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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: 84 VENDING, INC.

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ARTICLES OF INCORPORATION
OF

84 VENDING, INC.

THE UNDERSIGNED SUBSCRIBER(S) TO THESE ARTICLES OF INCORPORATION, COMPETENT TO CONTRACT, HEREBY FORMS A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I.

THE NAME OF THIS CORPORATION SHALL BE:

84 VENDING, INC.

ARTICLE II.

THE GENERAL NATURE OF THE BUSINESS AND THE OBJECT AND PURPOSES TO BE TRANSACTED AND CARRIED ON ARE TO DO ANY AND ALL OF THE THINGS HEREINMENTIONED, AS FULLY AND TO DO THE SAME EXTENT AS NATURAL PERSONS MIGHT DO OR COULD DO, VIZ:

TO ENGAGE IN AND CARRY ON ANY BUSINESS ACTIVITIES PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

TO PURCHASE, LEASE OR OTHERWISE ACQUIRE AND HOLD LANDS, BUILDINGS AND TENEMENTS FOR THE OFFICES AND PREMISES OF THE CORPORATION, AND TO LEASE, MORTGAGE AND CONVEY SUCH REAL ESTATE IN SUCH MANNER AS MAY APPEAR FOR THE BEST INTERESTS OF THE CORPORATION.

SUE AND BE SUED AND APPEAR AND DEFEND IN ALL ACTIONS AND PROCEEDINGS IN ITS CORPORATE NAME TO THE EXTENT AS A NATURAL PERSON.

ADOPT AND USE A COMMON CORPORATE SEAL AND ALTER THE SAME.

APPOINT SUCH OFFICERS AND AGENTS AS ITS AFFAIRS SHALL REQUIRE AND ALLOW THEM SUITABLE COMPENSATION.

(954) 523-7700

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WILLIAM D. BEAMER, P.A.
1290 E. OAKLAND PARK BLVD.
SUITE 101
FT. LAUDERDALE, FL 33334

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ADOPT, CHANGE, AMEND, AND REPEAL BY-LAWS, NOT INCONSISTENT WITH LAW OR ITS CERTIFICATE OF INCORPORATION, FOR THE EXERCISE OF ITS CORPORATE POWERS, THE TRANSFER ON ITS RECORDS OF ITS STOCK OR OTHER EVIDENCE OF INTEREST OR MEMBERSHIP, AND THE CALLING AND HOLDING OF MEETINGS OF ITS STOCKHOLDERS.

MAKE AND ENTER INTO ALL CONTRACTS NECESSARY AND PROPER FOR THE CONDUCT OF IT BUSINESS.

TO IMPROVE, MANAGE AND OPERATE REAL PROPERTY AND TO BUILD, CONSTRUCT, AND ALTER RESIDENTIAL, COMMERCIAL AND INDUSTRIAL STRUCTURES THEREON; TO BUY, SELL, RENT, AND LEASE REAL AND PERSONAL PROPERTY, TO OWN, IMPROVE, MANAGE, AND OPERATE BUSINESS PROPERTIES: TO CONDUCT BUSINESS IN, HAVE ONE OR MORE OFFICES IN, AND BUY, HOLD, MORTGAGE, SELL, CONVEY, LEASE, IMPROVE, AND DISPOSE OF REAL AND PERSONAL PROPERTY, INCLUDING FRANCHISES, PATENTS, COPYRIGHTS, TRADEMARKS, AND LICENSES, IN THE STATE OF FLORIDA AND IN ALL OTHER STATES AND COUNTRIES; TO CONTRACT DEBTS AND BORROW MONEY, AND EXECUTE SUCH MORTGAGES, TRANSFERS OF CORPORATE PROPERTY, OR OTHER INSTRUMENTS TO SECURE PAYMENT OF CORPORATE INDEBTEDNESS AS MAY BE REQUIRED; TO PURCHASE THE CORPORATE ASSETS OF ANY OTHER CORPORATION AND ENGAGE IN THE SAME OR OTHER CHARACTER OF BUSINESS; TO GUARANTEE, ENDORSE, HOLD, PURCHASE, SELL, TRANSFER, MORTGAGE, HYPOTHECATE, PLEDGE, OR OTHERWISE ACQUIRE OR DISPOSE OF CORPORATE STOCK, OR ANY BONDS, SECURITIES, OR OTHER EVIDENCES OF INDEBTEDNESS CREATED BY ANY OTHER CORPORATION OF THE STATE OF FLORIDA OR ANY OTHER STATE OR GOVERNMENT, AND WHILE OWNER OF SUCH STOCK, TO EXERCISE ALL THE RIGHTS, POWERS, AND PRIVILEGES OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE SUCH STOCK, AND TO MAKE AND ENTER INTO ALL CON-

