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January 6, 1997

Reply Reference
Our No. 7.11020

Ms. Thelma Lewis
Corporate Specialist Supervisor
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100002056321--8
-01/14/97--01027--011
*****35.00 *****35.00

Re: Continental Vending Company, Inc.
Your Reference No. P96000079275

Dear Ms. Lewis:

Enclosed please find Articles of Amendment to Articles of
Incorporation of Continental Vending Company, Inc.

Also enclosed is check in the sum of \$35.00 for the fee.

Sincerely,

CARLA A. SCHMITT

CAS/hp
Encs.

JAN 8 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN - 8 PM 1:44

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

CONTINENTIAL VENDING COMPANY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -8 PM 1:44

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLES V, VI and VII being amended to change the name Jim Kent stated in each article to the following names, and also change of address where applicable and number of directors.

ARTICLE V: Resident Office and Agent - 4500 North State Road 7
Suite 302
Lauderdale Lakes, FL 33319
Resident Agent - BOB MITCHELL

ARTICLE VI: Board of Directors changed to two (2) as follows:
Bob Mitchell) - 4500 North State Road 7
Terry Sands) Suite 302
Lauderdale Lakes, FL 33319

ARTICLE VII: Incorporators
Bob Mitchell) - 4500 North State Road 7
Terry Sands) Suite 302
Lauderdale Lake, FL 33319

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: DECEMBER 30, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

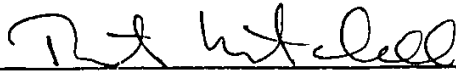
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 6th day of JANUARY, 19 97

Signature



~~(By the Chairman or Vice Chairman of the Board of Directors, President or other officer adopted by the shareholders)~~

BOB MITCHELL - President & Director

and accept the duties and responsibilities as Resident Agent for said Corporation.

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Typed or printed name

Title