

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0171
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ACCOUNT NO. 00000000000000000000

EXPIRES 03/2002 03/2002

ORGANIZATION

COST PRICE \$ 1.000000

ORDER DATE 03/12/96

ORDER TIME 10:47 AM

ORDER NO. 00000000

EXPIRES 03/2002

CLIENT: Robert E. Goldsby, Esq. 100
1000 N. Gadsden St. Tallahassee, FL 32301

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Tallahassee, FL 32301

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DOMESTIC FILERS

NAME: S. J. S. MORTGAGE CORP.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN COPIED COPY
 CERTIFICATE OF GOOD STANDING

96 MAR 12 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

95 MAR 12 PM 1:44
DIVISION OF CORPORATION
RECEIVED

T. BROWN MAR 13 1996

ARTICLES OF INCORPORATION
OF
S C S VENDING CORP.
A FLORIDA CORPORATION

FILED
96 MAR 12 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is S C S Vending Corp.

ARTICLE II

INITIAL REGISTERED OFFICE AND MAILING ADDRESS

The street address of the initial registered office of the Corporation and the mailing address of the Corporation is:

381 N.W. 20th Street, Apartment 1
Boca Raton, Florida 33431

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI

INITIAL REGISTERED AGENT

The name of the initial Registered Agent of the Corporation is Mitchell A. Berger whose address is Suit 400, 100 N.E. 3rd Avenue, Fort Lauderdale, Florida 33301.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) directors to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
MARCEL A. FORT	381 N.W. 20th Street Apartment 1 Boca Raton, FL 33431
JANE LEVIEN	3100 S. Ocean Drive Palm Beach, FL 33480

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
MARCEL A. FORT	381 N.W. 20th Street Apartment 1 Boca Raton, FL 33431

ARTICLE IX

AMENDMENTS


The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

ARTICLE IX

BYLAWS AND AMENDMENTS

The Board of Directors of the Corporation shall have the power to create and amend bylaws for the Corporation, but the initial bylaws and all amendments thereto shall not be effective until approved by shareholders owning a majority of the then outstanding and issued shares. The initial bylaws shall be approved by the written consent of shareholders owning a majority of the then outstanding and issued shares. Amendments to the bylaws shall be in the manner provided for in the bylaws. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 11 day of March, 1996.



MARCEL A. FORT
Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD) SS:

Sworn to and subscribed before me this 11th day of March, 1996, by **MARCEL A. FORT.**

() Personally known to me; or

(X) Produced Identification; Type of Identification produced
FL DR LICENSE.

NOTARY PUBLIC:

Sign: *Sheila Montero*
Print Name: SHEILA H. MONTERO
Commission No.: _____
My Commission Expires: _____



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of S C S VENDING CORP., as made in the foregoing Articles of Incorporation, and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent of S C S VENDING CORP.

Date: 3/11/96

Mitchell W. Berger
MITCHELL W. BERGER
Initial Registered Agent