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Requestor's Name
 BARRY R. NAGER
 ATTORNEY AT LAW
 6005 SILVER STAR RD.
 POST OFFICE BOX 585387
 City ORLANDO, FLORIDA 32858 ne #

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

JAN 5 1999
 [Signature]
 [Stamp]

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 7, 1998

BARRY R. NAGER, ESQUIRE
POST OFFICE BOX 585387
ORLANDO, FL 32858

SUBJECT: EDIBLES TWO, INC.
Ref. Number: W98000027194

We have received your document for EDIBLES TWO, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 298A00057569

ARTICLES OF INCORPORATION
OF
INCREDIBLE EDIBLES VENDING, INC.

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TALLAHASSEE FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I
Name

The name of the Corporation is **INCREDIBLE EDIBLES VENDING, INC.**, and the principal place of business is: **9526 Boyce Avenue, Orlando, Florida 32824.**

ARTICLE II
Duration

The duration of the Corporation is perpetual.

ARTICLE III
General Purpose

The general purpose for which the corporation is organized are:

1. To establish, install, and maintain automatic vending and slot machines designed to vendor and distribute goods, wares, and merchandise, and any other commodity, specialty, and notion; to buy, sell, lease, rent and operate such machines and the rights incident thereof of establishing and maintaining such machines upon public or private property, and to buy and sell the products which are dispensed through such machines.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can at

the option of the board of directors of the corporation be advantageously carried on in connection with or auxiliary to the foregoing business.

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV Capital Stock

The aggregate number of shares which the corporation is authorized to issue in One Hundred (100) shares, Class A. Stock. The par value is \$1.00 per share.

ARTICLE V Initial Registered Office and Agent

The street address of the initial registered office of the corporation is as follows: **9526 Boyce Avenue, Orlando, Florida 32824**, and the name of its initial registered agent is **HATTIE R NICHOLS**, and the principal place of business is: **9526 Boyce Avenue, Orlando, Florida 32824**.

ARTICLE VI Initial Board of Directors

The number of directors constituting the initial board of directors of the corporation is **three (3)**. The names and addresses of the persons who are to serve as members of the initial board of directors are as follows:

HATTIE R. NICHOLS	13126 PHOENIX WOOD LANE	ORLANDO, FL	32824
WILLIAM NICHOLS, JR.,	1716 HARVEST COVE	WINTER PARK, FL	32792
HEIDI LYNN NICHOLS	POST OFFICE BOX 621478	ORLANDO, FL	32862

**ARTICLE VII
Incorporator**

The names and addresses of each incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
HATTIE R. NICHOLS	13126 PHOENIX WOOD LANE ORLANDO, FLORIDA 32824	50
WILLIAM NICHOLS, JR	1716 HARVEST COVE WINTER PARK, FLORIDA 32792	25
HEIDI LYNN NICHOLS	POST OFFICE BOX 621478 ORLANDO, FLORIDA 32862	25

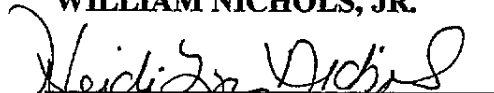
**ARTICLE VIII
Officers**

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
HATTIE R. NICHOLS	13126 PHOENIX WOODS LANE ORLANDO, FLORIDA 32824	President
WILLIAM NICHOLS, JR.	1716 HARVEST COVE WINTER PARK, FLORIDA 32792	Vice-President
HEIDI LYNN NICHOLS	POST OFFICE BOX 621478 ORLANDO, FLORIDA 32862	Secretary and Treasurer

EXECUTED BY the undersigned at Orlando, Orange County, Florida this 28
day of December, 1998.


HATTIE R. NICHOLS


WILLIAM NICHOLS, JR.

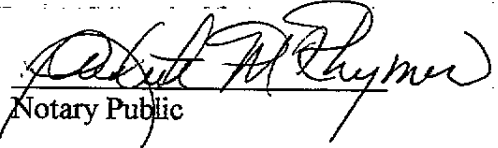

HEIDI LYNN NICHOLS

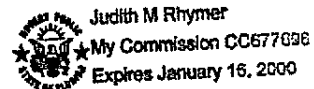
**STATE OF FLORIDA
COUNTY OF ORANGE**

PERSONALLY APPEARED before me the undersigned authority, duly authorized to administer oaths and take acknowledgments, **HATTIE R. NICHOLS, WILLIAM NICHOLS, and HEIDI LYNN NICHOLS**, who are well known to me to be the persons described in and who executed the foregoing Articles of Incorporations and who acknowledged before me, according to law, that they made and subscribed the same for the purpose therein mentioned and set forth.

WITNESSED my hand and official seal in Orlando, Orange County, this 28 day of

December, 1998.


Notary Public



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091 OF THE FLORIDA STATUTES,
EDIBLE TWO, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT **9526 BOYCE AVENUE, ORLANDO,
FLORIDA 32824.**

HATTIE R. NICHOLS, THE REGISTERED AGENT IS LOCATED AT **9526 BOYCE AVENUE,
ORLANDO, FLORIDA 32824**, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICES OF
PROCESS WITHIN FLORIDA.


HATTIE R. NICHOLS

Title: President

Date: 12-28-95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN
THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


HATTIE R. NICHOLS

Dated: 12-28-95

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TALLAHASSEE FLORIDA

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