

PA7000035266

SHAILER, PURDY & JOLLY, P.A.

1822 S.E. THIRD AVENUE  
FORT LAUDERDALE, FLORIDA 33316

RICHARD A. PURDY  
BRUCE W. JOLLY  
RICHARD A. GIUFFRIDA  
SUMMER M. BARRANCO

TELEPHONE (954) 462-8200  
TELECOPIER (954) 462-8881  
TOLL FREE 1 (800) 741-8308

RESPOND TO FORT LAUDERDALE

707 60TH STREET, COURT EAST  
SUITE B  
BRADENTON, FLORIDA 34208  
TELEPHONE (941) 210-5601

March 7, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

EFFECTIVE DATE  
3-7-97

FILED  
7 MAR 10 AM 9:51  
TALLAHASSEE, FLORIDA

RE: Prosper Vending, Inc.

600002108076--1  
-03/10/97--01040--001  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Dear Sir:

Enclosed you will find two original executed Articles of Incorporation for PROSPER VENDING, INC. and a check for \$122.50 to cover costs and filing fees. The designation of Registered Agent is contained in the Articles of Incorporation.

Please file these Articles in your office with the effective date of incorporation of March 7, 1997, and return a certified copy of the Articles in the enclosed self-stamped envelope. Your cooperation in this matter is appreciated.

Sincerely yours,

  
Richard A. Purdy

RAP/jhm  
Enc.

PH  
4/21/97  
6702  
3/17/97



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

March 17, 1997

**RICHARD A. PURDY, ESQ.**  
707 60TH STREET, COURT EAST, SUITE B  
BRADENTON, FL 34208

**SUBJECT: PROSPER VENDING, INC.**  
Ref. Number: W97000006102

We have received your document for PROSPER VENDING, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 487-6915.

**Pamela Hall**  
Document Specialist

Letter Number: 097A00013293

LAW OFFICES  
**SHAILER, PURDY & JOLLY, P.A.**

1822 S.E. THIRD AVENUE  
FORT LAUDERDALE, FLORIDA 33316

RICHARD A. PURDY  
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RESPOND TO FORT LAUDERDALE

April 18, 1997

Pamela Hall  
Document Specialist  
Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

RE: Prosper Vending, Inc.

Dear Ms. Hall:

Pursuant to your letter of April 2, 1997, enclosed please find two original executed Articles of Incorporation for PROSPER VENDING, INC., signed by Patricia A. Sprey, the incorporator. The designation of Registered Agent is contained in the Articles of Incorporation.

Please file these Articles in your office with the effective date of incorporation of March 7, 1997, and return a certified copy of the Articles to me in the self-stamped envelope which was previously provided to you. If you need any additional information, please let me know. Thank you for your assistance in this matter.

Sincerely yours,

*Richard A. Purdy*  
Richard A. Purdy

SIGNED IN THE WRITER'S ABSENCE  
TO AVOID DELAY.

RAP/jhm  
Enc.

**ARTICLES OF INCORPORATION  
OF  
PROSPER VENDING, INC.**

FILED  
97 MAR 10 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**CORPORATE NAME**

The name of this Corporation is PROSPER VENDING, INC.

**ARTICLE II**

**DURATION**

This Corporation shall have perpetual existence commencing on March 7, 1997.

**ARTICLE III**

**PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV**

**STOCK**

This Corporation is authorized to issue five thousand (5,000) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

**ARTICLE V**

**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.

**ARTICLE VI**

**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, but shall never be less than one (1). The name and address of the initial Director(s) of this Corporation is:

PATRICIA A. SPREY

3811 N.E. 27th Avenue  
Lighthouse Point, Florida 33064

**ARTICLE VII**

**INCORPORATOR**

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

PATRICIA A. SPREY

3811 N.E. 27th Avenue  
Lighthouse Point, Florida 33064

**ARTICLE VIII**

**INITIAL REGISTERED AGENT  
INITIAL REGISTERED OFFICE**

The Corporation's initial registered agent and initial registered office in the State of Florida are:

RICHARD A. PURDY, ESQUIRE


SHAILER, PURDY & JOLLY, P.A.  
1322 S.E. Third Avenue  
Fort Lauderdale, Florida 33316

**ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT**

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status, consent to act in this capacity, state that I am familiar with and accept the obligations provided for in Section 607.325, Florida

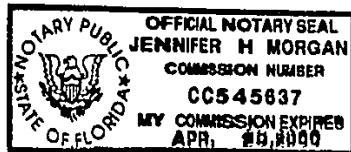
Statutes, and agree to comply with all requirements of law pertaining thereto.

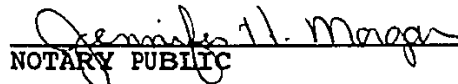
Dated this 7 day of March, 1997.

  
RICHARD A. PURDY, Registered Agent

STATE OF FLORIDA  
COUNTY OF BROWARD

SWORN TO AND SUBSCRIBED before me this 7<sup>th</sup> day of March, 1997,  
by RICHARD A. PURDY, who is personally known to me or who has  
produced a State of Florida driver's license as identification.



  
NOTARY PUBLIC

\_\_\_\_\_  
Typed/Printed Name of Notary

My Commission Expires:

#### ARTICLE IX

##### PRINCIPAL OFFICE

The initial principal office of this Corporation shall be 3811  
N.E. 27th Avenue, Lighthouse Point, Florida 33064.

#### ARTICLE X

##### INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any  
former officer or director, to the full extent permitted by law.

**ARTICLE XI**

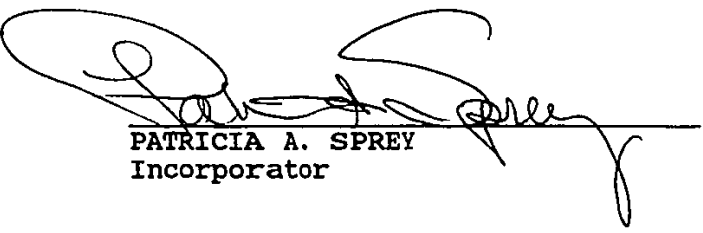
**ACTION BY DIRECTORS WITHOUT A MEETING**

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

**ARTICLE XII**

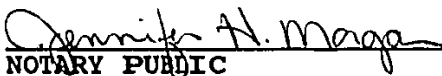
**AMENDMENT**

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

  
PATRICIA A. SPREY  
Incorporator

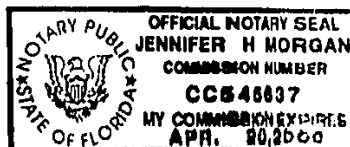
STATE OF FLORIDA  
COUNTY OF BROWARD

SWORN TO AND SUBSCRIBED before me this 18<sup>th</sup> day of April, 1997,  
by PATRICIA A. SPREY, who is personally known to me or who has  
produced a State of Florida driver's license as identification.

  
NOTARY PUBLIC

\_\_\_\_\_  
Typed/Printed Name of Notary

My Commission Expires:



FILED  
97 MAR 10 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA