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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)385-6761

FAX #:

NAME: VENDING USA, INC. AUDIT NUMBER.....H97000001134 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

97-157
JAN 22 11:23 AM

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**ARTICLES OF INCORPORATION
OF
VENDING USA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe and acknowledge these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

1. The name of the corporation shall be VENDING USA, INC., and its existence shall be perpetual.

2. The general nature of the business to transact any lawful business for which corporations may be incorporated under the laws of the State of Florida and to have all other powers provided by the laws of the State of Florida.

3. The capital stock of the corporation shall consist of one hundred (100) shares of no par value.

4. The principal office of the corporation shall be 241 Sevilla Avenue, Suite 805, Coral Gables, Florida 33134.

5. The amount of capital with which the corporation shall begin business is ONE HUNDRED (\$100.00) Dollars.

6. The number of the directors shall be at least one (1) and the name and post office address of the first Board of Directors and Officers are:

<u>NAME</u>	<u>OFFICE</u>	<u>POST OFFICE ADDRESS</u>
Gary Shear	President/Director/Treasurer/Secretary	c/o 241 Sevilla Avenue Suite 805 Coral Gables, FL 33134

7. The name and post office address of the sole subscriber to this Certificate of Incorporation, the number of shares he agrees to take and the consideration thereof, the proceeds of which will amount to at least One Hundred (\$100.00) Dollars is as follows:

<u>NAME</u>	<u>NO. OF SHARES</u>	<u>CONSIDERATION</u>
Gary Shear c/o 241 Sevilla Avenue Suite 805 Coral Gables, FL 33134	100	\$100.00

PREPARED BY:
H. Jeffrey Cutler, Esq.
241 Sevilla Avenue, Suite 805
Coral Gables, FL 33134
Florida Bar No. 350230
305-446-0100

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8. The corporation designates H. Jeffrey Cantor, 241 Sevilla Avenue, Suite 805, Coral Gables, Florida 33134, as its Registered Resident Agent, to accept service of process within this state.

IN WITNESS WHEREOF, the undersigned hereby subscribes to these Articles of Incorporation at Miami, Dade County, Florida this 12 day of January, 1997.


GARY SHEAR
(Sponsor)

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First, that VENDING USA, INC., desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation has named H. JEFFREY CUTLER, located at 241 Sevilla Avenue, Suite 805, Coral Gables, Florida 33134, as Registered Resident Agent to accept Service of Process within this State.

Having been named to accept Service of Process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


H. JEFFREY CUTLER
(Registered Resident Agent)

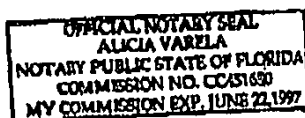
STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, this 16th day of January, 1997, personally appeared, H. JEFFREY CUTLER, sole subscriber, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who acknowledged before me that he subscribed thereto and did so for the purpose and uses therein mentioned and said H. JEFFREY CUTLER consented to his appointment as Registered Resident Agent of the corporation to accept service of process within this State and did take an oath.


NOTARY PUBLIC, State of Florida

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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