

Offices of
Artice L. McGraw, P.A.
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Pensacola, Florida 32501-5681

Personal Injury
Wrongful Death
Trial Practice-General
Admitted in Florida
and Alabama

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March 16, 1998

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

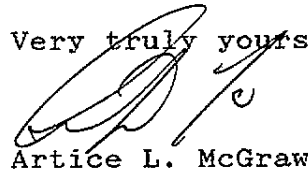
Re: Brailey, Inc.

Dear Sir:

Enclosed for filing are an original and one copy of Articles Of Incorporation for the above referenced corporation, together with our check in the amount of \$122.50 (filing fee: \$35.00, certified copy: \$52.50 and registered agent designation \$35.00). Please return the certified copy to our office.

Thank you for your assistance.

Very truly yours,



Artice L. McGraw

ALMcG:dcy
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

BRAILEY, INC.

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DIVISION OF CORPORATIONS
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The undersigned hereby associate themselves for the purpose of becoming a body corporate under the Laws of the State of Florida and do hereby certify, make, subscribe, acknowledge and file, in the Office of the Department of State, this certificate:

1. The name of the corporation shall be: BRAILEY, INC..

2. The general nature of the business to be transacted is as follows: The placing, leasing and distribution of vending equipment.

To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and with goods, wares and merchandise, and real and personal property of every class and description.

To buy, sell, purchase, assign, hypothecate and otherwise deal in notes, mortgages, bonds and other evidences of indebtedness secured and unsecured, guaranteed, insured or of conventional type.

To acquire, and pay in cash, bonds of this corporation, stock or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate

rights, privileges, or franchises or for any other lawful purpose of its incorporation; to insure bonds, promissory notes, bills of exchange, debentures, obligations and evidences of indebtedness, payable at a specific time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired or any other lawful objects.

In any manner acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any other licenses or other rights or interest therein or thereunder.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of capital stock of, or any bonds, securities of indebtedness created by any other corporation or corporations organized under the laws of this State or any other State or government and while the owners of such stock to exercise all rights, powers and privileges of ownership, including the right to vote thereon.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock except from the surplus of its assets over its liabilities including capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly now counted as outstanding for the purpose of any stockholders' quorum or vote.

To conduct business, have one or more offices and hold, purchase, mortgage and convey real and personal property in this

State or in any of the several states, territories, possessions and dependencies of the United States, District of Columbia, or foreign countries.

To do all and everything necessary and proper for the accomplishment of the objects enumerated in this Certificate of Incorporation or any amendment thereto or necessary or incidental to the protection and benefit of this corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects set forth in this Certificate of Incorporation or any amendment thereto, and to do any and all things hereinabove set forth to the same extent as natural persons might do or could do.

The foregoing clauses shall be construed both as objects and powers, and shall be in addition to those powers granted by statute; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation, or the nature of business or businesses to be transacted or engaged in by said corporation, but shall be in addition to the business or businesses authorized to be conducted by corporations under the laws of the State of Florida.

3. The maximum number of shares of stock this corporation is authorized to have outstanding at any one time shall be 1,000 shares at a par value of \$1.00 per share.

4. The amount of capital with which this corporation shall begin business is hereby fixed at \$500.00.

5. That this corporation shall exist perpetually and its existence shall cease only upon its lawful dissolution.

6. That the principal office of this corporation will be in Pensacola, County of Escambia, State of Florida, and that the post office address of the principal office is: 4890 Laventana Terrace, Pensacola, FL 32526. That the registered agent of this corporation shall be ARTICE L. McGRAW, and that the post office address for the registered agent is: 817 North Palafox Street, Pensacola, FL 32501-5681.

7. That the number of directors of said corporation is hereby fixed at not less than one nor more than three, the number to be chosen for any given year to be determined by the stockholders at the annual meeting for the election of officers.

8. The names and post office addresses of the members of the first Board of Directors who, subject to the provisions of this Certificate of Incorporation, the By-Laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of the corporation, or until their successors are elected and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
CHARLES W. STECZ, II	4890 Laventana Terrace Pensacola, FL 32526
SHANNON MARIE STECZ	4890 Laventana Terrace Pensacola, FL 32526

The whole or any part of the capital stock of the corporation (including that subscribed herein) may be paid for in money, or property, labor, services or real estate having a value, in the judgment of the Board of Directors, equivalent to the full par value of the shares of stock to be issued.

The Board of Directors is hereby authorized to issue and hold all or any part of the shares of the capital stock of the corporation (including that subscribed herein) as partly paid.

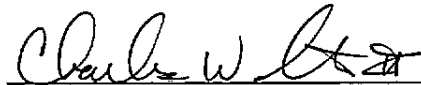
9. The officers of this corporation who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified shall be:

Co-Presidents: CHARLES W. STECZ, II and SHANNON MARIE STECZ

Co-Secretaries: CHARLES W. STECZ, II and SHANNON MARIE STECZ

Co-Treasurers: CHARLES W. STECZ, II and SHANNON MARIE STECZ

IN WITNESS WHEREOF, the undersigned, CHARLES W. STECZ, II and SHANNON MARIE STECZ, have hereunto set their hands and seals to this Certificate of Incorporation as a subscribers aforesaid, on this the 19th day of March, 1998, and made and executed this Certificate of Incorporation at Pensacola, Escambia County, Florida, for the uses and purposes aforesaid.


CHARLES W. STECZ, II


SHANNON MARIE STECZ

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me, the undersigned Notary Public, in and for said State and County, this 19th day of March, 1998, by CHARLES W. STECZ, III and SHANNON MARIE STECZ, parties to the foregoing Certificate of Incorporation, who are personally known to me and known to me to be the individuals described in and who executed the foregoing Certificate of Incorporation of BRAILEY, INC., and they acknowledged and declared that they did make, execute, subscribe and acknowledge the foregoing Certificate of Incorporation as their several voluntary act and deed for the purpose of forming a body corporate, pursuant to and under the laws of the State of Florida, and the foregoing Certificate of Incorporation, and that the facts set forth therein are true and correct.



Notary Public - State of Florida



ANDREW R MCGRAW
My Commission CC419226
Expires Nov. 07, 1998
Bonded by HAI
800-422-1555

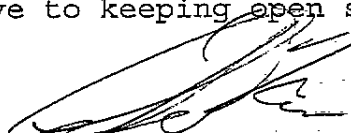
CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

That **BRAILEY, 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 Pensacola, County of
Escambia, State of Florida, has named **ARTICE L. MCGRAW**, located at
817 North Palafox Street, Pensacola, Escambia County, Florida, as
its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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


ARTICE L. MCGRAW

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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