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TO: DIVISION OF CORPORATIONS
FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX #: (904) 922-4001
ACCT#: 072450003255
FAX #: (305) 541-3770

NAME: INSIGNIA VENDING CO.
AUDIT NUMBER.....H96000014783
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0
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ARTICLES OF INCORPORATION
OF INSIGNIA VENDING CO.

Article I - Name

The name of this corporation is Insignia Vending Co.

Article II - Principal Office

The principal place of business and mailing address of this corporation shall be 10655 SW 113th Place Suite C. Miami, FL 33176.

Article III - Capital Stock

This corporation is authorized to issue 100 shares of one (\$1.00) dollar par value common stock. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America or property, labor or services at a valuation to be fixed by the Director(s).

Article IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 200 S. Biscayne Blvd. 20th Floor Miami, FL 33131 and the name of the initial registered agent of this corporation is Felix M. Lasarte.

Article V - Incorporator

The name and address of the person signing these Articles is: Jorge L. Rodriguez.

Article VI - Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation are:

Jorge L. Rodriguez
Nidia Rodriguez

Article VII - Duration

This corporation is to have perpetual existence.

Prepared by:
Felix M. Lasarte, Esq.
Keith, Mack, Lewis, Cohen & Lumpkin
200 South Biscayne Blvd., 20th Floor
Miami, Florida 33131
Florida Bar #002567
(305) 372-2027

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Article VIII - Purpose

This corporation is organized for the purpose of operating concession/vending machines.

Article IX - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article X - Indemnification

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on October 21, 1996.



Jorge L. Rodriguez, Incorporator

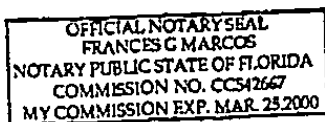
STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me on October 21, 1996 by Jorge L. Rodriguez, who ~~is personally known to me~~ (yes/no) or who produced Florida Driver Licence as identification, and did not take an oath.



NOTARY PUBLIC AT LARGE

My Commission Expires:



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Fla. Stat. §607.0503, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Insignia Vending Co.
2. The name and address of the registered agent is :

Felix M. Lasarte, Esq.
200 S. Biscayne Blvd.
20th Floor
Miami, FL 33131

FILED
OCT 21 1996
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
DADE COUNTY, FLORIDA

Dated: 10/21/96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

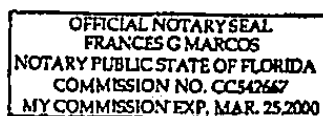

Felix M. Lasarte

STATE OF FLORIDA }
 } ss.
COUNTY OF DADE }

The foregoing instrument was acknowledged before me on 10/21/96 by Felix M. Lasarte, who is personally known to me, who executed the Acceptance by Registered Agent of this Corporation. and did not take an oath.


NOTARY PUBLIC AT LARGE

My Commission Expires:



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