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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M. THOMAS

OCT 29 2009

EXAMINER

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FRANK WOTITZKY (Of Counsel)
LEO WOTITZKY (1912-2005)

October 27, 2009

via Federal Express

Department of State
Division of Corporations
Corporate Filings
2661 Executive Center Circle
Tallahassee, FL 32301

Re: R & C Vending of Charlotte, LLC

Gentlemen:

Enclosed please find original and copy of Articles of Organization and Certificate Designating Registered Agent. Please file the originals and have the copies certified. We are enclosing our check in the amount of \$155.00 to cover the filing fee.

Your assistance with this is very much appreciated.

Very truly yours,

WOTITZKY, WOTITZKY, ROSS & McKINLEY


Edward L. Wotitzky

ELW/sjb
Enclosures

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TALLAHASSEE, FLORIDA

**Articles of Organization
of
R & C VENDING OF CHARLOTTE, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be R & C VENDING OF CHARLOTTE, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address of the Company is 5251 Rustic Drive, Punta Gorda, Florida 33982 and its street address of the principal office of the Company is 5251 Rustic Drive, Punta Gorda, Florida 33982.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State or on another effective date as specified. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided in these Articles of Organization or in the Operating Agreement.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida are Roberta Lomangino, 5251 Rustic Drive, Punta Gorda, Florida 33982.

ARTICLE V -- ADMISSION OF NEW MEMBERS

Except as set forth in the Operating Agreement, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

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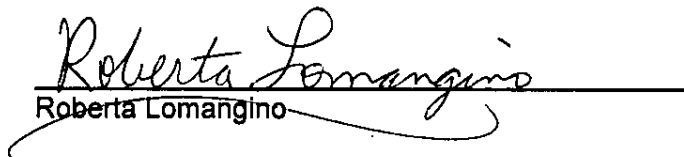
ARTICLE VI -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by majority vote of all the remaining members.

ARTICLE VII -- MANAGEMENT

The Company shall be managed by the Members, in accordance with the Operating Agreement for the Company adopted by the members for the management of its affairs. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Punta Gorda, Charlotte County, Florida this 27 day of October, 2009.

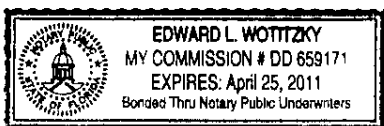

Roberta Lomangino

State of Florida
County of Charlotte

The foregoing Articles of Organization were acknowledged before me this 27th day of October, 2009, by ROBERTA LOMANGINO. She is personally known to me.

My commission expires:


Notary Public



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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING A REGISTERED AGENT AND
REGISTERED OFFICE FOR THE SERVICE OF PROCESS**

In compliance with § 48.091 Fla. Stat., the following is submitted:

R & C VENDING OF CHARLOTTE, LLC, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization at 5251 Rustic Drive, Punta Gorda, Charlotte County, Florida 33982, has designated Roberta Lomangino, whose street address is 5251 Rustic Drive, Punta Gorda, Florida 33982, as its agent to accept service of process within this state.

R & C VENDING OF CHARLOTTE, LLC

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.


Roberta Lomangino

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