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DIVISION OF CORPORATIONS
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**CORPORATE
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LLC

1.) Don Carter Vending, LLC.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY

the undersigned authorized representative,
desiring to form a limited liability company pursuant
to the provisions of the Florida Limited Liability
Company act, hereby submits, and files with the
Florida Department of State, these Articles of
Organization.

ARTICLE I - Name

The name of the limited liability company created
hereby (hereinafter, "the Company") is: DON CARTER
VENDING, LLC.

ARTICLE II - Purpose

The company's business activities shall include,
but not be limited to, the acquisition, disposition,
leasing, management, and maintenance of real property
and personal property, and managing investment and
portfolio assets. The Company shall have the same
powers as an individual to do all things necessary to
carry out its business and affairs, including, without
limitation, all powers permitted by the Florida Limited
Liability Company Act, and the power to:

- (a) Sue and be sued, and defend, in its name.
- (b) Purchase, receive, lease, or otherwise acquire,
own, hold, improve, use, and otherwise deal with real
or personal property, wherever located.
- (c) Sell, convey, mortgage, grant a security interest
in, lease, exchange, and otherwise encumber or dispose of,
all or any part of its property.
- (d) Purchase, receive, subscribe for, or otherwise
acquire, own, hold, vote, use, sell, mortgage, lend,
grant a security interest in, or otherwise dispose of and
deal in and with, shares or other interests in or
obligations of any other entity.

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(e) Make contracts or guaranty, or incur liabilities; borrow money; issue its notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of the Company; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock which is owned, directly or indirectly, by the contracting limited liability company; a corporation which owns, directly or indirectly, a majority of the outstanding membership interests of the contracting limited liability company; or a corporation the majority of the stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding membership interests of the contracting limited liability company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company.

(f) Lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment.

(g) Conduct its business, locate offices, and exercise the powers granted by Florida Statutes Chapter 608 within or without the State of Florida.

(h) Select managers and appoint officers, directors, employees, and agents of the Company, define their duties, fix their compensation, and lend them money and credit.

(i) Make donations for the public welfare or for charitable, scientific, or educational purposes.

(j) Pay pensions and establish pension plans, pension trusts, profit-sharing plans, retirement plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members, officers, agents and employees.

(k) Be a promoter, incorporator, shareholder, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

(l) Make payments or donations or do any other act not inconsistent with law that furthers the business of the Company.

ARTICLE III - Address

The mailing address and street address of the principal office of the Company shall be as follows:

2402 E. Timberlane Dr.
Plant City, Florida 33563

ARTICLE IV - Duration

The existence of the Company shall commence on April 26, 2004, and shall thereafter be perpetual, unless dissolution or conversion occurs according to law.

ARTICLE V - Management

The Company shall be managed by a manager, and the name and address of said manager is:

Jean H. Carter
2402 E. Timberlane Dr.
Plant City, Florida 33563

ARTICLE VI - Members

The names and addresses of the members of the Company shall be maintained by the Company and kept with its business records.

ARTICLE VII - Admission of Additional Members

The members may admit additional members in accordance with the operating agreement pertaining to the Company.

ARTICLE VIII - Ownership

The ownership interests of the members of the Company shall be in accordance with the membership or ownership certificates issued by the Company.


ARTICLE IX - Registered Office and Agent

The address of the initial registered office of the Company in the State of Florida is: 2402 E. Timberlane Dr., Plant City, Florida 33563, and the name of the registered agent at such address is: Jean H. Carter.

ARTICLE X - Membership Units

The total number of membership units authorized to be issued by the Company shall be 10,000 units. Each of the said units shall entitle the holder thereof to one (1) vote at any meeting of the members. All or any part of said units may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the manager or managers of the Company at a meeting called for such purposes. All membership units then issued shall be paid for and shall be nonassessable. The Company elects to have preemptive rights.

IN WITNESS WHEREOF, the undersigned representative has executed these Articles of Organization, and hereby acknowledges that the facts stated herein are true.



Jean H. Carter
As Authorized Representative

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF FLORIDA STATUTE SECTION 608.415, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.


1. The name of the limited liability company is:

DON CARTER VENDING, LLC

2. The name and the Florida street address of the registered agent are:

Jean H. Carter
2402 E. Timberlane Dr.
Plant City, Florida 33565

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED 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 REGISTERED AGENT, AS PROVIDED FOR IN CHAPTER 608, FLORIDA STATUTES.


Jean H. Carter
As Registered Agent