

Document Number 01

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name

TALLAHASSEE, FL 32301

Address

222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

300002264963--3

-08/12/97--01072--030

\*\*\*\*\*70.00 \*\*\*\*\*70.00

Sunshine Refreshment Services, Inc.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 AUG 12 PM 8:09

FILED

☒ Profit Articles

☐ NonProfit

☐ Amendment

☐ Merger

☐ Limited Liability Co.

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fictitious Name Filing

☐ Certified Copy

☐ Photo Copies

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☐ Call When Ready

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8-12-97

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97 AUG 12 PM 12:30  
DIVISION OF CORPORATION

CR2E031 (1-89)

**STATE OF FLORIDA**  
**ARTICLES OF INCORPORATION**  
**OF**  
**SUNSHINE REFRESHMENT SERVICES, INC.**

**FILED**  
97 AUG 12 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is:

Sunshine Refreshment Services, Inc.

SECOND: The street address of the initial principal office and, if different, the mailing address of the corporation is:

901 Douglas Avenue, Suite 100  
Altamonte Springs, FL 32714

THIRD: The number of shares the corporation is authorized to issue is:

200,000 shares common stock, par value \$.01 per share.

FOURTH: Provisions for the regulation of the internal affairs of the corporation are:

**4A PROVISIONS AS TO INTERCOMPANY DEALINGS**

The Corporation may enter into (i) contracts or transact business with (A) one or more of its Directors, officers, or stockholders, or (B) with any corporation, organization or other concern in which any one or more of its Directors, officers or stockholders are Directors, officers or stockholders, or otherwise are interested, and (ii) other contracts or transactions in which any one or more of its Directors, officers or stockholders is in any way interested; and, in the absence of fraud, no such contract or transaction, shall be invalidated or in any way affected by the fact that such Directors, officers or stockholders of the Corporation have or may have interests which are or might be adverse to the interests of the Corporation, even though the vote or actions of Directors, officers or stockholders having such adverse interests may have been necessary to obligate the Corporation upon such contract or transaction. At any meeting of the Board of Directors of the Corporation (or any duly authorized committee thereof) any such Director or Directors may vote or act thereat with like force and effect as if he/she had no such interest so long as the material facts as to such interest and as to such contract or transaction (though not necessarily the extent or details thereof) shall be disclosed or shall have been known to the Directors or a majority thereof present and acting on such matter. A general notice that a Director or officer is interested in any corporation or other concern of any kind referred to shall be sufficient disclosure as to such Director or officer with respect to all contracts and transactions with such corporation or other concern. No Director shall be disqualified from holding office as Director or officer of the Corporation by reason of any such adverse interest, unless the interest is detrimental

to the Corporation. In the absence of fraud, no Director, officer or stockholder having such adverse interest shall be liable to the Corporation or to any stockholder or creditor thereof or to any other person for any loss incurred by it under or by reasons of such contract or transaction, nor shall any such Director, officer or stockholder be accountable for any gains or profits realized thereon.

#### 4B INDEMNIFICATION OF DIRECTORS AND OFFICERS

Except as otherwise provided below, the Corporation shall, to the extent legally permissible, indemnify each person who is, or shall have been, a Director or officer of the Corporation against all liabilities and expenses (including judgments, fines, penalties and attorneys' fees and all amounts paid, other than to the Corporation or such other organization, in compromise or settlement) imposed upon or incurred by any such person in connection with, or arising out of, the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he/she may be a defendant or with which he/she may be threatened or otherwise involved, directly or indirectly, by reason of his/her being or having been a Director or officer.

The Corporation shall provide no indemnification with respect to any matter as to which any such Director or officer shall be finally adjudicated in such action, suit or proceeding not to have acted in good faith in the reasonable belief that his/her action was in the best interests of the Corporation. The Corporation shall provide no indemnification with respect to any settlement or compromise of any such matter, pursuant to a consent decree or otherwise, unless such settlement or compromise shall have been approved as in the best interests of the Corporation, after notice that indemnification is involved by (i) a majority of the disinterested Directors or (ii) a majority of the disinterested stockholders entitled to elect Directors, voting as a single class.

Indemnification may include payment by the Corporation of expenses in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if it is ultimately determined that such person is not entitled to indemnification under this Article 4.

As used in this article, the terms "Director", "officer" and "person" include their respective heirs, executors, administrators and legal representatives, and a "disinterested" Director or stockholder is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is not then pending.

The rights of indemnification and advancement of expenses provided in this Article 4 shall not be exclusive of or affect any other rights to which any Director, officer or other person may be entitled under any agreement, statute, vote of stockholders or otherwise. The Corporation's obligation to provide indemnification under this Article 4 shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage under a policy maintained by the Corporation or any other person. Nothing contained in this

Article 4 shall affect any rights to which corporate personnel other than Director and officers may be entitled by contract or otherwise.

4C LIMITATION OF DIRECTOR AND OFFICER LIABILITY

No Director or officer shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director or officer except to the extent that exculpation from liability is not permitted under Florida law as in effect at the time such liability is determined. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any Director or officer for or with respect to any acts or omissions of such Director or officer occurring prior to such amendment or repeal.

4D AMENDMENT OF BY-LAWS

Except with respect to any provision thereof which by law, the Articles of Incorporation or the Bylaws requires action by the stockholders, the Board of Directors may amend the Bylaws in the manner provided therein.

4E PARTNERSHIP

The Corporation may be a partner in any business enterprise which said Corporation would have power to conduct by itself.

FIFTH: The street address of the initial registered office of the corporation is:

c/o CT Corporation System  
1200 South Pine Island Road  
City of Plantation, FL 33324

and the name of its initial registered agent at such address is:

CT Corporation System.

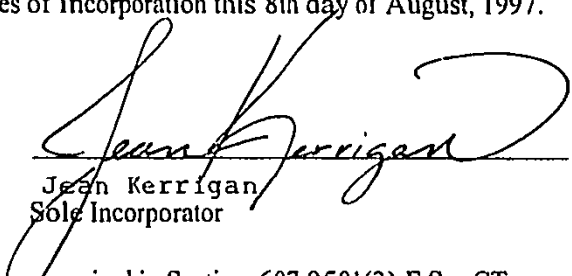
SIXTH: The number of directors constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Thomas E. Caridi  
Philip P. Ullo  
Frank Lucia

SEVENTH: The name and address of the sole incorporator is:

Jean Kerrigan  
c/o CT Corporation System  
2 Oliver Street  
Boston, Massachusetts 02109

The undersigned has executed these Articles of Incorporation this 8th day of August, 1997.

  
Jean Kerrigan  
Sole Incorporator

Acceptance by the registered agent as required in Section 607.0501(3) F.S.: CT Corporation System is familiar with and accepts the obligations provided for in Section 607.0505.

CT CORPORATION SYSTEM

By: 

**SYLVIA AMENTA GRAY**  
SPECIAL ASSISTANT SECRETARY

\_\_\_\_\_  
(Type name of officer)

\_\_\_\_\_  
(Title of officer)

**FILED**  
97 AUG 12 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA