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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

BVA CO-OP, Inc.

3000001844773
05/30/96 01072-004
*****70.00 *****70.00

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DIVISION OF CORPORATIONS
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. BVA CO-OP, INC.

(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. Illinois

(State or country under the law of which it is incorporated)

3. 36-2706087

(FEI number, if applicable)

4. July 30, 1970

(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 817.156, F.S.))

7. 800 West Central Rd.

Mt. Prospect, IL 60056

(Current mailing address)

8. A cooperative corporation established for the purposes of the purchase and sale of food product and equipment used in the coin-operated vending
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida industry. Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Beth H. Pope
(Registered agent's signature) (Officer)

Beth H. Pope, Asst. Secy.
(Type Name and Title of Officer)

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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

SEE ATTACHED LIST

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

SEE ATTACHED LIST

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

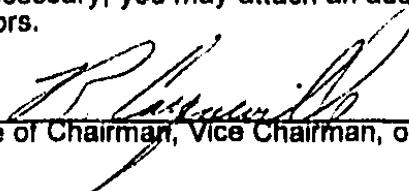
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Treasurer: _____

Address: _____

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

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

14. ROBERT CARQUEVILLE, President and Chairman
(Typed or printed name and capacity of person signing application)

BVA CO-OP, INC.

OFFICERS

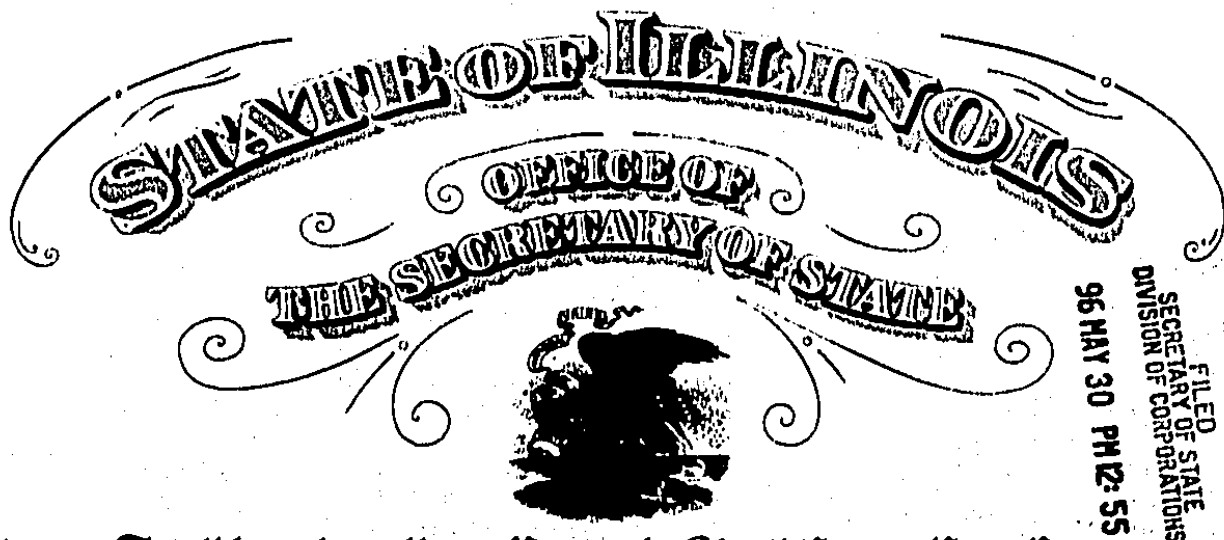
<u>Name</u>	<u>Title</u>	<u>Business Address</u>
ROBERT CARQUEVILLE	President	800 W. Central Rd. Mt. Prospect, Ill. 60056
GARY PRETZER	Vice President	"
WILLIAM WHITACRE, SR.	Secretary	"
ROBERT NOWAK	Treasurer	"

DIRECTORS

JAMES KOCHIRAS	"
ROBERT CARQUEVILLE	"
GARY PRETZER	"
WILLIAM WHITACRE, SR.	"
ROBERT NOWAK	"
PETER WECHSLER	"
LARRY MESCHER	"
ROBERT YEOMANS	"
TOM WHENNEN, JR.	"
MARK HESCH	"
MIKE SIKICH	"
MARK KOHLWEY	"
JAMES KNIGHT	"

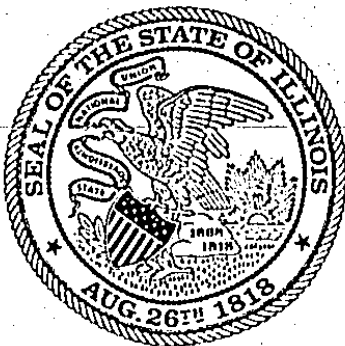
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File Number 4969-702-3



To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that BVA CO-OP, INC, A DOMESTIC CORPORATION,
INCORPORATED UNDER THE LAWS OF THIS STATE JULY 30, 1970, APPEARS TO
HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION
ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND
PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD
STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****



In Testimony Whereof, *I hereto set*
my hand and cause to be affixed the Great Seal of
the State of Illinois this 29TH
day of MAY *A.D., 19* 96

George H. Ryan

SECRETARY OF STATE