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F96000003964



ACCOUNT NO. : 072100000032

REFERENCE : 040812, 4304858

AUTHORIZATION : *Patricia Pyjts*

COST LIMIT : \$ 122.50

ORDER DATE : August 1, 1996

ORDER TIME : 10:18 AM

ORDER NO. : 040812

CUSTOMER NO: 4304858

CUSTOMER: Donna Pace, Legal Assistant
Hale & Dorr
60 State Street

100001812631

Boston, MA 02109

FOREIGN FILINGS

NAME: ECC VENDING CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX _____ CERTIFIED COPY
- _____ PLAIN STAMPED COPY
- _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: DANIEL LEGGETT

FILED
 96 AUG - 5 PM 12:46 - 5 AM 11:20
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
JL

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:*

1. ECC Vending Corp.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. APPLIED FOR
(FEI number, if applicable)
4. June 27, 1996
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 2900 Titan Row, Suite 142
Orlando, FL 32809
(Current mailing address)

8. Manufacturing
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: The Prentice-Hall Corporation System, Inc.
Office Address: 1201 Hays Street, Suite 105
Tallahassee, Florida, 32301
(Zip Code)

10. **Registered agent's acceptance:**
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.
The Prentice-Hall Corporation System, Inc.
By: Jay S. Robinson, Ass't VP
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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 TALLAHASSEE FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: See Attachment 12A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See Attachment 12B

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Relland Winand*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Relland Winand, Secretary/Treasurer
(Typed or printed name and capacity of person signing application)

ECC VENDING CORP.
ATTACHMENT 12

A. DIRECTORS: (Street address only - P.O. Box NOT acceptable)

Julian Demora
826 Polk Street
Hollywood, FL 33019

Ajit W. Hirani
ECC International Corp.
2001 W. Oak Ridge Road
Orlando, FL 32809-3803

Martin S. Kaplan
Hale & Dorr
60 State Street
Boston, MA 02109

Herbert S. Krasnow
Lefferts/Fore, Inc.
565 Fifth Avenue, 11th Floor
New York, NY 10017

Jesse Krasnow
Lefferts/Fore, Inc.
565 Fifth Avenue, 11th Floor
New York, NY 10017

Thomas E. McGrath
Citicorp
399 Park Avenue, 4th Floor
New York, NY 10043

Merrill A. McPeak
17360 Southwest Grandview Court
Lake Oswego, OR 97034

George W. Murphy
ECC International Corp.
175 Strafford Avenue, Suite 116
Wayne, PA 19087-3377

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TALLAHASSEE, FLORIDA

B. OFFICERS: (Street address - P.O. Box NOT acceptable)

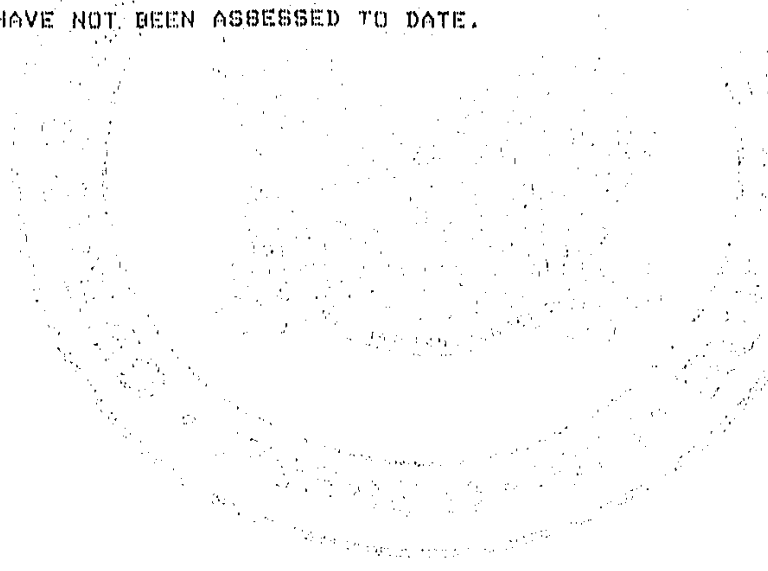
PRESIDENT	George W. Murphy ECC International Corp. 175 Strafford Avenue, Suite 116 Wayne, PA 19087-3377
VICE PRESIDENT	James Ferguson ECC Vending Corp. 2900 Titan Row, Suite 142 Orlando, FL 32809
VICE PRESIDENT	Jerry Robbins ECC Vending Corp. 2900 Titan Row, Suite 142 Orlando, FL 32809
TREASURER	Relland Winand ECC International Corp. 175 Strafford Avenue, Suite 116 Wayne, PA 19087-3377
SECRETARY	Relland Winand ECC International Corp. 175 Strafford Avenue, Suite 116 Wayne, PA 19087-3377

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TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ECC VENDING CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF AUGUST, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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96 AUG -5 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Edward J. Freel
Edward J. Freel, Secretary of State



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960225124

AUTHENTICATION: 8051943
DATE: 08-01-96