

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 \$ _____

REQUEST TAKEN CONFIRMED APPROVED
DATE 5/22
TIME 9:30
BY [Signature] CK No. _____

WALK-IN
Will Pick Up _____

RE: U.S. Vending

96 MAY 22 AM 10:35

SECRET
TALLAHASSEE, FLORIDA

Capital Express™
Art. of Inc. File _____
Corp. Record Search _____
Ltd. Partnership File _____
Foreign Corp. File _____
Cart. Copy(s) _____

Art. of Amend. File _____
Dissolution/Withdrawal _____
C U S- _____
Fictitious Name File _____

Name Reservation _____
Annual Report/Reinstatement _____
Reg. Agent Service _____
Document Filing _____

Corporate Kit _____
Vehicle Search _____
Driving Record _____
Document Retrieval _____

UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
File No.'s _____ Copies _____

Courier Service _____
Shipping/Handling _____
Phone () _____
Top Priority _____
Express Mail Prep. _____
FAX () _____ pgs. _____

SUBTOTALS

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

ARTICLES OF INCORPORATION

U. S. VENDING, INC.

of

(name of corporation)

FILED

96 MAY 22 AM 10:35

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

U. S. VENDING, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED shares (100) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

NAME <u>LONNIE LEWIS</u>		
ADDRESS <u>8294 NATIVE DANCER ROAD</u>		
CITY <u>PALM BEACH GARDENS</u>	FLORIDA	ZIP <u>33418</u>

THE ADDRESS FOR THE CORPORATION AND THE

REGISTERED AGENT IS THE SAME FOR NOW.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME <u>LONNIE LEWIS</u>		
ADDRESS <u>8294 NATIVE DANCER ROAD</u>		
CITY <u>PALM BEACH GARDENS</u>	STATE <u>FLORIDA</u>	ZIP <u>33418</u>
NAME		
ADDRESS		
CITY	STATE	ZIP
NAME		
ADDRESS		
CITY	STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

NAME	LONNIE LEWIS		
ADDRESS	8294 NATIVE DANCER ROAD		
CITY	PALM BEACH GARDENS	STATE	FLORIDA
		ZIP	33418
NAME			
ADDRESS			
CITY		STATE	
		ZIP	
NAME			
ADDRESS			
CITY		STATE	
		ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 21ST day of MAY, 1996.

Lonnie Lewis (Seal)
 _____ (Seal)
 _____ (Seal)

STATE OF FLORIDA

COUNTY OF Palm Beach)
) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

LONNIE LEWIS

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that HE executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 21 day of MAY, 1996.

(Notary Seal)

Carrie L. Nixon
 (Notary Public, State of Florida at Large)

My Commission expires:

CARRIE L. NIXON
 COMMISSION # CC 488095
 EXPIRES AUG 27, 1999
 BONDED THRU
 ATLANTIC BONDING CO., INC.

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

FILED

96 MAY 22 AM 10:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

U. S. VENDING, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 8294 NATIVE DANCER ROAD

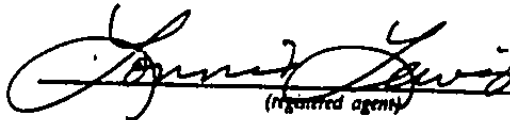
PALM BEACH GARDENS, FLORIDA 33418

has named LONNIE LEWIS

located at the aforesaid address, as its Registered 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 accept to act in this capacity, and agree
to comply with the provisions of Florida Law in keeping open said office.


(Registered Agent)

P96000043558

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 13, 1997

U. S. VENDING, INC.
8294 NATIVE DANCER RD
PALM BEACH GARDENS, FL 33418-7726

SUBJECT: U. S. VENDING, INC.
Ref. Number: P96000043558

Debit Memo #: 74043-C

This is to inform you that check #1381 in the amount of \$165.00 submitted with the annual report for U. S. VENDING, INC. has been returned by your bank because of UNCOLLECTED FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after August 13, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 097A00031861

State of Florida



Department of State

CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for U. S. VENDING, INC., a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of September 10, 1997 for failure to file the required annual report(s), as required by law.

The document number of this corporation is P96000043558.

P96000043558

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Tenth day of September, 1997



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State