

TRANSMITTAL LETTER

**P01000066874**

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

FILED  
01 JUN -2 AM 10:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SUBJECT:** RHINO COIN MACHINE, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

**EFFECTIVE DATE**  
07-04-01

☒ \$70.00 Filing Fee  
☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy  
☐ \$87.50 Filing Fee, Certified Copy & Certificate of Status

**ADDITIONAL COPY REQUIRED**

**FROM:** BRUCE K. ESTRADA  
Name (Printed or typed)

3242 FOX LAKE DRIVE  
Address

TAMPA, FLORIDA 33618  
City, State & Zip

(813) 767-0742  
Daytime Telephone number

400004455364--8  
-07/02/01--01023--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**NOTE: Please provide the original and one copy of the articles.**

J. BRYAN JUL - 9 2001

RHINO COIN MACHINE, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

## ARTICLE I

NAME

The name of this corporation: RHINO COIN MACHINE, INC.

## ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's existence shall commence on the date of

JULY 4th 2001 upon the filing of these Articles of Incorporation with the State of Florida.

## ARTICLE III

BUSINESS AND POWERS

A. The general nature of the business or businesses to be transacted by the Corporation is:

1. To engage in the business of Equipment leasing.

2. To engage in any activity or business permitted under the laws of the United States and the State of Florida;

B. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

## ARTICLE IV

AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued by the Corporation is the total of (100) One Hundred,

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dollar (\$1.00) per share and each of which shall have the same rights and privileges.

Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least of one dollar per share. The shares may be paid for in lawful money of the United States of America, or in property, labor or services.

#### ARTICLE V

##### PREEMPTIVE RIGHT

The shareholders shall have preemptive rights to acquire unissued or treasury shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares of the Corporation.

#### ARTICLE VI

##### INITIAL REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 3242 FOX LAKE DRIVE, TAMPA, FLORIDA 33618 and the name of the initial registered agent at that address is

BRUCE K. ESTRADA

Also principal office address.

#### ARTICLE VII

##### BOARD OF DIRECTORS

A. Initial Board of Directors. The name and address of the initial director of the Corporation is: BRUCE K. ESTRADA  
3242 FOX LAKE DRIVE, TAMPA, FLORIDA 33618

B. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may

be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

1. Electing the officers of the Corporation;
2. Exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
3. Determining the compensation of the officers, including those who may also be directors; and
4. Specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

#### ARTICLE VIII

##### OFFICERS

A. Officers of the Corporation shall consist of a President, Secretary and Treasurer, as well as such other officers as the Board of Directors may deem advisable.

B. Officers need not be shareholders of the Corporation.

C. All officers shall have rank, tenure of office, powers, and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

CONFLICT OF INTEREST

No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any of this Corporation's directors are interested in, or are directors or officers of such other corporation, and no contract or other transaction between the Corporation and any other person or firm shall be affected or invalidated by the fact that any of this Corporation's directors are a party to, or are parties to, or interested in such contract or transactions; provided that in each such case the nature and extent of the interest of such directors in such contract or other transactions or the fact that such directors are directors or officers of such other corporation is disclosed at the meeting of the Board of Directors at which such contract or other transaction is authorized.

## ARTICLE X

INCORPORATOR

The name and the address of the person signing these Articles is: BRUCE K. ESTRADA, 3242 FOX LAKE DRIVE, TAMPA, FLORIDA 33618

## ARTICLE XI

INDEMNIFICATION

The Corporation shall indemnify every person who is serving or has served as an officer, director, employee or agent of the Corporation or, at its request, of any other corporation of which it is a shareholder or creditor and from which such person is entitled to be indemnified, in the manner and to the full extent permitted by the Florida Statutes as in existence on the day the right to indemnification arises, subject to the limitations on and conditions of such indemnification set forth therein, which indemnification shall not affect any other rights to which such person may be entitled.

MISCELLANEOUS

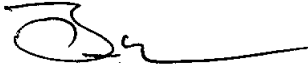
A. Other Offices, Agencies and Branches.

The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

B. Location of Shareholders and Directors Meetings.

Meetings of the shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
this 29<sup>th</sup> day of JUNE 2001

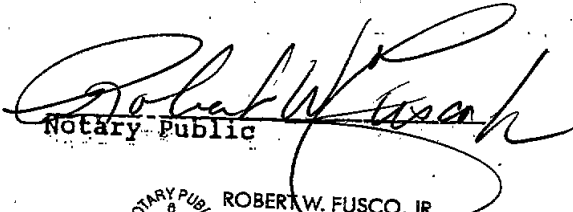


BRUCE K. ESTRADA

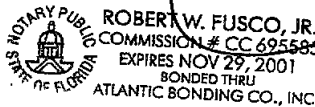
STATE OF FLORIDA  
COUNTY OF

I HEREBY CERTIFY that before me, the undersigned authority,  
this day personally appeared BRUCE K. ESTRADA to me known and  
known to me to be the person described in and who signed the  
foregoing Articles of Incorporation, and who acknowledged before  
me that he executed the same freely and voluntarily for the  
uses and purposes herein expressed.

WITNESS my hand and official seal at Tampa, Florida, this  
29 day of June, 2001



Notary Public



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of RHINO COIN MACHINE, INC. in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of F.S. §48.091, relative to keeping the corporation's registered office open.

Registered Agent:



BRUCE K. ESTRADA  
3242 FOX LAKE DRIVE  
TAMPA, FLORIDA 33618

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