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May 8, 2002

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

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-05/13/02-01057-001
*****78.75 *****78.75

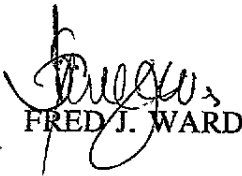
RE: The Vending People, Inc.
Articles of Incorporation

Dear Sir/Madam:

Enclosed in duplicate are proposed Articles of Incorporation for "The Vending People, Inc.", together with my check for \$78.75 representing filing fee, resident agent fee and a certified copy of the Articles.

Thank you for returning a certified copy in the enclosed postage paid envelope.

Yours truly,


FRED J. WARD

FJW:mw
Enclosures

FILED
02 MAY 13 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

THE VENDING PEOPLE, INC.

FILED

02 MAY 13 AM 10:26

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

THE UNDERSIGNED, being of legal age and a natural person, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

THE VENDING PEOPLE, INC.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

100 Shares of Common Stock
\$1.00 Par Value, Per Share

All of said stock shall be payable in cash, property, real or personal, labor or services, in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid.

ARTICLE IV

The amount of capital which this corporation shall commence business shall not be less than \$100.00.

ARTICLE V

The initial post office address of this corporation is:

15645 Collins Avenue, Unit #404
Sunny Isles Beach, Florida 33160

Registered Agent for service in the State of Florida shall be:

LILLIAN EASTMAN
15645 Collins Avenue, Unit #404
Sunny Isles Beach, Florida 33160

The principal office of this corporation shall be in Miami-Dade County, Florida. The Board of Directors may vote from time to time to move the post office address and principal office to any other address in the State of Florida.

ARTICLE VI

The corporation shall have no less than one (1) nor more than three (3) directors. The number of directors may be altered from time to time by the By-Laws, adopted by the Stockholders. The names and post office addresses of the officers and members of the First Board of Directors are:

NAME:	ADDRESS:	OFFICE:
Lillian Eastman	15645 Collins Avenue, Unit #404 Sunny Isles Beach, Florida 33160	President
Robert Eastman	15645 Collins Avenue, Unit #404 Sunny Isles Beach, Florida 33160	Secretary/Treasurer

The members of the First Board of Directors shall hold office until the first annual meeting of the stockholders of this corporation.

ARTICLE VII

The name and post office address of the subscribers to these Articles of Incorporation, the number of shares they agree to take and the value of the consideration to be paid therefor is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>	<u>VALUE</u>
Lillian Eastman	15645 Collins Avenue, Unit #404 Sunny Isles Beach, Florida 33160	10	\$10.00

ARTICLE VIII

REGISTERED OFFICE AND REGISTERED AGENT:

The registered office and registered agent of the corporation shall be:

LILLIAN EASTMAN
15645 Collins Avenue, Unit # 404
Sunny Isles Beach, Florida 33160

ARTICLE IX

After incorporation, the corporation may adopt a plan agreeable to and consistent with Section 1244 of the Internal Revenue Code in connection with offering the stock of the corporation. Additionally, the corporation reserves the right to make an election as a Subchapter "S" corporation, agreeable to the provisions of the U.S. Internal Revenue Code.

ARTICLE X

The Articles of Incorporation may be amended in the manner provided in the Florida Statutes, or any successor provision in said Statutes. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon. However, in lieu of the above-described procedure, an amendment may be made by a written instrument signed by all of the

directors and stockholders of the corporation.

THE UNDERSIGNED, being the original subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business within the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and agree to take the number of shares of stock hereinabove set forth, and accordingly have hereunto set her hand and seal this 8th day of **May**, 2002.

Lillian Eastman (SEAL)
LILLIAN EASTMAN

STATE OF FLORIDA
COUNTY OF BROWARD

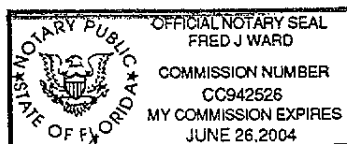
BEFORE ME, a Notary Public, duly authorized in the State of Florida and County aforesaid, to take acknowledgments, personally appeared

LILLIAN EASTMAN,

to me known to be the person described as the subscriber in the foregoing Articles of Incorporation, and she has acknowledged before me that she subscribed to and executed said Articles of Incorporation, this 8th day of **May**, 2002.

Fred J Ward
Notary Public, State of Florida

My Commission Expires:



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

In pursuant to Section 48.091, Florida Statutes, the following is submitted, in compliance with said Section:

THE VENDING PEOPLE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Sunny Isles Beach, County of Miami-Dade, State of Florida, has named **LILLIAN EASTMAN**, located at 15645 Collins Avenue, Unit #404, Sunny Isles Beach, Florida 33160, as its registered agent to accept service of process within this state.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

DATED this 8th day of May, 2002.

By: Lillian Eastman
LILLIAN EASTMAN, Registered Agent

FILED
02 MAY 13 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA