

Followell Accounting Service & Taxes, Inc.
3737 B Manatee Avenue West
Bradenton, FL 34205
(941) 748-8370

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

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-03/04/99--01035--011
****122.50 *****78.75

RE: Jay's Vending Inc.

Gentlemen:

Enclosed herewith please find two originals of Articles of Incorporation for the above corporation. Also enclosed is our check, in the amount of \$122.50 for each corporation, to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00
TOTAL FEES	\$122.50

Please return a certified copy of the Articles of Incorporation to my attention.

Sincerely,

Vicky H. Followell

Vicky H. Followell
Followell Accounting Service & Taxes Inc.
3737 B Manatee Avenue West
Bradenton, FL 34205

Enclosures

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

399-10976

ARTICLES OF INCORPORATION OF

Jay's Vending Inc.

ARTICLE I - Name

The name of the corporation is: Jay's Vending Inc.

ARTICLE II - Existence

This corporation shall commence existence upon receipt and filing of these articles.

ARTICLE III - Purpose

The general purpose for which this corporation is organized shall be the transacting of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 1,000 shares of common stock, each having a par value of \$1.00. The stock will be classified as 1244 stock for Internal Revenue purposes.

ARTICLE V - Initial Registered Office and Agent

The address of the initial registered office of this corporation is 4407 55th Avenue Drive East; Bradenton, FL 34203 and the name of the initial registered agent of this corporation at that address is Jerome E. Adams.

ARTICLE VI - Initial Corporate Office

The address of the initial corporate office of this corporation is 4407 55th Avenue Drive East; Bradenton, FL 34203.

ARTICLE VII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the By-Laws but there shall always be at least one director. The name and address of the initial director of this corporation is:

NAME	ADDRESS
Jerome E. Adams	4407 55th Avenue Drive East Bradenton, FL 34203

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ARTICLE VIII - Incorporator

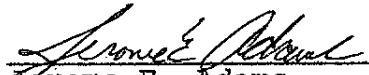
The name and address of the person signing these Articles Of Incorporation is: Jerome E. Adams, 4407 55th Avenue Drive East; Bradenton, FL 34203.

ARTICLE IX - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in either the Board of Directors or the shareholders; provided, however, the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders if the shareholders specifically provide that the By-Law is not subject to alteration, amendment or repeal by the Board of Directors.

ARTICLE X - Indemnification

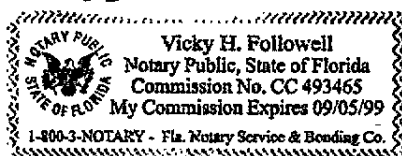
This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


Jerome E. Adams

STATE OF FLORIDA

COUNTY OF Manatee

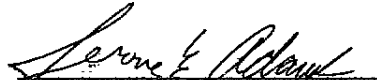
The foregoing instrument was acknowledged before me on this the 2 day of March, 1999.




Notary Public

ACCEPTANCE

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation.


Jerome E. Adams

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