

L98000002638

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: VEND AIR, L.L.C.

Enclosed is an original and one copy of the articles of organization and a check for:

<input checked="" type="checkbox"/> \$285	<input type="checkbox"/> \$293.75	<input type="checkbox"/> \$337.50	<input type="checkbox"/> \$346.25
Filing Fee	Filing Fee,	Filing Fee,	Filing Fee,
and Registered	Registered Agent	Registered Agent	Registered Agent
Agent	Designation, and	Designation, and	Designation,
Designation	Certificate	Certified Copy	Certified Copy, and
			Certificate

Please stamp the enclosed copy of the articles with the filing date and return to me:

F.Parker Lawrence
LAWRENCE & TETREAULT, P.A.
726-D N.W. 8th Avenue
Gainesville, Florida 32601
352-373-4160

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****285.00 ****285.00

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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RECEIVED

**ARTICLES OF ORGANIZATION
OF
VEND AIR, L.L.C.**

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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 VEND AIR, L.L.C. ("company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 639 Voncile Avenue, Tallahassee, Florida 32303.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual, unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is Fred Mohrfeld, 639 Voncile Avenue, Tallahassee, FL 32303.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

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ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

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 regulations 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 other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

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 the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX - MANAGEMENT

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The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are:


NAME

ADDRESS

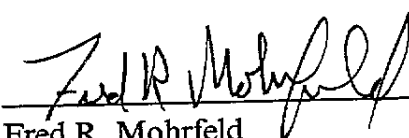
Fred R. Mohrfeld

639 Voncile Avenue
Tallahassee, FL 32303

Warren R. Mohrfeld

~~P.O. Box 3346~~
2415 Willow Ave 
Tallahassee, FL ~~32315~~
32303

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Tallahassee, Florida, on October 20, 1998.

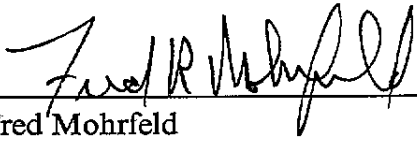

Fred R. Mohrfeld


Warren R. Mohrfeld

ACCEPTANCE OF REGISTERED AGENT

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The undersigned, being the person named in the articles of organization of VEND AIR, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



Fred Mohrfeld
Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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The undersigned member or authorized representative of a member of VEND AIR, L.C., deposes and says:

1. The above named limited liability company has at least two members.

2. The total amount of cash contributed by the members is: ~~\$25,000~~ ^{\$18,850.00} *(initials)*

3. If any, the agreed value of property other than cash contributed by the members is: ~~\$18,000~~. A description of the property is attached and made a part hereto.

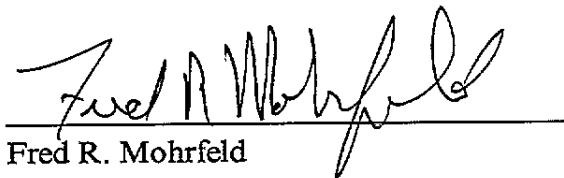
(initials) ~~\$18,850.00~~ 21 Air/Vac machines *(initials)*

4. The total amount of cash or property anticipated to be contributed by the members is: ~~\$18,000.00~~. This total includes amounts from 2 and 3 above.

(initials) ~~\$18,850.00~~ ^{\$37,700.00}

THE AFFIANT SAYS NOTHING FURTHER.

Dated: October 19, 1998


Fred R. Mohrfeld

STATE OF FLORIDA
COUNTY OF LEON

Sworn to and subscribed before me this October 19, 1998 by Fred R. Mohrfeld.

Notary Public -- State of Florida

Personally Known ____

OR

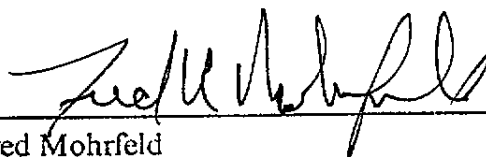
Produced Identification ____

Type of Identification Produced _____

EXHIBIT 'A'

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of VEND AIR, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



Fred Mohrfeld
Registered Agent

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