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FROM: HARRISON, SALE, MCCLOY & THOMPSON

ACCT#: 076630000526

CONTACT: PHONE: (904)769-3434

FAX #: (904)769-6121

NAME: AMERICAN VENDING COMPANY, INC.

AUDIT NUMBER..... 197000009337 DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of Stata

June 6, 1997

HARRISON, SALE, MCCLOY & THOMPSON.

SUBJECT: AMERICAN VENDING COMPANY, INC.

RBF: W97000013353

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SECKE ASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

BAY VENDING COMPANY, INC.

The undersigned subscriber to these Articles of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

Article I - Name

The name of the corporation is Bay Vending Company, Inc.

Article II - Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article III - Duration

This corporation shall have perpetual existence and shall commence on filing.

Article IV - Capital Stock

This corporation is authorized to issue 100 shares of common stock, each share having the par value of \$50.00.

Alan Thompson .
Florida Bar #098193
Harrison, Sale, McCloy &
Thompson
P.O. Box 1579
Panama City, Florida 32402
(904) 769-3434
FAX AUDIT # H97000009337

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Article V - Initial Registered Office and Agent

The street address of the initial principal office of this corporation is 2207 Windjammer Drive, Lynn Haven, FL 32444, and the name of the initial registered agent of this corporation at that address is John J. Clark.

Article VI - Board of Directors

This corporation shall have two directors 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. The names and addresses of the initial directors of this corporation are:

JOHN J. CLARK 2207 Windjammer Dr. Lynn Haven, FL 32444 SUZANNE A. CLARK 2207 Windjammer Dr. Panama City, FL 32444

Article VII - Preemptive Rights

The corporation elects to have preemptive rights in its unissued shares.

Article VIII - Incorporators

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

JOHN J. CLARK 2207 Windjammer Dr. Lynn Haven, FL 32444

Alan Thompson
Florida Bar #098193
Harrison, Sale, McCloy &
Thompson
P.O. Box 1579
Panama City, Florida 32402
(904) 769-3434
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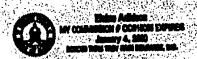
IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of June, 1997.

STATE OF FLORIDA COUNTY OF BAY

The foregoing instrument was acknowledged before me this day of June, 1997, by JOHN J. CLARK

() who is personally known ∠as identification. who produced

Signature of Notary Public



Alan Thompson Plorida Bar 6098193 Harrison, Sale, McCloy &

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<u>-10</u>

FAX AUDIT #H97000009337

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provision of Chapter 607.0501, Florida Statutes, the corporation identified below, being 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:

Bay Vending Company, Inc. 2207 Windjanmer Dr.	7 JUN
Lynn Haven, FL 32444	5 5 F
•	Sign Control
	25-1-1
	and office is [

2. The name and address of the Registered Agent and office in

John J. Clark 2207 Windjammer Dr. Lynn Haven, FL 32444

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 position as Registered Agent.

By: Q CQ Q

DATE: 6-13.97

Alan Thompson
Florida Bar #098193
Harrison, Sale, McCloy &
Thompson
P.O. Box 1572
Panama City, Florida 32402
(904) 769-3434
FAX AUDIT # H97000009337