

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205 - 0381

From:

Account Name : GUTTA, KOUTOULAS, C.P.A.'S, LLC
Account Number : I19990000055
Phone : (954) 452 - 8813
Fax Number : (954) 452 - 8359

FLORIDA PROFIT CORPORATION OR P.A.

AIRLESS-VEND SYSTEM, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
AIRLESS-VEND SYSTEM, INC.**

The undersigned subscriber to these articles of incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the state of Florida.

ARTICLE I. NAME

The name of the corporation shall be: AIRLESS-VEND SYSTEM, INC. The principal place of business of this corporation shall be: 8211 W. Broward Blvd. Suite 350, Plantation, FL 33324.

ARTICLE II. NATURE OF BUSINESS

This Corporation will be mainly a production development business and may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the state of Florida 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 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be, 8211 W. Broward Blvd., Suite 350, Plantation, FL 33324. The name of the initial registered agent of the corporation at that address is Frank Gutta.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash or 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 at the price at which it is offered to others.

Prepared by:

Gutta, Koutoulas & Associates, CPA's, LLC.

8211 W. Broward Blvd., Suite #350

Plantation, Florida 33324

Phone: (954) 452-8813

Fax: (954) 452-8359

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ARTICLE VII. OFFICERS AND DIRECTORS

This corporation shall have two officers/directors, initially. The name and street address of the initial officers/ directors who shall hold office for the first year of the corporation and every year thereafter until their successors are elected or appointed is:

FRANK GUTTA - PRESIDENT
8211 W. BROWARD BLVD # 350
PLANTATION, FL 33324

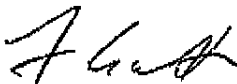
RAPHAEL MALDONADO - VICE PRESIDENT
8211 W. BROWARD BLVD. # 350
PLANTATION, FL 33324

ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these articles of incorporation is:

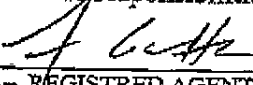
FRANK GUTTA - PRESIDENT
8211 W. BROWARD BLVD # 350
PLANTATION, FL 33324

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this
27TH DAY OF JUNE, 2002.



FRANK GUTTA - SUBSCRIBER

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



FRANK GUTTA - REGISTERED AGENT

Prepared by:

Gutta, Koutoulas & Associates, CPA's, LLC.
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Plantation, Florida 33324
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