

LAW OFFICES

ARNOLD COHEN

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BOCA RATON, FL 33431

MEMORANDUM
FLORIDA AND NEW YORK BAR

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SENT VIA UPS OVERNIGHT

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Florida Department of State
Division of Corporations
George Firestone Building
409 E. Gaines Street
Tallahassee, FL 32399

Attn: New Filing Section

Re: **AUTOMATED MERCHANDISING CORP.**

Dear Sir/Madam:

My client has asked me to incorporate, on his behalf, a Florida corporation with the name **AUTOMATED MERCHANDISING CORP.** Accordingly, I am enclosing herewith original Proposed Articles of Incorporation (which have been signed and notarized), together with a check to your order for \$122.50. Kindly file same and return a certified copy thereof to me.

I am also enclosing herewith two photocopies of the Articles of Incorporation. I would appreciate your "stamping" them and returning them to me in the enclosed, self-addressed return envelope. Thank you for your courtesies and cooperation herein.

Very truly yours,

Arnold Cohen
ARNOLD COHEN

AC:jmd

Enclosures

12/16

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96 DEC 13 AM 11:18
DIVISION OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AUTOMATED MERCHANDISING CORP.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be:

AUTOMATED MERCHANDISING CORP.

The principal place of business of this corporation shall be
160 S.W. 12th Avenue, Suite 106, Deerfield Beach, FL 33442-3102.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is one million shares of common stock, having a par value of \$.01 per share.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V

DIRECTORS

This corporation shall have not less than one nor more than five directors, as set forth in the By-Laws. The first Board of Directors of this Corporation shall consist of SAM KENDES, whose address is 435 E. 65th Street, Apartment 12A, New York, New York 10021 and he shall, subject to these Articles of Incorporation, the By-Laws of this Corporation and the laws of the State of Florida, hold office until his successor and successors have been elected and duly qualified.

ARTICLE VI

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for the Corporation shall be ARNOLD COHEN, Esq. and the Registered Office shall be located at 2424 North Federal Highway, Suite 314, Boca Raton, FL 33431, or such other person or place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

ARTICLE VII

INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is SAM KENDES, 435 E. 65th Street, New York, New York 10021.

ARTICLE VIII

SPECIAL PROVISIO

Any action by the directors of this corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all shareholders, as required by law or the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all shareholders shall execute a waiver of notice of such meeting, in writing, and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or any other governmental agency of any state, county or nation, or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said directors, or wherever a greater vote is required by law or in the By-Laws, by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders, or wherever a greater vote is required by law or in the By-Laws, by that vote.

ARTICLE IX

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which

he may be a party or in which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE X

TELEPHONE MEETING AUTHORIZED

Members of the Board of Directors or of any executive committee designated by the Board of Directors in accordance with law shall be deemed present at any meeting of the Board of Directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at
Boca Raton, Palm Beach County, Florida this 11th day of
December, 1996.

Sam KenDES

SAM KENDES

STATE OF FLORIDA)
) ss.:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, this day personally
appeared SAM KENDES, to me well known and known to me to be the
individual described in and who executed the foregoing Articles of
Incorporation of:

AUTOMATED MERCHANDISING CORP.

and he acknowledged before me that he signed and executed the same
for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal at Boca Raton, Palm Beach County, Florida this 11th day of
December, 1996.

Arnold Cohen

NOTARY PUBLIC

My Commission Expires:



ARNOLD COHEN
My Commission CC282949
Expires Mar. 04, 1997
Huckleberry Associates Inc
800-422-1565

CERTIFICATE ACCEPTING DESIGNATION

AS

REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as
Registered Agent of:

AUTOMATED MERCHANDISING CORP.

and agree to serve as its agent to accept service of process within
this State at its Registered Office.


ARNOLD COHEN, Esq.

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TALLAHASSEE FLORIDA