

LAW OFFICES OF
OBERDORFER & BARRY, P.A.
1719 BLANDING BOULEVARD
JACKSONVILLE, FLORIDA 32210

E. CHARLES OBERDORFER
JOHN G. BARRY, III

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -8 PM 3:00
TELEPHONE
(904) 384-6700
TELECOPIER
(904) 387-0637

P98000032867
April 7, 1998

Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: AAA Vending of Jacksonville, Inc.

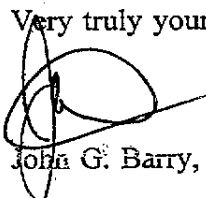
Dear Sir:

Enclosed herewith is the original and one copy of the Articles of Incorporation of AAA Vending of Jacksonville, Inc. I also enclose a designation of registered agent and our check in the amount of \$122.50 to cover the following:

\$ 35.00	Filing fee
52.50	Certified copy of Articles
35.00	Designation of registered agent

Please return the certified copy of the Articles of Incorporation to this office. If you have any questions, please do not hesitate to call this office.

Very truly yours,


John G. Barry, III

JGBIII/tmh
enclosures

500002482555--1
-04/08/98--01058--020
****122.50 ****122.50

**ARTICLES OF INCORPORATION
OF
AAA VENDING OF JACKSONVILLE, INC.**

Article I - Name

The name of this corporation shall be:

AAA VENDING OF JACKSONVILLE, INC.

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 100 shares of Ten Dollar (\$10.00) par value common stock.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is **2262 Hyde Park Road, Jacksonville, Florida 32210**, and the name of the initial registered agent of this corporation at that address is **DONNA L. LITCHFIELD**.

Article VI - Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Gregory T. Litchfield, 2262 Hyde Park Road, Jacksonville, Florida 32210

Donna L. Litchfield, 2262 Hyde Park Road, Jacksonville, Florida 32210

FILED
SECRETARY OF CORPORATIONS
90 APR - 8 PM 2:30

Article VII - Initial Officers

The initial officers of this corporation are:

Gregory T. Litchfield, President

Donna L. Litchfield, Vice President/Secretary

Article VIII - Incorporator

The names and addresses of the persons signing these articles are:

Gregory T. Litchfield
2262 Hyde Park Road
Jacksonville, Florida 32210

Donna L. Litchfield
2262 Hyde Park Road
Jacksonville, Florida 32210

Article IV - Amendment

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation:

Dated this 6th day of April, 1998.

Gregory T. Litchfield
GREGORY T. LITCHFIELD, Incorporator

Donna L. Litchfield
DONNA L. LITCHFIELD, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 6 day of April, 1998, by GREGORY T. LITCHFIELD and DONNA L. LITCHFIELD, who are personally known to me and did not take an oath.

[Signature]
Notary Public

My Commission Expires

My Commission No.



THERESE M. HOWARD
Notary Public, State of Florida
My Comm. Exp. Oct. 26, 2001
Comm. No. CC 686609

**CERTIFICATE DESIGNATING 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:

AAA VENDING OF JACKSONVILLE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 2262 Hyde Park Road, Jacksonville, Florida 32210, has named Donna L. Litchfield, 2262 Hyde Park Road, Jacksonville, Florida 32210, as its agent to accept service of process within the state.

ACKNOWLEDGMENT

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.

Donna L. Litchfield
DONNA L. LITCHFIELD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
90 APR - 8 PM 2:30