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To:

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

From:

Account Name : ACCOUNTING AND BOOKKEEPING SERVICE, INC.
Account Number : I20010000101
Phone : (305) 945-7892
Fax Number : (305) 945-7675

FLORIDA PROFIT CORPORATION OR P.A.
VENDMASTERS OF AMERICA INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
VENDMASTERS OF AMERICA INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is VENDMASTERS OF AMERICA INC.

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States or of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The stock of this corporation consist of 1 class, namely

1. Class A stock consisting of 1,000 shares of voting stock, each having \$.001 par value.

The principal place of business for this corporation shall be:

4209 GRANADA BLVD
CORAL GABLES, FL 33146

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of this Corporation is:

EVANS ERIC BAROS JR.
4209 GRANADA BLVD
CORAL GABLES, FL 33146

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-laws but shall never be less than one (1). The name and address of the initial Directors of this Corporation is:

EVANS ERIC BAROS JR., PRESIDENT
4209 GRANADA BLVD
CORAL GABLES, FL 33146

ARTICLE VII – BY – LAWS

The By-laws of this Corporation may be adopted, altered, amended or repealed by either the Class A stockholders or the Directors.

ARTICLE VIII – INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX – INCORPORATOR

The name and address of the person signing these Articles is

EVANS ERIC BAROS JR.
4209 GRANADA BLVD
CORAL GABLES, FL 33146

ARTICLE X – AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with Florida law.

In witness whereof, the undersigned has executed these Articles of Incorporation this 3RD Day of November 2003.

A handwritten signature in cursive script, appearing to read "Eric Baros Jr.", is written over a horizontal dashed line.

EVANS ERIC BAROS JR.

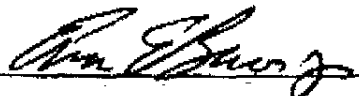
ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF IT DUTIES.

DATED, THIS 3RD DAY OF NOVEMBER, 2003

EVANS ERIC BAROS JR.

BY



EVANS ERIC BAROS JR.


STATE OF FLORIDA

SS:

COUNTY OF DADE

Before me, a Notary Public authorized in the State and County set forth above, personally appeared EVANS ERIC BAROS JR. known to me and known by me to be the person who, as INCORPORATOR, executed the foregoing Articles of Incorporation for VENDMASTERS OF AMERICA INC. and she acknowledged before me that she executed those Articles of Incorporation.

In Witness Whereof, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 3rd Day of November 2003.



NOTARY PUBLIC, STATE OF FLORIDA,
AT LARGE

My Commission Expires:



Mark Fernandez
MY COMMISSION # DD000063 EXPIRES
May 5, 2005
SIGNED THROUGH FARM INSURANCE, INC.

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TALLAHASSEE, FLORIDA