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June 23, 1997

Secretary of State
Division of Corporations
The Capitol
P.O. Box 6327
Tallahassee, FL 32314

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***122.50 ***122.50

RE: Universal Vending Services, Inc.

Dear Sir:

In connection with the above referenced corporation, enclosed please find the original and one copy of the fully executed Articles of Incorporation. Also enclosed is a check in the amount of \$122.50 for the filing fee, and a self addressed stamped envelope for return of the stamped copy to these offices.

Should you have any questions please do not hesitate to contact me.

Sincerely,


Donna Slavik
Legal Assistant

/ds
Enc.

FILED
97 JUN 25 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 6/26/97

ARTICLES OF INCORPORATION

FOR

UNIVERSAL VENDING SERVICES, INC.

FILED

97 JUN 25 AM 8:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be UNIVERSAL VENDING SERVICES, INC.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business under Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE IV - AUTHORIZED STOCK

The corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED AGENT

The name of the initial registered agent of the corporation is Billy Laird. The street address of the initial registered office of the corporation for service of process shall be 1078 Hook Drive, Spring Hill, Florida 34608.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation initially shall have four directors (4) directors. The number of directors may be increased or decreased from time to time in accordance with the bylaws, provided that the number of directors shall not be less than one person at any time. The name and address of the initial directors of the corporation are:

Annette M. Laird

1078 Hook Drive
Spring Hill, Florida 34608

Denise L. Vanderbilt

6318 Baldwin Avenue
New Port Richey, Florida 34653

Robert H. Vanderbilt

6318 Baldwin Avenue
New Port Richey, Florida 34653

Billy J. Laird

1078 Hook Drive
Spring Hill, Florida 34608

ARTICLE VII - INCORPORATOR

The name and address of each incorporator of the corporation is

Annette M. Laird

1078 Hook Drive
Spring Hill, Florida 34608

ARTICLE VIII - PRINCIPAL OFFICE ADDRESS

The initial principal office and mailing address of the corporation shall be P.O. Box 6333, Hudson, Florida 34674. The corporation reserves the privilege of having branch or other offices at places within or without the State of Florida.

ARTICLE IX - BY LAWS

The initial bylaws of the corporation shall be adopted by the board of director(s) at the organizational meeting. Thereafter the power to adopt, alter, amend, or repeal the bylaws shall be vested in the shareholders of the corporation.

ARTICLE X - POWERS

The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE XI - PRE-EMPTIVE RIGHTS

No holder of stock of the corporation of any class shall have any preferential, pre-emptive or other rights to subscribe for or to purchase from the corporation any stock of the corporation of any class, whether or not now authorized, or to purchase any bonds,

certificates of indebtedness, debentures, notes, obligations or other securities which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

ARTICLE XII - AMENDMENT OF ARTICLES

The corporation reserves the right to amend, alter, change, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, in accordance with the laws of the State of Florida as amended from time to time. All rights conferred upon the shareholders of the corporation are granted subject to this reservation.

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence for the above-named corporation shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of May, 1997.

Annette M. Laird
Annette M. Laird

STATE OF FLORIDA

COUNTY OF ~~PINELLAS~~ *Hernando*

June
~~May~~, 1997 The foregoing instrument was acknowledged before me this *23rd* day of ~~May~~, 1997 by Annette M. Laird, who is ~~personally known to me~~ or who has produced (type of identification) as identification.

Mary Anne Hypes

Signature of Person Taking Acknowledgment

MARY ANNE HYPES

Name of Acknowledger Typed, Printed or Stamped

(NOTARY SEAL)

Notary Public, State of _____

Notarial Serial Number

Mary Anne Hypes
Notary Public, State of Florida
My Comm. Expires 11/2/97
Comm. No. CC319214
Bonded Thru Allstate

NOTICE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, the undersigned hereby accepts designation as the initial registered agent for Universal Vending Services, Inc., a Florida corporation, and hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation this 23 day of ~~May~~^{JUNE}, 1997.

By: _____

Billy Laird
Billy Laird
1078 Hook Drive
Spring Hill, Florida 34608
(352) 686-9200

FILED

97 JUN 25 AM 8:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA