



F99000006622

VENDING MANAGEMENT SERVICES INC.

Specialists in the management of all coin operated vending equipment

12/2/99

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

500003061515--2
-12/06/99--01088--018
*****70.00 *****70.00

Subject: Vending Management Services, Inc.

Enclosed are documents to allow this corporation to be registered in State of Florida:

- a- \$70.00 check to satisfy filing fee.
- b- original plus one copy of incorporation articles.
- c- Two(2) copies of certificate of incorporation showing it was originally incorporated in State of Delaware.
- d- Copy of Employee Identification number that was issued by the IRS.

FROM: Vending Management Services, Inc.
P.O. Box 1212
Hobe Sound, Fl. 33455
561-546-4093 Ken

If there are any questions or you need more information please contact
Kenneth R. Pollack at the above telephone number.

Thanks for your prompt response to this request.

11:40
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC -6 PM 2:10

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P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC -6 PM 2:10

SUBJECT: Vending Management Services, Inc./ Request to be registered in Florida

- 1- The name of this Corporation is: Vending Management Services, Inc.
- 2- The principal place of business is: 8879 SE Marina Bay Dr. Hobe Sound, FL 33455
The mailing address is: P.O. Box 1212 Hobe Sound, FL 33455
- 3- The amount of the total authorized capital stock of this corporation is zero (0) dollars divided into 1500 shares of zero dollars (0) each.

4- The name and address of the registered agent is:
Kenneth R. Pollack
8879 SE Marina Bay Dr.
Hobe Sound, FL 33455

Signature:

Kenneth R. Pollack

5- The signature of the incorporator is:

Kenneth R. Pollack
Kenneth R. Pollack

Date 12/2/99

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Kenneth R. Pollack
Signature/Registered Agent

12/2/99
Date



VENDING MANAGEMENT SERVICES INC.

Specialists in the management of all coin operated vending equipment

12/13/1999

TRANSMITTAL LETTER

To: Registration Section
Division of Corporations

Subject: Vending Management Services, Inc. / Request to be registered in Florida

Dear Agnes Lunt:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Kenneth R. Pollack
Vending Management Services, Inc.
P.O. Box 1212
Hobe Sound, Fl. 33455

Should you need to call someone concerning this matter, please call:
Kenneth R. Pollack @ 561-546-4093.

Thank you for your cooperation.

Kenneth R. Pollack

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. VENDING MANAGEMENT SERVICES, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELAWARE

(State or country under the law of which it is incorporated)

3. 65-0807241

(FEI number, if applicable)

4. DECEMBER, 1997

(Date of incorporation)

5. 'PERPETUAL'

(Duration: Year corp. will cease to exist or "perpetual")

6. "UPON QUALIFICATION"

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. a. 8879 S.E. MARINA BAY DR. HOBE SOUND, FL. 33455

(Principal office address)

b. P.O. BOX 1212 HOBE SOUND, FL. 33455

(Current mailing address)

8. MANAGEMENT / CONSULTANT

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Kenneth R. Pollack

Office Address: 8879 SE MARINA BAY DR.

HOBE SOUND

, Florida

33455

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Kenneth R. Pollack

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
99 DEC -6 PM 2:10

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Kenneth R. Pollack

Address: 8879 SE MARINA BAY DR.
HOBE SOUND, FL. 33455

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Kenneth R. Pollack

Address: 8879 SE MARINA BAY DR.
HOBE SOUND, FL. 33455

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STATE
SECRETARY OF CORPORATIONS
99 DEC -6 PM 2:10

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Kenneth R. Pollack
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kenneth R. Pollack, President & Chairman
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VENDING MANAGEMENT SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF DECEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

SECRET

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC -6 PM 2:10

2838491 8300

991532585



Edward J. Freel
Edward J. Freel, Secretary of State 4976

AUTHENTICATION: 12-13-99

DATE: 991532585