

P02000090861

PINELLAS TAX & ACCOUNTING SERVICE INC.

EFFECTIVE DATE

9-1-02

152 8th Avenue SW

Suite B-1

Largo, Florida 33770

(727) 581-5557

Fax 581-5305

PinTax@TampaBay.rr.com

FILED

02 AUG 15 PM 2:11

SECRETARY OF STATE
TALLAHASSEE FLORIDA

August 13, 2002

FLORIDA DEPARTMENT OF STATE

Division of Corporations

New Filing Section

P O Box 6327

Tallahassee FL 32314-6327

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*****87.50 *****87.50

Dear Division of Corporations:

Enclosed is an application for Mr. Jack D. Fleck and check number 50500 for \$87.50 made payable to the Department of State.

Please send me the completed Articles of Incorporation for **LOOKOUT, INC.** to my attention at the above address.

If you have any questions regarding this application, please call. Thank you for your anticipated cooperation.

Sincerely,

William K. Herkert III

William K. Herkert III
President

cc: Mr. Jack D. Fleck

D. WHITE

8/21/02

W0223868

EFFECTIVE DATE

9-1-02

**ARTICLES OF INCORPORATION
OF
LOOKOUT VENDING, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of the corporation is Lookout Vending, Inc.

ARTICLE II. COMMENCEMENT AND DURATION

The Corporation's existence shall commence on September 1, 2002. The Corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

The Corporation is being formed for the purposes of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

The Corporation shall have the authority to issue one thousand (1,000) shares of common capital stock with a par value of \$0.01 per share.

Prepared by:
Pinellas Tax & Accounting Service
152 8th Avenue SW
Suite B-1
Largo, FL 34684
Tel. 727-581-5557

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one (1).
The number of directors may be increased or decreased from time to time, as provided in
this corporation's bylaws, but shall never be less than one (1).

ARTICLE VI. INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee, or agent, and any
former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT AND MAILING ADDRESS OF THE CORPORATION

The address of the Corporation's initial registered office and Corporation's mailing
address is:

1482 Pinebrook Drive
Clearwater, Florida 33755

The name of the individual who shall serve as the Corporation's initial registered agent at
that address is: John D. Fleck

ARTICLE VIII. INCORPORATOR

The name and address of the Corporation's incorporator is:

John D. Fleck
1482 Pinebrook Drive
Clearwater, FL 33755

ARTICLE IX. AMENDMENT

The Corporation reserves the right to amend or repeal any provisions in these Articles or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

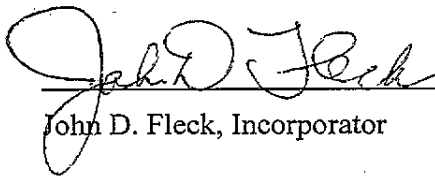
ARTICLE X. BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors.

ARTICLE XI. INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in the Florida Business Corporation Act.

The undersigned has executed these Articles of Incorporation
on this 13 day of Aug., 2002.


John D. Fleck, Incorporator

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE

Having been named as the registered agent, to accept service of process, within the State of Florida, at the registered office address indicated above, for Lookout Vending, Inc. I hereby accept the designation as the registered agent and agree to act and serve in that capacity on behalf of Lookout Vending, Inc. I am familiar with and accept the obligations provided for under Florida Law.


John D. Fleck
Registered Agent

Dated 17 August 2002