THE UNITED STATES CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE: 019390 162199A

AUTHORIZATION :

ORDER DATE: November 3, 1998

ORDER TIME : 12:11 PM

ORDER NO. : 019390-005

CUSTOMER NO: 162199A

CUSTOMER: Rick M. Morse, Cpa

RICK M. MORSE, CPA, P.A. RICK M. MORSE, CPA, P.A.

Suite 201

7800 N. University Drive

Tamarac, FL 33321

DOMESTIC FILING

NAME:

SWEET TOOTH VENDING & COFFEE

SERVICE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

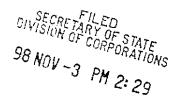
EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION

OF

SWEET TOOTH VENDING & COFFEE SERVICE, INC.

ARTICLE I

NAME

The name of this Corporation shall be :

SWEET TOOTH VENDING & COFFEE SERVICE , INC.

ARTICLE II

PURPOSE

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

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$ 1 par value common stock.

ARTICLE IV

INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of this corporation is:

11145 NW 37TH STREET SUNRISE, FL 33351

and the name of the initial registered agent of this corporation at the above address is:

KEITH PASCARIELLO

ARTICLE V

DIRECTORS

This corporation shall have one Director 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. The name and address of the initial Director of this corporation is:

KEITH PASCARIELLO 11145 NW 37TH STREET SUNRISE, FL 33351

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles is:

KEITH PASCARIELLO 11145 NW 37TH STREET SUNRISE, FL 33351

ARTICLE VII

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE_VIII

INDEMNIFICATION

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

ARTICLE IX

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment to them, and any right conferred upon the shareholders is subject to this reservation.

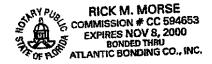
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this and day of the subscriber has executed these Articles of Incorporation on this and day of the subscriber has executed these Articles of Incorporation on this and day of the subscriber has executed these Articles of Incorporation on this and day of the subscriber has executed these Articles of Incorporation on this articles.

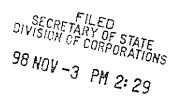
STATE OF FLORIDA COUNTY OF BROWARD

I HEREBY CERTIFY that on this and the DAY of Code, 1998 KEITH PASCARIELLO appeared before me the undersigned authority, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same, freely and voluntarily for the purpose therein expressed.

Notary Public

ss: My Commission Expires:





CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.

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

SWEET TOOTH VENDING & COFFEE SERVICE, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA.

WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF SUNRISE, FLORIDA HAS NAMED KEITH PASCARIELLO AT 11145 NW 37TH STREET, SUNRISE, FLORIDA 33351 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

CORPORATE OFFICER

TITLE & YCes

DATE <u>v 10/25/98</u>

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.

SIGNATURE