

997000021780

VICTOR L. ANTUNEZ  
12360 SW 132 CT Suite 205  
Miami, Florida 33186  
(305) 253-8088

February 28, 1997

**EXPRESS MAIL**

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Post Office Box 6327  
Tallahassee, Florida 32314

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-03/04/97--01118--005  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Sticker Vending, Inc.

Dear Sir or Madam:

Enclosed please find an original and a duplicate of the Articles of Incorporation and of the Acceptance of Registered Agent for the above referenced corporation. Also enclosed is a check in the amount of \$122.50 which represents the following:

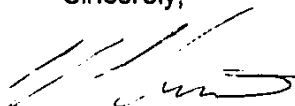
Receiving, filing and indexing Articles of Incorporation	\$35.00
Certified copy of Articles of Incorporation	\$35.00
Registered Agent Fee	<u>\$52.50</u>
Total	\$122.50

FILED  
97 MAR -4 PM 9 22  
STATE  
TALLAHASSEE, FLORIDA

The original is to be filed in your office and the copy certified and returned to this office using the enclosed stamped, self-addressed envelope.

Please telephone me if there is any reason why the Articles will not be filed immediately.

Sincerely,

  
Victor L. Antunez

3/11/97  
TB

Enclosures  
258789

VICTOR L. ANTUNEZ  
12360 SW 132 CT Suite 205  
Miami, Florida 33186  
(305) 253-8088

February 28, 1997

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MAR 8 - 11  
1997  
TALLAHASSEE, FLORIDA

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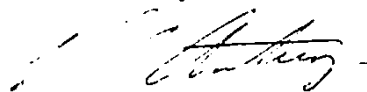
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Sincerely,



Victor L. Antunez

Enclosures  
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ARTICLES OF INCORPORATION  
OF  
STICKER VENDING, INC.

**ARTICLE I**

Name

The name of the corporation is STICKER VENDING, INC.

**ARTICLE II**

Duration

The corporation shall have a perpetual existence.

**ARTICLE III**

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**

Address

The principal place of business of this corporation shall be:

12360 S.W. 132nd Court, Suite 205  
Miami, Florida 33186

The mailing address of this corporation shall be:

12360 S.W. 132nd Court, Suite 205  
Miami, Florida 33186

**ARTICLE V**

Capital Stock

The corporation is authorized to issue one million (1,000,000) shares of one cent (\$.01) par value per share common stock.

**ARTICLE VI**

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 12360 S.W. 132nd Court, Suite 205, Miami, Florida 33186, and the name of the initial registered agent

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CLERK  
STATE  
FLORIDA

of this corporation at the address is Victor L. Antunez. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

**ARTICLE VII**  
**Initial Board of Directors**

The corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is listed below:

Victor L. Antunez	12360 S.W. 132nd Court, Suite 205
	Miami, Florida 33186

**ARTICLE VIII**  
**Incorporator**

The name and address of the person signing these Articles is:

Victor L. Antunez	12360 S.W. 132nd Court, Suite 205
	Miami, Florida 33186      Florida 33186

**ARTICLE IX**  
**Powers**

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE X**  
**Indemnification**

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The

- indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

**ARTICLE XI**  
Amendment

The 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 shareholder(s) is subject to this reservation.

**ARTICLE XII**  
Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

  
Victor L. Antunez

DATED: February 28, 1997

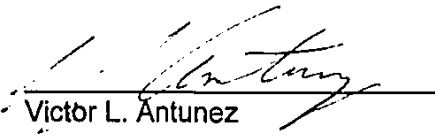
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TREASURER, FLORIDA

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for STICKER VENDING, INC., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

  
Victor L. Antunez