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1908-1985  
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March 14, 1996

800001752518  
-03/21/96--01051--009  
\*\*\*\*122.50 \*\*\*\*122.50

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
409 East Gaines Street  
Tallahassee, Florida 32301

Gentlemen:

Re: American Vista Vending, Inc.

Enclosed are the original and a copy of the Articles of Incorporation of the captioned proposed corporation. Please file the original and return the copy certified.

A check in the amount of \$122.50 is enclosed to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy, and the \$35.00 Registered Agent fee.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By

John B. McCracken

JBM:rw/18127-1/SecySt11

Enclosures

FILED  
96 MAR 21 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dmc  
3/27/96

**ARTICLES OF INCORPORATION  
OF  
AMERICAN VISTA VENDING, INC.**

**FILED**  
96 MAR 21 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles  
for the purpose of forming a corporation under the laws of the State of Florida;

**ARTICLE I**

**Name**

The name of this corporation shall be AMERICAN VISTA VENDING, INC..

**ARTICLE II**

**Purpose**

This corporation is organized for the purpose of operating vending machines  
and for the purpose of transacting any or all lawful business.

**ARTICLE III**

**Capital Stock**

The capital stock of this corporation shall consist of 100,000 shares of common  
stock of \$1.00 par value, fully paid and non-assessable.

#### ARTICLE IV

##### Principal Office and Mailing Address

The Principal Office and the Mailing Address of this corporation is 11145 167th Place North, Jupiter, Palm Beach County, Florida 33478.

#### ARTICLE V

##### Registered Agent/Registered Office

The initial Registered Agent of this corporation is Dennis L. Ebersole, located at the Registered Office of the corporation at 11145 167th Place North, Jupiter, Palm Beach County, Florida 33478.

#### ARTICLE VI

##### Initial Board of Directors

This corporation shall initially have six (6) Directors. The number of Directors may be changed from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Directors are:

Dennis L. Ebersole  
11145 167th Place North  
Jupiter, FL 33478

Peggy B. Ebersole  
11145 167th Place North  
Jupiter, FL 33478

**John C. Kiesel  
225 Edmor Road  
West Palm Beach, FL 33405**

**Lynne Proctor Kiesel  
225 Edmor Road  
West Palm Beach, FL 33405**

**J. Michael Kelerher  
6234 Hickam Street  
Lantana, FL 33460**

**Marylou Kelerher  
6234 Hickam Street  
Lantana, FL 33460**

## **ARTICLE VII**

### **Special Provisions**

**The following special provisions shall govern this corporation:**

**A. The time and place of the annual shareholders' meeting and the annual directors' meeting shall be fixed and provided for in the by-laws, and notice of same shall be given in one of the methods provided by law. Any shareholder or director may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.**

**B. There shall be three (3) Vice Presidents, a Secretary and a Treasurer of this corporation, and such assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the by-laws. This corporation will not have a President, but any Vice President shall have any and all powers provided by law to a corporate President. This corporation may also have such other officers, assistants and factors as may be**

determined necessary and provided for by resolution of the shareholders and/or in the by-laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly-called and noticed meeting declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, directors may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The directors may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or directorship in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act, or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or

corporation, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

#### ARTICLE VIII

##### Officers

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be:

Dennis L. Ebersole  
11145 167th Place North  
Jupiter, FL 33478

Vice President

Lynne Proctor Kiesel  
225 Edmor Road  
West Palm Beach, FL 33405

Vice President

J. Michael Keleher  
6234 Hickam Street  
Lantana, FL 33460

Vice President

Peggy B. Ebersole  
11145 167th Place North  
Jupiter, FL 33478

Vice President/Treasurer

Marylou Keleher  
6234 Hickam Street  
Lantana, FL 33460

Vice President/Secretary

## ARTICLE IX

### Incorporator

The name and address of the incorporator is:

Dennis L. Ebersole  
11145 167th Place North  
Jupiter, Florida 33478

## ARTICLE X

### Amendment

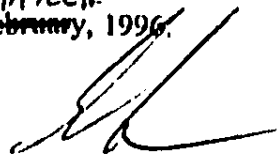
This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

## ARTICLE XI

### Commencement

The corporation shall commence its existence upon filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these  
Articles of Incorporation this 13<sup>TH</sup> day of <sup>MARCH</sup>~~February~~, 1996.

  
\_\_\_\_\_  
Dennis L. Ebersole, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by Dennis L.  
Ebersole, who is personally known to me or who has produced a driver's license as  
identification, this 13<sup>TH</sup> day of <sup>MARCH</sup>~~February~~, 1996.

(NOTARY SEAL)

  
\_\_\_\_\_  
Notary Public

Print Name: Marylou Keleher

Commission No.: 02484090

My commission expires:

OFFICIAL NOTARY SEAL MARYLOU KELEHER NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC484090 MY COMMISSION EXP. JULY 26, 1999
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**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

**FILED**

96 MAR 21 AM 9:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted  
in compliance with said Act:

That AMERICAN VISTA VENDING, INC., desiring to organize under the  
laws of the State of Florida, has named Dennis L. Ebersole, located at the Registered Office  
of the corporation at 11145 167th Place North, Jupiter, Palm Beach County, Florida 33478,  
as its Registered Agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

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 I further agree to comply with the provisions of all statutes relative to the proper and  
complete performance of my duties.



Dennis L. Ebersole, Registered Agent