

Turnbull, Abner & Daniels
Attorneys and Counsellors at Law

NAT M. TURNBULL
L. PHARR ADNER
JERE F. DANIELS
PAUL W. NEWNUM

October 11, 1996

147 WEST LYMAN AVENUE, SUITE 100
P. O. BOX 100
WINTER PARK, FLORIDA 32780-0100
(407) 847-2500
FAX (407) 828-1310

PA600085425

Secretary of State
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

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-10/15/96--01088--013
****122.50 ****122.50

RE: CUSTOM VENDING, INC.

Dear Sir:

Enclosed for filing is the original Articles of Incorporation for a new corporation to be known as "CUSTOM VENDING, INC."

Also enclosed is a duplicate copy of the Articles of Incorporation which we would appreciate you certifying and returning to our office at the above address.

We attach a check for \$122.50 to cover the following:

Filing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	\$ 52.50
Resident Agent Designation	\$ 35.00
TOTAL	\$122.50

EFFECTIVE DATE
10-11-96

Yours very truly,

Helen M. Smith

Helen M. Smith
Secretary to Jere F. Daniels

Enclosures

10/15

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SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED

ARTICLES OF INCORPORATION
OF
CUSTOM VENDING, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA
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We, the undersigned, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, do hereby certify as follows:

ARTICLE I

The name of this corporation shall be:

CUSTOM VENDING, INC.

ARTICLE II

The corporation may conduct or engage in any activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The corporation may conduct its business or any part or parts thereof in the United States of America, or either of them, in the territories and the District of Columbia, and in any or all dependencies, colonies or possessions of the United States of America, and in foreign countries or jurisdictions, without restriction as to place and may have one or more offices or agencies, and keep such books of the company outside of the State of Florida as are not required by law to be kept within this state.

ARTICLE IV

The corporation may do all and everything necessary and

EFFECTIVE DATE
10-11-96

proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment thereto, or necessary or incidental to the protection and benefit of this corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this corporation.

ARTICLE V

The authorized capital stock of this corporation shall consist of seven thousand (7,000) shares of common stock, with par value of One and No/100 (\$1.00) Dollar per share. Such stock shall possess and exercise exclusive voting rights. All such stock shall be fully paid and nonassessable.

Said common stock may be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation.

The Board of Directors of the corporation may, from time to time, authorize shares to be issued upon determining that the consideration received or to be received for the shares to be issued is adequate. The shares shall not be issued for less than the par value thereof.

The holders of common shares shall have preemptive rights to purchase any shares of the corporation thereafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise

acquire such shares.

ARTICLE VI

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VII

The principal office of this corporation shall be located at 1833 Maywood Rd., Winter Park, Florida 32792, but it may have such other offices within or without the State of Florida and within or without the United States of America as may be necessary or convenient.

ARTICLE VIII

The street address of the corporation's initial registered office shall be 1833 Maywood Rd., Winter Park, Florida 32792, and its initial registered agent at such office shall be Roger Windham.

ARTICLE IX

The business of the corporation shall be conducted and managed by a Board of Directors consisting of not less than one (1) nor more than nine (9) members, as fixed from time to time by the By-Laws of the corporation. The Board of Directors shall be elected by the Stockholders, but it shall not be necessary that such directors be stockholders of the corporation.

ARTICLE X

The name and post office address of the first Board of Directors of this corporation, who shall hold office until their successors are elected and qualified shall be:

Roger Windham	1833 Maywood Rd. Winter Park, FL 32792
Rebecca Windham	1833 Maywood Rd. Winter Park, FL 32792
Raymond D. Randall	4657 Cason Cove Dr. Apt. 2916 Orlando, FL 32811
Kristi Randall	4657 Cason Cove Dr. Apt. 2916 Orlando, FL 32811

ARTICLE XI

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Roger Windham	1833 Maywood Rd. Winter Park, FL 32792
Raymond D. Randall	4657 Cason Cove Dr. Apt. 2916 Orlando, FL 32811

ARTICLE XII

In furtherance and not in limitation, of the powers conferred by statute, the corporation shall have and may exercise the following powers:

A. In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, the corporation shall have the power and authority to incur debts and to raise, borrow and secure the payment of money in lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments, and evidences of all kinds whether secured by mortgage, pledge, deed of trust, or

otherwise.

B. The corporation shall have power to hold meetings, both of stockholders and directors, either within or without the State of Florida, at such places as may be from time to time designated by the Board of Directors.

Meetings of directors and of stockholders may be held upon such notice thereof as may be set forth in the By-Laws of the corporation, subject to any statutory restrictions relative thereof, but any requirement as to notice of such meetings that may be set forth in the By-Laws of the corporation shall not prevent, and nothing herein shall be construed as preventing, any stockholder or director from waiving notice of any meeting in such manner as may be provided by the Statutes of the State of Florida, or the taking of action without a meeting as may be provided by the Statutes of the State of Florida, and by the By-Laws of this corporation consistent therewith.

C. The number of directors of the corporation shall be fixed from time to time by the By-Laws and may be increased or decreased as shall be provided by the By-Laws, subject to any limitations imposed by these Articles of Incorporation or any amendment thereto. Any vacancy in the Board of Directors caused by an increase in the number of the directors, or by death, resignation or other cause, may be filled by the directors in office, by the affirmative vote of a majority thereof, and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the stockholders and until his successor shall have been elected and shall have qualified.

D. The corporation, in its By-Laws, may confer upon the directors powers additional to the foregoing and to the powers and authorities expressly conferred upon them by the statutes.

E. It shall not be necessary for any officer of the corporation to be a director or for any officer to be a stockholder.

F. The annual meeting of the stockholders shall be held on such day as may be fixed by the By-Laws of the corporation, and the date of such meeting may be changed from time to time as the By-Laws provide; and the manner of calling meetings of stockholders and directors may be fixed by the By-Laws.

G. Members of the Board of Directors or any executive committee shall be deemed present at a meeting of any such board or committee if a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, is used.

ARTICLE XIII

Each director and officer, in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, or by reason of any act or omission to act as such director or officer, provided that he shall not have been derelict in the performance

of his duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any rights to which any director or officer may be entitled as a matter of law.

ARTICLE XIV

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is or are interested in or is a member, stockholder, director or officer, or are members, stockholders, directors or officers of such other firm or corporation; and any director or directors, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation shall be affected or invalidated by reason of the fact that any director or directors or officer or officers of this corporation is a party or are parties to or interested in such contract, act or association or corporation, and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from this contracting with this corporation for the benefit of himself or any firm association, or corporation in which he may be in anywise interested.

ARTICLE XV

The date of corporate existence shall be the date of

acknowledgment of these Articles provided the same is filed with the Department of State within five (5) days of the date of acknowledgment, exclusive of legal holidays, and if not so filed, then the date of corporate existence shall be the date of such filing.

IN WITNESS WHEREOF, the undersigned, being all of the incorporators, have executed these Articles of Incorporation this 11th day of October, 1996.

[Signature] (SEAL)
Roger Windham

[Signature] (SEAL)
Raymond D. Randall

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11th day of October, 1996, by ROGER WINDHAM, who is personally known to me or who produced Florida Driver's License as identification.



Helen M. Smith
MY COMMISSION # CC559587 EXPIRES
September 7, 2000
BOONED FROM TRICORP INSURANCE, INC.

NOTARY PUBLIC
Sign: [Signature]
Print: Helen M. Smith
Commission #: CC559587
My Commission Expires: 9-7-2000

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11th day of October, 1996, by RAYMOND D. RANDALL, who is personally known to me or who produced Colorado Driver's License as identification.

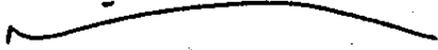
NOTARY PUBLIC
Sign: [Signature]
Print: Helen M. Smith
Commission #: CC559587
My Commission Expires: 9-7-2000



Helen M. Smith
MY COMMISSION # CC559587 EXPIRES
September 7, 2000
BOONED FROM TRICORP INSURANCE, INC.

CONSENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for the corporation named above, does hereby consent to the appointment.



Roger Windham

"Registered Agent"

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FILED