

795000024544

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
\_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
55 MAR 20 AM 9:33  
TALLAHASSEE, FLORIDA

W95-6708  
dB3/28/95

RE: Seneca Vending Incorporated

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( )		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) pgs.		
<b>SUBTOTALS</b>		

000001440370  
-03/27/95-01047-004  
\*\*\*\*122.50\*\*\*\*122.50

REQUEST \_\_\_\_\_ TAKEN \_\_\_\_\_ CONFIRMED \_\_\_\_\_ APPROVED \_\_\_\_\_  
DATE \_\_\_\_\_  
TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
BY SW \_\_\_\_\_

WALK-IN Will Pick Up 3-27 11:00

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

RECEIVED  
95 MAR 29 AM 8:37  
DIVISION OF CORPORATIONS

March 27, 1995

CAPITAL CONNECTION  
P.O. BOX 10349  
TALLAHASSEE, FL 32302

SUBJECT: SENECA VENDING INCORPORATED  
Ref. Number: W95000006708

We have received your document for SENECA VENDING INCORPORATED and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Bundick  
Corporate Specialist

Letter Number: 895A00013752

*Corrected*

FILED

95 MAR 28 AM 9:38

CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
SENECA VENDING INCORPORATED**

I, the undersigned, make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be SENECA VENDING <sup>INCORPORATED</sup> and the corporate mailing address shall be 7619 LITTLE ROAD, SUITE 310, NEW PORT RICHEY, FLORIDA 34654.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida, including but not limited to the sale of various foods and snacks through vending machines.

ARTICLE III - CAPITAL STOCK

The amount of capital stock authorized shall consist of five hundred (500) shares of common voting stock having a par value of \$1.00 per share payable in lawful money of the United States of America or in other property, tangible or intangible, but not in

labor services or stock, at a just valuation to be fixed by the Board of Directors, or issued as partly paid when so ordered by the Board of Directors. The capital stock of the corporation may at any time be increased or decreased as provided by the laws of Florida.

#### ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this 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 the issuance of fractional shares) at the price at which is offered to others.

#### ARTICLE V - TERM OF EXISTENCE

This corporation shall have the perpetual existence unless sooner dissolved according to law, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

#### ARTICLE VI - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Alan S. Marshall  
7617 Little Road,  
New Port Richey, Florida 34654

#### ARTICLE VII - BOARD OF DIRECTORS

This Corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

#### ARTICLE VIII - INITIAL DIRECTORS

The names of the initial directors of this Corporation and their street addresses are:

Alan S. Marshall	7617 Little Road New Port Richey, FL 34654
Kathy Marshall	3232 Montrose Circle Palm Harbor, FL 34684
Carol A. Gigliotti	7619 Little Road Suite 310 New Port Richey, FL 34654
Anthony L. Gigliotti	7619 Little Road Suite 310 New Port Richey, FL 34654

The persons named as the initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

#### ARTICLE IX - ACTION WITHOUT MEETING

The Action taken by the Board of Directors of this Corporation without a meeting shall nevertheless be Board action if written consent to the action in question is signed by all of the Directors

and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

#### ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is ANTHONY L. GIGLIOTTI, 7619 Little Road, Suite 310, New Port Richey, Florida 34654.

#### ARTICLE XI - SUBSCRIBERS

The name and address of each subscriber and the number of shares of stock which each agrees to take are:

NAME	ADDRESS	NUMBER OF SHARES
Alan S. Marshall	7617 Little Road New Port Richey, FL 34654	125
Kathy Marshall	3232 Montrose Circle Palm Harbor, FL 34684	125
Carol A. Gigliotti	7619 Little Road Suite 310 New Port Richey, FL 34654	125
Anthony L. Gigliotti	7619 Little Road Suite 310 New Port Richey, FL 34654	125

#### ARTICLE XII - OFFICERS

The following named persons shall act as officers of this Corporation, until their successors have been chosen and duly qualified:

President	-	Anthony L. Gigliotti
Vice President	-	Carol A. Gigliotti
Secretary/Treasurer	-	Alan S. Marshall

#### ARTICLE XIII - OFFICERS AS DIRECTORS

All officers of this Corporation may be directors.

#### ARTICLE XIV - POWERS OF DIRECTORS

The Directors shall have the power to hold their meetings and to hold one or more offices and keep the books of the corporation, except the original or duplicate stock ledger, outside the State of Florida, at such place or places as from time to time may be designated by the By-Laws or resolutions of the board of Directors. Members of the Board of Directors may participated in regular meetings of the board of Directors by means of conference telephone as provided by law.

#### ARTICLE XV - ASSIGNMENT OF STOCK

The original incorporator of this corporation shall have the right, after the organization of same, to assign to a person who may hereafter become a subscriber to the capital assignment, and who shall stand in lieu of the original incorporator and assume and carry out all of the rights, liabilities and duties entailed by said subscription, subject to the laws of the State of Florida.

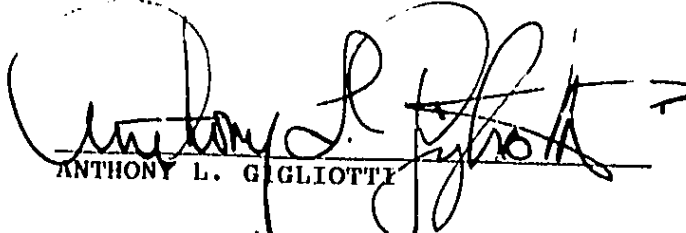
#### ARTICLE XVI - INDEMNIFICATION

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

ARTICLE XVII - AMENDMENT

This corporation reserves the right to amend, alter, modify 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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23 day of March, 1995.

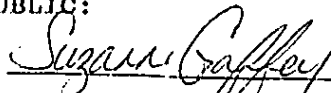
  
ANTHONY L. GIGLIOTTI

STATE OF FLORIDA  
COUNTY OF PASCO

THE FOREGOING INSTRUMENT, was acknowledged before me this 23<sup>rd</sup> day of March, 1995, by Anthony L. Gigliotti, who personally appeared before me and who produced a valid Florida Driver's License or who is personally known to me.

NOTARY PUBLIC:

Sign:



Print:

SUZANNE GAFFEY

State of Florida at Large  
(SEAL)

My Commission Expires:



SUZANNE GAFFEY  
My Commission CC430940  
Expires Dec 28 1998  
Bonded by HAI  
800-482 1885



CERTIFICATE DESIGNATING REGISTERED AGENT UPON  
WHOM PROCESS MAY BE SERVED AND THE PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN THE STATE OF FLORIDA

In compliance with Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted in compliance with said sections:

SENECA VENDING INCORPORATED, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the City of New Port Richey, County of Pasco, State of Florida, has named, ALAN S. MARSHALL, as its registered agent to accept service of process within the state, who is located at 7619 Little Road, Suite 310, New Port Richey, Florida 34654.

ACKNOWLEDGEMENT AND ACCEPTANCE OF REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF PASCO

BEFORE ME, a notary public, authorized to take acknowledgements in the State and County set forth above, personally appeared at the time of notarization, ALAN S. MARSHALL, who is personally known to me and known to me to be the person who is nominated to act as the resident agent, acknowledged before me that he agrees to undertake said duty and he agrees to comply with the provisions of said sections relative to the proper performance of his duties.



ALAN S. MARSHALL  
Registered Agent

IN WITNESS WHEREOF, I have set my hand and seal in the State and County aforesaid this 23<sup>rd</sup> day of March, 1995.

NOTARY PUBLIC:

Sign: 

Print: Suzanne Gaffey  
State of Florida at LA  
(SEAL)

My commission expires:



SUZANNE GAFFEY  
My Commission CC430240  
Expires Dec 28 1998  
Bonded by HAI  
800-422 1888