

P96000079273

Secretary of State
Division of Corporations
Corp Records Bureau
409 E. Gaines St
Tallahassee, FL 32399

600001956536
-09/25/96--01062--010
*****70.00 *****70.00

ATTENTION: Bobbie Eldridge
RE: Continental Vending Company, Inc.

Dear Bobbie Eldridge

Enclosed please find the original and one copy of the Articles of Incorporation , together with my check in the amount of \$70.00.

This represents the cost of the Filing fees, and Fee for Registered Agent Designation for the above named corporation.

Please return one stamped copy with your letter that states the charter number.

SEP 24 1996

BSB

Sincerely,

Jim Kent
2810 S.W. 122 Ave
Miami, FL 33175
305-220-8477

FILED
96 SEP 24 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: WE ARE ENCLOSING A FEDERAL EXPRESS AIRBILL ADDRESSED AND READY TO MAIL FOR IMMEDIATE RETURN.....PLEASE.

ARTICLES OF INCORPORATION

of

CONTINENTAL VENDING COMPANY, INC.
(name of corporation)

FILED

96 SEP 24 PM 3:05

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

CONTINENTAL VENDING COMPANY, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND shares (1000) of ONE Dollar(s) (\$ 1.00) per value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>CONTINENTAL VENDING COMPANY, INC.</u>		
ADDRESS	<u>P.O. BOX 1504</u>		
CITY	<u>MIAMI</u>	FLORIDA	ZIP <u>33144</u>

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	<u>JIM KENT</u>		
ADDRESS	<u>2810 S.W. 122nd Ave.</u>		
CITY	<u>MIAMI</u>	FLORIDA	ZIP <u>33175</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>JIM KENT</u>		
ADDRESS	<u>2810 S.W. 122nd Ave.</u>		
CITY	<u>MIAMI</u>	STATE <u>FL</u>	ZIP <u>33175</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	JIM KENT		
ADDRESS	2810 S.W. 122ND Ave.		
CITY	MIAMI	STATE	FL
			ZIP 33175
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 23 day of September, 1996.

Jim Kent (Seal)
 _____ (Seal)
 _____ (Seal)

STATE OF FLORIDA)
COUNTY OF Dade) SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared

Jim Kent

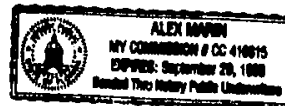
known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 23 day of September, 1996.

(Notary Seal)

Alex Napin
(Notary Public, State of Florida at Large)

My Commission expires



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

CONTINENTAL VENDING COMPANY, INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 2810 S.W. 122nd AVE.

MIAMI, FL 33175

has named JIM KENT

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

FILED
96 SEP 24 PM 3:05
SEMINOLE COUNTY, FLORIDA

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Jim Kent
(registered agent)

Law Office

FRANK, SCHMITT & FRANK, P.A.

P 76 00000 1925

ROBERT H. FRANK
CARL A. SCHMITT
MICHAEL A. FRANK
OF COUNSEL
PETER STRELKOW

705 CAPITAL BANK BUILDING
1666 KENNEDY CAUSEWAY
NORTH BAY VILLAGE, FLORIDA
33141-4166
TELEPHONE 305-866-4711
TELEFAX 305-866-3021

January 6, 1997

ReplyReference
Our No. 7.11020

Ms. Thelma Lewis
Corporate Specialist Supervisor
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100002056321--8
-01/14/97--01027--011
*****35.00 *****35.00

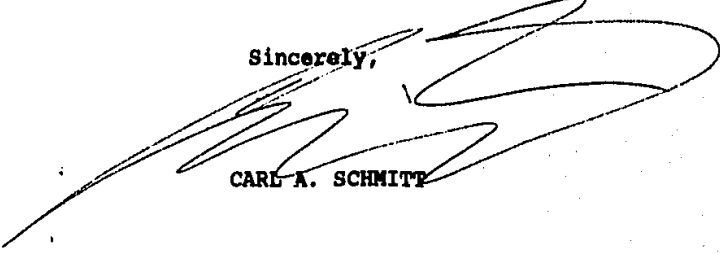
Re: Continental Vending Company, Inc.
Your Reference No. P96000079275

Dear Ms. Lewis:

Enclosed please find Articles of Amendment to Articles of
Incorporation of Continental Vending Company, Inc.

Also enclosed is check in the sum of \$35.00 for the fee.

Sincerely,



CARL A. SCHMITT

CAS/hp
Encs.

JAN 8 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -8 PM 1:44

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

CONTINENTIAL VENDING COMPANY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -8 PM 1:44

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLES V, VI and VII being amended to change the name Jim Kent stated in each article to the following names, and also change of address where applicable and number of directors.

ARTICLE V: Resident Office and Agent - 4500 North State Road 7
Suite 302
Lauderdale Lakes, FL 33319
Resident Agent - BOB MITCHELL

ARTICLE VI: Board of Directors changed to two (2) as follows:
Bob Mitchell) - 4500 North State Road 7
Terry Sands) Suite 302
Lauderdale Lakes, FL 33319

ARTICLE VII: Incorporators
Bob Mitchell) - 4500 North State Road 7
Terry Sands) Suite 302
Lauderdale Lake, FL 33319

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: DECEMBER 30, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 6th day of JANUARY, 19 97

Signature



(By the Chairman or Vice-Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

BOB MITCHELL - President & Director

and accept the duties and responsibilities as Resident Agent for said corporation.

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Typed or printed name

Title