

LIBERTY VENDING & COFFEE SERVICE, INC.

83 219 428 420

DUPLICATE

11426
214



OFFICE OF SECRETARY OF STATE

I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

"LUV-A-CUP COFFEE SERVICE, INC."

has been duly incorporated under the laws of the State of Georgia on the 1st day of September, 1983, by the filing of articles of incorporation in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 1st day of September in the year of our Lord One Thousand Nine Hundred and Eighty Three and of the Independence of the United States of America the Two Hundred and Eight.

Max Cleland

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF INCORPORATION
OF
LUV-A-CUP COFFEE SERVICE, INC.

ARTICLE I

The name of the corporation is:

LUV-A-CUP COFFEE SERVICE, INC.

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

The corporation is organized pursuant to the statutory provisions of the Georgia Business Corporation Code.

ARTICLE IV

The corporation is a corporation for profit and is organized for the following general purposes:

(a) To manufacture, construct, install, repair, buy, sell, import, export, exchange, lease, trade, and generally deal in coffee, soft drinks, food of all types, and materials used in office coffee service and supplies and fixtures and equipment of any and every kind whatsoever, and accessories, parts and supplies of every kind and any kind whatsoever, including coffee service equipment, coffee, food and drinks, condiments and prepared foods and supplies therefor, and all other articles

incident or desirable in connection therewith; also any and all other kinds of parts and supplies therefor, and any other equipment of any type or nature.

(b) To acquire, by purchase, lease or option, or otherwise, any real or personal property deemed necessary or useful in the improvement, development, or management of any property, real or personal, at any time owned, held, or occupied by the corporation and to invest, trade and deal in any real property deemed beneficial to the corporation and to encumber or dispose of any real or personal property at any time owned or held by the corporation.

(c) To engage in any lawful acts or activities for which corporations may be organized under the Georgia Business Corporation Code.

ARTICLE V

The corporation shall be authorized to issue its common stock in accordance with the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended, pursuant to such prior plans as it may from time to time adopt, and the Board of Directors of the corporation shall be authorized to adopt the initial plan for the issuance of such common stock at its first organizational meeting.

ARTICLE VI

The maximum number of shares of capital stock that the corporation shall be authorized to have outstanding at any time shall be 1,000,000 shares of common stock of One Dollar (\$1.00) par value; and the corporation shall not begin business until it has received consideration of a fixed value, which shall not be less than \$500.00 for the issuance of its shares of common stock.

ARTICLE VII

The holders of shares of common stock of the corporation shall have preemptive rights in proportion to their holdings, to purchase, subscribe for or otherwise acquire any new or additional shares of capital stock of the corporation of any class, or any options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares or any shares, evidences of indebtedness or other securities convertible into or carrying options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares.

ARTICLE VIII

The Board of Directors of the corporation may authorize the issuance of bonds, debentures and other evidences of indebtedness of the corporation and may fix all the terms thereof, including, without limitation, the convertibility thereof into shares of stock of the corporation of any class, or any series of the same class.

ARTICLE IX

The initial registered office of the corporation shall be Suite 560, 223 Perimeter Center Parkway, Atlanta, DeKalb County, Georgia 30346 and the initial registered agent of the corporation at said address shall be Speros D. Homer, Jr.

ARTICLE X

The initial Board of Directors of the corporation shall consist of two (2) members whose names and addresses are as follows:

Name

Address

R. E. Moore

3412 Old Dominion Blvd.
Alexandria, VA 22305

Paul Winston

212 Geneva Street
Decatur, Georgia 30030

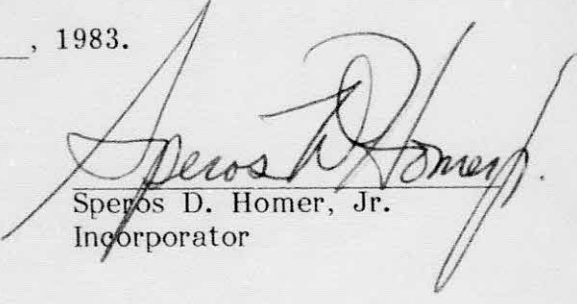
ARTICLE XI

The corporation shall have the power, acting through its Board of Directors, to make distributions to its shareholders out of its capital surplus and to purchase its own shares out of its unreserved and unrestricted capital surplus available therefor.

ARTICLE XII

The name and address of the incorporator is: Speros D. Homer, Jr., Suite Suite 560, 223 Perimeter Center Parkway, Atlanta, Georgia 30346.

IN WITNESS WHEREOF, I have hereunto executed these Articles of Incorporation, this the 29th day of August, 1983.


Speros D. Homer, Jr.
Incorporator

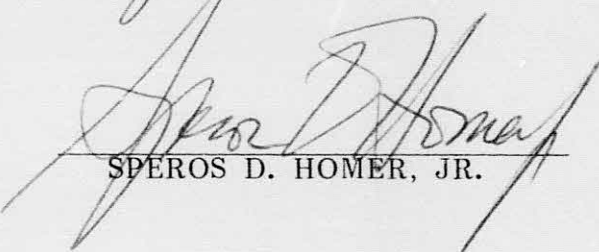
RECEIVED

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: SECRETARY OF STATE, STATE OF GEORGIA
Ex-Officio Corporation Commissioner
State of Georgia

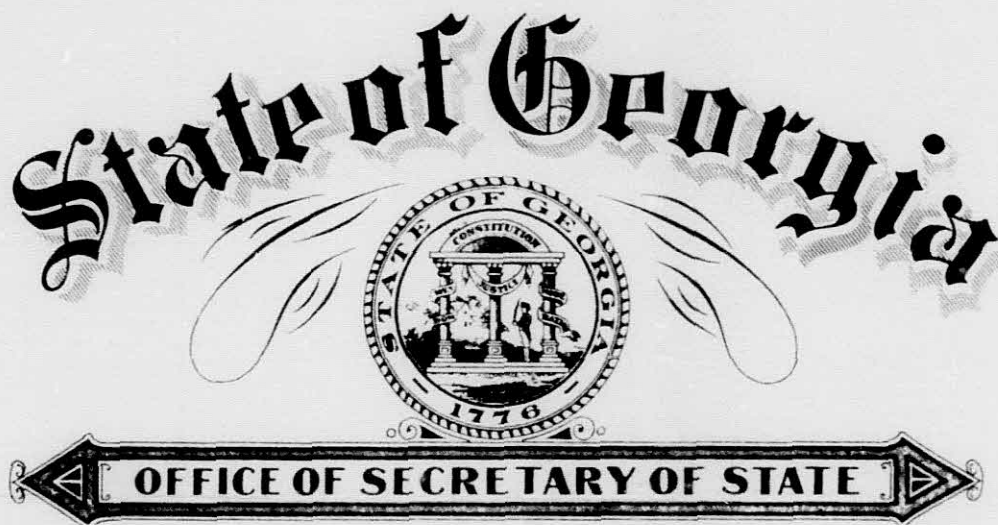
I, SPEROS D. HOMER, JR., do hereby consent to serve as registered agent
for the corporation LUV-A-CUP COFFEE SERVICE, INC.

This the 29th day of August, 1983.


SPEROS D. HOMER, JR.

Address of Registered Agent:

Suite 560
223 Perimeter Center Parkway
Atlanta, DeKalb County, GA 30346
(404) 394-9115



I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"LUV-A-CUP COFFEE SERVICE, INC. "

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.

In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this
22nd day of August, in the year of our Lord
One Thousand Nine Hundred and Eighty Three and
of the Independence of the United States of America the Two
Hundred and Eight.

83234044

Max Cleland

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

DUPLICATE



I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that the articles of incorporation of

"LUV-A-CUP COFFEE SERVICE, INC."

have been duly amended under the laws of the State of Georgia changing its

name to **"LIBERTY VENDING & COFFEE SERVICE, INC."**

on the **20th** day of **August**, 1986, by the filing of articles of amendment in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of amendment.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this **20th** day of **August** in the year of our Lord One Thousand Nine Hundred and Eighty Six and of the Independence of the United States of America the Two Hundred and **Eleven**.

Max Cleland

SECRETARY OF STATE
CORPORATION COMMISSIONER

ARTICLES OF AMENDMENT

OF

LIBERTY VENDING & COFFEE SERVICE, INC.

ARTICLE 1

The Articles of Incorporation of Luv-A-Cup Coffee Service, Inc. are hereby amended.

ARTICLE 2

The first amendment adopted is as follows:

The name of the corporation is changed to:

"LIBERTY VENDING & COFFEE SERVICE, INC."

ARTICLE 3

The amendments were adopted by the shareholders on August 7, 1986.

ARTICLE 4

The number of shares which must be voted to adopt the amendments is 500. The number of shares outstanding and entitled to vote on the amendments is 500. The number of shares which voted for the amendments is 500. There is only one class of stock, common, which is entitled to vote.

IN WITNESS WHEREOF, the Board of Directors has caused these Articles of Amendment to be executed and its corporate seal to be affixed by its duly authorized officers this 7th day of August, 1986.