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TRACTS NECESSARY AND PROPER FOR THE OPERATION OF ITS BUSINESS.

TO LEND MONEY AND NEGOTIATE LOANS; TO DRAW, ACCEPT, ENDORSE, DISCOUNT, BUY, SELL, AND DELIVER BILLS OF EXCHANGE, PROMISSORY NOTES, BONDS, DEBENTURES, AND OTHER NEGOTIABLE INSTRUMENTS AND SECURITIES. GENERALLY, TO CARRY ON AND UNDERTAKE ANY BUSINESS UNDERTAKING, TRANSACTION OR OPERATION, DOMESTIC OR FOREIGN, CARRIED ON OR UNDERTAKEN BY CAPITALISTS, PROMOTERS AND FINANCIERS WHICH MAY SEEM CAPABLE OF BEING CONVENIENTLY CARRIED ON IN CONNECTION WITH THE ABOVE OR CALCULATED DIRECTLY OR INDIRECTLY TO ENHANCE THE VALUE OF OR RENDER PROFITABLE, ANY RIGHT OR PROPERTY OF THE CORPORATION.

PURCHASE SELL, HOLD, AND TRANSFER SHARES OF ITS OWN CAPITAL STOCK, PROVIDED THAT IT SHALL NOT PURCHASE ANY OF ITS OWN CAPITAL STOCK EXCEPT FROM THE SURPLUS OF ITS OWN CAPITAL STOCK OWNED BY THE CORPORATION AND IN NO EVENT SHALL BE VOTED, DIRECTLY OR INDIRECTLY, OR COUNTED AS OUTSTANDING FOR THE PURPOSE OF ANY STOCKHOLDER'S QUORUM OR VOTE.

DO ALL AND EVERYTHING NECESSARY AND PROPER FOR THE ACCOMPLISHMENT OF THE OBJECTS ENUMERATED IN THIS CERTIFICATE OF INCORPORATION OR NECESSARY OR INCIDENTAL TO THE BENEFIT AND PROTECTION OF THE CORPORATION, AND TO CARRY ON ANY LAWFUL BUSINESS NECESSARY OR INCIDENTAL TO THE ATTAINMENT OF THE OBJECTS OF THE CORPORATION, WHETHER OR NOT SUCH BUSINESS IS SIMILAR IN NATURE TO THE OBJECTS ENUMERATED IN ITS CERTIFICATE OF INCORPORATION OR ANY AMENDMENTS THEREOF.

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CONTRACT DEBTS AND BORROW MONEY AT SUCH RATES OF INTEREST NOT TO EXCEED THE LAWFUL INTEREST RATE AND UPON SUCH TERMS AS IT OR ITS BOARD OF DIRECTORS MAY DEEM NECESSARY OR EXPEDIENT AND SHALL AUTHORIZE OR AGREE UPON, ISSUE AND SELL OR PLEDGE BONDS, DEBENTURES, NOTES AND OTHER EVIDENCES OF INDEBTEDNESS, WHETHER SECURED OR UNSECURED, AND EXECUTE SUCH MORTGAGES OR OTHER INSTRUMENTS UPON OR ENCUMBERING ITS PROPERTY OR CREDIT TO SECURE THE PAYMENT OF MONEY BORROWED OR OWING BY IT, AS OCCASION MAY REQUIRE AND THE BOARD OF DIRECTORS DEEM EXPEDIENT.

MAKE GIFTS FOR EDUCATIONAL, SCIENTIFIC, OR CHARITABLE PURPOSES.

ARTICLE III.

THE MAXIMUM NUMBER OF SHARES OF STOCK OF THIS CORPORATION AUTHORIZED TO BE OUTSTANDING AT ANY ONE TIME SHALL BE 7,500 SHARES OF COMMON STOCK OF THE PAR VALUE OF \$1.00 EACH. THE CONSIDERATION TO BE PAID FOR EACH SHARE BE FIXED BY THE BOARD OF DIRECTORS.

ARTICLE IV.

THE CORPORATION SHALL BEGIN BUSINESS WITH A CAPITAL OF NOT LESS THAN SEVEN THOUSAND FIVE HUNDRED DOLLARS.

ARTICLE V.

THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE VI.

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE LOCATED IN THE CITY OF DANIA, COUNTY OF BROWARD, FLORIDA, WITH A POST OFFICE ADDRESS AT 2200 STATE ROAD 84, DANIA, FLORIDA 33312 OR AT SUCH OTHER PLACES WITHIN OR WITHOUT THE STATE OF FLORIDA AS THE BOARD OF DIRECTORS SHALL, BY APPROPRIATE ACTION HEREAFTER, FROM

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TIME TO TIME DETERMINE.

ARTICLE VII.

A.) THE BUSINESS OF THIS CORPORATION SHALL BE CONDUCTED AND MANAGED BY ITS BOARD OF DIRECTORS, AND SUCH BOARD OF DIRECTORS SHALL CONSIST OF NOT LESS THAN ONE (1) MEMBER. A MAJORITY OF THE FIRST BOARD OF DIRECTORS NAMED BELOW SHALL HAVE THE POWER TO APPROVE AND ADOPT THE BY-LAWS OF THIS CORPORATION UNTIL HER SUCCESSORS ARE ELECTED OR APPOINTED.

B.) THE QUALIFICATIONS, TIME AND PLACE OF ELECTION AND TERM OF OFFICE OF EACH DIRECTOR SHALL BE AS PROVIDED FOR IN THE BY-LAWS OF THE CORPORATION.

C.) THE OFFICERS OF THIS CORPORATION MAY CONSIST OF A PRESIDENT, VICE PRESIDENT, A SECRETARY AND TREASURER, AND SUCH OTHER OFFICERS AND AGENTS AS MAY BE PROVIDED FOR BY THE BY-LAWS OF THIS CORPORATION, WHO SHALL BE CHOSEN, SERVE FOR SUCH TERM, AND HAVE SUCH DUTIES AS MAY BE PRESCRIBED BY SUCH BY-LAWS.

D.) A DIRECTOR MAY BE REMOVED WITH OR WITHOUT CAUSE AT ANY ANNUAL OR SPECIAL MEETING OF STOCKHOLDERS ONLY UPON AFFIRMATIVE VOTE OF STOCKHOLDERS OF FIFTY ONE PERCENT (51%) OF STOCK PRESENT AND VOTING.

ARTICLE VIII.

THE NAME AND POST OFFICE ADDRESS OF THE MEMBER OF THE FIRST BOARD OF DIRECTORS, WHO, UNLESS OTHERWISE PROVIDED BY THE BY-LAWS OF THIS CORPORATION, SHALL HOLD OFFICE AND MANAGE THE CORPORATION FOR THE FIRST YEAR OF EXISTENCE OF THE CORPORATION, OR UNTIL HIS/HER SUCCESSOR IS ELECTED OR APPOINTED AND IS QUALIFIED, IS AS FOLLOWS:

NAME

ADDRESS

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JOSEPH ORANDELLO

RHONDA SHOEMAKER

2200 STATE ROAD 84
DANIA, FLORIDA 33312
2200 STATE ROAD 84
DANIA, FLORIDA 33312

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ARTICLE IX.

THE NAME AND POST OFFICE ADDRESS OF THE SUBSCRIBER TO THESE ARTICLES OF INCORPORATION IS AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>
JOSEPH ORANDELLO	2200 STATE ROAD 84 DANIA, FLORIDA 33312
RHONDA SHOEMAKER	2200 STATE ROAD 84 DANIA, FLORIDA
33312	

ARTICLE X.

