants to purchase shares of Online Vacation Center common stock. See "Approval of the Share Exchange Agreement - The Share Exchange -- Effects of the Share Exchange" "Approval of the Share Exchange Agreement -- The Share Exchange Agreement -- Certain Conditions to Consummation of the Share Exchange" for a more detailed discussion.

The share exchange will become effective upon approval of Online Vacation Center shareholders and mailing of this information statement. Assuming all conditions to the share exchange are satisfied or waived, it is anticipated that the share exchange will be effective 20 days after the mailing of this information statement.

Conditions to Closing. In addition to other conditions to consummation of the share exchange customary to agreements of this type, the share exchange agreement provides that the obligations of the parties to effect the share exchange are subject to the satisfaction, among others, of the following conditions:

- * the approval of each shareholder of Online Vacation Center;
- * Alec Bradley Cigar shall have maintained its quotation on the OTCBB;
- * Alec Bradley Cigar shall have completed the sale of assets or otherwise disposed of all of its assets;
- * Alec Bradley Cigar shall have amended its articles of incorporation eliminating preemptive rights and changing its name to Online Vacation Center Corp; and
- * Alec Bradley Cigar shall not have more than 1,799,777 shares outstanding immediately prior to the effective time of the share exchange.

Termination of the share exchange agreement. The share exchange agreement may be terminated by either party if:

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- * the shareholders of either company do not approve the requisite transactions contemplated by the share exchange agreement;
- * the share exchange has not been consummated by December 31, 2005, or a later date mutually agreed upon;
- * there has been a material misrepresentation, breach of warranty or breach of a covenant by the other party; or
- * there has been a material adverse change in the financial condition of the other party.

Q: WHO WILL SERVE AS MANAGEMENT OF ALEC BRADLEY CIGAR AFTER THE REVERSE MERGER?

A: Alec Bradley Cigar has agreed that, as of the effective time of the share exchange, Alan Rubin, as the sole director of Alec Bradley Cigar, will appoint Edward B. Rudner, who is currently the sole director of Online Vacation Center, and Richard Anthony McKinnon and Brian P. Froelich to serve as members of the board of directors until the next annual meeting of the shareholders. Immediately thereafter Mr. Rubin will resign and the newly-comprised board of directors will elect those individuals serving as officers of Online Vacation Center immediately preceding the effective time of the share exchange as officers of Alec Bradley Cigar. Biographical information concerning the new directors is set forth in "Approval of the Share Exchange Agreement -- The Management of Alec Bradley Cigar and the Surviving Company After the Share Exchange."

Q: WHAT ARE THE INTERESTS OF THE AFFILIATES OF ALEC BRADLEY CIGAR AND ONLINE VACATION CENTER?

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A: We are selling our cigar business to Alan Rubin. The reverse merger will result in a change of control of Alec Bradley Cigar. Certain individuals who will serve as directors and executive officers of Alec Bradley Cigar following the effective time of the share exchange currently own no shares of Alec Bradley Cigar's common stock. Following the share exchange the current and future directors, executive officers and affiliates will be deemed to have such beneficial ownership of common stock as follows:

Name -----	Shares Owned Prior to Effective Date		Shares Owned
	Number -----	Percentage -----	Effective D -----
Alan Rubin	2,895,000	64.4%	195,000 (1)
Edward B. Rudner	-0-	-0-	11,174,660 (2)
Richard Anthony McKinnon	-0-	-0-	600,000 (3)
Brian P. Froelich	-0-	-0-	200,000 (4)
Bruce A. Ginsberg	500,000	10%	0 (5)
Reginald Flosse	-0-	-0-	3,060,050
Pacific Tour Services, Inc.(6)	-0-	-0-	1,500,310
William A. Cataldo(7)	-0-	-0-	2,040,290

- (1) Assumes exchange of shares in connection with sale of assets.
- (2) Includes shares issued pursuant to the share exchange. Includes an aggregate of 1,680,000 shares held in trust for the benefit of Mr. Rudner's children and 1,680,000 shares held by Mr. Rudner's wife. Also includes 500,000 shares that Mr. Rudner (or his assignees) has entered into an agreement to purchase privately from Bruce Ginsberg (an affiliate of Alec Bradley Cigar) at \$0.90 per share and up to 75,000 shares that Mr. Rudner (or his assignees) has entered into an agreement to purchase privately from a third party shareholder at \$0.20 per share. The agreements were executed on different dates and are effective on the date of the reverse merger. Also includes 700,000 shares of common stock underlying options exercisable at 110% of the market price of Alec Bradley Cigar's common stock as of the effective date of the share exchange.
- (3) Includes 600,000 shares of common stock underlying options exercisable at 110% of the market price of Alec Bradley Cigar's common stock as of the effective date of the share exchange.
- (4) Includes 200,000 shares of common stock underlying options exercisable at 110% of the market price of Alec Bradley Cigar's common stock as of the effective date of the share exchange.
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- (5) Mr. Ginsberg has entered into a written agreement to sell his shares to Mr. Rudner at \$0.90 per share. The sale will be effective on the date of the reverse merger.
- (6) Voting control held by William A. Cataldo.
- (7) Includes 539,980 shares held in the Cataldo Family Trust, a trust in which Mr. Cataldo is a beneficiary and protector. Also includes 1,500,310 shares held by Pacific Tour Services.

In addition to the equity interests described above, the surviving entity will enter into an employment agreement with Mr. Rudner, a consulting agreement with Mr. McKinnon and pay an annual fee to all individuals serving on the board of directors. The terms of these agreements and director compensation are set forth in "Management After the Share Exchange - Compensation." Also as previously described in this information statement, Alan Rubin will be receiving sole ownership of the cigar business upon effectiveness of the share exchange

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and will retain 195,000 shares of Alec Bradley Cigar common stock.

Q: HAS ALEC BRADLEY CIGAR RECEIVED A FAIRNESS OPINION?

A: Capitalink, L.C. provided its opinion to Alec Bradley Cigar's board of directors that, as of the date of its opinion, the consideration received by Alec Bradley Cigar in exchange for substantially all of its assets and the share exchange, combined together, is fair from a financial perspective to Alec Bradley Cigar's non-affiliated shareholders. The full text of Capitalink, L.C.'s opinion is attached to this information statement as Appendix E. In reaching its conclusion, Capitalink, L.C. reviewed various corporate and public documents and performed other financial studies and analyses. See "Approval of the Share Exchange Agreement - The Share Exchange Agreement -- Fairness Opinion."

Q: WHAT WILL BE THE ACCOUNTING TREATMENT?

A: Under generally accepted accounting principles the share exchange will be accounted for as a reverse acquisition, with Online Vacation Center as the surviving entity. The assets and liabilities of Online Vacation Center will be carried forward at historical cost.

Q: WHAT ARE THE INTENDED FEDERAL INCOME TAX CONSEQUENCES?

A: It is intended that the share exchange will qualify as a tax-free reorganization within the meaning of Section 368(a)(1)(B) of the Internal Revenue Code of 1986, as amended (the "Code"). It is not expected that the share exchange will result in any federal income tax consequences to shareholders of Alec Bradley Cigar other than any shareholders exercising dissenter's rights under the FBCA. See "Approval of the Share Exchange Agreement -- Certain Federal Income Tax Effects."

Q: IS REGULATORY APPROVAL REQUIRED?

A: Alec Bradley Cigar and Online Vacation Center each believe that no regulatory approvals are or will be required in connection with the share exchange.

Q: WILL ALEC BRADLEY CIGAR'S COMMON STOCK CONTINUE TO BE QUOTED ON THE OVER THE COUNTER BULLETIN BOARD (OTCBB)?

A: Currently, our common stock is quoted on the OTCBB. The completion of the sale of assets, share exchange and other proposals should have no effect on the quotation of our common stock on the OTCBB.

Q: WHEN WILL THE SALE OF ASSETS AND SHARE EXCHANGE OCCUR?

A: We plan to complete the sale of assets, share exchange and other proposals as soon as possible after the mailing of this information statement, subject to the satisfaction or waiver of the conditions to the asset purchase agreement with Mr. Rubin, and the share exchange agreement with Online Vacation Center. Although we cannot predict exactly when all conditions will be satisfied or waived, we hope to complete the transactions during the fourth fiscal quarter of 2005. The share exchange agreement provides for termination if the share

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exchange is not consummated by March 15, 2006, unless the both parties agree to a later date.

Q: WHAT WILL HAPPEN IF THE ASSET SALE AND SHARE EXCHANGE ARE NOT CONSUMMATED?

A: If for any reason the share exchange and asset sale are not consummated, Alec Bradley Cigar will continue to own and operate its current cigar business and

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current shareholders will continue to be investors in the cigar business. Alec Bradley Cigar currently has no other present plans or intentions to enter into another merger or reverse merger transaction. However, if the reverse merger is not completed, management of Alec Bradley Cigar will review all available options.

Q: ARE DISSENTERS' RIGHTS AVAILABLE AND HOW DO I EXERCISE THEM?

A: Yes, Florida law provides that you may dissent from the sale of assets and elimination of pre-emptive rights. In order to perfect your dissenter's rights, you must first notify Alec Bradley Cigar prior to the Effective Date in writing. Alec Bradley Cigar will then notify you that you are entitled to demand payment for your shares and instruct you of the necessary steps in order to obtain such payment. If you do not comply with the procedures governing dissenters' rights set forth under Florida law and explained elsewhere in this information statement, you may not be entitled to payment for your shares. You are urged to review the section of this information statement entitled "Rights of Dissenting Shareholders" and Appendix F for a more complete discussion of dissenters' rights.

Q: WHAT DO I NEED TO DO NOW?

A: This information statement contains important information regarding the sale of assets, share exchange, amendments to our articles of incorporation and 2005 Management and Director Equity Incentive and Compensation Plan. It also contains important information about what our management and board of directors, and the management and board of directors of Online Vacation Center, considered in evaluating the sale of assets and share exchange. We urge you to read this information statement carefully, including the appendices, and to consider how the sale of assets, share exchange, articles of amendment and 2005 Management and Director Equity Incentive and Compensation Plan effect you as a shareholder.

Q: DO I VOTE?

A: No. The Proposals have already been approved. We are not asking you for a proxy.

Q: WHO CAN HELP ANSWER MY QUESTIONS?

A: If you have any questions regarding the matters discussed in this information statement or if you would like additional copies of this information statement, you should call Alec Bradley Cigar's corporate offices at (954) 321-5991.

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MARKET FOR COMMON STOCK

Alec Bradley Cigar's common stock is currently quoted on the OTCBB under the symbol "ABDC." Alec Bradley Cigar's common stock commenced quotation on the OTCBB in February 2002. The stock is thinly traded and transactions in the stock are infrequent and sporadic. No established trading market exists for Online Vacation Center's common stock.

The closing sale quotation per share of Alec Bradley Cigar's common stock, as reported on the OTCBB on August 30, 2005 (the day immediately

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preceding the announcement of the share exchange) was \$0.20.

The following table sets forth the high and low bid quotations for Alec Bradley Cigar's common stock for the periods indicated. These quotations, as reported by the OTCBB, reflect prices between dealers, do not include retail mark-ups, markdowns, or commissions, and may not necessarily represent actual transactions.

Period -----	High ----	Low ---
Quarter ended March 31, 2003	\$0.03	\$0.03
Quarter ended June 30, 2003	\$0.04	\$0.02
Quarter ended September 30, 2003	\$0.08	\$0.02
Quarter ended December 31, 2003	\$0.08	\$0.04
Quarter ended March 31, 2004	\$0.18	\$0.04
Quarter ended June 30, 2004	\$0.20	\$0.10
Quarter ended September 30, 2004	\$0.20	\$0.05
Quarter ended December 31, 2004	\$0.25	\$0.10
Quarter ended March 31, 2005	\$0.35	\$0.06
Quarter ended June 30, 2005	\$0.20	\$0.15
Quarter ended September 30, 2005	\$0.73	\$0.13

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CAUTIONARY STATEMENT CONCERNING FORWARD LOOKING INFORMATION

This information statement contains certain forward-looking statements with respect to the financial condition, results of operations, plans, objectives, future performance and business of each of Alec Bradley Cigar and Online Vacation Center, and the effect of the share exchange. Because such statements are subject to risks and uncertainties, actual results may differ materially from historical results and those presently anticipated or projected. Alec Bradley Cigar's shareholders are cautioned not to place undue reliance on such statements, which speak only as of the date hereof. Among the factors that could cause actual results in the future to differ materially from any opinions or statements expressed with respect to future periods are those described in the section of this information statement entitled "Risk Factors." Neither Alec Bradley Cigar nor Online Vacation Center undertakes any obligation to release publicly any revisions to such forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

THE INFORMATION STATEMENT

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GENERAL

This information statement is being furnished to shareholders of Alec Bradley Cigar in lieu of a special meeting of shareholders in connection with the following Proposals:

- * the sale of substantially all the assets of Alec Bradley Cigar pursuant to the terms of an asset purchase agreement between Alec Bradley Cigar and Alan Rubin;
- * to amend our articles of incorporation to eliminate the preemptive rights currently provided to our shareholders;
- * to amend our articles of incorporation to change our name to Online Vacation Center Holdings Corp.;
- * to amend our articles of incorporation to increase our authorized common stock to 80,000,000 shares; and
- * to adopt the 2005 Management and Director Equity Incentive and Compensation Plan.

The asset sale and share exchange discussed in this information statement constitute a reverse merger, in which Online Vacation Center will be the surviving entity. This information statement is being sent in lieu of a special meeting. Alec Bradley Cigar has adopted the Proposals discussed in this information statement by the written consent of stockholders holding a majority of the voting power of Alec Bradley Cigar's common stock.

