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(Requestor's Name)

From: ASTI MACHINE, CORP.
 C/O: Jorge E. Oyarce
 199 S.W. 12th Avenue
 Suite 11
 Miami, Florida 33130

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Asli Machine, Corp.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

T. BROWN JAN 12 1995

Examiner's Initials

ARTICLES OF INCORPORATION
OF
ASTI MACHINE, CORP.

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TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, do hereby accept all the rights, privileges, benefits and obligations conferred and imposed by said laws and do hereby adopt the following Articles of Incorporation.

ARTICLE ONE
NAME AND PRINCIPAL OFFICE

The name of this Corporation shall be: ASTI MACHINE, CORP. Its business shall be carried on in Dade County, State of Florida and at such other Counties or places in the State of Florida and in the United States of America, and in foreign countries, as may from time to time be authorized by the Board of Directors. Its principal office shall be located at: 1120-102nd Street, Suite 15, Bay Harbour Island, Miami, Florida 33154.

ARTICLE TWO
NATURE OF THE BUSINESS

The general nature of the business or businesses to be transacted is as follows:

a) To engage in any or more of the business or businesses and to execute any and/or all the powers authorized and permitted by virtue of the Corporate Law of the State of Florida and of all other states, districts, territories, commonwealth, countries or colonies.

b) To establish, conduct, operate and maintain a business entity dealing with any and all professional, semiprofessional, business, technical, trade, commercial, financial, for profit, on vending machines industries and other subjects. pertaining or relating thereto, without any limitation whatsoever.

c) To import, export, manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in with publications, recordings, supplies, materials, merchandise, real and personal property, and services of every class, kind and description.

d) To conduct business in, have one or more offices in, and buy, hold mortgages, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states, districts, territories, commonwealth, countries or colonies.

e) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfer of corporate property or other instruments to secure the payment of corporate indebtedness as required.

f) To purchase or sell the corporate assets of any other corporation and engage in the same or other character of business.

g) To acquire by purchase, subscription or otherwise and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scripts, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choices in action and evidences of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trust, or persons public or private, or by any foreign government, or by any state, city, municipality, county, territory, commonwealth, province, or other political subdivision or by any government agency, and as owners thereof to possess and exercise all rights to execute consent and vote thereon and to do any and all acts and things advisable for the preservation, protection, improvement and enhancement of value thereof.

h) To carry on any other business in the United States of America, or in any other foreign country, territory, commonwealth or political subdivision, and to have and exercise all the powers conferred by the laws, and to do any or all things herein above set forth to the same extent as natural persons might or could do.

i) In general, to become a holding company and to establish one or more office branches, subsidiaries, representatives, intercompany relationships, conglomerates anywhere in the world.

ARTICLE THREE TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date of incorporation.

ARTICLE FOUR PURPOSE

This corporation is organized as a corporation for profit, generally engaged in the field of Industrial business vending machines such as pop corn, softdrinks and juices, snacks and candy bars, coins and ice cream machines, videos games and or any other lawful business related hereunto, permitted under the laws of the United States of America and of the State of Florida.

ARTICLE FIVE
NUMBER OF DIRECTORS

The Stockholders of this corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this corporation, provided that the corporation shall never have less than one Director.

ARTICLE SIX
CAPITAL STOCK

This corporation is authorized to issue two classes of stock, as follows:

- A. Designation: The stock of this corporation shall be known as Common Stock and Preferred Stock.
- B. Authorized: The maximum number of Common and Preferred Stock that this corporation may issue is 1,500 shares.
- C. Par Value: Each share of Common or Preferred Stock shall have the par value of U.S. Dls.1.00 (one dollar).
- D. Consideration: Shares of Common or Preferred Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors, as to the value of any such consideration, shall be conclusive.
- E. Non-assessability: Each share of Common or Preferred Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non assessable.
- F. Cumulative Voting: No holder of Common or Preferred Stock shall be entitled to any right of cumulative voting.
- G. Dividends: Record holders of Common or Preferred Stock are entitled to receive their prorata shares of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- H. Liquidation Right: Holders of Common or Preferred Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive the prorata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE SEVEN
SPECIAL VOTING PROVISIONS

The occurrences enumerated in these articles shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this corporation's common stock entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

1.- For the amendment of the Articles of Incorporation:

Minimum required percentage: 51%

2.- For the sale, lease or exchange of all of this corporation's property and assets or any property or assets of this corporation:

Minimum required percentage: 51%

3.- For the merger or consolidation of this corporation into or with any other corporation:

Minimum required percentage: 51%

4.- For the voluntary dissolution of this corporation:

Minimum required percentage: 51%

ARTICLE EIGHT PRE-EMPTIVE RIGHT

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which it already holds, shall have the pre-emptive right to purchase its prorate share thereof, (as nearly as may be done without the issue of fractional shares), at the price at which it is offered to others.

ARTICLE NINE AMENDMENTS

Every amendment shall be approved by the Board of Directors, proposed to the stockholders and approved at a Stockholders' Meeting by a majority of the stock entitled to vote thereon.

ARTICLE TEN INDEMNIFICATION

The corporation shall indemnify any officer, director or employee of the corporation, any former officer, director or employee of the corporation, to the full extent permitted by and as set forth in the Florida General Corporation Law.

ARTICLE ELEVEN
INITIAL BOARD OF DIRECTORS AND
INITIAL PRINCIPAL ADDRESS

This corporation shall have one initial director. The number of directors may be either increased or diminished from time to time as stated herein before in Article Five. The names and address of the initial director of this corporation is as follows:

PRESIDENT: Roberto Jorge Benso
1120-102nd Street, Suite 15
Bay Harbour Island
Miami, Florida 33154

VICE-PRESIDENT: Roberto Jorge Benso
1120-102nd Street, Suite 15
Bay Harbour Island
Miami, Florida 33154

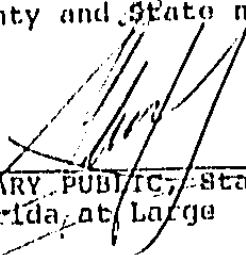
SECRETARY: Roberto Jorge Benso
1120-102nd Street, Suite 15
Bay Harbour Island
Miami, Florida 33154

TREASURER: Roberto Jorge Benso
1120-102nd Street, Suite 15
Bay Harbour Island
Miami, Florida 33154

ARTICLE TWELVE
INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The address of the initial registered office of this corporation is: 1120-102nd Street, Suite 15, Bay Harbour Island, Miami, Fl. 33154
The name of the initial registered agent of this corporation at the above address is: Roberto Jorge Benso.

IN WITNESS WHEREOF, I set my hand and official seal in the County and State named above, this 3rd day of January, 1995.-



NOTARY PUBLIC, State of
Florida, at Large

FDL# B580-720-57-377-0

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES 02/18/95
GEOFFREY W. NOTARY PUBLIC AND

(Seal)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST: ASTI MACHINE, CORP., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED ROBERTO JORGE BENSO LOCATED AT: 1120-102ND STREET, SUITE 15, BAY HARBOUR ISLAND, CITY OF MIAMI, COUNTY OF DADE STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 3rd day of January 1995, in the City of Miami, County of Dade, State of Florida.

By: 

Roberto Jorge Benso
Registered Agent