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FILING REQUESTS

FOR

H & B VENDING, INC.

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-06/02/97--01157-007

****140.00 *****70.00

PLEASE FIND ENCLOSED AN ORIGINAL AND COPY OF THE ARTICLES OF INCORPORATION OF THE ABOVE NAMED CORPORATION.

PLEASE FILE THESE ARTICLES AS OF THE EARLIEST POSSIBLE EFFECTIVE DATE FOR THE YEAR 1997.

PLEASE MARK THE COPY AS FILED AND RETURN IT IN THE ENCLOSED PREPAID ENVELOPE.

IF YOU SHOULD ENCOUNTER ANY PROBLEM WITH FILING OF THESE ARTICLES PLEASE DO NOT RETURN THEM, BUT INSTEAD CALL US AT (904) 257-9000, SO THAT WE MAY RESOLVE THE MATTER IN THE MOST EXPEDIENT WAY.

THANK YOU.

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97 JUN -2 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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97 JUN -2 AM 11:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF CORPORATION

OF

H & B VENDING, INC.

I, THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, DO HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I. NAME

THE NAME OF THIS CORPORATION IS:

H & B VENDING, INC.

WHOSE ADDRESS IS 1584 RIVERSIDE DR, HOLLY HILL, FL 32117

ARTICLE II. DURATION OF THE CORPORATION

THIS CORPORATION IS TO EXIST PERPETUALLY

ARTICLE III. NATURE OF BUSINESS

THE GENERAL PURPOSE FOR WHICH THIS CORPORATION IS INITIALLY ORGANIZED SHALL CONSIST OF THE TRANSACTION OF ANY OR ALL LAWFUL BUSINESS FOR WHICH BUSINESS MAY BE INCORPORATED UNDER AND PURSUANT TO THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE IV. CAPITAL STOCK

THE AGGREGATE NUMBER SHARES WHICH THIS CORPORATION SHALL HAVE AUTHORITY TO ISSUE IS ONE HUNDRED THOUSAND (100,000) SHARES OF COMMON STOCK, OF A SINGLE CLASS, HAVING PAR VALUE OF \$.01 PER SHARE, FULLY PAID AND NON-ASSESSABLE. THE AMOUNTS TO BE PAID FOR

THE ISSUANCE OF SUCH STOCK, IN MONEY, PROPERTY, OR SERVICES AT JUST VALUE, SHALL BE FIXED BY THE BOARD OF DIRECTORS. THE CAPITAL STOCK OF THE CORPORATION SHALL BE PURCHASED, SOLD, ISSUED, ASSIGNED OR OTHERWISE TRANSFERRED ONLY IN ACCORDANCE WITH THE BY-LAWS. A LIEN IS RESERVED IN FAVOR OF THIS CORPORATION UPON ITS CAPITAL STOCK FOR ANY INDEBTEDNESS WHICH MAY BE DUE BY ANY HOLDER OF THE SAME TO THIS CORPORATION, AND SAID LIEN SHALL BE SUPERIOR TO ALL OTHER LIENS OR CLAIMS OF EVERY CHARACTER.

ARTICLE V. ADDRESS OF REGISTERED OFFICE

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION WITHIN THE STATE OF FLORIDA IS 1584 RIVERSIDE DR, HOLLY HILL, FLORIDA 32117, AND THE NAME OF ITS INITIAL REGISTERED AGENT WITH SUCH ADDRESS IS JAMES MACK BODIFORD. THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE REGISTERED OFFICE TO ANY OTHER STREET ADDRESS IN FLORIDA, AND DESIGNATE OTHER PERSONS AS ITS REGISTERED AGENTS, PROVIDED THAT THE REGISTERED AGENT SHALL MEET THE REQUIREMENTS OF LAW.

ARTICLE VI. BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE A BOARD OF DIRECTORS CONSISTING OF NOT LESS THAN ONE (1) PERSON(S). THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME, BUT SHALL NEVER BE LESS THAN (1). NOTHING IN THESE ARTICLES, HOWEVER, SHALL BE CONSTRUED TO PROHIBIT THE BOARD FROM DESIGNATING ONE OF ITS MEMBERS AS AN EXECUTIVE COMMITTEE, WITH FULL POWERS TO ACT FOR AND IN BEHALF OF THE DIRECTORS FOR SUCH PERIOD AND UPON SUCH TERMS AS THE BY-LAWS MAY PROVIDE.

THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS IS AS FOLLOWS:

JAMES MACK BODIFORD, 1584 RIVERSIDE DR, HOLLY HILL, FL 32117.

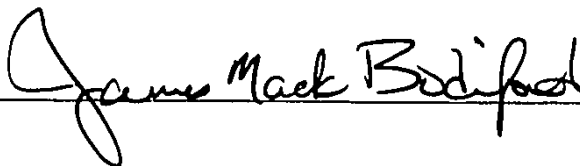
ARTICLE VII. INCORPORATORS

THE PERSON WHO HAS SIGNED AND DELIVERED OR REQUESTED TO BE DELIVERED THESE ARTICLES OF INCORPORATION TO THE DEPARTMENT OF STATE, STATE OF FLORIDA, IS THE INCORPORATOR OF THIS CORPORATION, WHOSE NAME AND ADDRESS IS JAMES MACK BODIFORD, 1584 RIVERSIDE DR, HOLLY HILL, FL 32117.

ARTICLE VIII. DESIGNATION OF REGISTERED AGENT

THERE IS APPENDED TO THESE ARTICLES A CERTIFICATE DESIGNATING A RESIDENT AGENT AND STREET ADDRESS OF THE OFFICE, PLACE OF BUSINESS, OR LOCATION FOR THE SERVICE OF PROCESS UPON THIS CORPORATION WITHIN THE STATE. THAT CERTIFICATE IS MARKED "EXHIBIT A" AND IS BY THIS REFERENCE MADE A PART OF THESE ARTICLES.

IN WITNESS WHEREOF, EACH INCORPORATOR NAMED IN THESE ARTICLES HAS SIGNED THESE ARTICLES OF INCORPORATION.



STATE OF FLORIDA
COUNTY OF VOLUSIA
PERSONALLY APPEARED

KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO
EXECUTED THE FOREGOING INSTRUMENT AND HE/SHE ACKNOWLEDGED BEFORE
ME THAT HE/SHE EXECUTED THE SAME.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND
OFFICIAL SEAL IN THE STATE AND COUNTY AFORESAID,

THIS THE 30th DAY OF May, 1997.

Eva Leann Shaw

NOTARY PUBLIC

MY COMMISSION EXPIRES:



EVA LEANN SHAW
My Commission CC491120
Expires Aug. 23, 1999

EXHIBIT "A"

DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

THE ABOVE NAMED CORPORATION DOES HEREBY DESIGNATE:

JAMES MACK BODIFORD, AN INDIVIDUAL, RESIDENT OF THE STATE OF FLORIDA, WHOSE STREET ADDRESS IS 1584 RIVERSIDE DR, HOLLY HILL, FLORIDA 32117, AS ITS REGISTERED AGENT WITHIN THE MEANING OF THE FLORIDA GENERAL CORPORATION ACT, AND FURTHER DESIGNATES 1584 RIVERSIDE DR, HOLLY HILL, FLORIDA 32117 AS IT'S REGISTERED OFFICE.

BY James Mack Bodiford

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

THE UNDERSIGNED HAS BEEN APPOINTED AS REGISTERED AGENT OF H & B VENDING, INC. AND DOES HEREBY ACCEPT THAT APPOINTMENT, AND AGREES TO ACT AS SUCH.

James Mack Bodiford

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