Alec Bradley Cigar's Board of Directors approved and recommended, pursuant to a written consent dated August 25, 2005, that the Proposals be accepted. Alec Bradley Cigar's stockholders holding a majority of the voting power approved the Proposals, pursuant to a written consent dated August 25, 2005. Alec Bradley Cigar anticipates that the effectiveness of the asset sale and filing of the amendments will occur on or about February 22, 2006 (the "Effective Date"). If the Proposals were not adopted by written consent, it would have been required to be considered by Alec Bradley Cigar's stockholders at a special or annual stockholders' meeting convened for the specific purpose of approving the Proposals.

The elimination of the need for a special or annual meeting of stockholders to ratify or approve the Proposals is authorized by Section 607.0704 of the Florida Business Corporation Act (the "FBCA") and Alec Bradley Cigar's bylaws, which provides that the written consent of stockholders holding at least a majority of the voting power may be substituted for such a special or annual meeting. In order to eliminate the costs and management time involved in holding a special or annual meeting and in order to effect or ratify the Proposals as early as possible in order to accomplish the purposes of Alec Bradley Cigar, the board of directors of Alec Bradley Cigar voted to utilize the written consent of stockholders holding a majority of the voting power of the Alec Bradley Cigar.

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Alan Rubin beneficially owning 2,895,000 shares of common stock and Bruce Ginsberg owning 500,000 shares of common stock, representing approximately 75% of the voting power of Alec Bradley Cigar, gave their written consent to the Proposals described in this information statement on August 25, 2005. It is proposed that this information statement will be first sent to the stockholders on or about January 30, 2006. The record date established by Alec Bradley Cigar for purposes of determining the number of outstanding shares of common stock, and thus the voting power, is January 30, 2006 (the "Record Date").

Alec Bradley Cigar is distributing this information statement to its stockholders in full satisfaction of any notice requirements it may have under the FBCA. No additional action will be undertaken by Alec Bradley Cigar with

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respect to the receipt of the written consents.

SHAREHOLDERS OF ALEC BRADLEY CIGAR ARE ENTITLED TO DISSENT FROM THE SALE OF ASSETS AND ELIMINATION OF PREEMPTIVE RIGHTS DISCUSSED IN THIS INFORMATION STATEMENT AND OBTAIN PAYMENT OF THE FAIR VALUE OF THEIR SHARES IF AND WHEN THE PROPOSALS ARE EFFECTUATED. SHAREHOLDERS DESIRING TO EXERCISE THEIR APPRAISAL RIGHTS MUST COMPLY WITH SPECIFIC PROVISIONS OF THE FBCA WHICH ARE INCLUDED IN THE APPENDIX HERETO.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The table below indicates the security ownership of officers, directors and beneficial owners as of the date of this information statement. Unless otherwise indicated, the business address of each person listed is 3400 S.W. 26th Terrace, Suite A-1, Dania, Florida 33312.

Name of Beneficial Owner -----	Number of Shares of Common Stock Beneficially Owned -----	Ownership Percentage -----
Alan Rubin	2,895,000	64.4%
Bruce A. Ginsberg(1)	500,000	11.1%
All executive officers and directors as a group (1 person)	2,895,000	64.4%

(1) 2523 Monterey Court, Weston, FL 33327		

PROPOSAL ONE:
SALE OF ASSETS

The following discussion summarizes certain aspects of the proposal to sell all or substantially all of Alec Bradley Cigar's assets to Alan Rubin or an entity beneficially owned by Mr. Rubin. The following is not a complete statement of the terms of the asset purchase agreement and is qualified in its entirety by the asset purchase agreement, a copy of which is attached as Appendix A.

GENERAL

The asset purchase agreement provides for the sale of all of the assets of Alec Bradley Cigar to Alan Rubin for a total purchase price of 2,700,000 shares of Alec Bradley Cigar common Stock. Mr. Rubin is the principal shareholder and sole executive officer and director of Alec Bradley Cigar. The closing of the asset purchase agreement, which includes the sale of assets and

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liabilities to Mr. Rubin, is a condition of the share exchange with Online Vacation Center, a travel services company. The consummation of these transactions will result in a reverse merger and Online Vacation Center will be the surviving entity. There will be a change of control and current shareholders will be substantially diluted.

Online Vacation Center shareholders will receive an aggregate of 15,000,000 shares of Alec Bradley Cigar common stock in exchange for their interests in Online Vacation Center. The shares of common stock issued pursuant to the share exchange will contain the same rights, terms and preferences as Alec Bradley Cigar's currently issued and outstanding shares of common stock. The par value of Alec Bradley Cigar common stock is \$.0001 per share. The holders of Alec Bradley Cigar common stock are entitled to one vote for each share held of record on all matters to be voted on by shareholders. There is no cumulative voting with respect to the election of directors, with the result that the holders of more than 50% of the shares voted for the election of directors can elect all of the directors. The holders of Alec Bradley Cigar common stock are entitled to receive dividends when, as and if declared by the board of directors out of legally available funds. Alec Bradley Cigar has not paid dividends since its inception. In the event of Alec Bradley Cigar's liquidation, dissolution or winding up, the holders of common stock are entitled to share ratably in all assets remaining available for distribution to them after payment of liabilities and after provision has been made for each class of stock, if any, having preference over the common stock. Holders of shares of common stock, as such, have no conversion or other subscription rights, and there are no redemption provisions applicable to common stock. The common shares currently have preemptive rights; however, such rights will be revoked under Proposal 2. All of the outstanding shares of common stock are, and the shares of common stock to be issued pursuant to the share exchange, will be duly authorized, validly issued, fully paid and nonassessable. Alec Bradley Cigar is also authorized to issue up to 1,000,000 shares of preferred stock, the rights, preferences and designations of such shares to be determined by the board of directors of Alec Bradley Cigar. There are currently no shares of preferred stock issued or outstanding.

Pursuant to Proposal 2 discussed in this information statement, the articles of incorporation of Alec Bradley Cigar will be amended to remove preemptive rights. Therefore, upon the execution of the reverse merger, current Alec Bradley Cigar stockholders will no longer have preemptive rights. A preemptive right is the right of current shareholders to maintain their fractional ownership of a company by buying a proportional number of shares of any future issue of common stock. The elimination of preemptive rights is discussed under Proposal 2. There will be no other material differences in shareholder rights as a result of the reverse merger.

REASONS FOR SALE OF ASSETS

The disposition of all of Alec Bradley Cigar's assets is a condition to the consummation of the share exchange, as described in this information statement.

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ASSET PURCHASE AGREEMENT

Pursuant to the share exchange, Alec Bradley will dispose of all its assets and liabilities under an asset purchase agreement with Alan Rubin. In consideration of the cigar operations and assets, Mr. Rubin will tender 2,700,000 of his shares of Alec Bradley Cigar common stock. Such shares will be cancelled by Alec Bradley Cigar. In addition, as required under the terms of the asset purchase agreement, Mr. Rubin will assume all of Alec Bradley Cigar's obligations incurred prior to the effective date of the reverse merger. Assumption of the obligations was not a factor in determining the sales price of

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the cigar business. You are urged to review the asset purchase agreement, a copy of which is incorporated in and attached to this information statement as Appendix A, for a complete statement of the terms of the sale of assets.

EFFECTIVE DATE AND CONSEQUENCES OF THE SALE OF ASSETS

The effective time of the sale of assets will immediately precede the closing of the share exchange. Upon the consummation of the sale of assets, Alec Bradley Cigar will no longer import and distribute cigars and Alec Bradley Cigar shareholders will no longer own an investment in the cigar business.

RIGHTS OF DISSENTING SHAREHOLDERS

The proposed sale of assets is a corporate action which gives rise to dissenters' rights under the FBCA. A summary and discussion of dissenters' rights available to Alec Bradley Cigar shareholders is set forth in this information statement under the heading "Rights of Dissenting Shareholders." Dissenters' rights under the FBCA are attached to this information statement as Appendix F.

FAIRNESS OPINION

The board of directors engaged Capitalink, L.C. to perform a fairness evaluation of the sale of assets and share exchange. Capitalink, L.C. has been engaged in the valuation of businesses and their securities in connection with share exchanges and acquisitions, public and private financing, and valuations for estate, corporate and other purposes. The fairness opinion is attached to this information statement as Appendix E. The opinion is discussed below.

INTERESTS OF CERTAIN ENTITIES

In considering the sale of assets, you should be aware that Alan Rubin currently owns approximately 2,895,000 shares of the Alec Bradley Cigar outstanding common stock. Therefore, Mr. Rubin, as a shareholder of Alec Bradley Cigar, has interests in the sale of assets in addition to, and different from, the interests of Alec Bradley Cigar's shareholders generally.

BACKGROUND OF THE SHARE EXCHANGE

The following information describes the material aspects of the share exchange. This description does not purport to be complete and is qualified in its entirety by reference to the appendices attached hereto, including the share exchange agreement, which is attached to this information statement as Appendix B and is incorporated herein by reference. You are urged to read Appendix B in its entirety. On the closing date of the share exchange agreement, Alec Bradley Cigar will receive 100% of the outstanding shares of Online Vacation Center common stock in exchange for 15,000,000 shares of Alec Bradley Cigar common stock. The share exchange is a reverse merger in which Online Vacation Center will be the surviving entity. In early 2005, Alec Bradley Cigar's board of directors began considering and evaluating the economic conditions for Alec Bradley Cigar and began to evaluate restructuring alternatives. Shortly thereafter, Alec Bradley Cigar was introduced to Online Vacation Center and the parties entered into a non-binding letter of intent to facilitate a share exchange between the companies. The parties executed the share exchange agreement on August 25, 2005. The share exchange and non-binding letter of intent are the only agreements entered into by and between Alec Bradley Cigar

and Online Vacation Center. Except as otherwise disclosed in this information statement there are no past contacts, transactions or negotiations with Online Vacation Center.

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If for any reason the share exchange and asset sale are not consummated, Alec Bradley Cigar will continue to own and operate its current cigar business. Alec Bradley Cigar currently has no other plan or intentions to enter into another merger or reverse merger transaction.

REASONS FOR THE SHARE EXCHANGE

Currently, Alec Bradley Cigar does not have cash flow or borrowing capacity sufficient to pay for the costs and fees of expansion. Moreover, because of illiquidity in its stock, Alec Bradley Cigar's stock has not been sufficiently attractive to serve as currency to fund its growth. As an OTCBB quoted company, Alec Bradley Cigar has been unable to raise capital through equity offerings because it has had no institutional interest in its stock. Having determined that it no longer has a ready means by which to fund future growth central to its business plan, the board of directors has determined that it is in Alec Bradley Cigar's best interests to dispose of all or substantially all of Alec Bradley Cigar's current operations. The board of directors believes that if the reverse merger is completed, Alec Bradley Cigar's shareholders are more likely to realize increased value, because its share price may increase as a result of the business and results of operations of the surviving entity.

The decision by Online Vacation Center's board of directors and shareholders to enter into the share exchange agreement is based upon their belief that funding sources and access to capital markets are more readily available to Online Vacation Center as a public company with a trading market for its common stock than if it remained a private company. Online Vacation Center also believes that as a public company its common stock may be used as consideration for the acquisition of other travel companies. Alec Bradley Cigar's common stock has not historically been sufficient to serve as currency because its common stock has and continues to trade at less than \$1.00 per share with limited liquidity. Online Vacation Center believes that the new business and potential growth for the surviving business operations will generate greater investor interest and increased liquidity in the publicly trading stock, making it more attractive to serve as currency for the surviving company. Online Vacation Center believes that national online travel services will generate significantly more investor interest than a regional cigar distribution company. However, if the stock continues to trade at historical levels with limited liquidity, Online Vacation Center may be unable to make future acquisitions or may be required to change its acquisition strategy. Another factor for Online Vacation Center in entering into the share exchange agreement is that as a public company, its shareholders will be better able to sell all or a part of their common stock because there may be a public market for the common stock of Online Vacation Center.

THE SHARE EXCHANGE AGREEMENT

General Terms

The share exchange agreement provides that, upon the satisfaction or waiver of certain conditions, the holders of all 171,429 shares of Online Vacation Center and the holder of \$3,000,000 Online Vacation Center debentures will exchange their interests in Online Vacation Center for an aggregate of 15,000,000 shares of Alec Bradley Cigar common stock. Of the 15,000,000 shares of Alec Bradley Cigar common stock to be issued, the debenture holder will receive 1,500,310 shares.

As reflected in the pro forma financial information included in this information statement, upon the effectiveness of the reverse merger there will no longer be outstanding Online Vacation Center debentures. While the debentures have no terms of conversion, in anticipation of the share exchange, Online

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Vacation Center and the debenture holder negotiated the exchange of the debentures. Online Vacation Center and the debenture holder have entered into a written agreement that provides that immediately prior to the effectiveness of the share exchange, the debentures will be exchanged. In the event that the share exchange is not completed, the debentures will remain outstanding. The shares will be issued pursuant to the exemption from registration provided by Section 4(2) of the Securities Act. An aggregate of ten individuals and entities will receive shares of common stock pursuant to the share exchange. The individuals and entities are all accredited. The individuals and entities have received current information about Alec Bradley Cigar and the reverse merger and have had an opportunity to ask questions about Alec Bradley Cigar and the reverse merger. All shares of common stock issued pursuant to the share exchange will contain legends restricting transferability absent registration or applicable exemption.

Following the share exchange, Online Vacation Center will be the surviving entity. It is anticipated that if all conditions of the share exchange have been satisfied or waived, the share exchange will be completed within 20 days of the mailing of this information statement. The delay in fulfilling any condition of the share exchange could delay the completion of the share exchange or result in the termination of the share exchange agreement.

Effects of the Share Exchange

The share exchange will be accounted for as a reverse acquisition, with Online Vacation Center as the surviving entity. At the effective time of the share exchange, all outstanding shares of Online Vacation Center common stock and Online Vacation Center debentures will be exchanged for an aggregate of 15,000,000 shares of Alec Bradley Cigar common stock. Following the share

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exchange and assuming Alec Bradley Cigar's sale of assets, Online Vacation Center will be a wholly-owned subsidiary of Alec Bradley Cigar.

Upon the exchange of all shares of Online Vacation Center common stock and exchange of all \$3,000,000 of outstanding Online Vacation Center debentures, the aggregate number of shares of Alec Bradley Cigar common stock issuable to the shareholders and debenture holder of Online Vacation Center will be 15,000,000, or approximately 90% of the Alec Bradley Cigar common stock outstanding immediately after the effective time of the share exchange. As a result, the shareholders of Online Vacation Center will have significant control over Alec Bradley Cigar. In connection with the share exchange, there were not any specific terms of exchange on a per share basis. Instead, 15,000,000 shares were to be exchanged for the business of Online Vacation Center after the exchange of the debentures and the number of shares to be received by each shareholder and debenture holder was agreed to by negotiations by and between the shareholders and debenture holder.

Fractional Shares

No fractional shares of Alec Bradley Cigar common stock shall be issued in exchange for shares of Online Vacation Center common stock. In lieu thereof, fractional shares shall be rounded up to the nearest whole number.

Effective Time

If the share exchange agreement is adopted by the requisite vote of the shareholders of Alec Bradley Cigar and all of the other conditions described under "Conditions to Consummation of the Share Exchange" are satisfied or waived

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by one or both of the parties, as appropriate (and to the extent permitted by the share exchange agreement), then, unless the share exchange agreement is previously terminated, the share exchange will be consummated and become effective immediately following the special meeting.

The share exchange agreement provides that Alec Bradley Cigar and Online Vacation Center will cause the effective time to occur as promptly as practicable after the adoption by the shareholders of Alec Bradley Cigar and of Online Vacation Center and the satisfaction or waiver of the other conditions described under "Conditions to Consummation of the Share Exchange," but in no event later than ten business days after all such conditions have been satisfied or waived, or on such other date as may be mutually agreed upon by the parties. There can be no assurance that all conditions to the share exchange will be satisfied. The share exchange agreement may be terminated prior to the effective date of the share exchange by either Alec Bradley Cigar or Online Vacation Center in specified circumstances, whether before or after adoption of the share exchange agreement by the shareholders of Alec Bradley Cigar. See "Termination."

Representations and Warranties

Subject to specified exceptions, the share exchange agreement contains various representations and warranties of both Alec Bradley Cigar and Online Vacation Center relating to, among other things:

- o the due organization, power and standing of Alec Bradley Cigar and Online Vacation Center, and similar corporation matters;
- o the absence of any public body, court or authority's authorization, consent or approval required for the consummation of the share exchange by Alec Bradley Cigar and Online Vacation Center;
- o the capital structure and the authorization and validity of the outstanding shares of capital stock of Alec Bradley Cigar and Online Vacation Center;
- o the absence of material changes or events with respect to Alec Bradley Cigar and Online Vacation Center;
- o the absence of material undisclosed liabilities of Alec Bradley Cigar and Online Vacation Center;

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- o the absence of pending or threatened actions against such party with respect to the share exchange;
- o the absence of claims for brokerage commissions, finders' fees, investment advisory fees or similar compensation based upon arrangements made by or on behalf of Alec Bradley Cigar or Online Vacation Center with respect to the share exchange;
- o real property used or occupied by Alec Bradley Cigar and Online Vacation Center;
- o title (including leasehold title) of Alec Bradley Cigar and Online Vacation Center to, and the absence of liens against, properties and assets;
- o the filing of tax returns, the absence of tax audits, the payment of taxes and related tax matters by Alec Bradley Cigar and Online Vacation Center;
- o material contracts to which Alec Bradley Cigar or Online Vacation Center is a party and the absence of defaults and breaches with respect thereto;
- o undisclosed transactions with affiliates of Alec Bradley Cigar and Online Vacation Center;
- o compliance with applicable laws and possession of necessary permits by Alec Bradley Cigar and Online Vacation Center; and

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- o material disclosure by Alec Bradley Cigar and Online Vacation Center.

In addition, Alec Bradley Cigar has also made additional representations and warranties to Online Vacation Center relating to, among other things, the following matters (which representations and warranties are subject, in certain cases, to specified exceptions):

- o the filing of reports and other documents with the SEC, the material compliance of such documents with SEC rules and regulations and the accuracy of the information contained therein;
- o the material compliance of this information statement with state and Federal laws and the accuracy of the information contained therein; and
- o the authorization and validity of the shares of common stock to be issued pursuant to the share exchange agreement.

Covenants

The share exchange agreement also contains various other covenants, including the following:

- o The parties shall use all reasonable efforts to make all legally-required filings and take all other actions necessary, proper or advisable to consummate the share exchange;
- o Between the date of the share exchange agreement and the date this information statement was filed with the SEC, the parties were required to afford each other reasonable access to corporate books, records and papers;
- o Prior to the closing of the share exchange and in the event the share exchange is never consummated, the parties are prohibited from disclosing or using any confidential information received from the other party;
- o Alec Bradley Cigar is required to seek approval of the proposals contemplated by the share exchange agreement from its shareholders and notify its shareholders of the pending transactions via the mailing of an information statement; each party is required to cooperate in the preparation of the information statement;
- o Neither Alec Bradley Cigar nor Online Vacation Center shall knowingly take any action which would disqualify the share exchange as a tax-free reorganization under the Internal Revenue Code;
- o The parties shall cooperate regarding the substance of press releases and public announcements relating to the share exchange agreement;
- o The parties shall use reasonable efforts to maintain quotation of Alec Bradley Cigar's common stock on the OTCBB;
- o Subject to the fiduciary duties and legal obligations of the respective boards of directors of Alec Bradley Cigar and Online

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- o Vacation Center, the parties shall each recommend approval of the share exchange agreement, and, in the case of Alec Bradley Cigar, the sale of substantially all of its assets and the amendment to Alec Bradley Cigar's articles of incorporation, and use all reasonable efforts to obtain approvals thereof from their respective shareholders;
- o The parties shall give prompt notice to each other with respect to certain events and determinations and discovery of material information;
- o At the effective time of the share exchange, Alec Bradley Cigar

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- shall deliver the voluntary resignations of its directors and executive officers;
- o The parties agreed that, following the effective time of the share exchange, they will not alter the rights of any current or former director of Alec Bradley Cigar who has a right to indemnification from Alec Bradley Cigar pursuant to its articles of incorporation or bylaws; and
 - o Alan Rubin and four other shareholders of Alec Bradley Cigar owning an aggregate of 368,000 shares of Alec Bradley Cigar common stock shall enter into Lock Up Agreements preventing such individuals from selling or transferring such shares for a period of 12 months from the effective date of the share exchange.

Limitations on Solicitation of Transactions

Pursuant to the share exchange agreement, Alec Bradley Cigar and Online Vacation Center have each agreed that neither party nor any party's officers, directors or agents shall, directly or indirectly, encourage, solicit or initiate discussions or negotiations with, or engage in negotiations or discussions with, or provide non-public information to, any corporation, partnership, person or other entity or groups concerning any share exchange, sale of capital stock, sale of substantial assets or other business combination; provided that either party may engage in such discussion in response to an unsolicited proposal from an unrelated party if such party's board of directors determines, in good faith, after consultation with counsel, that the failure to engage in such discussions may constitute a breach of the fiduciary or legal obligations of such board of directors. Alec Bradley Cigar and Online Vacation Center have each agreed to promptly advise the other party if it receives a proposal or inquiry with respect to the matters described above.

Conditions to Consummation of the Share Exchange

The effective time of the share exchange shall occur only upon the satisfaction of numerous conditions by either Alec Bradley Cigar, Online Vacation Center or both. The share exchange agreement provides that neither party is obligated to consummate the share exchange unless the following conditions are satisfied or mutually waived:

- o NASD shall not have provided any notice to Alec Bradley Cigar that the quotation of its common stock may be in jeopardy following the completion of the share exchange;
- o Each of Online Vacation Center shareholders shall have completed and delivered to Alec Bradley Cigar an executed share exchange agreement, a subscription agreement and letter of representation in the form attached to the share exchange agreement;
- o There shall be no injunction or other order of any court and there shall not have been any law enacted prohibiting the transactions contemplated by the share exchange agreement;
- o Each party shall have obtained all necessary third party consents and approvals;
- o No action or proceeding shall be pending or threatened which would seek to prohibit the transactions contemplated by the share exchange agreement;
- o There shall not have been any general suspension of trading on the NASD markets, a suspension of trading of Alec Bradley Cigar common stock or any other banking crisis or other national emergency; and
- o The offering of shares of Alec Bradley Cigar common stock to the Online Vacation Center shareholders shall be exempt under the Securities Act.

Conditions to Alec Bradley Cigar's Obligations

In addition to the conditions set forth above, the obligation of Alec Bradley Cigar to effect the share exchange is subject to the satisfaction of the following conditions at or prior to the effective time of the share exchange (unless waived by Alec Bradley Cigar):

- o The shareholders of Online Vacation Center shall have approved the share exchange;
- o The representations and warranties of Online Vacation Center contained in the share exchange agreement shall be true and correct on the closing date; and
- o Online Vacation Center shall have performed and complied with all the covenants and agreements contained in all material respects and satisfied in all material respects all the conditions required by the share exchange agreement to be performed or complied with by Online Vacation Center at or prior to the effective time of the share exchange.

Conditions to Online Vacation Center's Obligations

The obligation of Online Vacation Center to effect the share exchange is subject to the satisfaction of conditions at or prior to the effective time of the share exchange (unless waived by Online Vacation Center):

- o The shareholders of Alec Bradley Cigar shall have approved the proposals by the requisite votes;
- o The representations and warranties of Alec Bradley Cigar contained in the share exchange agreement shall be true and correct on the closing date;
- o Alec Bradley Cigar shall have performed and complied with all the covenants and agreements contained in all material respects and satisfied in all material respects all the conditions required by the share exchange agreement to be performed or complied with by Alec Bradley Cigar at or prior to the effective time of the share exchange;
- o Alec Bradley Cigar shall have disposed of all or substantially all of its assets and liabilities;
- o Alec Bradley Cigar shall have amended its articles of incorporation eliminating shareholder preemptive rights and changing its name to Online Vacation Center Holdings Corp.; and
- o Alec Bradley Cigar shall not have more than 1,799,777 shares of its common stock outstanding on a fully-diluted basis.

Termination of Share Exchange Agreement

The share exchange agreement may be terminated at any time prior to the effective time of the share exchange:

- o by mutual consent of Alec Bradley Cigar and Online Vacation Center; or
- o by either Alec Bradley Cigar or Online Vacation Center if:
 - (1) the shareholders of either company do not give the requisite approvals to the transactions contemplated by the share exchange agreement;
 - (2) the share exchange has not been consummated on or before

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March 15, 2006, or such later date as the parties may mutually agree;

- (3) there has been a material misrepresentation, breach of warrant or breach of covenant by the other party; and
- (4) there shall have been a material adverse change in the financial condition of the other party, or if an event shall have occurred which, as far as reasonably can be foreseen, would result in any such change.

If for any reason the share exchange and asset sale are not consummated, Alec Bradley Cigar will continue to own and operate its current cigar business and current shareholders will continue to be investors in the cigar business. Alec Bradley Cigar currently has no other present plans or intentions to enter into another merger or reverse merger transaction. However,

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if the reverse merger is not completed, management of Alec Bradley Cigar will review all available options.

Expenses

Each party is responsible for all of its expenses incurred in connection with the share exchange and asset sale, including any fees paid to brokers or financial advisors. However, Online Vacation Center shall pay or reimburse Alec Bradley Cigar for any costs and expenses associated with the fairness opinion required for consummation of the share exchange and sale of assets. Online Vacation Center is also responsible for all costs (including legal fees and expenses) associated with this information statement. Online Vacation Center has also agreed to pay the legal fees and associated accounting fees for Alec Bradley Cigar that are incurred in connection with the transactions described in this information statement.

PENNY STOCK RULES

Alec Bradley Cigar's common stock is subject to the Penny Stock Rules promulgated under the Securities Exchange Act of 1934. These rules regulate broker-dealer practices in connection with transactions in "penny stocks." Penny stocks generally are equity securities with a price of less than \$5.00 (other than securities registered on certain national securities exchanges or quoted on the NASDAQ system, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or system). The Penny Stock Rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document prepared by the SEC that provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction, and monthly account statements showing the market value of each penny stock held in the customer's account. The bid and offer quotations, and the broker dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer's confirmation.

In addition, the Penny Stock Rules require that prior to a transaction in a penny stock not otherwise exempt from such rules, the broker and/or dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the trading activity in the secondary market for Alec Bradley Cigar's common stock.

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MANAGEMENT AFTER THE SHARE EXCHANGE

The share exchange is a reverse merger in which Online Vacation Center will be the surviving company. As a result of this reverse merger, a change in control in Alec Bradley Cigar will occur. Pursuant to the share exchange agreement, the sole officer and director of Alec Bradley Cigar, Alan Rubin, will, as of the effective time of the share exchange, resign. Prior to his resignation, Mr. Rubin will appoint to the board of directors, Edward B. Rudner, who is currently sole director of Online Vacation Center, and Richard Anthony McKinnon and Brian P. Froelich who will serve as directors of Alec Bradley Cigar until the next annual meeting of Alec Bradley Cigar's shareholders. The new board of directors will appoint new officers of Alec Bradley Cigar. Biographical information concerning the new directors and officers is set forth below:

Name ----	Age ---	Position -----
Richard Anthony McKinnon	65	Chairman of the Board of Directors
Edward B. Rudner	55	Director, Chief Executive Officer, Chief Financial Officer
Brian P. Froelich	59	Director

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Richard Anthony (Tony) McKinnon. Mr. McKinnon will commence serving as chairman of the board of directors on the effective date of the share exchange. With a background at senior levels in marketing and executive management, Mr. McKinnon has accumulated over thirty years of experience in the travel industry. His experiences include executive responsibilities at American Airlines, Pan American World Airways, Delta Air Lines, Wyndham Resort Hotels, USAir, American Hawaii Cruises and The Delta Queen Steamboat Company. Most recently, McKinnon successfully developed Vacation.com, American's largest vacation selling network. With the sale of Vacation.com to Amadeus, a leading global distribution system (GDS) and technology provider serving the marketing, sales and distribution needs of the world's travel and tourism industries, Mr. McKinnon served as CEO of Amadeus' North American Operations from 2000 through 2004. From February 2005 through October 2005, he served as a senior adviser to the Seabury Group, a consulting firm. Mr. McKinnon currently provides consulting services to travel industry companies. He also currently serves as a director for the Baptist Foundation of Texas, Tauck, Inc. and Ocean Air Holdings, Inc. Mr. McKinnon holds a BS from the United States Military Academy and a JD from Emory University School of Law.

Edward B. Rudner. Mr. Rudner has served as an executive officer and director of Online Vacation Center since its inception in October 2000. Prior to founding Online Vacation Center, Mr. Rudner served as chief financial officer and then chief operating officer of Alamo Rent A Car. During his tenure Alamo Rent A Car expanded from a Florida company with 400 cars to a national car rental company with over 50,000 cars. In 1984, Mr. Rudner became President and CEO of Certified Tours, which grew from selling 10,000 vacation packages a year to over 250,000. In 1989, Mr. Rudner became Chairman and CEO of Renaissance Cruises, which expanded ship assets from \$60 million to over \$1 billion and increased revenues from \$20 million to over \$300 million by 1999. Following his departure, on September 25, 2001, Renaissance Cruises filed for bankruptcy under Chapter 11 in the United States Bankruptcy Court, Southern District of Florida. Renaissance Cruises ceased operations and its assets were placed in a liquidating trust. Mr. Rudner holds a BA in history, cum laude from the University of Massachusetts.

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Brian P. Froelich. Mr. Froelich will commence serving on the board of directors on the effective date of the share exchange. After four years in public accounting with Arthur Anderson and Coopers and Lybrand and five years at US Life, he founded BPF Travel in 1979. In 1984 he sold the company to American Express. With BPF's acquisition by American Express, he became part of the senior executive team of American Express. During his tenure at American Express, he was general manager of the domestic Travel Management Services business. As a result of his performance he was named to the American Express Hall of Fame. From 1999 through 2001 he served as Senior Vice President, Consumer Travel, American Express. From 2001 through 2002 he served as president and CEO of Allied Tours, where he effected the turnaround of a failing travel subsidiary of a public company, and sold it to a large European travel company. Since 2003 he has served as president and CEO of Fenevations, LLC, a U.S.-based manufacturer of custom windows and doors. Mr. Froelich holds a BS in Finance from Boston College, an MBA from Rutgers University, and a JD from Seton Hall Law School.

Compensation

Employment Agreements

Upon the effectiveness of the share exchange, Alec Bradley Cigar will enter into an executive employment agreement with Mr. Rudner. In consideration for serving as president and chief executive officer, Alec Bradley Cigar will pay Mr. Rudner an initial base salary of \$300,000, payable bi-weekly. The base salary is subject to annual incremental increases of the greater of the percentage increase in the consumer price index or 6% of the previous year's base salary. In addition, Alec Bradley Cigar shall issue Mr. Rudner options to purchase 500,000 shares of Alec Bradley Cigar common stock which shall be exercisable at 110% of the fair market value of Alec Bradley Cigar's common stock as of the effective date of the share exchange. Mr. Rudner shall also be entitled to a performance based bonus and to participate in all benefit programs. Mr. Rudner is entitled to five weeks paid vacation per year, reimbursement of all reasonable out-of-pocket business expenses, a monthly automobile allowance of \$1,500, automobile insurance coverage and reimbursement for memberships in social, charitable or religious organizations or clubs for up to \$30,000 per year. In the event of Mr. Rudner's death or disability during the

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term of the agreement, Mr. Rudner's beneficiaries shall be entitled to all compensation and benefits under his employment agreement for a period of one year following the date of his death or disability. In the event that Mr. Rudner is terminated "for cause", he shall only be entitled to receive his salary and earned but unpaid bonuses due up to the date of termination. "Cause" is defined as committing or participating in an injurious act of fraud or embezzlement against the company; engaging in a criminal enterprise involving moral turpitude; conviction of an act constituting a felony of a crime of violence, fraud or dishonesty; or any attempt by Mr. Rudner to assign the employment agreement. In the event that Mr. Rudner is terminated for any other reason other than for cause, death or disability, he will receive all compensation and benefits under his employment agreement for a period of three years following the date of termination. He shall also be entitled to receive a bonus equal to the amount received for the prior year or if no prior bonus was received, an amount equal to \$150,000, as well as all earned but unpaid bonuses from previous years. The employment agreement also includes a limited covenant not to compete and non-disclosure provision. The term of the agreement is for a period of three years and the term shall automatically renew every year so that such agreement shall never be in effect for less than three years at any time.

At September 30, 2005, Online Vacation Center has an obligation under

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the terms of Edward Rudner's employment agreement with Online Vacation Center for compensation and benefits in the amount of \$553,859. Such amounts will be assumed by Alec Bradley Cigar.

Other Compensation

Individuals who serve as directors of Alec Bradley Cigar following the share exchange shall receive options to purchase shares of common stock of Alec Bradley Cigar in consideration for serving on the board of directors. Messrs. Rudner and Froelich shall receive options to purchase 200,000 shares of Alec Bradley Cigar common stock exercisable at 110% of the market price of Alec Bradley Cigar's common stock as of the effective date of the share exchange. Mr. McKinnon shall receive options to purchase 600,000 shares of Alec Bradley Cigar common stock in consideration for Mr. McKinnon serving as chairman of the board of directors of Alec Bradley Cigar. The options are exercisable at 110% of the market price of Alec Bradley Cigar's common stock as of the effective date of the share exchange.

In addition, following the effective date, directors of Alec Bradley Cigar shall receive an annual fee of \$25,000 for serving on the board of directors. The chairman of the board of directors shall receive an additional annual fee of \$50,000.

Effective October 2005, Online Vacation Center engaged Mr. McKinnon to provide consulting services for Online Vacation Center. In consideration for such services Mr. McKinnon shall receive a monthly fee of \$10,000. Mr. McKinnon will continue to serve as a consultant to Online Vacation Center following the effectiveness of the share exchange.

