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S. DAVID SHEFFMAN, J.D., LL.B.

ATTORNEY/MEDIATOR

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August 6, 1997

Sec. of State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Fla. 32314

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****262.50 ****131.25


Re: Articles of Incorporation for
**FLORIDA STATE FOOD SYSTEMS, INC. &
FLORIDA STATE VENDING CORPORATION**

To Whom It May Concern;

Enclosed please find the original plus 2 copies of the Articles of Incorporation for 2 new corporations named above. Also enclosed is my check for \$262.50 which reflects your filing Fee plus the charge for a Certified Copy and Certificate of Status. Please register these corporations and send me the returns in the enclosed self-addressed and stamped envelope.

Thank you for your attention to this matter.

Sincerely,


S. David Sheffman, J.D., LL.B.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

411 8/13/97

ARTICLES OF INCORPORATION

FOR

FLORIDA STATE FOOD SYSTEMS, INC.

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

I, the undersigned, for the purposes of becoming a corporation under the Laws of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporations for profit, file these Articles of Incorporation.

ARTICLE I

The name of the corporation is:

FLORIDA STATE FOOD SYSTEMS, INC.,

ARTICLE II

The street address of the principal place of business of the corporation and the mailing address of the corporation is: **11801 N.W. 100th Rd., Suite #1, Medley, Fla. 33178.** The corporation may have such other places of business both within and without the State of Florida, and in foreign countries, as may be necessary and convenient.

ARTICLE III

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be 100 shares at FIVE (\$5.00) DOLLARS par value, unless duly changed in accordance with the Laws of the State of Florida.

ARTICLE IV

The street address of the initial registered office of this corporation in the State of Florida is 1111 Lincoln Rd, #500, Miami Beach, Fla. 33139 and the name of the initial registered agent of this corporation at that address is S. David Sheffman.

ARTICLE V

The general nature of the business or business to be transacted is as follows:

Section 1: To buy, sell, mortgage, lease, encumber, alienate, or otherwise deal in vending machine and food service business. This business may included real property and to construct thereon, cause to be constructed thereon, or otherwise improve real property or personal property, including the doing of any and all business and contracting incidental thereto or connected therewith and the doing and performing any and all acts or things necessary, proper or convenient for or incidental to furtherance or the carrying out of the powers and purposes herein mentioned.

Section 2: To engage in any commercial or industrial enterprise calculated or designed to be profitable to this corporation and in conformity with the Laws of the State of Florida.

Articles of Incorporation for
Florida State Food Systems, Inc.

Section 3: To generally engage in, do and perform any enterprise, act or vocation that a natural person might do or perform.

Section 4: To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the Laws of the State of Florida, or in any other State in the United States or in any foreign country. To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in this state or throughout the United States, and elsewhere.

ARTICLE VI

The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE VII

Any unissued stock or such additional authorized issue of new stock or of other securities convertible into stock may be issued and disposed of pursuant to resolution of the Board of Directors to such other persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of their discretion.

ARTICLE VIII

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

This corporation shall exist perpetually.

ARTICLE X

This corporation shall have one director initially. The number of directors maybe increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE XI

The name and street address of the first Board of Directors of this corporation, who shall hold office until the organization meeting of this corporation, and until their successors are elected and have qualified, are:

Articles of Incorporation for
Florida State Food Systems, Inc.

Mr. Mark L. Woolfson
11801 N.W. 100th Rd., Suite #1,
Medley, Fla. 33178

ARTICLE XII

The name and street address of the subscriber to the Articles of Incorporation is:

Mr. Mark L. Woolfson
11801 N.W. 100th Rd., Suite #1,
Medley, Fla. 33178

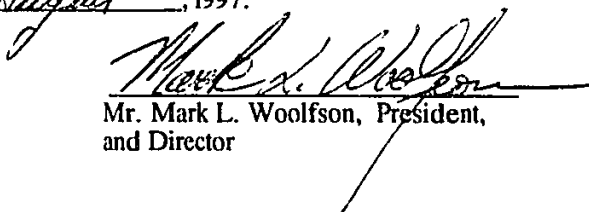
ARTICLE XIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE XIV

In accordance with F.S.607.167, the date of corporation existence of this corporation shall be the date of subscription and acknowledgement of these Articles of Incorporation provided these Articles of Incorporation are filed by the Department of State within five (5) days, exclusive of legal holidays, after such date. Otherwise, the date of corporate existence shall be upon the filing of these Articles of Incorporation by the Department of State.

IN WITNESS WHEREOF, I, the undersigned, being the subscribing incorporator have hereunto set my hand and seal for the purpose of forming this corporation under the Laws of the State of Florida, this 1 day of August, 1997.


Mr. Mark L. Woolfson, President,
and Director

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared MARK L. WOOLFSON before me, and he executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the County and State named above, this 1

Articles of Incorporation for
Florida State Food Systems, Inc.

day of August, 1997.



JERRY A. MURPHY
COMMISSION # CC 511308
EXPIRES NOV 21, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

Notary Public, State of Florida

My Commission Expires:

THE UNDERSIGNED hereby accepts the designation of Registered Agent and hereby agrees to comply with all pertinent Statutes.



JERRY A. MURPHY
COMMISSION # CC 511308
EXPIRES NOV 21, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

S. DAVID SHEFFMAN, As Registered
Agent

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA