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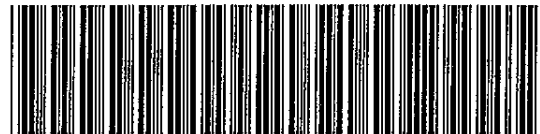
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D. WHITE DEC - 2 2002

Brent E. Baris P.A.

November 7, 2002

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

Re: Initial filing for South Tampa Vending Company

To whom it may concern:

Enclosed for filing are an original and a copy of the Articles of Incorporation for the above referenced corporation.

Also enclosed is a check in the amount of \$78.75 for payment of the filing fee and for a certified copy of the Articles.

Please contact me at the number below if you have any questions or concerns.

Sincerely,


Brent Baris, Esq.
For the firm

Brent E. Baris P.A.
P.O. Box 1303
Tampa, Florida 33601-1303

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SOUTH TAMPA VENDING COMPANY**

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ARTICLE I - NAME

The name of this corporation is South Tampa Vending Company

ARTICLE II - ADDRESS

The street address of the initial principal office of the corporation is 4014 W. Watrous Ave., Tampa, FL 33629, which is the mailing address of the corporation.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of no par value common stock, which shall be designated as "common shares."

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL OFFICES AND AGENT

The street address of the corporation's initial registered office is 4014 W. Watrous Ave., Tampa, FL 33629. The name of its initial registered agent at that office is Donald Heil.

ARTICLE VI - INCORPORATOR

The name and address of each incorporator signing these Articles is:

Donald Heil
4014 W. Watrous Ave.
Tampa, FL 33629

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have two director(s) to hold office until successors shall have been duly elected and qualified, or until their earlier resignation, removal from office, or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation. The name(s) and address(es) of the initial directors are:

Donald Heil
4014 W. Watrous Ave.
Tampa, FL 33629

Cynthia Heil
4014 W. Watrous Ave.
Tampa, FL 33629

ARTICLE VIII - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE IX - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

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This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII - RESTRICTION ON TRANSFER

The transfer of share represented by the certificates of the corporation is restricted under the terms of an agreement on file at the office of the corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 18th day of November, 2002 as incorporator.



Don Heil

I accept appointment as a registered agent and am familiar with, and hereby accept, the obligation, duties and responsibility of the position of registered agent.

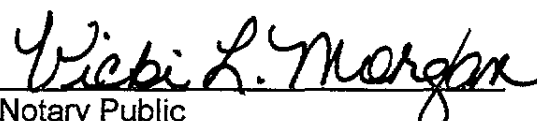


Don Heil
Registered Agent

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 18th day of November, 2002, by Don Heil who is personally known to me or who has produced _____ as identification.



Notary Public

