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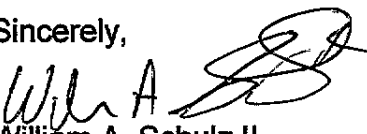
28 April, 1999

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Dear Sir or Madam,

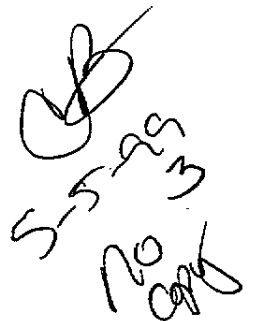
Enclosed you will find the Article of Incorporation for Sutton's Vending. Also enclosed is a check for \$70.00 (check number 5918). If there are any questions or problems please call me at (727) 345-9498.

Sincerely,


William A. Schulz II

1320 Dixie Lane South
St. Petersburg, FL 33707

FILED
99 MAY -3 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


5-5-99

ARTICLES OF INCORPORATION

OF

SUTTON'S VENDING, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is SUTTON'S VENDING, INC. principal place of business shall be 1320 Dixie Lane South, St. Petersburg, Florida 33707.

ARTICLE II

Duration

The duration of the corporation is perpetual

ARTICLE III

Purpose

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

ARTICLE IV

Capital Stock

This corporation is authorized to issue one thousand (1000) shares of one dollar (\$1) par value common stock which shall be designated common shares.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office and agent of this corporation is William A. Schulz, II, 1320 Dixie Lane South, St. Petersburg, Florida 33707.

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TALLAHASSEE, FLORIDA

ARTICLE VI

Management of Corporation by Stockholders

The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction, of the shareholders.

ARTICLE VII

Incorporators

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

William A. Schulz, II, 1320 Dixie Lane South, St. Petersburg, Florida 33707.

ARTICLE VIII

Amendments

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the stock holders is subject to this reservation.

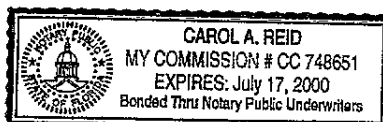
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 2nd day of April 1999.

I hereby accept the position and duties as registered agent.

William A. Schulz, II.

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The forgoing instrument was acknowledge before me this 2nd day of April 1999 by William A. Schulz, II who is personally known to me or who has produced FDC as identification and who did take and oath



NOTARY PUBLIC

Sign: Carol A. Reid

Print: _____

State of Florida at Large
Commission No.

My commission expires:

FILED
99 MAY -3 PM 12:22
CLERK OF STATE
TALLAHASSEE, FLORIDA