

P99000009474

TRANSMITTAL LETTER

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

200002756512--4  
-01/27/99--01065--019  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: Marco Vending, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of Status

☐ \$78.75  
Filing Fee &  
Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy, &  
Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: Marco Vending, Inc.  
960 Chalmer Dr. Suite #101  
Marco Island, FL 34145  
(941) 394-4168

FILED  
99 JAN 27 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

TA-2/1/99

ARTICLES OF INCORPORATION  
OF  
MARCO VENDING, INC.

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

ARTICLE I

The name of the corporation shall be MARCO VENDING, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any on time is 1,000 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

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## ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

## ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

## ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

## ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

## ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two (2) directors whose names and addresses are as follows:

Bart Drake  
1151 N. Collier Blvd.  
Marco Island, FL 34145

Don Clark  
1438 Delbrook Way  
Marco Island, FL 34145

## ARTICLE X

The initial registered agent of the corporation is Bart Drake. The street address of the corporation's initial registered office is 960 Chalmer Dr., Suite 101, Marco Island, Florida, 34145.

## ARTICLE XI

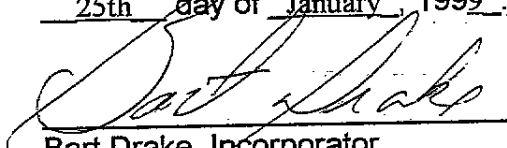
The principal place of business and mailing address of this corporation shall be:  
Marco Vending, Inc.  
960 Chalmer Dr. Suite 101  
Marco Island, FL 34145

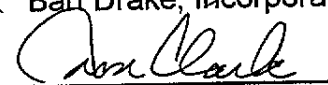
## ARTICLE XII

The name and address of the incorporators to these Article of Incorporation is  
Bart Drake  
960 Chalmer Dr. Suite 101  
Marco Island, FL 34145

Don Clark  
960 Chalmer Dr. Suite 101  
Marco Island, FL 34145

The undersigned incorporators have executed these Articles of Incorporation this  
25th day of January, 1999.

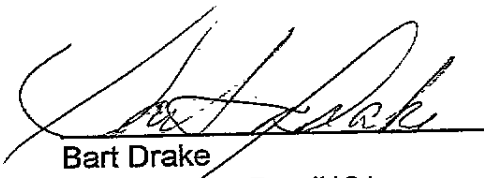
  
Bart Drake, Incorporator

  
Don Clark, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT  
FOR  
MARCO VENDING, INC.

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: 1-25-99



Bart Drake  
960 Chalmer Dr. #101  
Marco Island, FL 34145

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TALLAHASSEE, FLORIDA