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ATTORNEYS AT LAW

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July 28, 1998

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Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: VendAll Companies, INC.

Dear Sirs:

I enclose herewith an original and one copy of the Articles of Incorporation of the above referenced corporation, together with a resident agent's certificate.

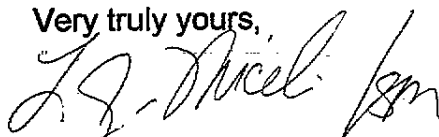
I also enclose my check in the sum of \$70.00 to cover the following incorporation fees:

Filing Fee	\$35.00
Certificate of Resident Agent	<u>35.00</u>
	\$70.00

Please return a copy of the Articles after filing.

Thank you for your cooperation in this matter.

Very truly yours,



Lawrence G. Miceli

LGM/skm

Enc.

FILED
98 JUL 30 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

7-28-98

9/18-3-98

ARTICLES OF INCORPORATION

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be:

VendAll Companies, Inc.

and the principal office of the Corporation shall be:

**14681 N. Beckley Square
Davie, Florida 33325**

FILED
98 JUL 30 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE II

NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
100	\$1.00	Common

ARTICLE IV

PREEMPTIVE RIGHTS

Each Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as to that which he already holds, shall have

the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

INITIAL REGISTERED AGENT

AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: MITCHEL GUERTLER
INITIAL REGISTERED OFFICE: 14681 N. BECKLEY SQUARE
DAVIE, FLORIDA 33325

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have One (1) Director(s) initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the Director(s) of this Corporation is (are):

<u>NAME</u>	<u>ADDRESS</u>
MITCHEL GUERTLER	14681 N. BECKLEY SQUARE DAVIE, FLORIDA 33325

ARTICLE VII

INCORPORATOR

The name and address of each incorporator executing these Articles of incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
MITCHEL GUERTLER	14681 N. BECKLEY SQUARE DAVIE, FLORIDA 33325

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the Corporation shall begin on the date that these Articles were signed by the Incorporator, provided that these Articles are accepted for filing by the Secretary of State within 5 days thereafter, as provided for by Fla. Stat. Section 607.0203, or if not filed within said time, then as of the date of filing, whichever is earlier. The Corporation shall exist perpetually.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director to the fullest extent permitted by law.

ARTICLE XI

AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 28 day of July, 1998.

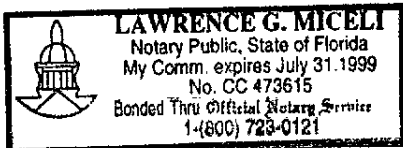


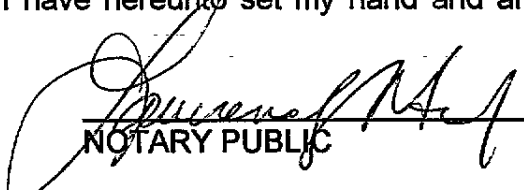
MITCHEL GUERTLER
Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared MITCHEL GUERTLER, known to me or who did produce Personally Known as identification, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 28 day of July, 1998.




NOTARY PUBLIC

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

Pursuant to Fla. Stat. sec. 48.091, the following is submitted:

VendAll Companies, Inc., desiring to organize under the laws of the State of Florida, with its principle office, as indicated in the Articles of Incorporation in the City of Davie, County of Broward, State of Florida, has named Mitchel Guertler, located at 14681 N. Beckley Square, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGED:

Having been named to accept service of process for the above 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 said office.

BY: 
MITCHEL GUERTLER
Resident Agent

EFFECTIVE DATE

7-28-98

FILED
98 JUL 30 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA