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May 31, 2000

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PLEASE REPLY TO

Jupiter

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

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Rec - 6-5

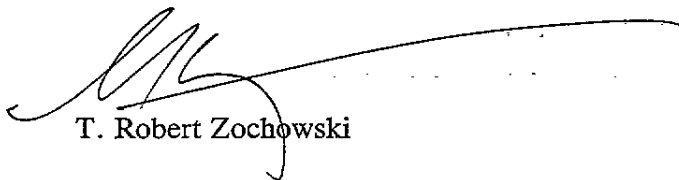
Re: FLORIDA-GEORGIA VENDING, INC.

Dear Sir or Madam:

This office represents the incorporator for the captioned corporation. Enclosed is an original and one (1) copy of the Articles of Incorporation, Certificate of Registered Agent, and a check for \$122.50 as filing fee for the certified copy and certificate. Please return the certified copy to this office at Suite 500, 1001 N. U.S. Highway One, Jupiter, Florida 33477, as soon as possible.

If there are any questions, please advise.

Very truly yours,



T. Robert Zochowski

TRZ:sm
Encl.

FILED
2000 JUN -5 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2000 JUN -5 AM 11: 25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FLORIDA-GEORGIA VENDING, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FLORIDA-GEORGIA VENDING, INC.

The address of the principal office of this corporation shall be 18862 North Osprey Way, Jupiter, FL 33458, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in the establishment, conduct, sales, leasing of vending machines and all other business associated therewith, also this corporation may engage in or transact any and all lawful activities or business permitted and/or licensed under the laws of the United States, the States of Florida, Georgia or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock, having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 18862 North Osprey Way, Jupiter, Florida 33458, and the name of the initial registered agent of the corporation at that address is Robert William McLaughlin.

ARTICLE V. TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

ARTICLE VIII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. The corporation shall have (one) Director, initially. The name and address of the initial members of the Board of Directors is:

Robert William McLaughlin
18862 North Osprey Way
Jupiter, Florida 33458

Ingram Boykin
3269 Roundfield Circle
Deluth, Georgia 30096

ARTICLE IX. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

President and
Treasurer: Robert William McLaughlin
18862 North Osprey Way
Jupiter, Florida 33458

Vice-President and
Secretary: Ingram Boykin
3269 Roundfield Circle
Deluth, Georgia 30096

ARTICLE X. INCORPORATION

The name and street address of the incorporator to these Articles of Incorporation is:

Robert William McLaughlin
18862 North Osprey Way
Jupiter, Florida 33458

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 2nd day of June, 2000.


Robert William McLaughlin

FILED

2000 JUN -5 AM 11: 25

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 FLORIDA STATUTES, 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: FLORIDA-GEORGIA VENDING, INC.
2. The name and address of the registered agent and office is:

Robert William McLaughlin
18862 North Osprey Way
Jupiter, Florida 33458

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 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.


Robert William McLaughlin,
President-Registered Agent