By: R. E. Hinkle
President

Attest:

D. Wousten
Secretary

Corporate Seal

SECRETARY
OF STATE
RECEIVED
AUG 20 10 29 AM '86



I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"LIBERTY VENDING & COFFEE SERVICE, INC. "

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.



In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this
7th day of August, in the year of our Lord
One Thousand Nine Hundred and Eighty Six and
of the Independence of the United States of America the Two
Hundred and Eleven.

Max Cleland

SECRETARY OF STATE
COMMISSIONER OF CORPORATIONS

BRENT & VALIANOS

ATTORNEYS AND COUNSELLORS AT LAW

400 PERIMETER CENTER TERRACE, N. E.

SUITE 195

ATLANTA, GEORGIA 30346

(404) 894-7755

TELEX - 9103808369

August 13, 1986

CHRISTOPHER J. VALIANOS
JOHN WILLIAM BRENT, P.C.
JOHN A. JOH III
SPEROS D. HOMER, JR.
J. JOSEPH KENNEDY
GLENDA L. SULLIVAN
JAMES C. GAULDEN, JR.
JOYCELYN L. FLEMING

Honorable Max Cleland
Secretary of State
Corporations Division
Room 306 - West Tower
2 Martin Luther King, Jr. Drive, S.E.
Atlanta, Georgia 30334

Re: Filing the Amendments to the
Articles of Incorporation of
Luv-A-Cup Coffee Service, Inc. ✓44

Dear Mr. Cleland:

In accordance with Section 14-2-172, Official Code of Georgia Annotated (O.C.G.A), you will find enclosed the following documents:

The original and two conformed copies of the Amendments to the Articles of Incorporation of the above captioned corporation, which are submitted for filing as provided in Section 14-2-5(a);

The Certificate heretofore issued by you reserving the name of the above captioned corporation along with two copies, which are attached to the original Articles of Incorporation;

Payment to you of the fee of \$20 provided for in Section 14-2-371 (14-3-291-Non-Profit);

A check, draft or money order in the amount of \$18, payable to Clerk of the Superior Court of the county where the initial registered office of the corporation is to be located, in payment of the cost of filing the Articles of Incorporation in said county;

The original of a letter addressed to the publisher of the newspaper which is the official organ of the county where the registered office of the corporation is located, which letter is in the form designated by Section 14-2-172(c)(4) (14-3-132-Non-Profit);

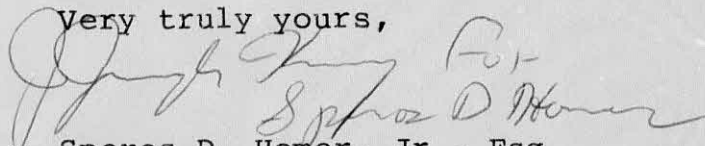
A check in the sum of \$60 payable to the designated newspaper; and,

BRENT & VALIANOS

A Consent to the Appointment by the Registered Agent
designated in the Articles of Incorporation.

We will appreciate your processing these documents in the manner prescribed by Section 14-2-172, and, if everything is in order, we will appreciate your issuing a Certificate of Incorporation to the above captioned corporation and attaching it to one conformed copy of the Articles of Incorporation and returning it to us.

Very truly yours,


Speros D. Homer, Jr., Esq.

Enclosures

fet

Secretary of State

Corporations Division
315 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K91300559
CONTROL NUMBER : J311426
DATE INCORPORATED: 09/01/1983
DATE DISSOLVED : 08/06/1996
EFFECTIVE DATE : 05/07/1999
REFERENCE : 0093
PRINT DATE : 05/10/1999
FORM NUMBER : 122

CHARLES M. MORRIS
535 MAXHAM RD., #B
AUSTELL GA 30168

CERTIFICATE OF REINSTATEMENT

I, Cathy Cox, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

LIBERTY VENDING & COFFEE SERVICE, INC. A DOMESTIC PROFIT CORPORATION

was incorporated and later dissolved on the dates stated above. Said corporation has filed an application for reinstatement, has paid all fees and penalties due to the Secretary of State, and has filed an updated annual registration. Attached hereto is a true and correct copy of said application.

WHEREFORE, said corporation is hereby reinstated as of the effective date of this certificate, having met the requirements for reinstatement under Title 14 of the Official Code of Georgia Annotated. The corporation's reinstatement shall relate back to and take effect as of the date of the administrative dissolution and the corporation may resume its business as if the administrative dissolution had never occurred.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox
CATHY COX
SECRETARY OF STATE





Secretary of State
Cathy Cox

CORPORATIONS DIVISION
315 West Tower
2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

491300559

CHARLES M. MORRIS
535 MAXHAM RD.
STE. B
AUSTELL GA 30168

RESERVATION NUMBER: K91190586
CONTROL NUMBER : J311426
DATE DISSOLVED : 08/06/1996
TELEPHONE NUMBER : 404-656-2817
AMOUNT DUE : \$175.00
PRINT DATE : 04/29/1999
FORM NUMBER : 522

APPLICATION FOR REINSTATEMENT OF A DOMESTIC CORPORATION

Pursuant to the provisions of Title 14 of the Official Code of Georgia Annotated, the undersigned domestic corporation hereby applies to the Secretary of State for a certificate of reinstatement of a domestic corporation and submits the following:

LIBERTY VENDING & COFFEE SERVICE, INC. A DOMESTIC PROFIT CORPORATION

Was administratively dissolved by the Office of Secretary of State on the date stated above for failure to comply with the requirements of Title 14 of the Official Code of Georgia Annotated. Grounds for the dissolution either did not exist or have been eliminated. All taxes owed by the corporation have been paid. The name, satisfying the requirements of Title 14 of the Official Code of Georgia Annotated, by which the corporation will hereafter be known is

LIBERTY VENDING & COFFEE SERVICE, INC.

This application must be accompanied by the annual registration coupon printed below and the amount due above which is the sum of the filing fee and the total annual fees.

Complete and return all copies of this form with a check made payable to the Secretary of State for the amount due above. This application must be signed by the Chairman of the Board of Directors, President, or other Corporate Officer

Louella H. Gosselt, Secretary
SIGNATURE AND TITLE

5-6-99
DATE

SECRETARY OF STATE
MAY 7 9 32 AM '99
BSR (4)

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 042170754
CONTROL NUMBER : J311426
DATE INCORPORATED: 09/01/1983
DATE DISSOLVED : 11/09/2002
EFFECTIVE DATE : 08/02/2004
REFERENCE : 0044
PRINT DATE : 08/04/2004
FORM NUMBER : 122

JOYCE PIKE SPARKS
3274 VETERANS MEMORIAL HWY.
LITHIA SPRINGS, GA 30122

CERTIFICATE OF REINSTATEMENT

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

LIBERTY VENDING & COFFEE SERVICE, INC.
A DOMESTIC PROFIT CORPORATION

was incorporated and later dissolved on the dates stated above. Said corporation has filed an application for reinstatement, has paid all fees and penalties due to the Secretary of State, and has filed an updated annual registration. Attached hereto is a true and correct copy of said application.

WHEREFORE, said corporation is hereby reinstated as of the effective date of this certificate, having met the requirements for reinstatement under Title 14 of the Official Code of Georgia Annotated. The corporation's reinstatement shall relate back to and take effect as of the date of the administrative dissolution and the corporation may resume its business as if the administrative dissolution had never occurred.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox

Cathy Cox
Secretary of State



Cathy Cox
Secretary of State

CORPORATIONS DIVISION
Suite 315 West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530
(404) 656-2817

042170754-122

JOYCE PIKE SPARKS, ATTY.
3274 VETERANS MEMORIAL HWY.
LITHIA SPRINGS, GA 30122

Reservation Number : 042010289
Control Number : J311426
Date Dissolved : 11/09/2002
Telephone Number : (404) 656-2817
Amount Due : \$190.00
Print Date : 07/19/2004
Form Number : 522

APPLICATION FOR REINSTATEMENT OF A DOMESTIC CORPORATION

Pursuant to the provisions of Title 14 of the Official Code of Georgia Annotated, the undersigned domestic corporation hereby applies to the Secretary of State for a certificate of reinstatement of a domestic corporation and submits the following:

LIBERTY VENDING & COFFEE SERVICE, INC.

Was administratively dissolved by the Office of Secretary of State on the date stated above for failure to comply with the requirements of Title 14 of the Official Code of Georgia Annotated. Grounds for the dissolution either did not exist or have been eliminated. All taxes owed by the corporation have been paid. The name, satisfying the requirements of Title 14 of the Official Code of Georgia Annotated, by which the corporation will hereafter be known is

LIBERTY VENDING & COFFEE SERVICE, INC.

This application must be accompanied by the annual registration and the amount due above which is the sum of the filing fee, and the total annual fees.

Complete and return all copies of this form with a check made payable to the Secretary of State for the amount due above. This application must be signed by the Chairman of the Board of Directors, President, or other Corporate Officer.

Signature & Title

Date

Almon B. Hower (President)

7/28/04