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DIVISION OF CORPORATIONS
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. GM VENDING USA, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

ARTICLES OF INCORPORATION

The undersigned Incorporator (s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt (s) the following Articles of Incorporation

ARTICLE I NAME

The name of the corporation shall be:
GM VENDING USA, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of incorporation by the Department of State, State of Florida, and shall have perpetual existence

ARTICLE III PRINCIPAL OFFICE

The principal place of business and mail address of this corporation shall be:

4196 South Pleasant Grove Road
Inverness, Fl. 34452

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do:

- a. Transact any and all lawful business.*
- b. Said corporation shall further have power;*
 - i. To have perpetual succession by its corporate name;*
 - ii. To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;*
 - iii. To have corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;*
 - iv. To purchase, take, receive, lease, or otherwise acquire own hold improve use and otherwise*

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- deal in and real or property or any interest therein, wherever situated;*
- v. To sell, convey, mortgage, pledge, create a security interest, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;*
 - vi. To have and exercise all powers necessary or convenient to effect its purposes;*

ARTICLE V SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of voting stock, each having the par value of \$ 1.00 Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only (1) class of stock of this corporation.

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent of this corporation shall be:

Lawrence F. Elsie
4196 South Pleasant Grove Road
Inverness, FL 34452

ARTICLE VII BOARD of DIRECTORS

The initial board of Directors shall consist of a total of 1 person (s) and the name and address of the person(s) who are to serve as an initial director(s) is (are):

Lawrence F. Elsie
(President)
4196 South Pleasant Grove Road
Inverness, FL 34452

ARTICLE VIII DATE of COMMENCEMENT

The date of commencement of corporation existence to commence upon the filing of the Articles herein by the Department of State.

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 24th day of September 2002.

Lawrence E. Elsie

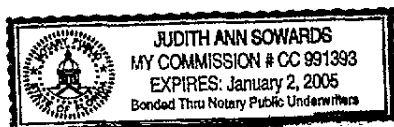
CERTIFICATE of DESIGNATION of REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above state corporation at place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes related to the proper and complete performance of my duties, and I am familiar with and accept the obligation as Registered Agent.

Lawrence E. Elsie

STATE OF FLORIDA
COUNTY CITRUS

Before me, a Notary Public authorized to take acknowledgements in the State and county set forth above personally appeared and personally known to me, as LAWRENCE E. ELSIE, who acknowledged to me that these Article of Incorporation.



Judith Sowards

Notary Public
State of Florida at large

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