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VIA FEDERAL EXPRESS

July 8, 1996

New Filings Section
Florida Department of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

000001889660
-07/10/96--01061--014
****122.50 ****122.50

Re: Old Glory Vending, Inc.

Gentlemen:

Enclosed please find the original and a copy of the proposed Articles of Incorporation for "Old Glory Vending, Inc." together with my check in the amount of \$122.50.

This check represents the cost of the filing fees, a certified copy of the Articles of Incorporation and fee for the Registered Agent Designation for this corporation.

Also enclosed is a self-addressed Federal Express Invoice for use in your returning the certified copy to me via overnight courier.

Very truly yours,


JOEL A. SAVITT
JAS/em

Enclosures as stated

FILED
96 JUL 10 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SN JUL 11 1996

EFFECTIVE DATE
July 8, 96

FILED

96 JUL 10 AM 10:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

OLD GLORY VENDING, INC.

We, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is OLD GLORY VENDING, INC..

ARTICLE II

BUSINESS ADDRESS

The business address of this corporation is:

18185 S.W. 3rd Street
Pembroke Pines, Florida 33029.

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing on the date of the signing of these Articles of Incorporation by the Incorporators herein.

ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VII

PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 18185 S.W. 3rd Street, Pembroke Pines, FL 33029, and the name of the initial registered agent of this

corporation at that address is Edward R. Poetsche.

ARTICLE IX

INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but never less than ONE (1).

The names and addresses of the initial directors and officers of this corporation are:

Edward R. Poetsche
18185 S.W. 3rd Street
Pembroke Pines, Florida 33029.

President

Mary B. Poetsche
18185 S.W. 3rd Street
Pembroke Pines, Florida 33029.

Secretary & Treasurer

ARTICLE X

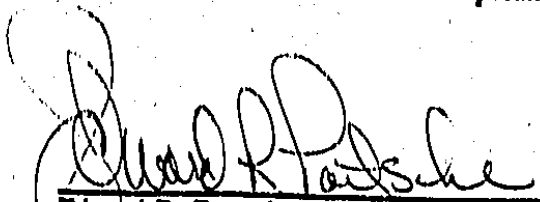
INCORPORATORS


The names and addresses of the Incorporators are:

Edward R. Poetsche
18185 S.W. 3rd Street
Pembroke Pines, Florida 33029.

Mary B. Poetsche
18185 S.W. 3rd Street
Pembroke Pines, Florida 33029.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation
on this 8th day of July, 1996.


Edward R. Poetsche,
Initial Director/Incorporator


Mary B. Poetsche,
Initial Director/Incorporator

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

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That OLD GLORY VENDING, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 18185 S.W. 3rd Street, Pembroke Pines, FL 33029, has named Edward R. Poetsche, located at 18185 S.W. 3rd Street, Pembroke Pines, FL 33029, as its agent to accept service of process within the State of Florida.


Edward R. Poetsche,
Incorporator


Mary B. Poetsche,
Incorporator

Dated: July 8, 1996.

FILED
95 JUL 10 AM 10:06
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Having been named to accept service of process for the above-stated 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.


Edward R. Poetsche,
Registered Agent

Dated: July 8, 1996.