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LAW OFFICES OF
RONALD L. DAVIS, P.A.

SUITE 407
SKYLAKE STATE BANK BUILDING
1550 N.E. MIAMI GARDENS DRIVE
NORTH MIAMI BEACH, FLORIDA 33179

TELEPHONE (305) 940-2352

TELEX 8080-01

December 23, 1998

Corporate Records Bureau
Division of Corporations
Dept. of State
P.O. Box#6327
Tallahassee, Fl. 32301

800002727688--2
-12/31/98--01038--023
****122.50 ****78.75

RE: ADVANCE VENDING CORP.

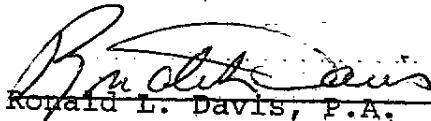
Dear Sir,

Please find enclosed the original and one copy of the Articles of Incorporation for the above newly formed Florida Corporation to be filed in your office.

I am also enclosing my Trust Account Check in the sum of ~~122.50~~ to cover the cost of filing and request the return of a certified copy of the filing with your office.

Thanking you for your usual cooperation, I remain,

Very Truly Yours,


Ronald L. Davis, P.A.

RLD/wb
enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 31 AM 11:11

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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

ADVANCE VENGING CORP.

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

SUITE 407, SKYLAKE STATE BANK BUILDING
1550 N.E. MIAMI GARDENS DRIVE
NORTH MIAMI BEACH, FLORIDA 33179

ARTICLE III. SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND SHARES NO PAR VALUE (1000)

ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is:

RONALD L. DAVIS, ESQ., SUITE 407
SKYLAKE STATE BANK BUILDING
1550 NE MIAMI GARDENS DRIVE
NORTH MIAMI BEACH, FLORIDA 33179

ARTICLE V. INCORPORATOR(S)

The name and street address of the incorporator(s) to these Articles of Incorporation is:

STEPHEN LAFER
9195 SOUTHERN ORCHARD ROAD SOUTH
DAVIE, FLORIDA 33323

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

23 day of December, 1998

Stephen Lafer

ARTICLE VI. EFFECTIVE DATE

JANUARY 1, 1999

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 DEC 31 AM 11:11

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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.

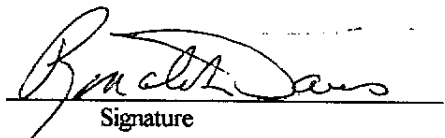
1. The name of the corporation is:

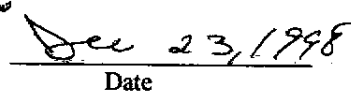
ADVANCE VENDING CORP.

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

RONALD L. DAVIS, ESQ.
SUITE 407
SKYLAKE STATE BANK BUILDING
1550 N.E. MIAMI GARDENS DRIVE
NORTH MIAMI BEACH, FLORIDA 33179

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature


Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 31 AM 11:11