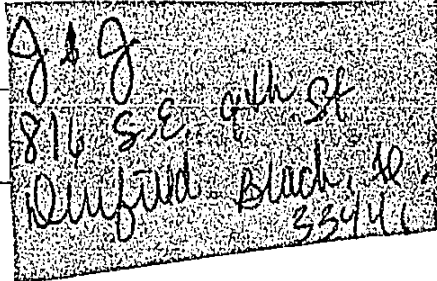


# P97000027645



2000002121132--4  
03/24/97--01023--008  
\*\*\*\*122.50 \*\*\*\*122.50

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

FILED  
STATE  
DIVISION OF CORPORATIONS  
97 MAR 24 AM 10:07

- ☐ Walk in      ☐ Pick up time \_\_\_\_\_      ☐ Certified Copy  
☐ Mail out      ☐ Will wait      ☐ Photocopy      ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

2/3/27

ARTICLES OF INCORPORATION

OF

J & JADE VENDING INC.

ARTICLE I. NAME

The name of the corporation shall be J & JADE VENDING INC.

ARTICLE II. TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes: To engage in all legally authorized business practices in the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of no par value common stock, which shall be designated as "Common Shares".

ARTICLE V. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of this corporation is: 816 SE 9th Street, Suite 205, Deerfield Beach, Florida 33441. The Registered Agent shall be Kenneth B. DiVencenzo at the above street address.

ARTICLE VI. PREEMPTIVE RIGHTS

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 issuance of fractional shares) at the price at which it is offered to others.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 24 AM 10:07

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By Laws. The name and address of the initial Director of the corporation is: Kenneth B. DiVencenzo, 816 S.E. 9th Street, Suite 202, Deerfield Beach, Florida 33441.

ARTICLE VII. INCORPORATION

The name and address of the person signing these Articles of Incorporation is as follows: Kenneth B. DiVencenzo, 816 S.E. 9th Street, Suite 202, Deerfield Beach, Florida 33441.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal the ByLaws shall be vested in the Board of Directors and shareholders.

ARTICLE X. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amounts set opposite their names:

KENNETH B. DI VENCENZO	300 Shares
ROSALIE DIVENCENZO	300 Shares
DOMINIC DIVENCENZO	100 Shares
JOHN DIVENCENZO	100 Shares
JULIAN DIVENCENZO	100 Shares
JADE DIVENCENZO	100 Shares

not to be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or the corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further

specified by written agreement among all of the shareholders of this corporation.

ARTICLE XI. CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by written notice delivered to each shareholder five (5) business days prior to the meeting date.

ARTICLE XII. SHAREHOLDER QUORUM AND VOTING

One Hundred (100%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum of a meeting of shareholders.

If a quorum is present, the affirmative vote of One Hundred (100%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII. DIVIDENDS

Dividends may be paid to shareholders (only out of the unreserved and unrestricted earned surplus of this corporation).

ARTICLE XIV. MANAGEMENT OF CORPORATION BY DIRECTORS

All corporation powers shall be exercised by or under the authority of, and the business and affairs of this corporation, shall be managed under the direction of the Board of Directors of the corporation.

ARTICLE XV. DIRECTORS' TERMS

The shareholders of this corporation shall not be entitled to remove any Director from office during his term unless for cause.

ARTICLE XVI. DIRECTOR QUORUM AND VOTING

One (1) of the Directors shall constitute a quorum for a meeting of the Directors.

If a quorum is present, the affirmative vote of the Directors present shall be the act of the Board of Directors.

ARTICLE XVII. MEETING BY CONFERENCE TELEPHONE

Member of the Board of Directors may participate in meeting of the Board of Directors by means of a conference telephone, as provided by law.

ARTICLE XVIII. ACTION BY DIRECTORS WITHOUT A MEETING

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


ARTICLE XIX. INDEMNIFICATION

This corporation shall indemnify all officers or Directors or any former officer or Director, to the full extent permitted by law.

ARTICLE XX. AMENDMENT

This corporation reserves the right to amend or repent any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation on this \_\_\_\_ day of \_\_\_\_\_, 1997.

  
KENNETH E. DIVENCENZO  
Subscriber

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 24 AM 10:07

STATE OF FLORIDA )  
COUNTY OF Broward ss:

20<sup>th</sup> The foregoing instrument was acknowledged before me on this  
day of March, 1997, by KENNETH B. DIVENCENZO who is  
personally known to me or has shown Florida Driver's License  
# \_\_\_\_\_ as identification.

OFFICIAL NOTARY SEAL  
CAROLYN A O'BRIEN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC313624  
MY COMMISSION EXP. NOV. 30, 1999

Carolyn A. O'Brien  
Notary Public - State of Florida  
at Large

My Commission Expires:

I hereby am familiar with and accept the duties and  
responsibilities as Registered Agent for said corporation.

Kenneth B. Divencenzo  
KENNETH B. DIVENCENZO  
Registered Agent

D/52-500-44-344