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Augusto Betancourt
6053 SW 22 ST
MIAMI, FL 33155

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-07/19/99-01108-004
122.50 *78.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Agua Vendig, Inc. (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

99 JUL 19 AM 1:54
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NEW FILINGS	
	Profit
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	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
A FLORIDA CORPORATION**

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S-CHIEFLY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME

The name of this corporation shall be
Aguisa Vending, Inc.
a Florida Corporation.

ARTICLE II

NATURE OF CORPORATE BUSINESS

To engage in the rendering of vending machine services to further carry on any and all business authorized by the laws governing the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1000 shares at \$.10 per share par value.

ARTICLE IV

INITIAL REGISTERED AGENT

The corporation's initial registered agent in the State of Florida shall be:

Agustin Betancourt
6055 SW 22nd Street
Miami, FL 33155

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Agustin Betancourt

ARTICLE V

CORPORATION'S PRINCIPAL OFFICE AND MAILING ADDRESS

6055 SW 22nd Street
Miami, FL 33155

ARTICLE VI**CORPORATION'S REGISTERED OFFICE ADDRESS**

6055 SW 22nd Street
Miami, FL 33155

ARTICLE VII**BOARD OF DIRECTORS**

The number of Directors for this corporation shall be no less than one and no more than six.

ARTICLE VIII**INITIAL DIRECTORS**

The names and post office addresses of each member of the first Board of Directors are:

Agustin Betancourt
6055 SW 22nd Street
Miami, FL 33155

ARTICLE IX**INCORPORATORS**

The names and post office addressed of each incorporator executing these Articles of Incorporation are:

Agustin Betancourt
6055 SW 22nd Street
Miami, FL 33155

ARTICLE X**VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of outstanding common shares.

ARTICLE XI**BY-LAWS**

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and Shareholders.

ARTICLE XII**APPROVAL OF SHAREHOLDERS**

The approval of Shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII**POWERS**

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

ARTICLE XIV**INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XV**AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

That I, the undersigned incorporator for the purpose of forming a corporation to do business within the State of Florida, do hereby make and file these Articles of Incorporation, declaring and certifying that the facts stated herein are true and correct.



Agustin Betancourt

STATE OF FLORIDA

SS.

COUNTY OF Miami Dade

BEFORE ME, the undersigned authority, personally appeared:

Agustin Betancourt

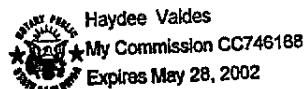
Who, upon being duly sworn upon oath, acknowledged to and before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, in the state and county aforesaid, this 16 day of July, 1999.

Haydee Valdes

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA