

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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Pongo / McClary, Inc.

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- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Name Reservation _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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Signature _____

Requested by: CSB

Name _____

Date 7-14-97

Time 1:11

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7-14-97

ARTICLES OF INCORPORATION

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PONGO/MCCLORY, INC.

The undersigned subscribers to these Articles of Incorporation, who are natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be PONGO/MCCLORY, INC.

ARTICLE II

Nature of Business

This corporation is organized for the purpose of developing and running a beverage vending machine distribution business, and to transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III

Duration

This corporation shall exist in perpetuity commencing with the valid filing of these Articles.

ARTICLE IV

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of common stock having a par value of one cent (\$.01) per share.

ARTICLE V
Address of Registered Agent

The street address of the initial registered office of the corporation shall be: 6301 19th Avenue North, St. Petersburg, Florida 33710, and the name of the initial registered agent of the corporation at that address is J. Kevin McClory.

ARTICLE VI
Preemptive Rights

The original shareholders, JAMES J. PONGO and J. KEVIN MCCLORY, upon the sale for cash of any authorized and unissued stock of this corporation, shall have the right to purchase his pro rata share at the price at which it is offered to others. Any shareholder wishing to sell his stock must offer it to all other shareholders in PONGO/MCCLORY, INC. before selling to a non-shareholder.

ARTICLE VII
Incorporators/Subscribers

The name and street addresses of the incorporators/subscribers to these Articles of Incorporation are:

James J. Pongo	191451 Gulf Boulevard Indian Shores, Florida 33785
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James Kevin McClory	6301 19th Avenue North St. Petersburg, Florida 33710
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ARTICLE VIII
Directors

This corporation shall initially have two (2) directors. The affairs of the corporation will be managed by the Directors so designated as provided by the Bylaws of this corporation. The number of directors may be increased from time to time as provided for in the Bylaws, but shall never be more than five (5). The names and addresses of the initial directors of this corporation are:

James J. Pongo	191451 Gulf Boulevard Indian Shores, Florida 33785
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James Kevin McClory	6301 19th Avenue North St. Petersburg, Florida 33710
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ARTICLE IX

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X

Amendments

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

ARTICLE XI

Date of Incorporation

The date of incorporation for the corporation listed above shall be the date of subscription of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this _____ day of _____, 1997.



JAMES J. PONGO, SUBSCRIBER



JAMES KEVIN MCCLORY, SUBSCRIBER

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 10 day of July, 1997, by James J. Pongo and J. Kevin McClory, who presented valid Florida driver's licenses to me.


Printed Name: PAULA L. DAUGHERTY

NOTARY PUBLIC State of Florida at Large

Commission No. 353458

My Commission Expires: 3/7/98



**CERTIFICATE DESIGNATING
REGISTERED OFFICE AND REGISTERED AGENT
OF
PONGO/MCCLORY, INC.**

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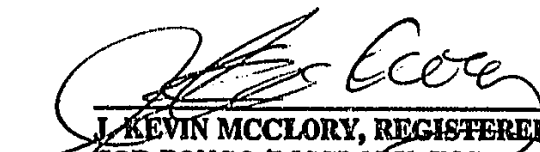
Pursuant to §48.091, Florida Statutes, the following is submitted in compliance with said Act:

That PONGO/MCCLORY INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 6301 19th Avenue North, St. Petersburg, Florida 33710, has designated registered agent J. KEVIN MCCLORY of 6301 19th Avenue North, St. Petersburg, Florida 33701, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

DATED: 7-10, 1997


J. KEVIN MCCLORY, REGISTERED AGENT
FOR PONGO/MCCLORY, INC.