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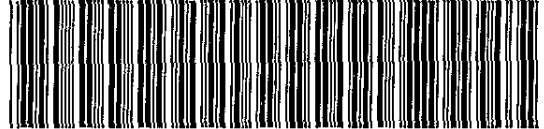
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# **BUSH & DONLON, P.A.**

Attorneys at Law  
4440 PGA Blvd., Ste. 307  
Palm Beach Gardens, FL 33410  
(561) 622-2227 - Tel  
(561) 624-2693 - Fax

George W. Bush, Jr.  
gwbushjr@bellsouth.net

Robert M. Donlon  
donlon@bellsouth.net  
Member of Florida and Texas Bars

February 26, 2003

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

## **Via Federal Express**

Re: Incorporation of Amerivend Retail Services, Inc.  
Our file no. 1474-00

Dear Sir or Madam:

As incorporator, I enclose herewith Articles of Incorporation for Amerivend Retail Services, Inc., a proposed corporation under Chapter 607, Florida Statutes.

Additionally, I have enclosed herewith your filing fee for these Articles in the amount of \$78.75.

If the enclosed Articles meet with your approval, kindly accept same for filing.

Thank you for your attention to this matter.

Very truly yours,

  
Robert M. Donlon

**ARTICLES OF INCORPORATION**  
**OF**  
**AMERIVEND RETAIL SERVICES, INC.**

FILED  
03 FEB 27 PM 2:10  
SECRET  
TALLAHASSEE, FL

**PREAMBLE**

I, the undersigned, do hereby associate myself under the following Articles, for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this Corporation shall be:

**Amerivend Retail Services, Inc.**

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal office and mailing address of this Corporation shall be:

4440 P.G.A. Boulevard, Suite 307  
Palm Beach Gardens, FL 33410

**ARTICLE III**

**GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation is:

- (1) Operation of vending machines; and
- (2) Engaging in any activity or business permitted under the laws of the United States and the State of Florida.

#### **ARTICLE IV**

##### **CORPORATE POWERS**

This Corporation shall have all powers now and hereafter granted corporations for profit under the laws of the State of Florida, including the Emergency Powers included in §607.0303, Florida Statutes.

#### **ARTICLE V**

##### **CAPITAL STOCK**

(1) This Corporation shall be authorized to have outstanding at any time a maximum of 1,000 shares of stock of the par value of \$1.00.

(2) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:

(a) shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and

(b) shall participate in dividends upon the basis of the amount actually paid on the respective shares; and

(c) certificates issued therefor shall bear endorsement as to the actual amount paid thereon.

(3) No stock in this Corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the Corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The Corporation, if it elects, or its shareholders, if it shall not elect, shall have an

exclusive right to purchase said stock at the price and upon the terms and conditions set forth in said notice at any time within sixty (60) days of the Corporation's receipt thereof. Upon failure of the Corporation or its stockholders to exercise such rights within such sixty (60) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice.

## **ARTICLE VI**

### **REQUIRED CAPITAL**

This Corporation shall begin business with a capital of not less than One Thousand Dollars (\$1,000.00).

## **ARTICLE VII**

### **TERM OF EXISTENCE**

This Corporation shall exist perpetually.

## **ARTICLE VIII**

### **DIRECTORS**

(1) The business of this Corporation shall be conducted by a Board of Directors consisting of one (1) or more Directors, who shall be elected in accordance with the By-Laws of the Corporation.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The name and street address of the members of the first Board of Directors of this Corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

NAME

ADDRESS

John Singleton

6039 Cypress Gardens Blvd., #244  
Winter Haven, FL 33884

Mario Monteagudo

6039 Cypress Gardens Blvd., #244  
Winter Haven, FL 33884

**ARTICLE IX**

**DESIGNATION OF REGISTERED OFFICE AND AGENT**

That, **AMERIVEND RETAIL SERVICES, INC.**, desiring to organize under the laws of the State of Florida, has designated its initial registered office as 4440 PGA Boulevard, Suite 307, Palm Beach Gardens, Palm Beach County, Florida 33410 and has named **ROBERT M. DONLON** as its initial Registered Agent who is located at such address.

**ARTICLE X**

**INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation are as follows:

NAME

ADDRESS

Robert M. Donlon

4440 PGA Boulevard, Suite 307  
Palm Beach Gardens, Florida 33410

**ARTICLE XI**

**SCOPE OF ARTICLES**

The provisions of these Articles, and amendments thereto, and each and every Article and Section thereof, and the provisions of the By-Laws and amendments thereof, shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association or corporation dealing with this Corporation is


hereby charged with notice and knowledge of the powers and limitations of powers of this Corporation.

**ARTICLE XII**

**EFFECTIVE DATE OF ARTICLES**

The Articles of Incorporation shall be effective as of February 26, 2003, in accordance with Florida Statute §607.0203.

IN WITNESS WHEREOF, I have set forth my hand and seal this 26<sup>th</sup> day of February, 2003.

  
Robert M. Donlon  
Incorporator

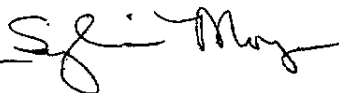
STATE OF FLORIDA                     )  
COUNTY OF PALM BEACH         )

BEFORE ME, the undersigned authority, personally appeared Robert M. Donlon, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Palm Beach Gardens, in said County and State, this 26<sup>th</sup> day of February, 2003.



Sylvia Moya  
Commission #CC953716  
Expires Aug. 4, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.



Notary Public, State of Florida  
My commission expires:

**ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been named to accept Service of Process for **AMERIVEND RETAIL SERVICES, INC.**, at the place designated in ARTICLE IX of these Articles of Incorporation, I hereby acknowledge that I am familiar with and accept the obligations of that position.



ROBERT M. DONLON  
Registered Agent

SECRET  
101-105000-10000

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