

P00000003204

TRANSMITTAL LETTER

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

400003089214--1
-01/05/00-01071-014
*****70.00 *****70.00

SUBJECT: ALLSERVE VENDING, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00 (Filing Fee: \$35.00 for articles of incorporation filing and \$35.00 for designation of resident agent).

Please forward the filed articles of incorporation directly to our Attorney, Seth T. Weinstein, Esq. of Sokoloff & Weinstein, P.A., Attorneys at Law, 11440 Okeechobee Blvd., Suite 104, Royal Palm Beach, Florida, 33411. A self-addressed stamped envelope is enclosed for your convenience. Thank you for your anticipated cooperation.

FROM: Michael Allen Hart and Raine Kay Hart, Co-Directors
Allserve Vending, Inc.
1128 Royal Palm Beach Boulevard
Royal Palm Beach, Florida, 33411

FILED
2000 JAN -5 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sokoloff & Weinstein, P.A. 11440 Okeechobee Boulevard, Suite 104, Royal Palm Beach, Florida 33411
Tel: 561-790-6788/790-4505

Page 1 of 1

A. Howell JAN 11 2000

FILED
2000 JAN -5 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ALLSERVE VENDING, INC.

We, the undersigned incorporators, for the purpose of forming a corporation under Florida law, hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation shall be:

ALLSERVE VENDING, INC.

ARTICLE II: PURPOSE

ALLSERVE VENDING, INC. shall be organized under Florida Statute Chapter 607 as a for-profit corporation with the purpose of locating, purchasing, selling, leasing, placing and distributing vending machines and equipment.

ALLSERVE VENDING, INC. may invest its corporate funds into real estate, mortgages, stocks, bonds, and any other type of investments, and may own real and personal property necessary for the rendering of the services authorized hereby. Further, ALLSERVE VENDING, INC., may engage in any and all other lawful corporate activities.

ARTICLE III: PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be in Palm Beach County, Florida.

ARTICLE IV: MAILING ADDRESS

The mailing address of this corporation shall be:

ALLSERVE VENDING, INC.
1128 Royal Palm Beach Boulevard
Royal Palm Beach, Florida, 33411

ARTICLE V: SHARES

The maximum number of shares of stock that this for profit corporation is authorized to have outstanding at any one time shall be one hundred and twenty-six (126) shares with an initial par value of one thousand dollars (\$1,000.00) per share, all of which shall be common stock of the same class.

ARTICLE VI: OWNERSHIP OF SHARES

MICHAEL ALLEN HART, acting as Co-Director of ALLSERVE VENDING, INC., shall be issued and hold sixty three (63) shares of common stock and RAINE KAY HART, acting as Co-Director of ALLSERVE VENDING, INC., shall be issued and hold the remaining sixty-three (63) shares of common stock.

ARTICLE VII: EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VIII: BOARD OF DIRECTORS/INCORPORATORS

The name and post office address of the first board of

directors/incorporators, who subject to the provisions of these Articles of Incorporation shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

MICHAEL ALLEN HART, Co-Director
ALLSERVE VENDING, INC.
210 Ponce De Leon Street
Royal Palm Beach, Florida, 33411

RAINE KAY HART, Co-Director
ALLSERVE VENDING, INC.
210 Ponce De Leon Street
Royal Palm Beach, Florida 33411

ARTICLE IX: MANAGEMENT/AFFILIATION

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and conduct of the affairs of ALLSERVE VENDING, INC.

(1) Such directors/shareholders of ALLSERVE VENDING, INC. shall from time to time create, readdress and amend by-laws for the corporation as the directors/shareholders should see fit.

(2) Subject always to such by-laws as may be adopted from time to time by the stockholders, the board of directors of ALLSERVE VENDING, INC. is expressly authorized to adopt, alter and amend the by-laws of the corporation, but any by-law adopted, altered or amended by the directors may be altered, amended or repealed by the stockholders.

(3) The corporation shall have such officers as may from time to time be provided in the by-laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the by-laws or as may be determined from time to time by the board of directors subject to the by-laws.

Initially, RAINE KAY HART, Co-Director, shall occupy the position of President, Secretary and Treasurer of ALLSERVE VENDING, INC. Initially, MICHAEL ALLEN HART, Co-Director, shall also occupy the position of Vice-President of ALLSERVE VENDING, INC.

(4) Subject to the restrictions, if any, as are herein expressed and such further restrictions, if any as may be set forth in the by-laws (not attached), the board of directors of ALLSERVE VENDING, INC. shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the articles of incorporation or amendment thereto, or by the by-laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

ARTICLE X: DESIGNATION OF REGISTERED AGENT

The initial registered agent for ALLSERVE VENDING, INC. shall be:

SETH T. WEINSTEIN, ESQUIRE
Sokoloff & Weinstein, P.A.
11440 Okeechobee Boulevard
Suite 104
Royal Palm Beach, Florida 33411

ARTICLE XI: RESERVATION OF RIGHTS

The directors of ALLSERVE VENDING, INC. reserve the right to amend, alter, change or repeal any provision herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, We, the undersigned subscribing incorporators, have hereunto set their hand and seal this 3rd day of January, 2000, for the purpose of forming ALLSERVE VENDING, INC. under the laws of the State of Florida, and they hereby make, subscribe, acknowledge and file in the office of the Secretary of the State of Florida these articles of incorporation and certify that the facts herein stated are true.

Michael Allen Hart
MICHAEL ALLEN HART, Co-Director

Raine Kay Hart
RAINE KAY HART, Co-Director

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared MICHAEL ALLEN HART and RAINE KAY HART who, upon being first duly sworn, acknowledged that they executed the foregoing document freely and voluntarily and for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 3rd day of January, 2000.

Gabrielle Sewell
NOTARY PUBLIC

My commission expires on:



Gabrielle Sewell
Commission # GC 884428
Expires Oct. 31, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

FILED

2000 JAN -5 PM 12:33

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statute Section 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

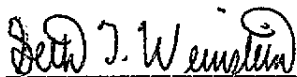
(1) The name of the corporation is:

ALLSERVE VENDING, INC.

(2) The name and address of the registered agent and office is:

SETH T. WEINSTEIN, ESQUIRE
Sokoloff & Weinstein, P.A.
11440 Okeechobee Boulevard
Suite 104
Royal Palm Beach, Florida 33411

Having been named as registered agent and to accept service of process for the above stated corporation 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 provision 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.



SETH T. WEINSTEIN, Registered Agent
For: ALLSERVE VENDING, INC.

Sokoloff & Weinstein, P.A. 11440 Okeechobee Boulevard, Suite 104, Royal Palm Beach, Florida 33411

Tel: 561-790-6788/790-4505

Page 1 of 1