

Division of Corporations

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To:

Division of Corporations

Fax Number

: (850) 205-0383

Account Name

: EMPIRE CORPORATE KIT COMPANY

Account Number: 072450003255

Phone

: (305) 634-3694

Fax Number

: (305)633-9696

LIMITED LIABILITY COMPANY

usa vending, llc

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPAN

ARTICLE I - Name:

The name of the Limited Liability Company is: USA Vending, LLC

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SECRETARY OF STATE TALLAHASSEE. FLORIDA

ARTICLE II - Address:

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

1111 S.W. 21ST Avenue, Bay #10 Fort Lauderdale, Florida 33315

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

RICHARD M. MOGERMAN, P.A.
150 SOUTH PINE ISLAND ROAD, SUITE 130
PLANTATION, FLORIDA 33324

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 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 the proper 50% (3).

Registered Agent's Signatur

ARTICLE IV - Management (Check box if applicable.)

[X] The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager - managed company.

ARTICLE V - Initial Members:

The initial members of the limited liability company are:

Werner Jack Becker - 1111 SW 21st Ave., Bay #10, Fort Lauderdale, FL 33315

Robert L. Childs - 1111 SW 21 Ave., Bay #10, Fort Lauderdale, FL 33315

(An additional article must be added if an effective date is requested)

Signaturdol a munher of an authorized representative of a member.

(In accordance with section 608.408(3). Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated here in are true.)

Richard M. Mogerman, as Authorized Representative

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