DIRECTORS HAVING SUCH ADVERSE INTEREST SHALL HAVE BEEN NECESSARY TO OBLIGATE THE CORPORATION UPON SUCH CONTRACT OR OBLIGATION; PROVIDED, HOWEVER, THAT IN ANY SUCH CASE, THE FACT OF SUCH INTEREST SHALL BE DISCLOSED TO THE OTHER DIRECTORS OR STOCKHOLDERS ACTING UPON OR IN REFERENCE TO SUCH CONTRACT OR TRANSACTION. NO DIRECTORS OR DIRECTOR HAVING DISCLOSED SUCH ADVERSE INTERESTS 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 REASON OF ANY SUCH CONTRACT OR TRANSACTION, NOR SHALL ANY SUCH DIRECTOR OR DIRECTORS BE ACCOUNTABLE FOR ANY GAINS OR PROFITS REALIZED THEREON. PROVIDED, ALSO, THAT SUCH CONTRACT OR TRANSACTION SHALL, AT THE TIME AT WHICH IT WAS ENTERED INTO, HAVE BEEN A REASONABLE ONE TO HAVE BEEN ENTERED INTO AND SHALL HAVE BEEN UPON TERMS THAT, AT THE TIME WERE FAIR.

ARTICLE XI.

EACH DIRECTOR OR OFFICER OF THE CORPORATION, WHETHER OR NOT THEN IN OFFICE, SHALL BE INDEMNIFIED BY THE CORPORATION AGAINST ALL COSTS AND EXPENSES REASONABLY INCURRED OR IMPOSED UPON HIM IN CONNECTION WITH OR ARISING OUT OF ANY CLAIM, DEMAND, ACTION, SUIT, OR PROCEEDINGS IN WHICH HE MAY BE INVOLVED OR TO WHICH HE MAY BE

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MADE A PARTY BY REASON OF HIS BEING OR HAVING BEEN A DIRECTOR OR AN OFFICER OF THE CORPORATION (SAID EXPENSES TO INCLUDE ATTORNEY'S FEES AND THE COST OF REASONABLE SETTLEMENTS MADE WITH A VIEW OF CURTAILMENT OF COSTS OF LITIGATION). EXCEPT IN RELATION TO MATTERS AS TO WHICH HE FINALLY SHALL BE ADJUDGED IN ANY SUCH ACTION, SUIT, OR PROCEEDINGS TO HAVE BEEN DERELICT IN THE PERFORMANCE OF HIS DUTY AS SUCH OFFICER OR DIRECTOR. SUCH RIGHT OF INDEMNIFICATION SHALL BE EXCLUSIVE OF ANY OTHER RIGHTS TO WHICH A DIRECTOR OR AN OFFICER MAY BE ENTITLED TO UNDER ANY REGULATIONS, AGREEMENTS, VOTE OF STOCKHOLDERS OR TO WHICH HE MAY BE ENTITLED TO AS A MATTER OF LAW, AND THE RIGHTS OF INDEMNIFICATION SHALL INURE TO THE BENEFIT OF THE DIRECTOR OR OFFICER.

ARTICLE XII.

A DIRECTOR SHALL NOT BE LIABLE FOR DIVIDENDS ILLEGALLY DECLARED, DISTRIBUTIONS ILLEGALLY MADE TO STOCKHOLDERS OR ANY OTHER ACTION TAKEN BY RELIANCE IN GOOD FAITH UPON THE FINANCIAL STATEMENTS OF THE CORPORATION REPRESENTED TO HIM TO BE CORRECT BY AN OFFICER HAVING CHARGE OF ITS BOOKS OF ACCOUNTS OR A FINANCIAL STATEMENT CERTIFIED BY A CERTIFIED PUBLIC ACCOUNTANT TO FAIRLY REFLECT THE FINANCIAL CONDITION OF THE CORPORATION; NOR SHALL HE BE LIABLE IF, IN GOOD FAITH IN DETERMINING THE AMOUNT AVAILABLE FOR DIVIDENDS OR DISTRIBUTION, HE CONSIDERS THE ASSETS TO BE OF THEIR BOOK VALUE.

ARTICLE XIII.

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER

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PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED BY A STOCKHOLDER'S MEETING BY FIFTY ONE PERCENT OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL DIRECTORS AND ALL STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE ADOPTED.

