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LAW OFFICE OF
WENDI R. ROSEN, P.A.

METRO MALL - SUITE 700
ONE NORTHEAST FIRST STREET
MIAMI, FLORIDA 33132
TELEPHONE (305) 379-1750
FACSIMILE (305) 358-3705

FILED

96 NOV 18 PM 12:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 7, 1996

The Department of State
Division of Corporations
State of Florida
P.O. Box 6327
Tallahassee, FL 32314

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-08/02/96--01072--001
****122.50 ****122.50

Re: PANAST, INC.

Dear Sir/Madam:

Enclosed is the original and one copy of the Articles of Incorporation of PANAST, INC. together with the original and one copy of the form designating Registered Agent. My client's check in the amount of \$122.50 made payable to The Department of State, representing the filing fee for this corporation is also enclosed.

Please certify the copy of the Articles of Incorporation and return it to the undersigned in the self-addressed, stamped envelope provided. Thank you for your attention to this matter.

Very truly yours,

WENDI R. ROSEN, P.A.

By: *Wendi R. Rosen*
Wendi R. Rosen
For the Firm

Enclosures

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 2, 1996

WENDI R. ROSEN, P.A.
1 NE 1ST ST, SUITE 700
MIAMI, FL 33132

SUBJECT: PANAST, INC.
Ref. Number: W96000016210

We have received your document for PANAST, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 196A00037119

Mr. and Mrs. Stan Berlinsky
567 N.E. 96th Street
Miami Shores, Florida 33138-2375

October 29, 1996

Ms. Pamela Hall
The Department of State
Division of Corporations
State of Florida
P.O. Box 6327
Tallahassee, FL 32314

Re: PANAST, INC.

Dear Ms. Hall:

In accordance with our conversation, enclosed is the original and one copy of the revised Articles of Incorporation of PANAST, INC. together with the original and one copy of the form designating Registered Agent. You already have our check in the amount of \$122.50 made payable to The Department of State, representing the filing fee for this corporation.

Please certify the copy of the Articles of Incorporation and return it to us in the self-addressed, stamped envelope provided. Thank you for your attention to this matter.

Very truly yours,



Paula Berlinsky

Enclosures

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ARTICLES OF INCORPORATION

OF

PANAST, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, acting hereby as incorporator for the purpose of forming a corporation for profit under the provisions of Chapter 607 of the Florida Statutes, known as the Florida General Corporation Act, does hereby adopt and subscribe to the following Articles of Incorporation.

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be: PANAST, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

P.O. Box 610576
North Miami, Florida 33261-0576

ARTICLE III
NATURE OF BUSINESS

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

A. To establish, install and maintain vending machines designed to vend and distribute goods, wares, foodstuffs and any other commodities, and to buy, sell, lease, rent and operate such machines.

B. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

C. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE IV
CAPITAL STOCK

A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 500 shares of common stock at one dollar (\$1.00) per share par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

C. Shares of the corporation's stock and certificates shall be issued only to the initial shareholders and then only to those approved by all shareholders.

ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually and shall commence existence on the date of the filing of these Articles.

ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS

The address of this corporation's initial registered office is

567 N.E. 96th Street
Miami Shores, Florida 33138

and the name of its initial registered agent at said address is:

Paula Berlinsky

ARTICLE VII
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Wendi R. Rosen, Esq.
Wendi R. Rosen, P.A.
1 N.E. 1st Street, Suite 700
Miami, Florida 33132

ARTICLE VIII
BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of two (2) persons. The number of directors may be increased or decreased from time to time by a resolution of the majority of the stockholders but shall never be less than one. The name and address of the initial Directors of this corporation are:

Stanton Berlinsky
Director/President
567 N.E. 96th Street
Miami Shores, FL 33180

Paula Berlinsky
Director/Vice President
567 N.E. 96th Street
Miami Shores, FL 33180

ARTICLE IX
INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE X
SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except such shares shall not be entitled to dividends.

ARTICLE XI
INFORMAL DIRECTOR ACTION

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

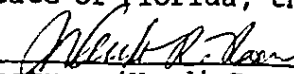
ARTICLE XII
INDEMNIFICATION

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

ARTICLE XIII
BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and stockholders provided that such amendment be in compliance with the laws of Florida governing a corporation for profit.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida, this 31st day of October, 1996.



Signature (Wendi R. Rosen)

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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IN COMPLIANCE with Sections 48.091 and 607.0501 of the Florida State Statutes, PANAST, INC., 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: PANAST, INC.
2. The name and address of the registered agent and office is:

Paula Berlinsky
567 N.E. 96th Street
Miami Shores, Florida 33138

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-NAMED 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.

SIGNATURE


Paula Berlinsky

DATED: October 29, 1996