

P9600000 7779

1/24/96

Requester's Name
Address
City State ZIP Phone

PBR

VALIDATION ONLY

FILED
JAN 25 PM 12:28
TOLSON
DELOACH
WICK
CAGLE
RICHARDS
ROSEN
SABATO
SOLIS
TAMM
TROTTER
WALSH
WATKINS
WILLIAMS
WYATT
ZINSER

01725296-01010-014
****122.50 ****122.50

CORPORATION(S) NAME

Den Haag Incorporated

- | | | |
|--|--|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

RECEIVED
JAN 25 PM 9:48
DIVISION OF CORPORATION

EMPIRE
Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION
OF
DEN HAAG INCORPORATED

The undersigned incorporator to these Articles of Incorporation, a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the Corporation is DEN HAAG INCORPORATED.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in the business of snack food and beverage service, distribution, and sales, through the use of vending machines generally, including but not limited to the installation, distribution, sales of food and beverage, and any and all related services, through the placement of vending machines, in any areas and to buy, prepare, and sell, and otherwise deal in the business of food and beverage service, and to buy, lease, sell, maintain and distribute vending machines, and to engage in any other lawful activities within the purpose for which corporations may be organized under the Florida Business Corporation Act.

The corporation shall exercise any and all powers that corporations have and may exercise under the laws of the State of Florida and as the same may be amended. To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, individuals, and with principals or agents, and to do

every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above mentioned objects, purposes, or powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

Shares may be issued only for a consideration having value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial Registered Agent and the street address of the corporation in the State of Florida shall be:

Sylvia Alarcon Sparler, Esq.
4100 South Dixie Highway, Suite C
West Palm Beach, FL 33405

ARTICLE VI - CORPORATION'S PRINCIPAL OFFICE

The initial principal office of the corporation shall be at 5898 Queen Anne Road, West Palm Beach, FL 33415. The Board of Directors may, from time to time, move the principal office of the corporation to any other address in the State of Florida.

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS

The names of the initial directors of this corporation and their street address is:

Carlos Alberto Perdomo Sosa
5898 Queen Anne Road
West Palm Beach, FL 33415

Daniel Fernando Perdomo
5898 Queen Anne Road
West Palm Beach, FL 33415

The persons named as 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 - INCORPORATOR

The name and street address of the individual signing these Articles of Incorporation as the Incorporator is:

Daniel Fernando Perdomo
5898 Queen Anne Road
West Palm Beach, FL 33415

ARTICLE X - SHARE TRANSFER RESTRICTIONS

Shares of the corporation shall be issued to the following persons:

Carlos Alberto Perdomo Sosa
5898 Queen Anne Road
West Palm Beach, FL 33415

Daniel Fernando Perdomo
5898 Queen Anne Road
West Palm Beach, FL 33415

Pursuant to the authority of Sec. 607.0627, Fla. Stat., shares held by each shareholder may not be sold or otherwise transferred to other persons unless first offered to this corporation or to the remaining shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the shareholders, which agreement may expand this article and which may also include the corporation as a party. A copy of the written agreement, if any, may be obtained from the Corporation.

ARTICLE XI - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

ARTICLE XII - CONFLICT OF INTEREST

No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that the one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this corporation may be the other individual or individuals contracting with this corporation.

ARTICLE XIII - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of

the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

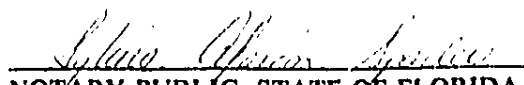
IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 23rd day of January, 1996.


Daniel Fernando Perdomo

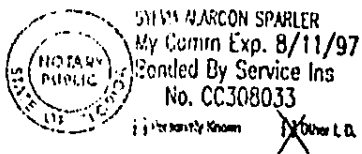
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public, personally appeared Daniel Fernando Perdomo, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at West Palm Beach, Florida this 23rd day of January, 1996.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:




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

Pursuant to Sec. 607.0501, Florida Statutes, the following is submitted, in compliance with
said Act:

That DEN HAAG INCORPORATED, desiring to organize under the laws of the State of Florida,
with its principal office, as indicated in the Articles of Incorporation, at West Palm Beach,
Florida, has named **SYLVIA ALARCON SPARLER, ESQ.**, located at 4100 South Dixie Highway, Suite C,
West Palm Beach, Florida, 33405 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

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


SYLVIA ALARCON SPARLER, ESQ.

FILED
96 JAN 25 PM 12:29
TALLAHASSEE, FLORIDA