

LAW OFFICES  
**SHELDON EVANS, P.A.**  
6175 N.W. 153RD STREET  
SUITE 215  
MIAMI LAKES, FLORIDA 33014

(305) 557-6060

FAX (305) 557-7766

**P96000083243**

October 4, 1996

Florida Dept. of State  
Secretary of State, Division of Corporations  
Attn: Doris McDuffie  
409 East Gaines Street  
Tallahassee, FL 32399

**400001970794**  
-10/10/96--01069--007  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

**Re: Incorporation of:  
Gemlin, Gumballs & Goodies, Inc.**

Dear Ms. McDuffie:

Enclosed herewith please find Original Articles of Incorporation for the above referenced corporation, together with our check in the sum of \$122.50 for filing fees relating thereto.

We also enclose a self-addressed stamped envelope for your expedited return to us of the Recorded Articles and Registration Certificate.

Thank you in advance for your assistance herein.

Very truly yours,

*Sheldon Evans*  
SHELDON EVANS, P.A.

SE/msm  
Enclosure

*Dmc*  
*10/8/96*

**FILED**  
96 OCT -7 PM 3:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**Gemlin, Gumballs & Goodies, Inc.**  
**a Florida Corporation**

**FILED**  
**96 OCT -7 PM 3:37**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

I, the undersigned incorporator of this corporation under Chapter 607, Florida Statutes, as amended, adopt the following Articles of Incorporation:

**ARTICLE I**

The name of this corporation is: Gemlin, Gumballs & Goodies, Inc.

**ARTICLE II**

The general nature of the business to be conducted by this Corporation is:

1. To operate, conduct and maintain a sales business for product and services related to vending machines, dispensing mechanisms and all forms of manual, electronic or otherwise automated vending equipment or facilities, including the licensing, placement, leasing, sale or franchising of the aforementioned sales business and its related services, both retail and wholesale to the public, and to further conduct any and all general sale of product and/or service relating to merchandising operations to the public.
2. To employ, hire and appoint corporations, firms and individuals in any and all parts of the world to act as agents in such capacity and on such conditions as may be determined from time to time by the Board of Directors.
3. To purchase, lease or otherwise acquire, equip, hold, own, improve, develop, manage, maintain, control, operate, lease, mortgage, create security interest in, create liens upon, sell, convey, or otherwise dispose of and turn to account any and all property, real and personal, improved and unimproved of every kind and description, incidental to, connected with, or suitable, necessary, or convenient for, any of the purposes enumerated herein including all or any part of parts of the properties, assets, business and goodwill or any

persons, firms, associations or corporations.

4. To carry on any other business or enterprise which may be carried on or exercised by a corporation organized under Chapter 607, Florida Statutes, as amended, except a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

### **ARTICLE III**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 500 shares of common stock which have a par value of \$1.00. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration as they may deem appropriate. The consideration may include money or other property, which property shall be received at just valuation to be fixed by the Board of Directors of the Corporation. All of such stock when issued shall be fully paid for and exempt from assessment.

No stockholder of this Corporation shall, because of his ownership of stock, have any preemptive or other right to purchase, subscribe for, or take any part (prorata or otherwise) of any securities (equity, debt or otherwise) or options, rights or warrants to purchase any such securities issued or sold by this Corporation, whether for cash or for property, and whether now or hereafter authorized.

### **ARTICLE IV**

The Corporation shall have perpetual existence.

### **ARTICLE V**

The principal office of this Corporation shall be 118 Indies Drive South, Marathon,

Florida 33050, or such other place as may be designated by the Board of Directors.

The initial Board of Directors shall consist of 2 members. The number of directors may be increased or decreased from time to time by vote of the stockholders, and as set forth in the By-Laws as to the method of Election of Directors, but in no case shall the number of directors be less than one.

#### **ARTICLE VI**

The name and addresses of the members of the first Board of Directors are:

<b><u>Name</u></b>	<b><u>Address</u></b>
G. Edward Bayer, Jr.	118 Indies Drive South Marathon, Florida 33050
Susan A. Bayer	118 Indies Drive South Marathon, Florida 33050

#### **ARTICLE VII**

The Registered Agent of the Corporation to accept service of process within the State of Florida is initially designated as Sheldon Evans, P.A. 6175 N.W. 153rd Street, Suite 215, Miami Lakes, Florida 33014, who by his signing of these Articles of Incorporation accepts this designation and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open the office for service of process. The registered office of the Corporation shall be at 6175 N.W. 153rd Street, Suite 215, Miami Lakes, Florida 33014.

#### **ARTICLE VIII**

The name of the members of the initial officers are:

<b><u>NAME</u></b>	<b><u>TITLE</u></b>
G. Edward Bayer	President
Susan A. Bayer	Secretary/Treasurer

### ARTICLE IX

In the absence of fraud, no contract or other transaction between this Corporation and any other person, corporation, firm, association or partnership shall be affected or invalidated by the fact that any director or officer of this Corporation is pecuniarily or otherwise interested therein. Any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation for the purposes of authorizing any such contract or transaction with alike force and effect as if he were not so interested or were not a director, member or officer of such other corporation, firm, association or partnership.

### ARTICLE X

The name and address of the sole incorporator and subscriber is:

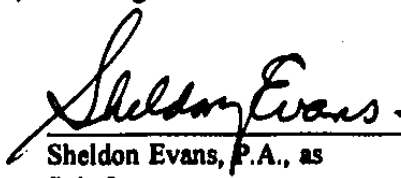
Name


Address

Sheldon Evans, P.A.

6175 N.W. 153rd. Street  
Suite 215  
Miami Lakes, Florida 33015

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 4<sup>th</sup>  
day of October, 1996.

  
Sheldon Evans, P.A., as  
Sole Incorporator

  
SHELDON EVANS, P.A., as  
Registered Agent/Acceptance Acknowledged  
accepting designation as set forth in Article  
VII above and accepting compliance with provisions  
of Fla Stat. Section 48.091