

**LOWNDES
DROSDICK
DOSTER
KANTOR &
REED, P.A.**

Attorneys at Law

Ernest V. Drosdick
(1916-1982)

James Balletta
Matt L. Deal
William A. Deker
William R. Dird, Jr.
Matthew G. Drenner
Dale A. Eubank
Charles C. Garlington
W. Michael Clifford
W. Terry Condon
Janet M. Courtney
William E. Doster
William T. Diamond, Jr.
Richard J. Eddes

Alvanda P. Fitzgerald
Thomas L. Francis
Julia L. Frey
Louis Frey, Jr.
Harry J. Goff
Aaron J. Gusevsky
Linda C. Hankins
James P. Heckitt, Jr.
Robert P. Higgins
Toscan A. Johnson
Clay M. Kaleha
Hal H. Kanton
James G. Kattelmann
Joseph G. Kern
Joseph A. Lane
Harry W. Lawrence

R. Markbach Lee
John P. Lowndes
Timothy J. Manow
Daniel P. McIntosh
El. Gregory McNeill
David L. Peterson
T. Todd Pfitenger
Nicholas A. Pope
Robert C. Rader
Morcy Ralskin
John A. Reed, Jr.
Michael Ryan
Margaret H. Schreiber
Claraunt J. Simmons
Clay R. Soles
James M. Spommer

Scott G. Thompson
Randall D. West
Julian E. Whitworth
David H. Willford
Jon C. Yeigler
Terry C. Young

Math W. Dockholder
Corey M. Cavanaugh
Clinton K. Darden, Jr.
Darrell D. Garvey
Michael R. Gibbons
James J. Hoxton
Peter L. Lopez
Amy S. Lowndes
John H. Plon

John H. Morris
Matthew R. O'Hare
Patrick R. Pliska
Mark D. Schreier
T. Austin Shumout
Wendy L. Spiller
Christopher P. Tashiro
James S. Toscano
John T. Weitsch, Jr.
Karen A. Williams

Michael V. Flaherty
Terry H. Plon

96000069877

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Advanced Vending Systems, Inc.

300001925213
-08/20/96--01068--003
***122.50 ***122.50

Dear Madam or Sir:

Enclosed are the Articles of Incorporation for the above-referenced corporation along with a check from this law firm in the amount of \$122.50, representing \$35.00 filing fee, \$35.00 designation of registered agent fee and \$52.50 for a certified copy of the Articles. Please file the Articles immediately upon receipt and return the certified copy to the undersigned at the below address as soon as possible.

Let me know if you have any questions concerning the above.

Very truly yours,

Pattie M. Callahan

Pattie M. Callahan
Legal Assistant to
James Balletta

Enclosures

c: Mr. Brian C. Cicotti (w/encls.)
39109/49947

282747/CALLAHM

8/19

FILED
96 AUG 19 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

215 NORTH EOLA DRIVE • POST OFFICE BOX 2809 • ORLANDO, FLORIDA 32802
TELEPHONE 407-843-4600 • FAX 407-423-4495

A MEMBER OF COMMERCIAL LAW AFFILIATES, A WORLDWIDE ORGANIZATION OF INDEPENDENT LAW FIRMS.

ARTICLES OF INCORPORATION
OF
ADVANCED VENDING SYSTEMS, INC.

ARTICLE I - NAME

The name of this corporation is ADVANCED VENDING SYSTEMS, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be 7061 Grand National Drive, Suite 107G, Orlando, Florida 32819.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of ONE AND NO/100 DOLLAR (\$1.00) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 215 North Eola Drive, Orlando, Florida 32801 and the name of the initial registered agent of this corporation at that address is James Balletta.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The name and address of the initial director are as follows:

Brian C. Cicotti

7061 Grand National Drive
Suite 107G
Orlando, Florida 32819

FILED
56 MAY 19 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

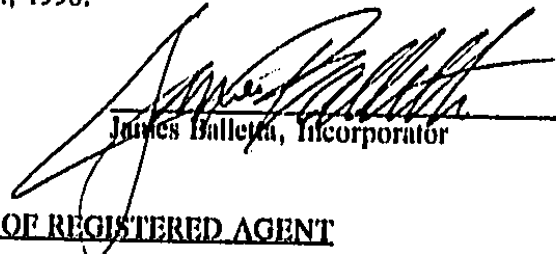
ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles are as follows:

James Ballella

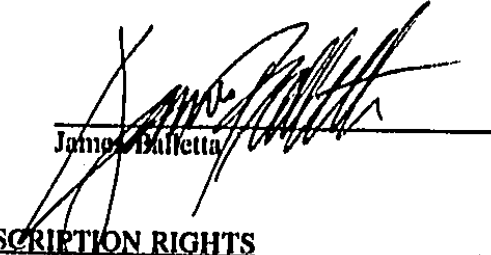
215 North Eola Drive
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 11th day of August, 1996.


James Ballella, Incorporator

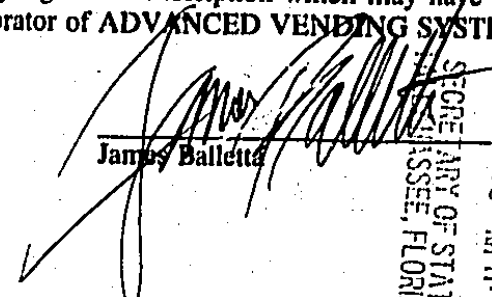
ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of ADVANCED
VENDING SYSTEMS, INC.


James Ballella

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by
virtue of the undersigned acting as Incorporator of ADVANCED VENDING SYSTEMS, INC.


James Ballella

FILED
96 AUG 19 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA