

Mark E. Parsons

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May 21, 2001

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FILED
01 MAY 24 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: SWEETNESS VENDING, INC.

600004315366--1
-05/24/01--01071--003
*****122.50 *****78.75


Dear Sir or Madam:

Enclosed are the Articles of Incorporation and Designation and Acceptance of Registered Agent regarding the above-named corporation. I am also enclosing the requisite fee for filing these Documents.

I would appreciate it if you would return a certified copy of the Documents to my office.

Please feel free to contact me if you have any questions with regard to this matter.

Sincerely,



Mark E. Parsons

MEP/pm
Enclosures

g6/11

ARTICLES OF INCORPORATION
OF
SWEETNESS VENDING, INC.

ARTICLE I. NAME

The name of this corporation is SWEETNESS VENDING, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal office of this corporation is located at 836 Miles Avenue, Winter Park, Florida 32789.

ARTICLE III. DURATION

The period of duration of this corporation is perpetual.

ARTICLE IV. PURPOSE

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE V. CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is 500 shares of capital stock with a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 3149 North Ponce de Leon Boulevard, Suite 9, St. Augustine, Florida 32084, and the name of the initial registered agent at such address is: MARK E. PARSONS.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

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The initial Board of Directors shall consist of two members. The number of Directors may be either increased or diminished from time to time provided by the Bylaws, but shall never be less than one. The name and address of the initial Directors of this corporation are:

BRAD LAYLAND
836 Miles Avenue
Winter Park, Florida 32789

WENDY LAYLAND
836 Miles Avenue
Winter Park, Florida 32789

ARTICLE VIII. INCORPORATORS

The name and address of each incorporator of this corporation are:

BRAD LAYLAND
836 Miles Avenue
Winter Park, Florida 32789

WENDY LAYLAND
836 Miles Avenue
Winter Park, Florida 32789

ARTICLE IX. INDEMNIFICATION

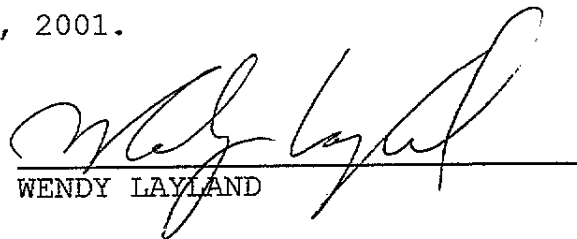
The corporation shall indemnify any officer or Director or former officer or Director to the full extent permitted by law.

ARTICLE X. BYLAWS

The powers to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation at Winter Park, Florida, on

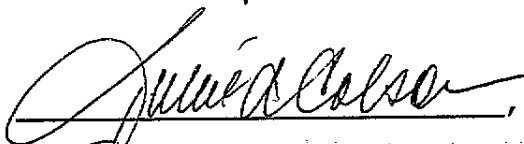
this 16th day of April, 2001.

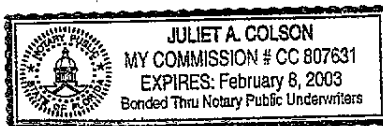

WENDY LAYLAND

STATE OF FLORIDA
COUNTY OF Orange

BEFORE ME, the undersigned authority, this day personally appeared WENDY LAYLAND, who is personally known to me or who has produced FIDEL L453883746010 as identification and who did (did not) take an oath and she did freely and voluntarily acknowledge before me, according to law, that she made and subscribed the foregoing instrument for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Winter Park, Florida, on this 16 day of April, 2001.



Juliet A. Colson, Notary Public, Commission No.: CC 807631



ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated as Registered Agent of SWEETNESS VENDING, INC., with the registered office at 3149 North Ponce De Leon Blvd., Suite 9, St. Augustine, Florida 32085 hereby consents to and accepts said designation.

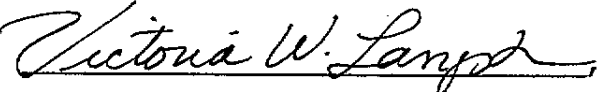
LAW OFFICE OF MARK E. PARSONS

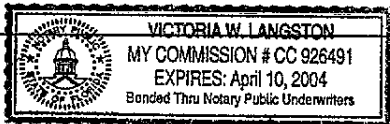
By: 
Mark E. Parsons

STATE OF FLORIDA
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned authority, this day personally appeared MARK E. PARSONS, to me well known to be the person described in and who executed the foregoing Acceptance of Registered Agent, and he did freely and voluntarily acknowledge before me according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at St. Augustine, Florida, on this 20th day of March, 2001.

 Notary Public, Comm. No.: _____



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TALLAHASSEE, FLORIDA