

TIMOTHY M. GOAN, P.A.

ATTORNEY AT LAW
1 CORPORATE DRIVE
SUITE 1-C

PALM COAST, FLORIDA 32137

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P98000029728

March 23, 1998

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*****70.00 *****70.00

Secretary of State
Division of Corporations
State Capitol, Plaza 2
Tallahassee, Florida 32399-0250

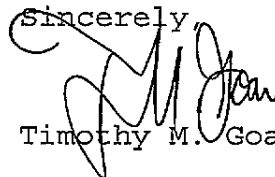
Re: VEND-A-LOT, INC.

TO WHOM IT MAY CONCERN:

Enclosed please find an original and one (1) copy of the Articles of Incorporation concerning the above referenced corporation, together with our check in the sum of \$70.00 representing your filing fee. If all is in order, kindly file the Articles and return a certified copy of same to this office.

Should you have any questions, please do not hesitate to call.

Sincerely,



Timothy M. Goan

TMG:sm
Enclosure

FILED
98 MAR 30 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date: 3/31/98

6

ARTICLES OF INCORPORATION

of

VEND-A-LOT, INC.

FILED
98 MAR 30 AM 6:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: VEND-A-LOT, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in food and beverage sales and every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise 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 loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state of government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock with a nominal or par value of \$1.00. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$100.00.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 2751 Moody Blvd., Flagler Beach, Florida 32136. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

The corporation shall have four (4) directors initially. The number of directors may be increased from time to time, by By-Laws adopted by the stockholders.

ARTICLE VIII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
James Volpe	8 Eagle Place Palm Coast, FL 32164
Robert Zodl	45 Wilshire Lane Palm Coast, FL 32164
Sharon Zodl	45 Wilshire Lane Palm Coast, FL 32164

Jeanine Schukal

8 Eagle Place
Palm Coast, FL 32164

ARTICLE IX. SUBSCRIBERS

The name and post office address of the subscriber of these Articles of Incorporation is at follows:

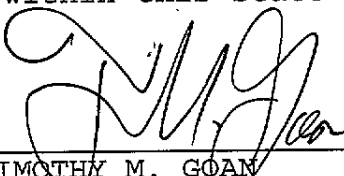
<u>Name</u>	<u>Address</u>
Timothy M. Goan, P.A.	1 Corporate Drive, Suite 1-C Palm Coast, FL 32137

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI. REGISTERED AGENT AND OFFICE

The registered agent and office for this corporation shall be Timothy M. Goan, P.A., 1 Corporate Drive, Suite 1-C, Palm Coast, FL 32137, to accept service of process within this State as to this corporation.

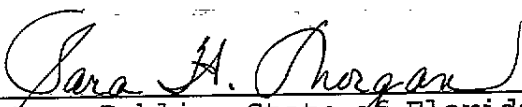


TIMOTHY M. GOAN

STATE OF FLORIDA
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County aforementioned to take acknowledgements, personally appeared TIMOTHY M. GOAN, to me personally known (or produced Florida drivers license) to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 25th day of March, 1998.



Notary Public, State of Florida
at Large

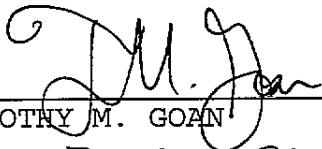
My Commission Expires:

SARA H. MORGAN
Notary Public - State of Florida
My Commission Expires Dec 15, 2001
Commission # CC702485

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED;

FIRST: THAT VEND-A-LOT, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT 2751 MOODY BLVD., FLAGLER BEACH, FL 32136, HAS NAMED
ATTORNEY TIMOTHY M. GOAN, P.A., LOCATED AT 1 CORPORATE DRIVE, SUITE
1-C, PALM COAST, FLAGLER COUNTY, STATE OF FLORIDA, AS ITS
REGISTERED AGENT AND OFFICER TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.



TIMOTHY M. GOAN

DATE: 3-25-98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.



TIMOTHY M. GOAN, ESQUIRE
REGISTERED AGENT

DATE: 3-25-98

FILED
98 MAR 30 AM 6:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA