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TALLAHASSEE/FLORIDA

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SP

Lund & O'Flaherty, P. A.

Attorneys and Counselors at Law

8TH FLOOR
TAMPA THEATRE BUILDING
707 N. FRANKLIN STREET
TAMPA, FLORIDA 33602
U. S. A.

TELEPHONE
(813) 224-9988

FAX NUMBER
(813) 224-0121

February 12, 2008

Via Express Mail

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: INCORPORATION OF WELL VENDED USA, INC.

Dear Sir/Madam:

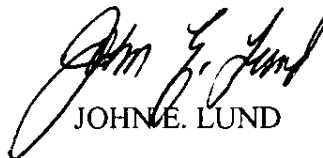
Please find enclosed the following with regard to the above captioned matter:

1. The original and one copy of the Articles of Incorporation for the above-named corporation.
2. The original and one copy of an executed Resident Agent form.
3. Our check made payable to the Secretary of State in the amount of \$78.75 to cover the following costs:

| | |
|------------------------|---------|
| A. Filing Fee | \$35.00 |
| B. Certified Copy | 8.75 |
| C. Resident Agent Form | 35.00 |

Thank you very much for your processing of the above enclosures.

Very truly yours,



JOHNE. LUND

JEL:jjd

Enclosures

cc: Mr. Ian A. Craig

ARTICLES OF INCORPORATION
OF
WELL VENDED USA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation is:

WELL VENDED USA, INC.

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The Corporation is organized for the following purposes:

1. To engage in the profession of vending machine sales and distribution.
2. To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing) deal

in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision of agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all the rights, powers, privileges, and immunities of individual owners or holders thereof.

3. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor, or otherwise, either alone or in company with others.

4. To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

5. To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out contracts and arrangements of every

kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

6. To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in no wise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 7,500 shares of capital stock of the par value of \$1.00, which shall be designated "Common Shares," and all of which shall have the same rights and privileges.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 707 N. Franklin Street, 8th Floor, Tampa, Florida 33602, and the name of the initial registered agent of the Corporation at that same address is John E. Lund.

ARTICLE VII - PRINCIPAL CORPORATE OFFICE

The principal corporate office of the Corporation is located at 10042 Tranquility Way, Tampa, Florida 33625. The mailing address of the corporation is 10042 Tranquility Way, Tampa, Florida 33625.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

The Corporation shall have two (2) Directors initially. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall never be less than one. Director's shall be elected and hold office as provided in the Bylaws. The name and address of the initial Directors of the Corporation are: Ian Alexander Craig, and John E. Lund.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Ian Alexander Craig, 10042 Tranquility Way, Tampa, Florida 33625.

ARTICLE X - BYLAWS

The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

ARTICLE XI - INDEMNIFICATION

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

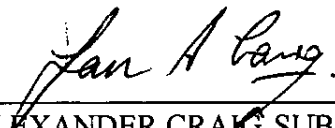
ARTICLE XII - AMENDMENT

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

ARTICLE XIII - EFFECTIVE DATE

For all purposes, the Corporation will be effective as of February 12, 2008.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of February, 2008.



IAN ALEXANDER CRAIG, SUBSCRIBER


STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Ian Alexander Craig, known to me and known by me to be the person who 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 12th day of February, 2008.





J. JEAN DEES
707 Franklin Street Mall, 8th Floor
Tampa, FL 33602
Notary Public
State of Florida at Large

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That WELL VENDED USA, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Tampa, County of Hillsborough, State of Florida, has named John E. Lund located at 707 N. Franklin Street, 8th Floor, Tampa, County of Hillsborough, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: _____

John E. Lund
JOHN E. LUND
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA