

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Countless Vending, Inc.

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*****35.00 *****35.00

*File
Second*

Signature _____

Requested by: *Cher* *5-26* *940*

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

____ Art of Inc. File
____ LTD Partnership File
____ Foreign Corp. File
____ L.C. File
____ Fictitious Name File
____ Trade/Service Mark
____ Merger File
____ Art. of Amend. File
____ RA Resignation
____ Dissolution / Withdrawal
____ Annual Report / Reinstatement
____ Cert. Copy
____ Photo Copy
____ Certificate of Good Standing
____ Certificate of Status
____ Certificate of Fictitious Name
____ Corp Record Search
____ Officer Search
____ Fictitious Search
____ Fictitious Owner Search
____ Vehicle Search *5/26*
____ Driving Record *John Amend*
____ UCC 1 or 3 File
____ UCC 11 Search
____ UCC 11 Retrieval
____ Courier

FILED
98 MAY 26 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JOHN C. AMEND
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
COINLESS VENDING, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being the sole director and president of Coinless Vending, Inc., does hereby amend its Articles of Incorporation as follows:

**ARTICLE I
CORPORATE NAME**

The name of the Corporation shall be Coinless Vending, Inc.

**ARTICLE II
PURPOSE**

The Corporation shall be organized for any and all purposes authorized under the laws of the state of Florida.

**ARTICLE III
PERIOD OF EXISTENCE**

The period during which the Corporation shall continue is perpetual.

**ARTICLE IV
SHARES**

The capital stock of this corporation shall consist of 50,000,000 shares of common stock, \$.001 par value.

**ARTICLE V
PLACE OF BUSINESS**

The address of the principal place of business of this corporation in the State of Florida shall be 5600 French Plum Lane, Tamarac, FL 33321. The Board of Directors may at any time and from time to time move the principal office of this corporation.

**ARTICLE VI
DIRECTORS AND OFFICERS**

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall be not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws.

**ARTICLE VII
DENIAL OF PREEMPTIVE RIGHTS**

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the board of Directors.

**ARTICLE VIII
AMENDMENT OF BYLAWS**

Anything in these Articles of Incorporation, the Bylaws, or the Florida Corporation Act notwithstanding, bylaws shall not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

**ARTICLE IX
SHAREHOLDERS**

9.1. Inspection of Books. The board of directors shall make reasonable rules to determine at what times and places and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative of a shareholder.

9.2. Control Share Acquisition. The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor provision shall not apply to the Corporation.

9.3. Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholder's shall constitute a quorum.

9.4. Required Vote. Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

**ARTICLE X
LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**

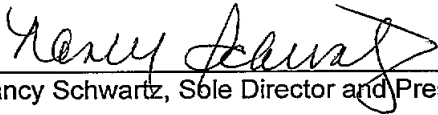
To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

**ARTICLE XI
CONTRACTS**

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

I hereby certify that the following was adopted by a majority vote of the shareholders and directors of the corporation on May 20th, 1998 and that the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, I have hereunto subscribed to and executed this Amendment to Articles of Incorporation this on May 20th 1998.



Nancy Schwartz, Sole Director and President

The foregoing instrument was acknowledged before me on May 4, 1998, by Nancy Schwartz, who is personally known to me.


Notary Public

My commission expires:



RICHARD LEON NEWBERG
COMMISSION # CC 425858
EXPIRES DEC 12, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

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