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TALLAHASSEE, FL 32301  
904-72-9171  
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ACCOUNT NO. : 072100000032

REFERENCE : 066324 012730

AUTHORIZATION :

COST LIMIT : \$ FPD

ORDER DATE : March 1, 1996

ORDER TIME : 10:14 AM

ORDER NO. : 066324

CUSTOMER NO: 012730

CUSTOMER: Gary E. Massey, Esq  
MASSEY ALPER & WALDEN, PA

One Douglas Place  
112 West Citrus Street  
Altamonte Sprng, FL 32714-2577

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-03/01/96--01066--007  
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FILED  
95 MAR - 1 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: ADVANCE VENDING ENTERPRISES,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS:

T. BROWN MAR - 1 1996

RECEIVED  
95 MAR - 1 AM 11:08  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
ADVANCE VENDING ENTERPRISES, INC.

FILED  
96 MAR -1 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of incorporation, being natural persons competent to transact business, hereby subscribe to and form a corporation for profit under the laws of the State of Florida.

ARTICLE ONE - Name and Address

The name of this corporation shall be ADVANCE VENDING ENTERPRISES, INC., and it shall be located at 905 South 20th Street, Haines City, Florida 33844, or at such other place or places as the Board of Directors shall determine. The mailing address of the corporation shall be the same. Said corporation may, from time to time establish other business locations throughout the State of Florida and various states of the Union.

ARTICLE TWO - Nature of Business

To purchase, rent, lease, design, patent, manufacture, produce, and otherwise acquire, own, hold, deal in, prepare for market, sell, exchange, lease or assign, and otherwise dispose of, operate, provide service for, and deal with, either as principal or agent, and upon commission or otherwise, any and all types of vending machines or vending devices, whether operated manually, mechanically, electrically, or otherwise, now in use or which may be hereafter invented or created.

To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired and to erect, or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures, whether appurtenances, and to manage, to operate, lease, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands owned, held or occupied and encumber, or dispose of any lands or interest in lands, any buildings or other structures, and any stores, shops, or suites, rooms, or part of any building or other structures at any time owned or held by the corporation.

To do all acts that are lawful under the State of Florida as they now exist or as they may hereafter be amended.

#### ARTICLE THREE - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each having a par value of One (\$1.00) Dollar per share. Subscribers to the following number of shares set beside their names, to-wit:

CATHY I. SEARS	400 Shares
905 South 20th Street	
Haines City, Florida 33844	

#### ARTICLE FOUR - Initial Capital

The amount of capital with which this corporation shall begin business is Five Hundred (\$500.00) Dollars.

#### ARTICLE FIVE - Board of Directors

A. Directors. The business of the corporation shall be managed by a governing board, which is herein referred to as the "Board" of "Director or Directors" notwithstanding that the members thereof may otherwise bear any other designated title, and notwithstanding that only one Director legally constitutes the Board. The words "Director" and Directors" likewise herein refer to a member or to members of the governing board notwithstanding the designation of the different official title or titles. The use of the phrase "entire board" herein refers to the total number of Directors which the corporation would have if there were no vacancies.

B. Number. The original Board of Directors will consist of one (1) person named as the original Directors of the Corporation in the Certificate of Incorporation. Thereafter the number of Directors constituting the entire Board shall be at least one (1) and no more than five (5). Subject to the foregoing limitation and except for the original Board of Directors, such number may be fixed from time to time by action of the shareholders or the Directors or, if the number is not so fixed, the number shall be one (1) where there continues to be only one (1) person, who own all the shares of the corporation beneficially and of record. The number of Directors may be increased or decreased by action of the shareholders or the Directors, provided that any action of the Directors to effect such increase or decrease shall require the vote of the majority of the entire Board. No decrease shall shorten the term of any incumbent Director.

C. Election and Term. The original Board of Directors shall hold office until the first annual meeting of the shareholders and until their successors have been elected and qualified. Thereafter, Directors who are elected at any annual meeting of the shareholders, and the Directors who are elected in the interim by the shareholders to fill the vacancies and newly created directorships shall hold office until the next annual meeting of the shareholders and until their successors have been elected and qualified.

Directors who are elected in the interim by the Directors to fill vacancies and newly created directorships shall hold office until the next meeting of the shareholders at which the election of the Directors is in the regular order of business and until their successors have been elected and qualified. In the interim between annual meetings of shareholders or special meetings of shareholders called for the election of the Directors, newly created directorships and any vacancies in the Board of Directors, including vacancies resulting from the removal of Directors for cause or without cause, may be filled by vote of the remaining Directors then in office, although less than a quorum exists.

D. Meetings - Time. Meetings shall be held at such time as are called for in the By-Laws or as the Board of Directors shall fix except the first meeting of a newly elected Board shall be held as soon after its election as the Directors may conveniently assemble.

E. Place. Meetings shall be held at such place within or without the State of Florida as shall be fixed by the Board or the By-Laws.

F. ~~Call~~. No calls shall be required for regular meetings for which the time and place have been fixed. Special Meetings, may be called at or by the direction of the Chairman of the Board, if any, by the President or the majority of the Directors in office.

G. Notice of Meetings. No notice shall be required for regular meetings for which the time and place have been fixed. Written, oral, or any other mode of notice of the time and place shall be given for special meetings and sufficient time for the convenient assembly of the Directors thereat. Notice of any meeting need not specify the purpose of the meeting. Any requirement of furnishing of notice shall be waived by any Director who signs a Waiver of Notice before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him.

H. Quorum and Action. The majority of the entire Board shall constitute a quorum except when the vacancy or vacancies prevent such majority, whereupon the majority of Directors in office shall constitute a quorum, provided however, such majority shall constitute at least one-third (1/3) of the entire Board. A majority of the Directors present, whether or not a quorum is present, may adjourn a meeting to another time and place except as herein otherwise provided, and the act of the Board shall be the act, at a meeting duly assembled, by vote of a majority of the Directors present at the time of the vote, a quorum being present at such time.

I. Chairman of the Meeting. The Chairman of the Board, if any, and if present and acting, shall preside at all meetings; otherwise, the President, if present, or any other Director chosen by the Board, shall preside.

J. Removal of Directors. Any and all Directors may be removed for cause or without cause by the shareholders. One or more of the Directors may be removed for cause by the Board of Directors.

#### ARTICLE SIX - Officers

The Directors may elect or appoint a Chairman of the Board of Directors, a President, one or more Vice Presidents, a Secretary, one or more Assistant Secretaries, a Treasurer, one or more Assistant Treasurers, and such other officers as they may determine. The President may, but need not necessarily, be a Director. Any two or more offices may be held by the same person except the offices of President and Secretary, or when all of the issued and outstanding shares are owned by one person, such person may hold all or any combination of offices. Unless otherwise provided in the Resolution or Election or Appointment, each officer shall hold office until the meeting of the Board of Directors following the next annual meeting of the shareholders and until his successors has been elected and qualified.

Officers shall have the powers and duties as defined in the Resolutions appointing them or defined in the By-Laws as the case may be. The Board of Directors may remove any officer for cause or without cause.

**ARTICLE SEVEN - Books and Records**

The corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of the shareholders, the Board of Directors and/or any committee which the Directors may appoint, and shall keep at the office of the corporation in the State of Florida, a record containing the names and addresses of all shareholders, the number and class of shares held by each; the dates when they respectively became the owners of record thereof, and any of the foregoing books, minutes, or records may be in written form or in any other form capable of being converted into written form within a reasonable time.

**ARTICLE EIGHT - Corporate Seal**

The corporate seal, if any, shall be in such form as the Board of Directors shall prescribe.

**ARTICLE NINE - Fiscal Year**

The fiscal year shall be as set in the By-Laws and subject to change by the Board of Directors.

**ARTICLE TEN - Existence**

This corporation shall have perpetual existence.

**ARTICLE ELEVEN - Subscribers, Directors and Officers**

The names and street addresses of the subscribers and directors and officers of these Articles of Incorporation are as follows:

CATHY I. SEARS  
905 South 20th Street  
Haines City, Florida 33844

President, Secretary  
Director and  
Subscriber

**ARTICLE TWELVE - Initial, Principal and  
Registered Office and Agent**

The street address of the initial registered office of



this Corporation is:

112 West Citrus Street  
Altamonte Springs, Florida 32714-2577

Those addresses are one in the same.

The name of the initial resident/registered agent of this Corporation at the immediately foregoing address is:

Gary E. Massey

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 29th day of February, 1996.

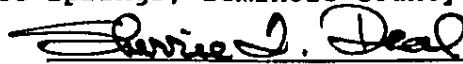
  
CATHY I. SEARS

STATE OF FLORIDA

COUNTY OF SEMINOLE

BEFORE ME the undersigned authority, personally appeared CATHY I. SEARS, after first being duly sworn acknowledged before me that she executed the foregoing Articles of Incorporation and that she did so for the purposes therein expressed.

WITNESS my hand and official seal, this 29th day of February, 1996, at Altamonte Springs, Seminole County, Florida.

  
Notary Public  
Sherrie T. Deal  
Typed Name of Notary Public

(Notarial Seal)

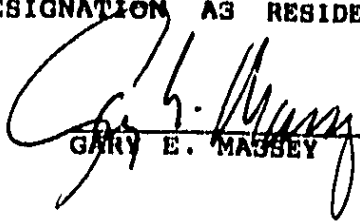
My Commission Expires:

Personally Known: \_\_\_\_\_ or  
Type of Identification Produced:  
Drivers License



SHERRIE T DEAL  
My Commission CC303094  
Expires Aug. 18, 1997  
Bonded by HAI  
800-422-1555

I HEREBY ACCEPT DESIGNATION AS RESIDENT AGENT OF THE  
FOREGOING CORPORATION.

  
GARY E. MASBEY

FILED  
96 MAR -1 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA