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**FLORIDA PROFIT/NON PROFIT CORPORATION
COIN FREE, INC.**

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May 21, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MCLEOD, MCLEOD & MCLEOD, PA

SUBJECT: COIN FREE, INC.
REF: W10000024904

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable because it is the same as or not distinguishable from an existing entity. If the principals are the same in both entities, please send a letter or affidavit advising us of this association, along with your articles of incorporation so that we may complete the filing process.

The document number of the name conflict is L05000037168 COIN FREE, LLC.

If you have any further questions concerning your document, please call (850) 245-6929.

Justin M Shivers
Regulatory Specialist II
New Filing Section

FAX Aud. #: H10000120276
Letter Number: 710A00012876



Securing Your Business In A World Of Change

Florida Department of State
Division of Corporations
Post Office Box 6327
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Attention Justin M. Shivers
Regulatory Specialist II
New Filing Section

Re Formation of Coin Free, Inc.
Document # L05000037168

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I, Richard L. Krampe, in my official capacity as Managing Member of Coin Free, LLC, he confirm:

1. Raymond A. McLeod, Esquire of the McLeod Law Firm is authorized to be Incorporator of Coin Free, Inc. a Florida profit corporation.
2. Coin Free, Inc. a Florida profit corporation has the same owners as Coin Free, LLC.
3. Coin Free, LLC releases to Coin Free, LLC use of the name Coin Free.

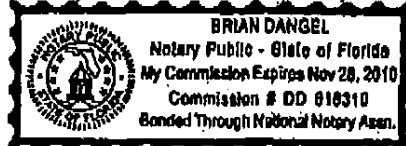
COIN FREE, LLC

By: Richard L. Krampe
Its: Managing Member

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing was acknowledged before me this 21st day of May, 2010, by RICHARD KRAMPE in his official capacity as Managing Member of COIN FREE, LLC a Florida Limited Liability Company, (✓ one) ✓ who is personally known to me or has produced as identification and who did take an oath.

WITNESS my hand and official seal, this 21st day of May, 2010.



Brian Dangel
Notary Public
State of Florida

My Commission expires: Nov 28, 2010

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
COIN FREE, INC.

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

ARTICLE I
Name and Address

The name of the Corporation shall be COIN FREE, INC. and the street address of the principal office shall be 7044 Stapoint Court, Winter Park, Florida 32792.

ARTICLE II
Nature of Business

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

ARTICLE III
Stock

The authorized capital stock of the Corporation shall consist of 50,000,000 (Fifty million and no/100) shares of Common Stock, with a par value of \$ 001. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement. Shares of capital stock of this corporation shall be issued for such consideration as may be determined by the Board of Directors.

ARTICLE IV
Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

RAYMOND A. McLEOD
48 East Main Street
Apopka, Florida 32703

ARTICLE V
Term of Corporate Existence

The Corporation shall be effective immediately, and shall exist perpetually unless dissolved according to law.

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ARTICLE VI

Address of Registered Office and Register Agent

The names and address of the Registered Office and Registered Agent of the Corporation in the State of Florida shall be RAYMOND A. McLEOD, 48 East Main Street, Apopka, Florida 32703. The Board of Directors may from time to time change the registered office to any other address in the State of Florida and change the registered agent.

ARTICLE VII

Number of Directors

The corporation shall have five (5) Directors initially, and the number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial Directors of this corporation are:

RICHARD L. KRAMPE
7044 Stapoint Court
Winter Park, Florida 32792

NEAL PEACOCK
7044 Stapoint Court
Winter Park, Florida 32792

LAWRENCE WOODS
7044 Stapoint Court
Winter Park, Florida 32792

BOB LASEK
7044 Stapoint Court
Winter Park, Florida 32792

KEITH KREUTZER
7044 Stapoint Court
Winter Park, Florida 32792

The business of the Corporation shall be managed by a Board of Directors consisting of at least one (1) person, the exact number to be determined from time to time in accordance with the By-Laws.

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ARTICLE VIII

Officers

The Corporation shall have a President, a Secretary, and a Treasurer, and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one (1) office.

ARTICLE IX

Transactions In Which Directors Or Officers Are Interested

A. No contract or other transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or Officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director(s) or Officer(s) are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or
2. The fact of such relationship or interest is disclosed or known to any shareholders of the Corporation entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

B. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE X

Indemnification of Directors and Officers

A. The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment, any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director,

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officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise which he served as such at the request of the Corporation, against judgment, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit, or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his or her duties to the Corporation.

B. Any indemnification under paragraph A. shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or Officer seeks indemnification were properly incurred and that such Director or Officer acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable grounds for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who where not parties to such action suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders of the Corporation who were not parties to such action, suit or proceeding.

C. The Corporation may assume the defense of any person seeking indemnification pursuant to the provisions of paragraph A. above upon a preliminary determination by the Board of Directors of the Corporation that such person has met the applicable standards of conduct set forth in paragraph A. above, and upon receipt of an agreement by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interest between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

D. The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

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ARTICLE XI
Financial Information

Except to the extent required by law, the Corporation shall not be required to prepare and provide a balance sheet or a profit and loss statement to its shareholders, nor shall the Corporation be required to file balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

ARTICLE XII
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

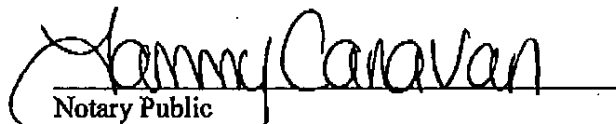
IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and Seal this 7th day of May, 2010.


RAYMOND A. McLEOD
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, RAYMOND A. McLEOD, to me well known, and known to me to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed the same freely and voluntarily for the uses and purposes there set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 7th day of May, 2010.


Notary Public
Printed Name:
Commission No. / Expiration:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

In compliance with *Florida Statutes* Sections 48.091 and 607.051, the following is submitted:

Having been named to accept service of process for COIN FREE, INC. at the place designated for this purpose in its Articles of Incorporation, RAYMOND A. McLEOD agrees to act in this capacity, agrees to comply with the provisions of *Florida Statutes* Section 48.091 relative to keeping open such office.


RAYMOND A. McLEOD

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(CoinFree/Articles/05-07-10/RAM)

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