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July 13, 1999

State of Florida
Department of State
Division of Corporations
Attn: New Filings Section
P.O. Box 6327
Tallahassee, FL 34314

200002933312--5
-07/16/99--01057--008
*****70.00 *****70.00

Re: Incorporation of Y B Hungry Vending Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of a certificate of incorporation for filing by your Department. Also enclosed is my check for \$70.00 for filing fees.

Please call me if there is any problem with filing these certificates of incorporation. In addition, any correspondence regarding the filing the certificate of incorporation should be addressed to the undersigned.

Thank you for your cooperation.

Sincerely,


Robert G. Gargiulo

encl 3

FILED
99 JUL 16 PM 2:08
TALLAHASSEE, FLORIDA
DEPT. OF STATE

gjc 7/23

FILED
99 JUL 16 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
Y B Hungry Vending Inc.**

The undersigned, Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State Of Florida.

ARTICLE I

The name of the Corporation shall be Y B Hungry Vending Inc., 5106 19th Lane East, Bradenton, Florida 34203.

ARTICLE II

The principal place of business and the mailing address of the Corporation is 5106 19th Lane East, Bradenton, Florida 34203.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding is one thousand (1,000) shares of one class of no par value.

ARTICLE IV

The Board of Directors may authorize the issuance of all or any portion of the corporation's shares without certificates.

ARTICLE V

The name and address of the initial registered agent is:

Thomas P. Brown
5106 19th Lane East
Bradenton, Florida 34203

The Board of Directors may from time to time move the office of the registered agent to any other address in the State of Florida.

ARTICLE VI

The name and address of the incorporator to these Articles of Incorporation is:

Thomas P. Brown
5106 19th Lane East
Bradenton, Florida 34203

ARTICLE VII

The general nature of the business to be transacted by this Corporation is: to own and operate vending machines of all types; and, to engage in any and all other business purposes not prohibited by the Laws of the State of Florida.

ARTICLE VIII

This Corporation shall initially have two (2) director. The number of Directors may be increased or diminished from time to time according to the by-laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE IX

The name and address of the members of the initial Board of Directors are:

Thomas P. Brown
5106 19th Lane East
Bradenton, Florida 34203

Louis G. Ybarra
632 Ashley Drive
Hurst, Texas 76054

ARTICLE X

These Articles of Incorporation may be amended in the following manner. Proposed amendments shall be approved by the Board of Directors by a majority vote, proposed by the Board of Directors to the stockholders, and at a stockholders' meeting approved by a majority of stockholders entitled to vote thereon unless all Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

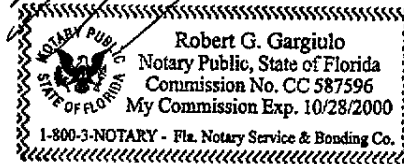
Each shareholder shall have preemptive rights only in the portion of the shares being issued or sold by the corporation from time to time in the proportion that the number of shares then held by the shareholder bears to the total number of shares then outstanding. Each shareholder shall also have, on an equal basis with other shareholders, preemptive rights on

any shares being issued or sold which were not purchased by other shareholders holding preemptive rights.


Thomas P. Brown, Incorporator

State of Florida)
County of Manatee)

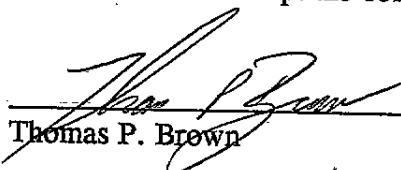
On the 13th day of July 1999, before me personally appeared, Thomas P. Brown known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged that he executed the same freely and voluntarily for the purposes therein contained. He is personally known to me ~~or has produced~~ _____ as identification and ~~did~~ (did not) take an oath.



ACCEPTANCE BY REGISTER AGENT

Have been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: 07-13-99


Thomas P. Brown

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99 JUL 16 PM 2:08
TALLAHASSEE, FLORIDA