

The Law Offices of

**KATZMAN & KORR**

*A Professional Association of Attorneys*

P980000061902

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July 7, 1998

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

**RE: Incorporation of BEACHSIDE VENDING, INC.**

Dear Sir/Madam:

Enclosed please find the formal original Articles of Incorporation for the above-referenced company and a check in the amount of \$122.50 for filing fees and certification of same. Kindly expedite the filing of same and return a certified copy in the enclosed self addressed stamped envelope provided herein.

Thanking you for your prompt attention to this matter.

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-07/13/98--01090--007  
\*\*\*\*122.50 \*\*\*\*122.50

Sincerely,

KATZMAN & KORR, P.A.

  
Leigh C. Katzman, Esq.  
Managing Partner

Enclosure

wp/general/clients/perry/beachside/trdos.1

**FILED**  
98 JUL 13 AM 10:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION/SUB-CHAPTER S**

**OF**

***BEACHSIDE VENDING, INC.***

The undersigned incorporator, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

***NAME OF CORPORATION***

The name of the Sub Chapter-S Corporation shall be

***BEACHSIDE VENDING, INC.***

The principal place of business of this business shall be

**1100 SOUTH STATE ROAD SEVEN**

**SUITE 102**

**MARGATE, FLORIDA 33068**

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TALLAHASSEE, FLORIDA

The general purpose for which this Corporation is organized is to engage in any lawful activity or to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE II**  
***CAPITAL STOCK***

The authorized capital stock of this corporation shall be **ONE HUNDRED (100)** shares of common stock at \$1.00 par value. The common stock shall be payable in cash, property or services at a just valuation to be fixed by the Board of Directors, if one so exists at a regular or a special meeting called for this purpose. No shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

No shareholder of this corporation may sell or transfer his shares in such corporation without first offering same to the corporation so that it may exercise its right of first refusal to purchase same upon identical terms as the proposed sale and purchase as detailed in writing by the seller and endorsed by the prospective buyer. In the event that the corporation does not desire to purchase the stock than any remaining present stockholders which do desire to purchase same shall pay equal amounts for the purchase of same and each obtain equal amounts of the purchased stock. Only in the event that the above criteria is satisfied and the corporation and individual stockholders both refuse to purchase the stock then and only then shall the sale of the stock to an outside party be permitted.

**ARTICLE III**  
***TERM OF EXISTENCE***

The sub-chapter s corporation is to exist perpetually.

**ARTICLE IV**  
***OFFICERS AND DIRECTORS***

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected are:

**DAVID J. PERRY - PRESIDENT**

**DAVID J. PERRY- VICE PRESIDENT**

**DAVID J. PERRY- SECRETARY**

**DAVID J. PERRY- TREASURER**

**David J. Perry - President  
69 Cedar Avenue  
Patchogue, New York 11772**

**David J. Perry- Vice President  
69 Cedar Avenue  
Patchogue, New York 11772**

**David J. Perry- Secretary  
69 Cedar Avenue  
Patchogue, New York 11772**

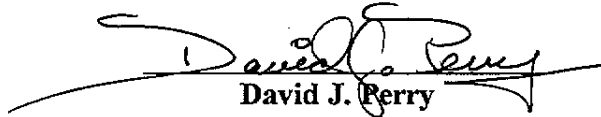
**David J. Perry- Treasurer  
69 Cedar Avenue  
Patchogue, New York 11772**

**ARTICLE VI**  
***INCORPORATORS***

The name and address of the incorporator is:

**David J. Perry - President, Vice President, Secretary, Treasurer  
69 Cedar Avenue  
Patchogue, New York 11772**

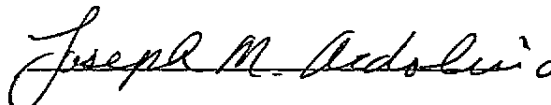
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22 day of June, 1998.

  
David J. Perry

STATE OF NEW YORK )  
COUNTY OF SUFFOLK )

I HEREBY CERTIFY on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **David J. Perry**, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation and who acknowledged that he executed the foregoing Articles of Incorporation for the purposes set forth therein.

Witness my hand and official seal in the County and State named above this 22 day of JUNE, 1998.

  
Notary Public, State of New York

My Commission Expires:

JOSEPH M. ARDOLINO  
NOTARY PUBLIC, STATE OF NY  
# 01AR5075575 SUFFOLK COUNTY  
COMM. EXPIRES APRIL 7, 1999

**CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the sub-chapter S corporation is:

**BEACHSIDE VENDING, INC.**

2. The name and address of the registered agent and office is:

**LEIGH C. KATZMAN, ESQ.  
1100 SOUTH STATE ROAD SEVEN  
SUITE # 102  
MARGATE, FLORIDA 33068**

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

  
**LEIGH C. KATZMAN, ESQ., Registered Agent**

6/30/98  
DATE