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ADVANCED ACCOUNTING & TAX SERVICES, INC.

1676 S. FISKE BLVD., ROCKLEDGE, FL 32955

James A. Naff*
Enrolled Agent

Phone: (407) 636-8561

Fax: (407) 631-7208

E-mail: JNaff@Concentric.Net

David E. Omler
Accountant

Ruth Pinson
Office Manager

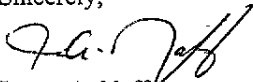
Tuesday, June 23, 1998

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

Re: Atlantic Vending Services, Inc.
Articles of Incorporation

Please file the enclosed Articles of Incorporation. Our Check on the Amount of \$122.50 is enclosed for the appropriate filing fees.

Sincerely,



James A. Naff,
Enrolled Agent

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-06/25/98--01074--010
****122.50 ****122.50

APPROVED
AND
FILED
98 JUN 25 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

* Graduate Fellow of The National Tax Practice Institute
Member: National Association of Enrolled Agents
Member: National Society of Accountants.

Licensed to Represent Taxpayers at all Administrative Levels of the Internal Revenue Service
and State Departments of Revenue.

B BROCK JUN 26 1998

**ARTICLES OF INCORPORATION
OF
ATLANTIC VENDING SERVICES, INC..**

APPROVED
AND
FILED
98 JUN 25 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, do hereby form a corporation under the Laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: ATLANTIC VENDING SERVICES, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

- (a) To engage in the business of providing products to the public through the use of vending machines,
- (b) To engage in any type of business authorized by the Laws of the United States and State of Florida,
- (c) To do all things and to have all powers conferred upon close corporations or general corporations organized under the Laws of the State of Florida
- (d) it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict the general powers of the corporation.

ARTICLE III. CAPITAL STOCK

The authorized capital stock of the corporation shall be 1,000 shares of common voting stock. The whole, or any part, of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor, or services at a just valuation to be fixed by the directors. Each share of stock shall have a par value of fifty cents (\$.50) per share.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not to be less than Five Hundred Dollars, (\$500.00).

ARTICLE V. CORPORATE EXISTENCE

This corporation is to have perpetual existence until dissolved.

ARTICLE VI. ADDRESS

The principal office of the corporation shall be:

3245 N. Courtenay Pkwy., Merritt Island, FL 32953

ARTICLE VII. DIRECTORS

The minimum number of directors of this corporation shall be one (2), but the by-laws may provide for such increase or decrease in the number thereof as is authorized by law.

ARTICLE VIII. INITIAL DIRECTORS

The name and Post Office address of the first board of directors is:

Ben R. Jordan, 2329 Rain Tree Lake Circle, Merritt Island, FL 32953

Nicole Madeux, 800 Sand Gate St., Merritt Island, FL 32953

ARTICLE IX. SUBSCRIBER

The name and Post Office address of the subscribers to this Certificate of Incorporation is:

Ben R. Jordan, 2395 Rain Tree Lake Circle, Merritt Island, FL 32953

ARTICLE X. ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the corporation, its stockholders and directors are hereby adopted as a part of the Certificate of Incorporation.

(a) The Board of Directors, from time to time, shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders. No stockholder shall

have the right to inspect any account or document of the corporation except as conferred by the Board of Directors, or resolution of the stockholders.

(b) A person shall not be required to own, hold, or control stock in the corporation as a condition precedent to holding office in the corporation.

(c) The Directors may prescribe a method, or methods, for the replacement of lost certificates and prescribe reasonable conditions, by way of security, upon the issue of new certificates thereof.

(d) No contract, or other transaction, between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more directors of the corporation is, or are, interested in, or is a director or officer, or are directors or officers of such other corporation. Any director, or directors, individually or jointly, may be a party, or parties to, or may be interested in any such contract, or transactions of the corporation or in which the corporation is interested, and no contract, act, or transaction of the corporation with any person or persons, firm, or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director, or directors, of the corporation is a party, or parties to, or interested in such contract, act, or transaction, or in any way connected with such person, or persons, firm or corporation.

Any Director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary, or controlled company, without regard to the fact that he/she, also, is a director of such subsidiary or controlled corporation.

(e) The corporation shall have the power to amend, alter, change, or repeal any provision of its certificate of incorporation, or any amendment hereto, in form or substance, when proposed and approved by its Board of Directors and consented thereto at a stockholders' meeting by not less than a majority of the outstanding shares of voting stock and any right conferred upon the shareholders is subject to such revision, amendment or alteration.

(f) The corporation shall have the power to enter into, or become a partner in, any arrangement for the sharing of the profits, union of interest, cooperation, joint venture, or otherwise, with any person, firm, or corporation now carrying on, or about to carry on, any business which this corporation has a direct, or incidental, authority to pursue.

(g) The Board of Directors shall have the authority to designate an officer of this corporation, from time to time, to handle all aspects of the real property owned by the corporation in conformity with the

Florida Real Estate License Law, Chapter 475 of the Florida Statutes, and, in the absence of any specific designation, the President of the corporation shall have the authority to act in this regard without registration with the Florida Real Estate Commission pursuant to the exception as set forth in Chapter 475 of the Florida Statutes and the Rules and Regulations of the Florida Real Estate Commission.

ARTICLE XI. STOCK LOSS

It is the intent of the corporation that the original issue stock be qualified for loss treatment as provided in United States Internal Revenue Code Section 1244.

ARTICLE XII. DESIGNATION OF REGISTERED AGENT

The name and address of the agent to accept service of process for this corporation within the State of Florida is:

Ben R. Jordan, 3245 N. Courtenay Pkwy., Merritt Island, FL 32953

WITNESS MY HAND and seal this 23rd day of June, 1997.

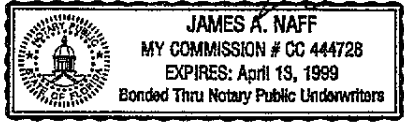
Ben Jordan
Ben R. Jordan, Subscriber

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Ben R. Jordan, known to me to be, or provided identification as the person/s described as the subscriber/s and who, after taking an oath stated he/she executed the foregoing Articles of Incorporation.

WITNESS MY HAND and seal in the County and State aforesaid this 23rd day of June, 1997.

Notary Public James A. Naff
ID Presented: Personally Known



ACCEPTANCE OF REGISTERED AGENT

Having been named in Article XII to accept service of process for the above stated corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relating to the continued operation of the business.

Ben Jordan
Ben R. Jordan

APPROVED
AND
FILED
98 JUN 25 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA