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May 30 1996

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****122.50 ****122.50

Secretary of State
DIVISION OF CORPORATIONS
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation
ACE VENDING CORP.

Dear Sir:

Enclosed please find two (2) original Articles of Incorporation for ACE VENDING CORP., a new Florida corporation. I have also enclosed our check in the amount of \$122.50 to cover the filing fee and the return of a certified copy of the Articles.

Thank you for your assistance and cooperation in this matter.

Very truly yours,

David T. Seif
DAVID T. SEIF

DTS/sk
Enclosures

JUN 5 1996 BSB

FILED
96 JUN -3 PM 6:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ACE VENDING CORP.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation is ACE VENDING CORP. The address of the principal office and the mailing address of this corporation is 3901 N.W. 29th Avenue, Miami, Florida 33142.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business concerning the sell of vending machine products retail.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to this corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such office is:

<u>NAME</u>	<u>ADDRESS</u>
David T. Self, Esquire	3440 Hollywood Boulevard Suite 120 Hollywood, Florida 33021

ARTICLE V - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

<u>Name</u>	<u>Address</u>
Francisco Hernandez, President	3901 N.W. 29th Avenue Miami, Florida 33142
Julio Cordoves, Vice President	3901 N.W. 29th Avenue Miami, Florida 33142
Mike Hidalgo, Secretary	3901 N.W. 29th Avenue Miami, Florida 33142
Francisco Hernandez, Treasurer	3901 N.W. 29th Avenue Miami, Florida 33142

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

<u>Name</u>	<u>Address</u>
Francisco Hernandez	3901 N.W. 29th Avenue Miami, Florida 33142

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of this corporation.

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon this corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28 day of April, 1996.


FRANCISCO HERNANDEZ

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared FRANCISCO HERNANDEZ, who is personally known to me or who

produced _____ as identification, and known to me to be the person who executed the foregoing Articles of Incorporation as Incorporator thereof, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 28 day of May, 1996.

Bandra T. Knapp

NOTARY PUBLIC, State of Florida

BANDRA T. KNAPP

MY COMMISSION # CC952326 EXPIRES

March 22, 1998

BONDED THROUGH TROY FARM INSURANCE, INC.

My Commission Expires:



ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I HEREBY ACCEPT the appointment as Registered Agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.

David T. Self

DAVID T. SELF

FILED
96 JUN -3 PM 6:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA