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CHRISTOPHER A. DETZEL  
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PLEASE REPLY TO:  
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(407) 845-1166  
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(407) 845-0400

August 28, 1996

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32314

RE: Incorporation - Articles

600001995876  
-08/29/96--01064--006  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir:

Enclosed for filing are two original sets of Articles of Incorporation for the following corporation:

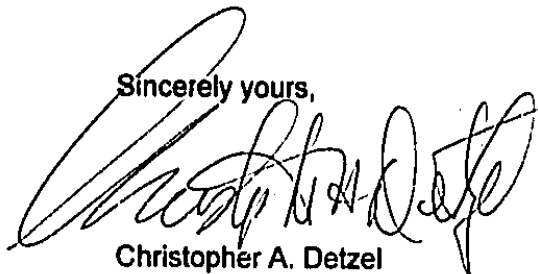
**GUM PRO, INC.**

We are requesting you expedite processing and filing the enclosed articles in accordance with Section 607.0203 Fla. Stat. Please note, corporation existence commences with the date of execution thereof, **August 28, 1996**.

We enclose a duplicate original of the Articles for you to stamp and return along with the proper certificate for a certified copy of the Articles. We enclose our firm check #2265 in the amount of \$122.50 for filing fees, certified copy and registered agent designation. Please return these documents in the self-addressed Overnight mail package.

If you have any questions, please contact us.

Sincerely yours,



Christopher A. Detzel

EFFECTIVE DATE  
8-28-96

SEP 4 1996

BSB

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 AUG 29 AM 10:11

FILED

CAD:jp

**ARTICLES OF INCORPORATION  
OF  
GUM PRO, INC.**

**FILED**  
96 AUG 29 AM 10:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, a natural person competent to contract, hereby forms a corporation for profit under the General Business Corporation Act and other laws of the State of Florida.

**ARTICLE I - NAME OF CORPORATION**

**EFFECTIVE DATE**  
8-28-96

The name of this corporation is GUM PRO, INC..

**ARTICLE II - PRINCIPAL OFFICE**

The principal office and mailing address of this Corporation shall be: 301 Richey Road, Leesburg, FL 34748.

**ARTICLE III - DURATION**

This Corporation shall have perpetual existence, commencing on the date of signing of these Articles.

**ARTICLE IV - GENERAL PURPOSE AND BUSINESS**

This Corporation is organized to conduct and may engage in any and all lawful business authorized or not prohibited under the laws of the United States and Chapter 607 of the Florida Statutes, as the same amended. This shall specifically include, but not be limited to: the operation and maintenance of a vending machine business, including the installation, leasing and servicing of gumball machines, video games and other types of amusement machines and the like, both within and outside the State of Florida.

#### **ARTICLE V - CAPITAL STOCK**

This Corporation is authorized to issue and have outstanding at any one time one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share, designated as "Common Shares".

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office and registered agent designated by the Corporation are: CHRISTOPHER A. DETZEL, ESQUIRE, 540 E. Horatio Avenue, Suite 202, Maitland, Florida 32751.

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The initial number of Directors of this Corporation shall be one (1) director. The number of Directors may be increased or diminished from time to time according to the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

Name

Address

Darcy Jo Moore

301 Richey Road  
Leesburg, FL 34748

Directors may be removed from office as provided in the Bylaws.

#### **ARTICLE VIII - BYLAWS**

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors, as provided in the Bylaws.

### **ARTICLE IX - INCORPORATOR**

The name and address of the person signing these Articles is: Christopher A. Detzel, 540 E. Horatio Ave., Suite 202, Maitland, Florida 32751.

### **ARTICLE X- INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former officer or director, to the full extent permitted by law.

### **ARTICLE XI - ADDITIONAL CORPORATE POWERS**

In furtherance hereof, and not in limitation of the general powers conferred by the laws of the State of Florida, this Corporation shall have the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, joint venture or otherwise, with any person, firm or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

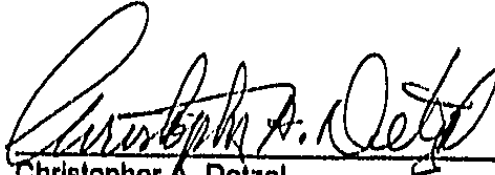
B. To purchase and acquire any or all of its shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies; provided, however that the capital of the Corporation shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a corporate health plan, (5) a group term life insurance plan, or (6) any other retirement or incentive compensation plan.

**ARTICLE XII- AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28<sup>th</sup> day of August, 1998.

  
Christopher A. Detzel  
Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

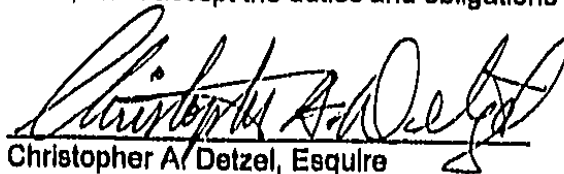
The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of August by CHRISTOPHER A. DETZEL, who is personally known to me and did not take an oath and who acknowledged to me that he executed said Articles of Incorporation for the purposes therein expressed.

  
Notary Public: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
My commission expires: \_\_\_\_\_




ACCEPTANCE BY REGISTERED AGENT

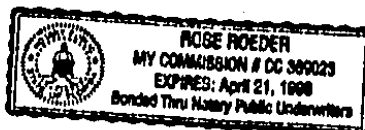
Having been named above as registered agent for the above referenced corporation, at the place designated in the Articles of Incorporation above, I hereby accept the appointment to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Fla. Stat.

  
Christopher A. Detzel, Esquire  
Registered Agent

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of August, 1996, by CHRISTOPHER A. DETZEL, ESQUIRE who is personally known to me and who did not take an oath.

  
Notary Public: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
My commission expires: \_\_\_\_\_



FILED  
96 AUG 29 AM 10:11  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE