

P98000054020

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

600002559446--0
-06/15/98--01043--007
****122.50 ****122.50

SUBJECT: VEND-RITE, INC.
(Proposed Corporate Name)

Enclosed please find an original and one (1) copy
of the articles of incorporation for the above
corporation and check in the amount of \$122.50.

FROM: VEND-RITE, INC.

NAME

1031 N. GAUCHO CIRCLE

ADDRESS

DELTONA, FLORIDA 32725

CITY, STATE & ZIP

Note: Additional copy of articles is needed only
when certified copy is requested.

98 JUN 15 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

B. BROCK JUN 17 1998

Articles of Incorporation

Of

VEND-RITE, INC.

ARTICLE I

Name and Duration

The name of the Corporation is VEND-RITE, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 1031 N. Gaucho Circle, Deltona, Florida, 32725.

ARTICLE III

Registered Office and Agent

The address of the registered office of the Corporation in the State of Florida is 1031 N. Gaucho Circle, Deltona, Florida, 32725. The name of the registered agent at such address is Peter Ferrentino.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock, which the Corporation has the authority to issue, is One Thousand (1000) shares

98 JUN 15 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

of Common Stock ("Common Stock").

ARTICLE VI

Incorporator

The name and mailing address of the Incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Peter Ferrentino	1031 N. Gaucho Circle Deltona, Volusia County Florida 32713

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons whom shall serve as directors of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Peter Ferrentino	1031 N. Gaucho Circle Deltona, Volusia County Florida 32713

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any Incorporator, officer or director, or any former Incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

The shareholders shall not take any action or omit to take any action that would endanger the Corporation's status as an "S Corporation" under the Internal Revenue Code of 1986, as amended, unless such action or omission is first approved by the Board of Directors of the Corporation. Any transfers of the Corporation's Common Stock that would endanger the Corporation's status as an "S Corporation" under the Internal Revenue Code of 1986, as amended, whether by operation of law or otherwise, are null and void ab initio.

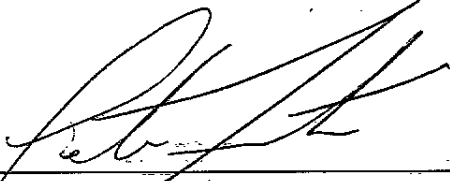
ARTICLE XII

Preemptive Rights

Every shareholder, upon the sale of any additional stock of this Corporation of the same kind, class or series as that which he already holds or of any bonds, debentures, or other securities convertible into stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as early as may be done without the issuance of fractional shares) subject to the same terms and the same price at which such stock is offered to others.

IN WITNESS WHEREOF, the undersigned Incorporator does hereby execute, file and record these Article of Incorporation, and does certify that the facts herein stated are true.

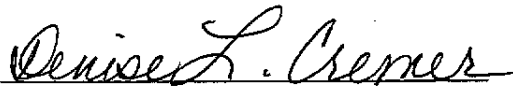
DATED as the 8th day of June 1998.


Peter Ferrentino

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing Articles of Incorporation were acknowledged before me this 8th day of June 1998, by Peter Ferrentino. He is personally known to me and did not take an oath.

(NOTARY SEAL)





NOTARY PUBLIC
Printed Name: Denise L. Cremer
My Commission Expires: 3-1-2000

REGISTERED AGENT CERTIFICATE

In pursuant of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That VEND-RITE, INC., desiring to organized under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Deltona, County of Volusia, State of Florida, has named Peter Ferrentino, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that he is familiar with 607.0501, Florida Statutes



Peter Ferrentino

VEND-RITE, INC.

DIRECTORS' ACTION BY CONSENT

Organizational Action

The undersigned, being all of the members of the Board of Directors of VEND-RITE, INC. hereby consent to the following action by the Board of Directors of the Corporation and instruct the Secretary of the Corporation to enter this written consent in the minute book of the Corporation:

1. The Articles of Incorporation of the Corporation are hereby ratified and approved and the Secretary is instructed to insert in the minute book of the Corporation the Certificate of Incorporation, including the said Articles, filed with the Secretary of State on June 8th, 1998.

2. The initial Board of Directors of the Corporation shall consist of one (1) director. It is hereby acknowledged that the initial members of the Board designated in the Corporation's Articles of Incorporation are (1) Peter Ferrentino.

3. Bylaws for the government of the Corporation and for the regulation and management of its affairs are hereby approved and adopted by the Board of Directors, and the Secretary of the Corporation is instructed to insert a copy of the same in the minute book of the Corporation immediately following the Certified Articles of Incorporation.

4. Pursuant to the Articles of Incorporation and the bylaws of the Corporation, the Board of Directors shall consist of not less than one Director unless and until such number of Directors shall be changed in accordance with the Corporation's Bylaws.

5. The following officers of the Corporation are elected to serve until the next annual meeting of the Board of Directors and until their successors are elected and qualified, or until their resignation or removal pursuant to the Bylaws of the Corporation:

President/Secretary:

Peter Ferrentino

6. Peter Ferrentino is appointed as Agent for the Corporation on whom process may be served as required by the Statutes of the State of Florida. The address of Peter Ferrentino is designated as the office for service of process upon the Corporation. The President of the Corporation is directed to designate any necessary successor agents

the Corporation is directed to designate any necessary successor agents for service of process and the Secretary of the Corporation is directed to file the names and street addresses of any new agents with the Department of State, Tallahassee, Florida.

7. The form of share certificate to represent shares of Common Stock of the Corporation is hereby adopted and the Secretary is instructed to issue the stock of the Corporation only on the approved form and to place a specimen copy thereof in the Corporation's minute book immediately following the Bylaws of the Corporation.

8. A seal consisting of two concentric circles with the words "VEND-RITE, INC." between the circles and "Corporate Seal" in the center is hereby adopted as the official seal of the Corporation and the Secretary is instructed to affix the seal as adopted immediately below this paragraph.

[SEAL]

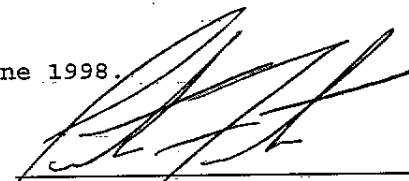
9. The Corporation has received written subscriptions to common stock of the Corporation in the form attached to this organizational action and such subscribers have tendered to the Corporation payment for such stock so subscribed. The officers of the Corporation are authorized and directed to issue the common stock of the Corporation as follows:

<u>Name of Stockholder</u>	<u>Total Shares</u>	<u>Consideration</u>
Peter Ferrentino	1000	\$1,000.00

10. The Corporation elects to enter into a banking relationship with "SunTrust Bank" (the "Bank"). The officers of the Corporation are hereby authorized to deliver such resolutions to the Bank as are necessary to establish banking accounts.

Execution of this document by the undersigned, being all of the members of the Board of Directors of the Corporation, pursuant to Section 607.0821 of the Florida Statutes, and the subsequent insertion of this document in the minute book of the Corporation, waives any requirement of a formal meeting of the Board of Directors to conduct the business referred to herein.

Dated as of the 8th day of June 1998.


Peter Ferrentino

98 JUN 15 AM 9:17

APPROVED
AND
FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA