

P97000042605

Daniel J. Weinberg, P.A.

Daniel J. Weinberg
Certified Public Accountant

MEMBER.

American Institute of CPA's
New York State Society of CPA's
Florida Institute of CPA's

May 5, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500002172755--2
-05/09/97--01044--017
*****70.00 *****70.00

SUBJECT: Plant Vending, Inc.
(Proposed corporate name)

To Whom It May Concern:

Enclosed please find original Articles of Incorporation together with one (1) copy along with a check in the amount of \$70.00 to cover the filing fees for the abovementioned corporation.

Please send acknowledgment receipt to:

Frank Cid
Plant Vending, Inc.

c/o DANIEL J. WEINBERG, P.A.
1761 W. Hillsboro Blvd., Suite 205
Deerfield Beach, FL 33442

FILED
97 MAY -9 AM 9:31
STATE
TALLAHASSEE, FLORIDA

Very truly yours,



Daniel J. Weinberg
Certified Public Accountant

DJW/elw
:articles.vcn:

Bm 5/11/97

Articles of Incorporation

of

Plant Vending, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

Plant Vending, Inc.

FILED
97 MAY -9 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5970 S.W. 18th Street
Boca Raton, FL 33433

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: ONE THOUSAND (1,000) SHARES AT TEN CENTS (\$.10) EACH

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Frank Cid
5970 S.W. 18th Street
Boca Raton, FL 33433

ARTICLE V - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation:

Frank Cid
5970 S.W. 18th Street
Boca Raton, FL 33433

THE UNDERSIGNED, has(have) executed these Articles of Incorporation this

5th _____ day of May _____, 1997.



Frank Cid

ARTICLE VI - PURPOSES

Business Purpose: Lease out vending equipment to businesses.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

Plant Vending, Inc.

The registered agent and office is:

Frank Cid
5970 S.W. 18th Street
Boca Raton, FL 33433



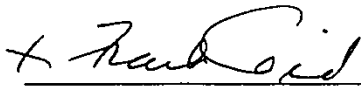
Frank Cid

5/5/97

Date

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITIONS AS REGISTERED AGENT.



Frank Cid

5/5/97

Date

FILED
97 MAY -9 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA