

P970000003136

Division of Corporations
State of Florida

1. Enclosed are the Articles of Incorporation for Bay Area Vending, Inc. along with the required Seventy dollar (\$70.00) filing fee.
2. Outlined in Article III of these Articles of Incorporation is the designation of the Registered Agent. I am acting as the initial Registered Agent for Bay Area Vending and acknowledge the same.
3. A cursory name check was conducted by your department and the name Bay Area Vending, Inc. appeared to be clear for incorporation. Please send us any pertinent information that we will require and to assist us in running our small business in accordance with all requirements within the State of Florida. We are interested in receiving information and advice about changing to a Limited Liability Corporation as soon as possible.
4. Should there be any additional information required please contact me at your earliest convenience at the address listed in the Articles of Incorporation.

Sincerely,

Douglas R. Brown

DOUGLAS R. BROWN
Vice President
Bay Area Vending, Inc.

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-12/30/96--01082--004
*****70.00 *****70.00

FILED
97 JUN 13 10 11:37

W97-204
m 1/13/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 6, 1997

DOUGLAS R. BROWN
1832 LAUREL OAK DR.
VALRICO, FL 33595

SUBJECT: BAY AREA VENDING, INC.
Ref. Number: W97000000204

We have received your document for BAY AREA VENDING, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

I am enclosing a printout just to make you aware of a similar corporation name in the Tampa Bay area.

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) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 197A00000402

**ARTICLES OF INCORPORATION
of
BAY AREA VENDING, INC.**

FILED
97 JUN 13 AM 11:30
HILLSBOROUGH COUNTY
FLORIDA

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is Bay Area Vending, INC.

**ARTICLE II
SHARES**

The total number of shares which the corporation shall have authority to issue is 1,000 shares of no par value stock.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Douglas R. Brown
Bay Area Vending, INC.
1832 Laurel Oak Dr.
Hillsborough County
Valrico, FL 33595

**ARTICLE IV
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

Initials: _____

ARTICLE V DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

Richard A. Brown
240 Pinewood Dr.
Maitland, FL 32751

Douglas R. Brown
1832 Laurel Oak Dr.
Valrico, FL 33595

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

The directors shall be divided into 2 classes, the number of directors to be allocated to each class to be as nearly equal as possible and with the term of office in one class expiring each year after the initial annual meeting of shareholders.

ARTICLE VI LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

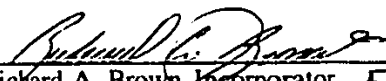
Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have no corporate seal.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

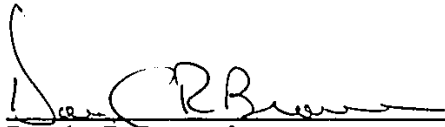
I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.


Richard A. Brown, Incorporator
240 Pinewood Dr.
Maitland, FL 32751

FLDL- B650-741-66-104-0
(Exp. 3/24/2001-)



BITA A BRUFFY
My Commission CC322608
Expires Oct. 11, 1997
Bonded by ANB
800-852-5878



Douglas R. Brown, Incorporator
1832 Laurel Oak Dr.
Valrico, FL 33595

FLDL-B650-176-56-294-
Exp. 1998

State of Florida, County of Hillsborough, ss:

Subscribed and sworn to (or affirmed) before me this 23 day of December 1996



RITA A BRUFFY
My Commission CC322698
Expires Oct. 11, 1997
Bonded by ANB
800-852-5878


Notary Public

Division of Corporations
Florida Department of State
ATTN: Neysa Culligan
PO Box 6327
Tallahassee, FL 32314

10 Jan 1997

Douglas R. Brown
1832 Laurel Oak Drive
Valrico, FL 33595

SUBJECT: Bay Area Vending, INC. Designation of Registered Agent


The below named individual is designated as the Registered agent for Bay Area Vending, Inc.

Douglas R. Brown
1832 Laurel Oak Drive
Valrico, FL 33595

I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Additionally, the principal office will be located at 1832 Laurel Oak Dr., Valrico, FL 33595. The principal office and registered office are the same.

Thank you for your assistance.


Douglas R. Brown
Registered Agent

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97 JAN 13 21 11:30