

# PO1000045588



ACCOUNT NO. : 072100000032

REFERENCE : 140846 81081A

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizute*

RECEIVED  
TALLAHASSEE FLORIDA  
2001 MAY -7 PM 3:06

ORDER DATE : May 7, 2001

ORDER TIME : 10:43 AM

ORDER NO. : 140846-005

CUSTOMER NO: 81081A

200004139022--8

CUSTOMER: Ms. Georgiana Dambra  
Alexander Dambra & Duhl, P.a.

Suite 201  
5737 Okeechobee Boulevard  
West Palm Beach, FL 33417

DOMESTIC FILING

NAME: ORION VENDING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS:

*5/7/01*

RECEIVED  
01 MAY -7 AM 11:24  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION**  
**OF**  
**ORION VENDING INC.**

2001 MAY -7 PM 3:06  
CLERK OF STATE  
TALLAHASSEE FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

**ARTICLE I**

Name of Corporation

The name of this Corporation shall be ORION VENDING INC., with its principal office address: 2420 Zeder Avenue, Delray Beach, Florida 33444.

**ARTICLE II**

Purpose

This Corporation is organized for the following purposes:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

(b) For the purpose of transacting any or all lawful business; except that

it is not to conduct a banking, safe deposit, trust insurance, surety, express, railroad, canal, telephone, telegraph or cemetery building, a building and loan association, fraternal benefit society or state fair exposition.

(c) To do any and everything pertinent to the above.

### **ARTICLE III**

#### **Capital Stock**

This Corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

### **ARTICLE IV**

#### **Preemptive Rights**

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

### **ARTICLE V**

#### **Corporate Duration**

This Corporation shall have perpetual duration unless sooner dissolved by law.

## **ARTICLE VI**

### **Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is: 5737 Okeechobee Boulevard, Suite 201, West Palm Beach, Florida 33417, and the name of the initial registered agent of this Corporation at that address is: Georgiana F. Dambra.

## **ARTICLE VII**

### **Initial Board of Directors**

This Corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the By-laws but shall never be less than one. The name and address of the initial Directors of this Corporation are as follows:

David DeCosta	2420 Zeder Avenue Delray Beach, FL 33444
Frank Frione	361 Oregon Lane Boca Raton, FL 33487

## **ARTICLE VIII**

### **By-laws**

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the Shareholders.

## ARTICLE IX

### Indemnification

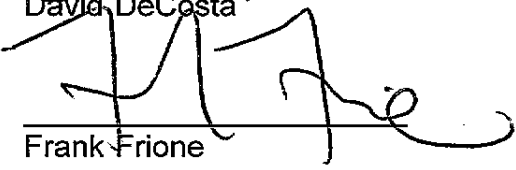
This Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

## ARTICLE X

### Incorporators

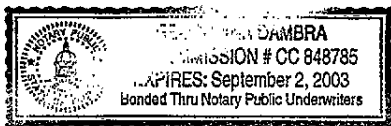
The names and addresses of the persons signing these Articles are as follows:  
David DeCosta 2420 Zeder Avenue, Delray Beach, Florida 33444 and Frank Frione, 361 Oregon Lane, Boca Raton, FL 33487

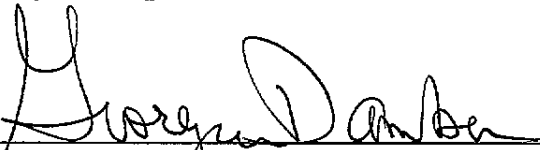
**IN WITNESS WHEREOF**, the undersigned subscriber has executed these Articles of Incorporation this 28 day of April, 2001.

  
\_\_\_\_\_  
David DeCosta  
\_\_\_\_\_  
Frank Frione

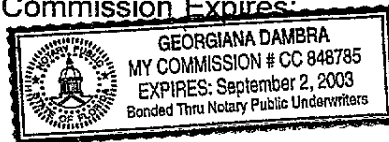
STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 28 day of April, 2001, David DeCosta, who is personally known to me or who has produced \_\_\_\_\_ as identification.



  
\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires:




STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 28 day of April, 2001 Frank Frione, who is personally known to me or who has produced \_\_\_\_\_ as identification.



(Notary Seal)

  
\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires:

*Georgiana F. Dambra*

\_\_\_\_\_  
Print Name of Notary Public

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST: THAT ORION VENDING INC. DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS AT 2420 Zeder Avenue, Delray Beach, Florida 33444, HAS NAMED  
GEORGIANA F. DAMBRA, LOCATED AT 5737 OKEECHOBEE BOULEVARD, SUITE  
201, WEST PALM BEACH, FLORIDA 33417, AS ITS AGENT TO ACCEPT SERVICE OF  
PROCESS WITHIN FLORIDA.



David DeCosta

4.28.01

(Date)

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE  
PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.



GEORGIANA F. DAMBRA

4/28/01

(Date)

orion.CRP

FILED  
2001 MAY - 7 PM 3:06  
SEAL OF THE STATE  
TALLAHASSEE FLORIDA