INTERESTS OF CERTAIN PERSONS IN THE SHARE EXCHANGE

The following table sets forth certain information regarding the beneficial ownership of Alec Bradley Cigar's common stock as of the Record Date, and as adjusted to give effect to the share exchange as if such transaction had occurred on such date, by those individuals who will serve as directors and by the directors and executive management of Alec Bradley Cigar (as a group) following the share exchange. See "Management of Alec Bradley Cigar After the Share Exchange." The table also includes, on an adjusted basis to give effect to the share exchange, each person that will own more than 5% of Alec Bradley Cigar's common stock following the share exchange. Shares of common stock subject to options and warrants currently exercisable or exercisable within 60 days from the date hereof are deemed outstanding for computing the percentage of the person holding such options or warrants, but are not deemed outstanding for computing the percentage ownership of any other person. Unless otherwise indicated, the address for each of the shareholders below is 1801 N.W. 66th Avenue, Suite 102, Plantation, Florida 33313.

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Name -----	SHARES BENEFICIALLY OWNED PRIOR TO SHARE EXCHANGE -----		SHARES BENEFICIALLY OWNED AFTER SHARE EXCHANGE -----
Name -----	Number -----	Percentage -----	Number -----
Alan Rubin(1)	2,895,000	64.4%	195,000
Edward B. Rudner	-0-	-0-	11,174,660 (2)
Richard Anthony McKinnon	-0-	-0-	600,000 (3)
Brian P. Froelich	-0-	-0-	200,000 (4)

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Reginald Flosse(5)	-0-	-0-	3,060,050
Pacific Tour Services, Inc.(6)	-0-	-0-	1,500,310
William A. Cataldo(7)	-0-	-0-	2,040,290
New directors and officers			
As a group (3 persons)	-0-	-0-	11,974,660

- (1) Address is 3400 S.W. 26th Terrace, Suite A-1, Dania, Florida 33312.
- (2) Includes shares issued pursuant to the share exchange. Includes an aggregate of 1,680,000 shares held in trust for the benefit of Mr. Rudner's children and 1,680,000 shares held by Mr. Rudner's wife. Also includes 500,000 shares that Mr. Rudner or his assignees will purchase privately from Bruce Ginsberg at \$.90 per share and 75,000 shares that Mr. Rudner or his assignees will purchase privately from a third party shareholder at \$.20 per share. Also includes 700,000 shares of common stock underlying options exercisable at 110% of the market price of Alec Bradley Cigar's common stock as of the effective date of the share exchange.
- (3) Includes 600,000 shares of common stock underlying options exercisable at 110% of the market price of Alec Bradley Cigar's common stock as of the effective date of the share exchange.
- (4) Includes 200,000 shares of common stock underlying options exercisable at 110% of the market price of Alec Bradley Cigar's common stock as of the effective date of the share exchange.
- (5) Address is B.P. 21426, Papeete, Tahiti.
- (6) Investment control held by William A. Cataldo. Address is Suite 912, Executive Center, 1088 Bishop Street, Honolulu, Hawaii 96813.
- (7) Includes 539,980 shares held in the Cataldo Family Trust, a trust in which Mr. Cataldo is a beneficiary and protector. Also includes 1,500,310 shares held by Pacific Tour Services. Address for Mr. Cataldo is Suite 912, Executive Center, 1088 Bishop Street, Honolulu, Hawaii 96813.

* Less than 1%

FAIRNESS OPINION

Capitalink has been advised that, pursuant to the asset purchase agreement, dated as of August 25, 2005 by and between Alec Bradley Cigar and Alan Rubin or his assigns, Mr. Rubin will exchange 2,700,000 shares of Alec Bradley Cigar's common stock for substantially all of Alec Bradley Cigar's assets and substantially all of its liabilities (the "Rubin Transaction"). Capitalink has been further advised that, in conjunction with the Rubin Transaction, and pursuant to the share exchange agreement, dated as of August 25, 2005, by and among Alec Bradley Cigar, Online Vacation Center, and the stockholders of Online Vacation Center, Alec Bradley Cigar will acquire 100% of the issued and outstanding capital stock of Online Vacation Center in exchange for the issuance by Alec Bradley Cigar of 15,000,000 shares (the "OVC Transaction") to the Online Vacation Center stockholders. The Rubin Transaction and the OVC Transaction are hereinafter collectively, the "Transaction".

Capitalink has been retained to render an opinion as to whether, on the date of such opinion, the Transaction is fair, from a financial point of view, to Alec Bradley Cigar's nonaffiliated stockholders.

Capitalink made a presentation to Alec Bradley Cigar's board of directors on September 30, 2005 and subsequently delivered its written opinion to the board of directors, which stated that, as of September 30, 2005, and based upon and subject to the assumptions made, matters considered, and limitations on its review as set forth in the opinion, the Transaction is fair, from a financial point of view, to the nonaffiliated stockholders. The full text

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of the written opinion of Capitalink is attached as Appendix E and is incorporated by reference into this information statement.

- o You are urged to read the Capitalink opinion carefully and in its entirety for a description of the assumptions made, matters considered, procedures followed and limitations on the review undertaken by Capitalink in rendering its opinion.
- o Capitalink was not requested to opine as to, and the opinion does not in any manner address, the relative merits of the Transaction as compared to any alternative business strategy that might exist for Alec Bradley Cigar, Alec Bradley Cigar's underlying business decision to proceed with the Transaction, and other alternatives to the Transaction that might exist for Alec Bradley Cigar.
- o Capitalink opined with respect to the entire Transaction pursuant to which 2,700,000 shares of Alec Bradley Cigar stock are to be exchanged by Mr. Rubin for the noted assets, and 15,000,000 shares of Alec Bradley Cigar stock are to be issued in exchange for a wholly owned interest in Online Vacation Center. In this regard, the analyses undertaken do not provide a conclusion as to a proposed number of Alec Bradley Cigar shares to be issued (note that Capitalink was not involved in the negotiation of the transaction or the derivation of the number of shares to be exchanged by Mr. Rubin and issued to acquire a wholly owned interest in Online Vacation Center), but rather a determination of the fairness of the Transaction after it was negotiated by the parties. The opinion that the transaction is fair to the nonaffiliated shareholders is based on the ranges of value of each of Alec Bradley Cigar and Online Vacation Center and the shareholdings of the nonaffiliated shareholders prior to the Transaction versus the proposed holdings subsequent to the Transaction.

In arriving at its opinion, Capitalink took into account an assessment of general economic, market and financial conditions, as well as its experience in connection with similar transactions and securities valuations generally. In so doing, among other things, Capitalink:

- o Reviewed the asset purchase agreement and the share exchange agreement.
- o Reviewed publicly available financial information and other data with respect to Alec Bradley Cigar, including the Annual Report on Form 10-KSB for the year ended December 31, 2004, the amended Annual Report on 10-KSB/A for the year ended December 31, 2004, the Quarterly Report on Form 10-QSB for the six months ended June 30, 2005, and the Current Report on Form 8-K dated August 25, 2005.
- o Reviewed non-public financial information and other data with respect to Alec Bradley Cigar, including the internal financial statements for the eight months ended August 31, 2005.
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