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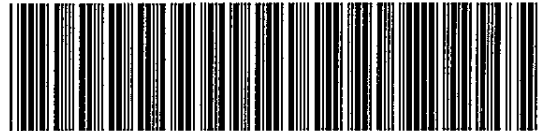
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e-mail: hcr@sachs-sax-klein.com

July 30, 2003

Department of State
Divisions of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Kiosk Distribution Systems, LLC
Our File Number 3359.02

Dear Sir/Madam:

Enclosed please find Articles of Organization of Kiosk Distribution Systems, LLC, along with our firm's check number 45869, in the amount of One Hundred Twenty Five (\$125.00) made payable to Florida Department of State for the above referenced LLC which includes the \$100.00 filing fee and 25.00 registered agent fee required for the filing.

Kindly file the Articles of Organization and Certificate of Designation of Registered Agent/Registered Office and return the enclosed copy with a date stamp showing receipt and filing. We have enclosed a self-addressed stamped envelope for your convenience.

If you have any questions, please do not hesitate to contact the undersigned. Thank you for your assistance.

Very truly yours,

SACHS SAX KLEIN


Helene Cohen Rosen 

HCR:dg
Enclosure

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03 AUG -4 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
KIOSK DISTRIBUTION SYSTEMS, LLC**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company ("Limited Liability Company") under Chapter 608 of the Florida Statutes and the laws of the State of Florida.

ARTICLE I

The name of the Limited Liability Company is:

KIOSK DISTRIBUTION SYSTEMS, LLC

ARTICLE II

The mailing address and street address of the principal office of the Limited Liability Company shall be:

12480 W. Atlantic Boulevard
Suite 2
Coral Springs, FL 33071

but it shall have the power and authority to establish branch offices at such place or places as may be designated by the manager.

ARTICLE III

This Limited Liability Company may engage in any activity or activities permitted under the laws of the State of Florida.

ARTICLE IV

This Limited Liability Company shall commence its existence immediately upon the filing of these Articles of Organization with the Secretary of State of Florida and shall exist perpetually thereafter unless sooner dissolved according to law.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

The name and mailing and street address of the initial registered agent of this Limited Liability Company shall be:

Robert Gallner
12480 W. Atlantic Boulevard
Suite 2
Coral Springs, FL 33071

ARTICLE VI

This Limited Liability Company shall be managed by a manager or managers with the exact number and election methods to be specified as set forth in the Operating Agreement, or regulations of the Company, unless the Operating Agreement or regulations are hereafter amended to provide that the Company shall be managed otherwise.

ARTICLE VII

The name and mailing and street address of the initial sole manager of the Limited Liability Company, who shall hold office for the first year or until his successor(s) is duly elected and qualified, is Robert Gallner, 12480 W. Atlantic Boulevard, Suite 2, Coral Springs, FL 33071.

ARTICLE VIII

The name and mailing and street address of the initial sole member of the Limited Liability Company is Robert Gallner, 12480 W. Atlantic Boulevard, Suite 2, Coral Springs, FL 33071.

ARTICLE IX

The members of the Limited Liability Company shall have the right to admit additional members upon terms and conditions as determined from time to time by the manager(s) and set forth in the regulations of the Limited Liability Company. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

ARTICLE X

The members of the Limited Liability Company shall have the right to admit additional members upon terms and conditions as determined from time to time by the manager(s) and set forth in the regulations of the Limited Liability Company. Contributions required of new

members shall be determined as of the time of admission to the Limited Liability Company.

ARTICLE XI

The members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

ARTICLE XII

No contract or other transaction between this Limited Liability Company and any other limited liability company or corporation, and no act of this Limited Liability Company, shall in any way be affected or invalidated by the fact that any of the managers of this Limited Liability Company are pecuniarily or otherwise interested in, or are directors or officers or managers of, such other limited liability company or corporation. Any manager individually, or any firm of which any manager may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Limited Liability Company, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the managers hereof, and any manager of this Limited Liability Company who is also a director or an officer or a manager of such other limited liability company or corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the managers of this Limited Liability Company which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer or manager of such other limited liability company or corporation, or not so interested.

ARTICLE XIII

The private property of the members shall not be subject to payment of the debts of the Limited Liability Company to any extent.

ARTICLE XIV

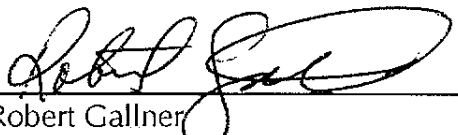
This Limited Liability Company may indemnify and insure its manager(s) to the fullest extent permitted by law.

ARTICLE XV

The power to adopt, alter, amend or repeal the Operating Agreement and/or regulations of this Limited Liability Company shall be vested in the manager(s).


[Signature on following Page]

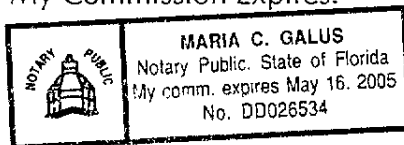
IN WITNESS WHEREOF, I, Robert Gallner, the undersigned, being the sole member hereinbefore named, for the purpose of forming a Limited Liability Company to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Organization hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 16 day of July, 2003.


Robert Gallner
FLA# 6456-765-SB-287-0

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on this 16 day of July, 2003, by Robert Gallner, as the sole initial member of KIOSK DISTRIBUTION SYSTEMS, LLC on behalf of the Limited Liability Company. He is (personally known to me) (or has produced his drivers license) as identification. FLA# 6456-765-SB-287-0.


Notary Public
State of Florida at Large
My Commission Expires:



FILED
03 AUG -4 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

KIOSK DISTRIBUTION SYSTEMS, LLC

2. The name and the Florida street address of the registered agent are:

Robert Gallner
12480 W. Atlantic Boulevard
Suite 2
Coral Springs, FL 33071

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03 AUG -4 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Robert Gallner

7/15/03
Date