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FLORIDA DIVISION OF CORPORATIONS

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FROM: GUNSTER, YOAKLEY, ETAL. (MIAMI OFFICE)
076077002561

ACCT#:

CONTACT: ASTRID BUTTARI
PHONE: (305) 376-6023

FAX #:

(305) 376-6010

NAME: QUALITY VENDING SERVICES FLORIDA, INC.

AUDIT NUMBER.....H97000009949

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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Attached is Preservation
#R97000002428
provided by co-counsel,
Field Golan + Swiger,
of Chicago, Illinois.
Dennis Sullivan

nc 6/19/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 18, 1997

GUNSTER, YOAKLEY, ET AL.

SUBJECT: QUALITY VENDING SERVICES FLORIDA, INC.
REF: W97000014278

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular corporate name, please call (904) 488-9000.

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) 487-6931.

Becky McKnight
Document Specialist

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 19, 1997

CSC NETWORKS

305/376-6010
To: Astrid Butcher
From: John O'Connor

The name QUALITY VENDING SERVICES FLORIDA, INC. has been reserved for 120 days beginning May 19, 1997. The reservation number is R9700002428 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Dabbie Reagle

Letter number: 497A00026625

Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314

EFFECTIVE DATE

6-17-97

FAX AUDIT NO: H97000009949

ARTICLES OF INCORPORATION

OF

QUALITY VENDING SERVICES FLORIDA, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

Name and Principal Place of Business

The name of the corporation is **QUALITY VENDING SERVICES FLORIDA, INC.**

The corporation's initial principal place of business shall be Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897.

Article II

Duration and Existence

This corporation shall exist perpetually. The existence of the corporation shall commence on the date of execution of these articles, if filed with the Florida Secretary of State within 5 days thereafter.

THIS DOCUMENT PREPARED BY:

Mark J. Scheer, Esq.
Gunster, Yoakley, Valdes-Fauli &
Stewart, P.A.
Suite 3400 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131
Tel: (305) 376-6011

Florida Bar No.: 0710430

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Article III
Nature of Business

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

Article IV
Mailing Address

The initial mailing address of the corporation is Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897.

Article V
Capital Stock

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock each having \$1.00 par value.

(b) **Preemptive Rights.** Shareholders shall have no preemptive rights.

(c) **Cumulative Voting.** Cumulative voting shall not be permitted.

Article VI
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897, and the name of the initial registered agent of this corporation at that address is Valdes-Fauli Corporate Services, Inc.

Article VII
Directors

(a) **Number.** This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

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(b) **Initial Directors:** The names and street addresses of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Paul Jenkins	360 East Randolph Street, Unit 1603 Chicago, Illinois 60601
Philip Bennett	360 East Randolph Street, Unit 1603 Chicago, Illinois 60601
Gervase Thomas	360 East Randolph Street, Unit 1603 Chicago, Illinois 60601

(c) **Compensation.** The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Article VIII **Indemnification**

This corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was director or officer of this corporation, or is or was serving at the request of this corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an officer, director, employee or agent of this corporation and such breach constitutes:

- (1) a violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

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(2) a transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or

(3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a director, officer, employee or agent of this corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

Article IX **Bylaws**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article X **Incorporator**

The name and street address of the incorporator of this corporation are:

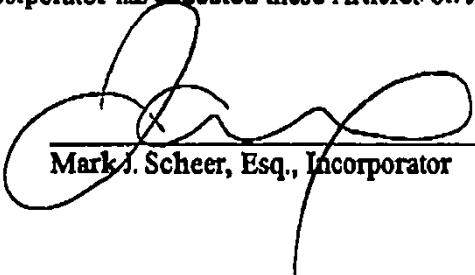
Mark J. Scheer, Esq.
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
One Biscayne Tower - Suite 3400
2 South Biscayne Boulevard
Miami, Florida 33131

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Article XI
Amendment

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

IN WITNESS WHEREOF, the incorporator has executed these Articles on June 17, 1997.



Mark J. Scheer, Esq., Incorporator

FAX AUDIT NO.: H97000009949

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

QUALITY VENDING SERVICES FLORIDA, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named Valdes-Fauli Corporate Services, Inc., located at Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897, as its agent to accept service of process within Florida.



MARK J. SCHEER, Incorporator

Dated: June 17, 1997

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

VALDES-FAULI CORPORATE SERVICES, INC.

By: 

MARK J. SCHEER, Vice-President

Dated: June 17, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA