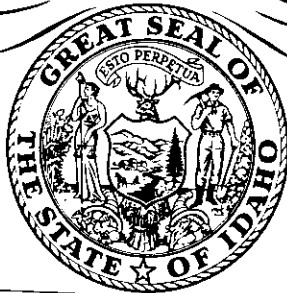


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

AUTOMATIC CANTREX COMPANY OF AMERICA

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Second** day of **April**, 19 **62**, a properly authenticated copy of its articles of incorporation, and on the **Second** day of **April**, 19 **62**, a designation of **W. D. Eberle, T. H. Eberle or J. L. Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **2nd** day of **April**, A.D. 19 **62**.

Secretary of State.



Office of Secretary of State.

I, Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing corresponds with and
includes all of the provisions of the Certificate of Incorporation
of the "AUTOMATIC CANTEEN COMPANY OF AMERICA", as received and
filed in this office the eleventh day of July, A. D. 1931, at 10
o'clock A.M. as amended and in effect February, 1, 1962.

In Testimony Whereof, I have hereunto set my hand

and official seal at Dover this first
day of February in the year of our
Lord one thousand nine hundred and
sixty-two.



Elisha C. Dukes

Secretary of State

J. H. Houns

Ass't Secretary of State

COMPOSITE

CERTIFICATE OF INCORPORATION

OF

AUTOMATIC CANTEEN COMPANY OF AMERICA

-O-O-O-

FIRST. The name of the corporation is
AUTOMATIC CANTEEN COMPANY OF AMERICA.

SECOND. Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.

THIRD. The nature of the business, or objects or purposes to be transacted, promoted or carried on by the corporation are as follows:

To subscribe for or cause to be subscribed for, buy, own, hold, purchase, contract to purchase, receive or acquire, and to sell, negotiate, guarantee, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of, shares of the capital stock, scrip, bonds, coupons, mortgages, debentures, debenture stock, securities, notes, acceptances, drafts, evidences of indebtedness, certificates of interest, contracts and writings obligatory, issued or created by other corporations, joint stock companies or associations, whether public, private or municipal, or any corporate body, and while the owner thereof to possess and to exercise in respect thereof all the rights, powers and privileges of ownership, including the right to vote thereon; to guarantee the payment of dividends on any shares of the capital stock of any of the corporations,

joint stock companies or associations in which this corporation has or may at any time have an interest, and to become surety in respect of, endorse or otherwise guarantee the payment of the principal of or interest on any scrip, bonds, coupons, mortgages, debentures, debenture stock, securities, notes, drafts, bills of exchange, certificates of interest, evidences of indebtedness and writings obligatory, issued or created by any such corporations, joint stock companies or associations; to become surety for or guarantee the carrying out and performance of any and all contracts, leases and obligations of every kind, of any corporations, joint stock companies or associations, and in particular of any corporation, joint stock company or association, any of whose shares, scrip, bonds, coupons, mortgages, debentures, debenture stock, securities, notes, drafts, bills of exchange or evidences of indebtedness are at any time held by or for this corporation, and to do any acts or things designed to protect, preserve, improve or enhance the value of any such shares, scrip, bonds, coupons, mortgages, debentures, debenture stock, securities, notes, drafts, bills of exchange or evidences of indebtedness.

To promote, organize, incorporate, reorganize, consolidate, merge, finance and to aid and assist, financially or otherwise, companies, corporations, joint stock companies, syndicates, partnerships and associations of all kinds, and to underwrite, subscribe for and endorse the bonds, stocks, securities, debentures, notes or undertakings of any such company, corporation, joint stock company, syndicate, partner-

ship or association, and to make any guaranty in connection therewith or otherwise for the payment of money or for the performance of any obligation or undertaking, and to do any and all things necessary or convenient to carry any of such purposes into effect.

To investigate, develop, consummate, undertake and carry on any enterprise, business, transaction or operation commonly carried on or undertaken by capitalists, financiers, contractors, syndicates, merchants, commission men or agents.

To acquire and purchase real and personal property and assets of every kind and description at judicial, fiduciary, trustees', pledgees', mortgagees', or liquidation or public or private sale, and to hold, dispose of or convert into money or into other assets of any class or description the properties and assets that may be purchased or acquired as aforesaid.

To carry on a general agency, brokerage, investment and commission business; to act as underwriter generally for, and to invest in, all manner and class of securities and investments.

To manufacture and construct, to purchase or otherwise acquire, to own, install, repair, rebuild, use and operate, to sell, lease, rent out, hire, license the use of, grant licenses or other rights in respect of, mortgage, pledge or otherwise dispose of, and to generally deal in and with, vending, merchandising and/or advertising machines, devices, apparatus, and/or equipment of all kinds for vending, selling and distributing candy of all kinds, nuts, tobacco, cigars, cigarettes, chewing gum, confections, food and food products of all kinds,

and articles of commerce and goods, wares and merchandise of every kind and description; and to purchase or otherwise acquire, own, hold, perfect, develop, sell, lease, mortgage, hypothecate and otherwise deal in and dispose of patents, applications for patents and patent rights, and contracts, leases and licenses in any way affecting, or relating or pertaining to, vending, merchandising and/or advertising machines, devices, apparatus and/or equipment of all kinds.

To manufacture, buy, sell and generally deal in and with, as principal and/or agent, at wholesale and/or retail, candy of all kinds, nuts, tobacco, cigars, cigarettes, chewing gum, confections, food and food products of all kinds, and goods, wares, merchandise, commodities and articles of commerce of all kinds that can or may be vended, sold, disposed of, distributed and/or advertised by vending, merchandising and/or advertising machines or otherwise; to manufacture, build, construct, assemble, install, repair, buy, sell, dispose of and deal in any or all materials, equipment, supplies, devices, appliances, apparatus, metals, machinery, mechanisms and parts in any way connected with, suitable for or used or useful in connection with vending, merchandizing and/or advertising machines, and to engage in and conduct any or all businesses, trades and enterprises, necessary, suitable or convenient in connection therewith or contributory thereto.

To conduct and carry on in all its various branches a general advertising and publicity business; to originate, compose and device forms of advertisements and advertising matter, both as principal and agent, and to display and secure

the publication and display of the same by mechanical or any other means; to do and perform all other acts and things pertaining thereto or in any manner connected therewith; to create, establish, build up and maintain a purchasing and/or selling organization for the promotion, sale, advertisement, distribution and/or introduction of any of the products sold or services rendered by this corporation; to make, enter into, perform and carry out contracts in any way related or pertaining to or affecting the manufacture, lease, licensing the use of, sale or operation of vending, merchandising, and/or advertising machines, or in any way related or pertaining to or affecting any of the services rendered or afforded by this corporation.

To acquire by purchase, assignment, grant, license or otherwise, to apply for, secure, lease or in any manner obtain, to hold, own, use, operate, enjoy and introduce, to sell, assign, lease, mortgage, pledge, grant licenses and/or rights of all kinds in respect of, or otherwise dispose of, and generally to deal in and with and turn to account for any or all purposes:

(1) Any or all inventions, devices, processes, discoveries, formulas and any or all improvements and/or modifications thereof or rights and/or interests therein;

(2) Any or all letters patent or applications for letters patent of the United States of America or of any other country, state, locality or authority, and/or any or all rights, interests and/or privileges connected therewith or incidental or appertaining thereto;

(3) Any or all copyrights granted by the United States of America or any other country, state, locality or authority, and/or any or all rights, interests and/or privileges connected therewith or incidental or appertaining thereto; and

(4) Any or all trade-marks, trade names, trade symbols, labels, designs and other indications of origin and/or ownership granted by or recognized under the laws of the United States of America or any other country, state, locality or authority, and/or any or all rights, interests and/or privileges connected therewith or incidental or appertaining thereto.

To manufacture, buy, sell and generally deal in any article, product or commodity produced as the result of or through the use of any such inventions, devices, processes, discoveries, formulae and improvements and/or modifications thereof, or the like, or any articles, products, commodities, supplies and materials used or suitable to be used in connection therewith or in any manner applicable or incidental thereto; to grant licenses, sub-licenses, rights, interests and/or privileges in respect of any of the foregoing, and to supervise or otherwise exercise such control over its licensees or grantees and the business conducted by them, as may be agreed upon in its contracts or agreements with such licensees or grantees for the protection of its rights and interests therein, and to secure to it the payment of agreed royalties or other considerations.

To acquire by purchase or otherwise, own, hold, buy, sell, convey, lease, let, mortgage and encumber real estate and other property, real, personal or mixed, or any estate or interest therein, within or without the State of Delaware;

to survey, subdivide, plat, improve, reclaim and develop lands and townsites for purpose of sale or otherwise, and to do and perform all things needful and lawful for the development and improvement of the same for residence, trade, business and agriculture, and to engage in any and all undertakings and business necessary and proper to the improvement and betterment of lands and property owned by said corporation, or any other lands in which the corporation may have an interest, and to cultivate land.

To lend and advance money, pledge or lend any or all of its assets, either real or personal, and to give credit on such terms and conditions and to such persons, corporations, associations, firms, co-partnerships or societies as the board of directors may from time to time deem conducive to the best interests of the corporation.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments

and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the act hereinafter referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent objects and purposes.

Notwithstanding anything herein to the contrary, nothing herein contained shall be deemed to authorize this corporation to engage in or conduct in the State of Illinois any business which, under the laws of said State, only an agency and loan corporation, as defined by the laws of said State, may engage in or conduct, or to acquire the shares of stock of a building corporation or of an agency and loan corporation, organized or doing business in the State of Illinois.

FOURTH: The total number of shares of all classes of stock which the corporation is authorized to issue is Fifteen Million (15,000,000), all of one class, namely Common Stock of the par value of \$2.50 per share.

No holder of shares of stock or of securities or obligations convertible into stock shall be entitled, as of right, to purchase or subscribe for any unissued stock of the corporation of any class, now or hereafter authorized, or any securities or obligations convertible into such stock; and such stock, securities and obligations may be disposed of for such consideration and to such persons as the Board of Directors may determine and as permitted by law, without offering them, or any part thereof, to the holders of stock or convertible securities or obligations.

FIFTH: The minimum amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000).

SIXTH: The names and places of residence of each of the incorporators are as follows:

NAMES.	RESIDENCES.
C. S. Peabbles	Wilmington, Delaware
L. E. Gray	Wilmington, Delaware
H. H. Snow	Wilmington, Delaware

SEVENTH: The corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: The business of the corporation shall be managed by a Board of Directors, except as otherwise provided by the laws of the State of Delaware or in this certificate of incorporation. The number of directors which shall constitute the whole Board shall be such as from time to time shall be fixed by, or in the manner provided in, the by-laws of the corporation, but in no case shall the number be less than three (3). In case of vacancies in the Board of Directors, a majority of the remaining members of the Board, although less than a quorum, may elect directors to fill such vacancies. Directors need not be stockholders. Election of directors need not be by ballot unless the by-laws so provide.

TENTH: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(a) To make, alter, amend and repeal the by-laws of the corporation;

(b) To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation, without limit as to amount.

(c) To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for working capital or for any other proper purpose and to abolish any such reserve in the manner in which it was created;

(d) By resolution or resolutions passed by a majority of the whole Board, to designate one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors;

(e) To remove at any time any officer elected or appointed by the Board of Directors, but only by the affirmative vote of a majority of the members of the Board, and to remove any other officer or employee of the corporation or to confer such power on any committee or officer; and any such removal may be for cause or without cause;

(f) When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting

duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, the Board of Directors shall have power and authority to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the corporation; and

(g) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon it, to exercise all such powers and do all such acts and things as may be exercised or done by the corporation, subject, nevertheless, to the express provisions of the laws of the State of Delaware, of this certificate of incorporation and of the by-laws of the corporation.

ELEVENTH. The corporation may in its by-laws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by statute.

TWELFTH. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way

of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 3883 of the Revised Code of 1915 of said State, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 43 of the General Corporation Law of the State of Delaware, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said Court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the Court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders of this corporation, as the case may be, and also on this corporation.

THIRTEENTH. Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings, and to have one or more offices within or without the State of Delaware, and to keep the books of this corporation (subject to the provisions of the Statutes), outside of the State of Delaware at such places as may be from time to time designated by the Board of Directors or in the by-laws of the corporation.

FOURTEENTH. The corporation may enter into contracts or transact business with one or more of its directors or officers, or with any corporation or firm of which one or more of its directors or officers are directors, officers or members, and in the absence of fraud such contract or transaction shall not be invalidated or in anywise affected by the fact that such directors or officers of this corporation have or may have interests which are or might be adverse to the interests of the corporation, even though the vote or action of the directors or officers having such adverse interests may have been necessary to obligate the corporation upon such contract or transaction. At any meeting of the Board of Directors of the corporation (or any duly authorized committee thereof) which shall authorize or ratify any such contract or transaction, any such director or directors may vote or act thereat with like force and effect as if he had not such adverse interest, provided that in such case such interest shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any contract or transaction so authorized or ratified at any such meeting shall be as valid and binding upon the corporation as though it had been authorized or ratified by a majority of the members of the Board of Directors or of the committee not having such adverse interest. No director or officer shall be disqualified from holding office as director or officer of the corporation by reason of any such adverse interest. In the absence of fraud no director or officer having such adverse interest shall be liable to the corporation or to any stockholder or creditor

thereof, or to any other person, for any loss incurred under or by reason of such contract or transaction, nor shall any such director or officer be accountable for any gains or profits realized thereon.

FIFTEENTH. Any contract, transaction or act of the corporation or of the Directors, which shall be ratified by a majority of a quorum of the stockholders having voting power at any annual meeting, or at any special meeting called for such purpose, shall, except as otherwise specifically provided by law or by this certificate of incorporation, be as valid and as binding as though ratified by every stockholder of the corporation; provided, however, that any failure of the stockholders to approve or ratify such contract, transaction or act, when and if submitted, shall not of itself be deemed in any way to render the same invalid, nor deprive the directors of their right to proceed with such contract, transaction or act.

SIXTEENTH. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders, directors and officers herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Delaware and in pursuance of the General Corporation Law of the State of Delaware, being Chapter 65 of the Revised Code of Delaware,

and the acts amendatory thereof and supplemental thereto, do
make this certificate, hereby declaring and certifying that
the facts herein stated are true, and accordingly have here-
unto set our hands and seals this 11th day of July,

A. D. 1931.

C. S. Peabbles (SEAL)

L. E. Gray (SEAL)

H. H. Snow (SEAL)

In presence of:

Herbert E. Latter

STATE OF DELAWARE, }
COUNTY OF NEW CASTLE } SS:

BE IT REMEMBERED, that on this 11th day of July,
A. D. 1931, personally came before me, Herbert E. Latter,
a Notary Public for the State of Delaware, C. S. Peabbles,
L. E. Gray and H. H. Snow, all of the parties to the foregoing
certificate of incorporation, known to me personally to be
such and severally acknowledged the said certificate to be
the act and deed of the signers respectively and that the
facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and
year aforesaid.

Herbert E. Latter

Notary Public

Herbert E. Latter
Notary Public
Appointed Feb. 23, 1931
State of Delaware
Term Two Years