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LG700000322
June 5, 1996

Florida Department of State
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

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-03/10/97--01084--002
****337.50 ****337.50

Re: National Vend Distributors, L.C.

TO WHOM IT MAY CONCERN:

Enclosed are duplicate original Articles of Organization for the above referenced limited liability company. Also enclosed is a check in the amount of \$337.50 to cover filing fees in the amount of \$250.00, cost for a certified copy in the amount of \$52.50 and cost for designation of registered agent in the amount of \$35.00.

If the Articles of Organization are in order, would you please cause the certified copy to be returned to the attention of the undersigned.

Thank you for your assistance and cooperation.

Very truly yours,

POWELL, CARNEY, HAYES & SILVERSTEIN, P.A.

James N. Powell

JNP/lj
Enclosures: a/s
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97 MAR 10 AM 9:01
FBI

ARTICLES OF ORGANIZATION
OF
NATIONAL VEND DISTRIBUTORS, L.C.

FILED
97 MAR 10 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of this limited liability company is **NATIONAL VEND DISTRIBUTORS, L.C.**

ARTICLE II.

This limited liability company shall exist for a period of thirty (30) years measured from the date of filing these Articles of Organization with the Florida Secretary of State.

ARTICLE III.

This limited liability company is created both for any lawful purpose (except that special statutes for the regulation and control of specific types of businesses shall control when in conflict herewith) and for the purpose of transacting the business of combined purchases of wholesale vending food products for the benefit of its members and such other related business as may be agreed on by its members.

ARTICLE IV.

The mailing and street address of the principal office of the limited liability company shall be 608 Packard Court, Safety Harbor, Florida 34695. The name and address the initial registered agent of the limited liability company shall be **JAMES J. COX**, 608 Packard Court, Safety Harbor, Florida 34695.

ARTICLE V.

The initial members of the limited liability company shall have the right to admit additional members upon the following terms and conditions.

1. Said members must wish to associate themselves with the limited liability company for the business purposes stated; and

2. Said members must pay an initial capital contributions in an amount to be established by the existing members.

3. The death, retirement, resignation, expulsion, bankruptcy or dissolution of a member of this limited liability company, or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall not result in the dissolution of this limited liability company. Rather, the remaining members of the limited liability company shall have the right to continue the business of the limited liability company notwithstanding the foregoing events.

4. No person or entity can become a member of the limited liability company without the consent of all the members. If an existing member transfers his, her or its interest in the limited liability company without the unanimous consent of all members, the transferee is entitled only to share in profits and losses of the limited liability company and the transferee shall not be entitled to participate in the management of the limited liability company.

ARTICLE VI.

The management of the limited liability company shall be vested in the members. The members may delegate day-to-day management responsibility to an operating manager who must be a member of the limited liability company. The names and addresses of the members are:

- | | | |
|----|----------------------------------|---|
| 1. | Luna Cheese Corp. | 608 Packard Court
Safety Harbor, Florida 34695 |
| 2. | Jones Vending & OCS Distributing | 5409 Bulwer Avenue
St. Louis, MO 63147 |
| 3. | Automatic Products of America | 425 Whitney Street
Northboro, MA 01532 |

ARTICLE VII.

The power to adopt, alter, amend or repeal the regulations of this limited liability company shall be vested in the manager of the company. Regulations adopted by the manager may be repealed or altered and new regulations may be adopted by a majority vote of the members. The members may prescribe in any regulations made by them that such regulations may not be altered, amended or repealed by the manager. The regulations may contain any

provisions for the regulation and management of the affairs of this limited liability company not inconsistent with the law or the Articles of Organization.

ARTICLE VIII.

A member may withdraw from the limited liability company upon not less than a thirty (30) day prior written notice to each non-withdrawing member at his or its address as set forth in the records of the limited liability company that are required to be kept pursuant to Florida law.

ARTICLE IX.

1. The limited liability company shall indemnify any individual or entity made a party to a proceeding because he, she or it was a member of the limited liability company against liability incurred in the proceedings if (a) he, she or it conducted himself, herself or itself in good faith; (b) he, she or it reasonably believed that his, her or its conduct was in the limited liability company's best interest; and (c) in the event of any criminal proceeding, he, she or it had no reasonable cause to believe that his, her or its conduct was unlawful.

2. The limited liability company shall pay for or reimburse the reasonable expenses incurred by any of its members who is a party to a proceeding in advance of the final disposition of the proceeding if (a) the individual or entity furnishes the limited liability company a written affirmation of his, her or its good faith belief that it has met the standard of conduct described herein; (b) the individual or entity furnishes the limited liability company a written undertaking executed personally or on his, her or its behalf to repay the advance if it is ultimately determined that he, she or it did not meet the standard of conduct; and (c) a determination is made that the facts then known to those making the determination would not preclude indemnification under the law. The undertaking required by this paragraph shall be an unlimited general obligation but need not be secured and may be accepted without reference to financial ability to make repayment. The indemnification in advance of expenses authorized herein shall not be exclusive to any other rights to which any member may be entitled under any bylaw, agreement, vote of members or otherwise. These Articles of Organization shall not be interpreted to limit in any manner the indemnification or right to advancement for expenses to an individual or entity who would otherwise be entitled thereto. These Articles of Organization shall be interpreted as mandating indemnification and advancement of expenses to the extent permitted by law. In addition to the foregoing, the limited liability company shall indemnify and save the organizers harmless in all acts taken by them as organizers of the limited liability company and shall pay all costs and expenses incurred by or imposed upon them as a result of the same including compensation based upon the usual charges for expenditures required of them in pursuit of the defense against any liability arising on account of acting as organizers or on account of enforcing the indemnification rights hereunder and the limited liability company

releases them from all liability for any such act as organizers not involving willful or grossly negligent misconduct.

IN WITNESS WHEREOF, for the purpose of forming a limited liability company under the laws of the State of Florida, the undersigned executed these Articles of Organization on this 7 day of MARCH, 1997.

LUNA CHEESE CORP., a Florida corporation

By: *James J. Cox*

(Signature of officer on this line)

JAMES J COX

(Legibly print name of officer on this line)

Its _____ President

(Legibly print title of officer on this line)

(CORPORATE SEAL)

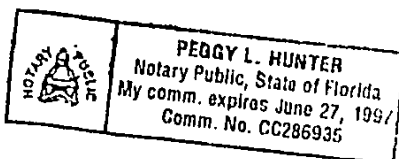
STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 7 day of March, 1997 by JAMES J. COX, as President of LUNA CHEESE CORP., a Florida corporation, on behalf of the corporation. ☒ He ☐ She ☐ is personally known to me or ☐ has produced _____ as identification and who ☐ did ☐ did not take an oath.

My Commission Expires: 6/27/97

Peggy L. Hunter
Notary Public

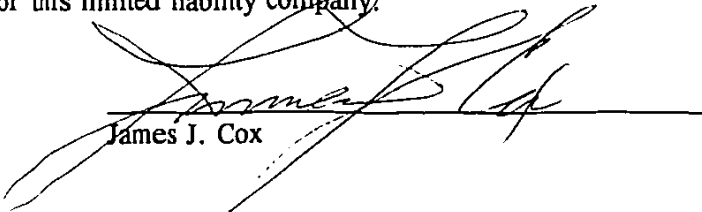
(SEAL)



Peggy L Hunter
(Print Name of Notary Public on this line)

ACCEPTANCE

Having been named as Registered Agent for **NATIONAL VEND DISTRIBUTORS, L.C.** I hereby state that I am familiar with and accept the duties and responsibilities of the position of Registered Agent for this limited liability company.


James J. Cox

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97 MAR 10 AM 9:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA