

P 000000 90505

September 25, 2000

Florida Department Of State
Division Of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Incorporation papers for:


Automated Merchandising, Inc.

200009409452118
-09/25/00-01143-006
*****78.75 *****78.75

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00 SEP 25 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir:

Enclosed is a check for \$78.75, which I understand is the amount required to pay the filing fee and to provide for a **return certified copy** of the Articles of Incorporation. I understand that the requested name for this corporation is available for use as of today. Please call collect if there are any questions or problems with the paperwork.

Regards,


Raymond O. Rose
Incorporator & Registered Agent

1763 S.W. 109th Terrace
Davie, Florida 33324
(954) 224-9056
Fax (954) 370-8476

ARTICLES OF INCORPORATION

For

Automated Merchandising, Inc.

I, the undersigned for the purpose of forming a corporation pursuant to the laws of the State of Florida do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be:

Automated Merchandising, Inc.

and the principal office shall be located at:

1763 S.W. 109th Terrace
Davie, Florida 33324

ARTICLE II

The Corporation is authorized to conduct any and all business not prohibited and to exercise any and all powers permitted by the Laws of the State of Florida.

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ARTICLE III

The capital stock of this Corporation shall consist of **two classes of Common Stock and two classes of Preferred Stock.**

The maximum number of shares of Common Stock that this Corporation is authorized to have outstanding at any time is **NINETY-NINE MILLION (99,000,000) shares of Class "A" Common Stock with a par value of \$0.01 (One Cent) per share and ONE MILLION (1,000,000) shares of Class "B" Common Stock with a par value of \$0.01 (One Cent) per share.**

The **Class "A" Common Stock** shares shall each have **ONE (1) vote per share**, cumulative voting rights, no pre-emptive rights, and shall be non-assessable.

The **Class "B" Common Stock** shares shall each have **TWENTY (20) votes per share**, cumulative voting rights, no pre-emptive rights and shall be non-assessable.

The maximum number of shares of **Cumulative & Redeemable 6% Preference Preferred Stock** is authorized to have outstanding at any time is **FIFTY MILLION (50,000,000) shares with a par value of \$1.00 (One Dollar) per share and FIFTY MILLION (50,000,000) shares of Serial Preferred Stock with a par value of \$0.10 (Ten Cents) per share.**

The **Cumulative & Redeemable 6% Preference Preferred Stock** shall be entitled to a **semi-annual dividend of \$0.03 (Three Cents) per share**, payable on January 1st and July 1st of each year, when and as declared, by a resolution of the Board Of Directors of this Corporation. To the extent that the Board of Directors deems it in the best interests of the Corporation not to declare a dividend, such inaction shall result in a cumulative obligation on the part of the Corporation to pay said dividend. **To the extent that any dividends are in arrears on the Cumulative & Redeemable 6% Preference Preferred Stock, no dividends may be paid on any other Common Stock or Preferred Stock of this Corporation.**

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The **Cumulative & Redeemable 6% Preference Preferred Stock** is entitled to receive **preferential liquidation** consideration equal to the **par value of \$1.00 (One Dollar) plus any dividends that in arrears or that should have been declared and/or paid**, in any proceedings to liquidate or dissolve the Corporation and is **entitled to this liquidating value before any other class of Preferred Stock and before any class of Common Stock.**

The **Cumulative & Redeemable 6% Preference Preferred Stock** is **Redeemable**, by, and at the option of, the Corporation, upon **THIRTY (30) DAYS WRITTEN NOTICE**, by tendering a payment of **\$1.00 (One Dollar)** plus any dividends that are in arrears, to redeem some, or all, of the **Cumulative & Redeemable 6% Preference Preferred Stock** outstanding. To the extent that the Corporation elects to redeem only some of the shares of **Cumulative & Redeemable 6% Preference Preferred Stock** outstanding, it shall do so on a pro-rata basis.

The **Cumulative & Redeemable 6% Preference Preferred** has no **voting rights**, unless the dividend has not been declared and/or paid for **TWO (2) consecutive Semi-Annual payments**, then each share of **Cumulative & Redeemable 6% Preference Preferred Stock** shall be entitled to one vote per share for each semi-annual dividend payment that has not been declared and/or paid, at any, and all, subsequent meetings of the stockholders of this Corporation, until the dividend payments that have not be declared and/or paid on the **Cumulative & Redeemable 6% Preference Preferred Stock** are brought current.

The **Serial Preferred Stock** may be issued in **different series**. For each series, the Board of Directors of this Corporation may set different dividend rates (if any), conversion rates (if convertible), voting privileges (if any), redemption terms (if redeemable) and any other terms and conditions deemed by them to be appropriate except that the **Serial Preferred** may not be given a status, or, senior to that of the **Cumulative & Redeemable 6% Preference Preferred Stock** in the event of liquidation or dissolution of the Corporation or in the right to receive dividends.

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ARTICLE IV

This Corporation is to exist perpetually.

ARTICLE V

The street address of the initial registered office of this Corporation is:

Automated Merchandising, Inc.

1763 S.W. 109th Terrace

Davie, Florida 33324

The Corporation may have such other places of business, both within and without the State of Florida and in foreign countries, as may be deemed necessary or convenient by the Board of Directors of this Corporation.

ARTICLE VI

The name and resident address of the initial registered agent of this Corporation is:

Raymond O. Rose

1763 S.W. 109th Terrace

Davie, Florida 33324

ARTICLE VII

The Board of Directors of this Corporation shall consist of not less than one member, initially. The number may be increased or diminished from time to time, but shall never be less than one.

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ARTICLE VIII

The name and address of the member of the first Board of Directors who shall hold office for the first year of the Corporation's existence, or until his successor is elected and qualified is:

Raymond O. Rose
1763 S.W. 109th Terrace
Davie, Florida 33324

ARTICLE IX

The management and control of the business of this Corporation shall be conducted by the following officers under the direction of the Board of Directors, to-wit; a Chief Executive Officer (if designated), a Chief Operations Officer (if designated), and Chief Financial Officer (if designated) and a President, one or more Vice-Presidents, one or more Assistant Vice-Presidents, a Treasurer, one or more Assistant Treasurers, a Secretary, and one or more Assistant Secretaries. The Corporation shall have as a minimum, a President, a Treasurer and a Secretary. **The same person may hold one or more offices. The offices of the President and that of the Secretary may be held by the same person.**

The Board of Directors, by resolution, may limit the specific duties, powers and authorizations to act of any officer. If, not limited by such a resolution, then the duties, powers and authorizations to act will be governed by the By-Laws of this Corporation.

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ARTICLE X

The operation of this Corporation's business shall conform to its By-Laws as either adopted by the Board of Directors or as approved by a majority of the stockholders of this Corporation entitled to vote at a regular or special meeting of the stockholders in accordance with their respective voting rights. Any portion of the By-Laws amended or approved by a vote of the Common Stockholders, in accordance with their voting privileges per share, may be amended only by those Common Stockholders entitled to subsequently vote thereon in accordance with their voting privileges per share.

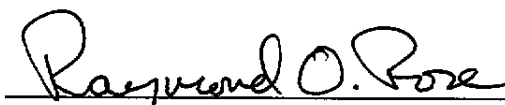
ARTICLE XI

These Articles Of Incorporation may be amended by a resolution adopted by the Board of Directors and proposed to the Stockholders at a regular or special meeting and approved by a majority vote of the shares of Common Stock, voted in accordance with their voting privileges per share and entitled to vote thereon.

On any amendment that changes the rights and privileges of any class of stock, or series of stock in the case of the Serial Preferred Stock, which is outstanding, the majority of shares outstanding for that class or series, must by majority vote, approve said amendment in addition to the approval by a majority vote of the Common Stock voted in accordance with their voting privileges and entitled to vote thereon.

* * * * *

IN WITNESS WHEREOF, the initial Subscriber, Incorporator and Registered Agent has hereunto set his hand and seal this 25th day of September, 2000. The undersigned, Registered Agent acknowledges and states that he is familiar with, and accepts the duties and responsibilities as Registered Agent for **Automated Merchandising, Inc.**



Raymond O. Rose

Incorporator and Registered Agent