

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0171
904-222-0193 FAX

800-342-0086



ACCOUNT NO. : 0721006000

REFERENCE : 761233 82767A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 11, 1995

ORDER TIME : 10:42 AM

ORDER NO. : 761233

CUSTOMER NO: 82767A

CUSTOMER: Mr. Fredda Fierro
PAUL M. BLOOMGARDEN, PA

Suite 100a
8551 W. Sunrise Boulevard
Ft. Lauderdale, FL 33322

800001658978
-12/11/95--0103--014
***122.50 ***123.50

DOMESTIC FILING

AstroVend Corp.

NAME: ~~SUNEX CORPORATION~~

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS:

T. BROWN MAR 19 1996

FILED
95 MAR 18 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES

PAUL M. BLOOMGARDEN, P. A.

SUITE 100A

8551 WEST SUNSHINE BOULEVARD

PORT LAUDERDALE, FLORIDA 33322

PAUL M. BLOOMGARDEN
ALSO MEMBER NEW YORK BAR
SETH KIMMEL

(954) 370-2322
FAX (954) 370-2211

March 15, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

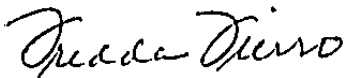
Re: AstroVend Corp.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above together with a copy of your letter dated December 11, 1996. Please file the original Articles and forward a certified copy to the undersigned.

Thank you for your prompt attention to the above and if you need any further information, please contact the undersigned.

Very truly yours,



Fredda Fierro, Secretary to
Paul M. Bloomgarden

/ff
enc.

cc: Mr. Eco

ltr\96-1326



FLORIDA DEPARTMENT OF STATE
Sandra B. Morlham
Secretary of State

December 11, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: SUNEX CORPORATION
Ref. Number: W95000024156

We have received your document for SUNEX CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 095A00053614

ARTICLES OF INCORPORATION
OF
AstroVend Corp.

FILED
96 MAR 18 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is AstroVend Corp.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing upon filing of these Articles.

ARTICLE III - PURPOSE

This Corporation is organized for the following purposes:

A. To engage in the business of importing and exporting goods of every kind, type, and description; to purchase and sell such goods as a wholesaler, retailer, distributor, or otherwise and to act as an agent or broker in the sale and purchase of goods of every kind, type, and description; and to do all things as are necessary to the accomplishment of the purposes set forth herein.

B. To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which this Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) shares of One (\$1.00) Dollar par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Suite 100A, 8551 West Sunrise Boulevard, Fort Lauderdale, Florida 33322 and the name of the initial registered

agent of this corporation at that address is Paul M. Bloomgarden.

ARTICLE VII - INITIAL MAILING ADDRESS

The initial mailing address of this corporation is:

8551 W. Sunrise Blvd., #100A
Ft. Lauderdale, FL 33322

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this Corporation is:

Oro Eco
3121 N. W. 107 Drive
Sunrise, FL 33351

ARTICLE IX - INCORPORATOR

The name and address of the incorporator signing these Articles is:

Fredda Fierro
8551 W. Sunrise Blvd., #100A
Ft. Lauderdale, FL 33322

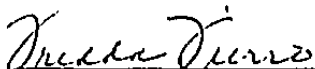
ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT


This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 15th day of March, 1996.

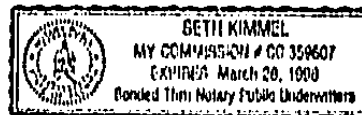

FREDDA FIERRO, Incorporator

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 15th day of March, 1996 by FREDDA FIERRO who is personally known to me or who has produced his Florida drivers license as identification and who did take an oath.



Notary Public



DESIGNATION OF REGISTERED AGENT

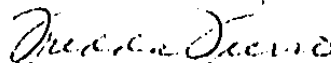
FOR

AstroVend Corp.

FILED
96 MAR 18 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, AstroVend Corp. desiring to organize and qualify under the laws of the State of Florida, hereby names PAUL M. BLOOMGARDEN located at Suite 100A, 8551 W. Sunrise Boulevard, Ft. Lauderdale, Florida 33322 as its agent to accept service of process within Florida.

DATED: March 15, 1996



FREDDA FIERRO, Incorporator

ACCEPTANCE

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

DATED: March 15, 1996



PAUL M. BLOOMGARDEN, Registered Agent