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THE LAW OFFICES OF ANDREW N. COVE

A PROFESSIONAL ASSOCIATION
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October 10, 1997

Susan Payne
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

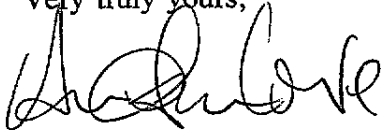
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Re: MASTER VENDING CORPORATION
Our File No. 97-0250

Dear Ms. Payne:

As discussed, enclosed please find our Articles of Amendment on the above-referenced. Please file same as soon as possible. I've enclosed my firm check in the sum of Thirty-Five Dollars (\$35.00). Thank you in advance for all your help.

Very truly yours,



ANDREW N. COVE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 16 PM 1:36

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Amend

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
MASTER VENDING CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Pursuant to the provisions of section 607.1006 Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

^{15th} The following amendments were adopted by the shareholders on the 15th day of October, 1997 and the number of votes cast for the amendment was sufficient for approval:

FIRST

The principal place of business and mailing address of the Corporation shall be:

3050 Biscayne Blvd.
Suite 801
Miami, Florida 33137

SECOND

The sole officer and director of the Corporation shall be:

Kenneth M. Berman

THIRD

The name and address of the registered agent for the Corporation (the statement required by Florida Statute 607.0501 is attached hereto):

Kenneth M. Berman
3050 Biscayne Blvd.
Suite 801
Miami, Florida 33137

Signed this ^{15th} 15th day of October, 1997.

BY: KMB

PRESIDENT

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, MASTER VENDING CORPORATION, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

The name and address of the registered agent and office of MASTER VENDING CORPORATION is Kenneth M. Berman located at 3050 Biscayne Blvd., Suite 801, Miami, Florida 33137.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Accepted and agreed:



KENNETH M. BERMAN