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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: VENDTASTIC, INC.

AUDIT NUMBER.....H97000000285

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION  
OF  
VENDTASTIC, INC.

H97000000285

The undersigned Subscriber, being a natural person competent to contract, and for the purpose of forming a corporation under the Laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE

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

ARTICLE TWO

This corporation shall have perpetual existence unless sooner dissolved according to law, and shall commence corporate existence upon the filing of these Articles by the Department of State.

ARTICLE THREE

This corporation is organized for the purpose of transacting, conducting, carrying on, operating, and engaging in the business of operating, servicing, maintaining, and supplying soft drink and snack vending equipment, and all things subsidiary, ancillary, and necessary, or convenient for carrying out and into effect the purposes and objects of the corporation, and in respect thereto, to transact and engage in any activity or business permitted under the Laws of the State of Florida, and of the United States.

ARTICLE FOUR

This Corporation is authorized to issue one Thousand (1,000) shares of one (\$1.00) Dollar par value common stock which shall be

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... designated "Common Stock."

#### ARTICLE FIVE

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 pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE SIX

The address of the Corporation's initial registered office and mailing address is 438 Benson Street, Valrico, Florida 33594. The address of the Corporation's principal office is 1212 N. 39th Street, Tampa, Florida 33605. The name of the initial registered agent of the Corporation located at its registered office is Ronald J. VanHall.

#### ARTICLE SEVEN

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

Ronald J. VanHall

438 Benson Street  
Valrico, Florida 33594

Darleen VanHall

438 Benson Street  
Valrico, Florida 33594

#### ARTICLE EIGHT

The name and street address of the officers of this

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corporation who, subject to the provisions of the certificate of incorporation, shall hold office for the first year of the corporation's existence, or until their successor is elected and has qualified are:

NAME and OFFICESTREET ADDRESS

Ronald J. VanHall/President

438 Benson Street  
Tampa, Florida 33594Darleen VanHall/Secretary  
Treasurer438 Benson Street  
Tampa, Florida 33594ARTICLE NINE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE TEN

The directors of this corporation may take action by written consent as provided by law.

ARTICLE ELEVEN

This corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE TWELVE

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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**ARTICLE THIRTEEN**

The name and address of the incorporator of this corporation is RONALD J. VANHALL, 438 Benson Street, Valrico, Florida 33594.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 2<sup>nd</sup> day of January, 1997.

Ronald J. VanHall  
RONALD J. VANHALL, Incorporator

STATE OF FLORIDA

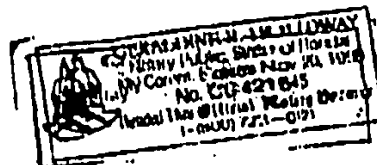
COUNTY OF HILLSBOROUGH

"The foregoing Articles of Incorporation were SWORN TO AND SUBSCRIBED before me this 2<sup>nd</sup> day of January, 1997, by RONALD J. VANHALL, who is personally known to me, or produced \_\_\_\_\_ as identification.

Corporal J. Hall  
Notary Public

Print Name: Corporal J. Hall

My Commission Expires:



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**CERTIFICATE OF DESIGNATION OF  
REGISTERED OFFICE AND REGISTERED AGENT**

OF

VENTASTIC, INC.

Pursuant to Section 607.325, of the General Corporation Act, the above-named Corporation, desiring to organize under the laws of the State of Florida, with its registered office at 438 Benson Street, Valrico, Florida 33594, has named RONALD J. VANHALL at such address, as its agent to accept service of process within the state of Florida.

DATED THIS 2<sup>nd</sup> day of January 1997.

Ronald J. VanHall  
RONALD J. VANHALL, Incorporator

**ACCEPTANCE OF DESIGNATION**

Having been named as registered agent to accept service of process for the above-named Corporation at the place designated in this Certificate, I hereby accept the appointment to act as registered agent and agree to comply with the provisions of the above-referenced act.

DATED THIS 2<sup>nd</sup> day of January, 1997.

Ronald J. VanHall  
RONALD J. VANHALL  
(Registered Agent)

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