ARTICLE XIV.

ANY ACTION THAT MAY BE TAKEN AT A MEETING OF THE STOCKHOLDERS OF THIS CORPORATION MAY BE TAKEN WITHOUT A MEETING, IF CONSENT IN WRITING SETTING FORTH THE ACTION SHALL BE SIGNED BY ALL, BUT NOT LESS THAN ALL, OF THE STOCKHOLDERS OF THE CORPORATION ENTITLED TO VOTE ON TH ACTION AND SHALL BE FILED BY THE SECRETARY OF THE CORPORATION. THIS CONSENT SHALL HAVE THE SAME EFFECT AS A UNANIMOUS VOTE AT A STOCKHOLDERS' MEETING. IF ALL OF THE DIRECTORS, SEVERALLY OR COLLECTIVELY, LIKEWISE CONSENT IN WRITING OR WRITINGS EVIDENCING THEIR CONSENT ARE FILED WITH THE SECRETARY OF THE CORPORATION, THE ACTION SHALL BE VALID AS THOUGH IT HAD BEEN AUTHORIZED AT A MEETING OF THE BOARD OF DIRECTORS.

ARTICLE XV.

IN PURSUANCE OF CHAPTER 607.034, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

1.) THE REGISTERED OFFICE OF THE CORPORATION SHALL BE LOCATED AT: 2200 STATE ROAD 84, DANIA, FLORIDA 33312.

2.) THE REGISTERED AGENT OF THE CORPORATION SHALL BE JOSEPH ORANDELLO WHOSE ADDRESS IS: 2200 STATE ROAD 84, DANIA, FLORIDA 33312.

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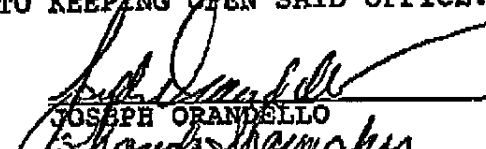

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TALLAHASSEE, FLORIDA

ARTICLE XVI.



IN PURSUANCE WITH CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOW-
ING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

THAT 84 VENDING, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF
THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN
THE ARTICLES OF INCORPORATION, IN THE CITY OF DANIA, COUNTY OF
BROWARD, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PRO-
CESS WITHIN THIS STATE.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED 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.

 (SEAL)
JOSEPH ORANDELLO

RHONDA SHOEMAKER

IN WITNESS WHEREOF, THE SUBSCRIBER(S) HERETO HAS HEREUNTO SET
HIS HAND AND SEAL THIS 30TH DAY OF OCTOBER, 1997.

 (SEAL)
JOSEPH ORANDELLO

RHONDA SHOEMAKER

STATE OF FLORIDA)
COUNTY OF BROWARD)

S. S.

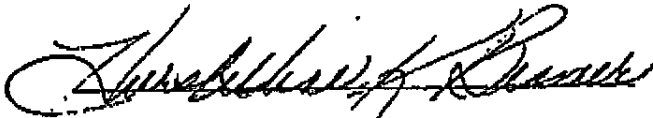
I HEREBY CERTIFY THAT ON THIS DAY BEFORE ME, A NOTARY PUBLIC
DULY AUTHORIZED IN THE STATE AND COUNTY AFORESAID TO TAKE ACKNOWL-
EDGEMENTS, PERSONALLY APPEARED JOSEPH ORANDELLO, TO ME WELL KNOWN

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TO BE THE PERSON DESCRIBED IN, AND WHO, HAVING THE POWER AND CAPACITY TO DO SO, EXECUTED THE FOREGOING ARTICLES OF INCORPORATION OF 84 VENDING, INC. AND HE ACKNOWLEDGED BEFORE ME THAT HE SUBSCRIBED TO THESE ARTICLES OF INCORPORATION.

WITNESS MY HAND AND OFFICIAL SEAL IN THE STATE AND COUNTY AFORESAID THIS 30TH DAY OF OCTOBER, 1997.


NOTARY PUBLIC, STATE OF FLORIDA



MURIELLENE K BEAMER
My Commission CD448824
Expires Mar. 27, 1999
Bonded by NFNLI
800-224-6388

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