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(Requestor's Name)

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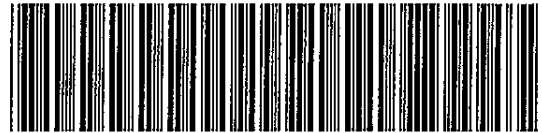
(Business Entity Name)

(Document Number)

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QR

REBECCA J. DEL MEDICO, ESQ.
6281 FLORIDIAN CIRCLE
LAKE WORTH, FLORIDA 33463
(561) 964-6622
Fax: (561) 954-1615

December 6, 2002

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Milkmen Vending LLC

Dear Sirs or Madam:

Please find enclosed an original and one copy of the Articles of Organization, Affidavit of Membership and Contributions, and Certificate of Designation of Registered Agent for the above referenced Florida Limited Liability Company, along with an Attorney Trust check in the amount of \$285.

If you have any questions regarding the enclosed, please contact our office.

Thank you.

Sincerely,


Rebecca J. Del Medico

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION FOR
MILKMEN VENDING, LLC**

ARTICLE I- NAME:

The name of the Limited Liability is:

Milkmen Vending, LLC

ARTICLE II- ADDRESS:

The mailing address and street address of the principal
office of the Limited Liability Company is:

**5550 Glades Road
Suite 414
Boca Raton, Florida 33431**

ARTICLE III- DURATION:

The period of duration for the Limited Liability Company shall be perpetual

ARTICLE IV- MANAGEMENT:

The Limited Liability Company is to be member-managed
by one or more members, and the names and addresses of the initial members are:

Jay Schwartz	5550 Glades Road, Suite 414, Boca Raton, Florida 33431
Ken Frisman	5550 Glades Road, Suite 414, Boca Raton, Florida 33431

**ARTICLE V-NAME AND ADDRESS OF THE
INITIAL REGISTERED AGENT**

The initial registered agent is:

Rebecca J. Del Medico, Esq.
6281 Floridian Circle
Lake Worth, Florida 33463

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TALLAHASSEE, FLORIDA

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There shall be one (1) class of members within Milkmen Vending, LLC

ARTICLE VII- VOTING RIGHTS OF MEMBERS

All Members shall be voting

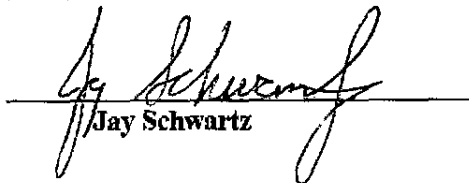
ARTICLE VIII-CONTINUATION OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event, which terminates the continued membership of a member, the remaining members shall have the right to continue the business.

ARTICLE IX-RIGHT TO ADMIT ADDITIONAL MEMBERS

The members shall have the right to admit additional members, upon the unanimous written approval of the existing members.

Initial Members


Jay Schwartz

Date: November 25, 2002


Ken Frisman

Date: November 25, 2002

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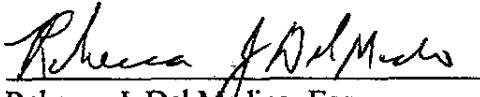
**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: **Milkmen Vending, LLC**
2. The name and address of the Registered Agent and Office is:

Rebecca J. Del Medico, Esq.
6281 Floridian Circle
Lake Worth, Florida 33463

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 a registered agent.


Rebecca J. Del Medico, Esq.,
Registered Agent

Date: December 6, 2002

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TALLAHASSEE, FLORIDA

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