

State of Idaho

Department of State

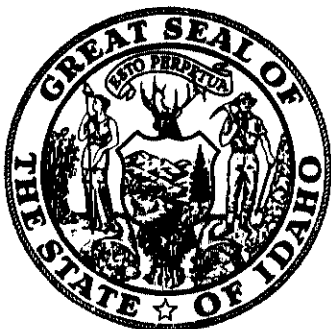
CERTIFICATE OF INCORPORATION OF

AMERIVENTURE, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: April 11, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION

OF

AMERIVENTURE, INC.

RECEIVED
SEC. OF STATE

The undersigned, acting as incorporator, hereby incorporates a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The corporation's name shall be AmeriVenture, Inc.

ARTICLE II

PURPOSE

The purposes for which this corporation is organized are:

1. To sell and/or distribute vending machines and equipment.
2. To transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

ARTICLE III

PLACE OF BUSINESS AND AGENT

The registered office of this corporation and the principal place for the transaction of its business is hereby designated as 3866 E. Menan-Lorenzo Hwy., Rigby, Idaho, 83442. The name of the registered agent is Steven W. Watson, at that address.

ARTICLE IV

EXISTENCE

The corporation shall have perpetual existence.

IDAH0 SECRETARY OF STATE
19940411 0900 70829 2
CK #: 14717 CUST# 8402
CORP 1@ 100.00= 100.00

ARTICLE V

CAPITAL

The capital shall be evidenced by 10,000 shares having no par value. This stock shall be issued pursuant to Section 1244 of the Internal Revenue Code.

Such stock is, and shall remain, nonassessable.

ARTICLE VI

NO LIABILITY

The private property of the stockholders of this corporation shall not be subject to the payment of corporation debts to any extent whatsoever.

ARTICLE VII

AMENDMENT

The Directors, by a two-thirds (2/3) vote, may repeal, amend and/or adopt new By-Laws, which By-Laws may be further repealed, amended and/or adopted by the shareholders by a two-thirds (2/3) vote of all issued and outstanding shares. In the event of an amendment by the shareholders, said By-Laws so amended cannot thereafter be repealed or amended by the Directors.

ARTICLE VIII

CAPITAL STOCK

The amount of capital stock actually subscribed by the persons whose residences are hereinafter set forth appear opposite the names of said persons as follows, to wit:

<u>NAME</u>	<u>ADDRESS</u>	<u>AMOUNT OF STOCK</u>
Steven W. Watson	3866 E. Menan-Lorenzo Hwy. Rigby, Idaho 83442	100 Shares

ARTICLE IX

BOARD OF DIRECTORS

The names and addresses of the persons nominated by the Shareholders to be on the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Steven W. Watson	3866 E. Menan-Lorenzo Hwy. Rigby, Idaho 83442
Tonia M. Watson	3866 E. Menan-Lorenzo Hwy. Rigby, Idaho 83442

ARTICLE X

OFFICERS

The names, addresses, and titles of the persons appointed by the Board of Directors to be Officers are as follows:


<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Steven W. Watson	3866 E. Menan-Lorenzo Hwy. Rigby, Idaho 83442	President
Tonia M. Watson	3866 E. Menan-Lorenzo Hwy. Rigby, Idaho 83442	Secretary

ARTICLE X

INCORPORATOR

The name of the Incorporator is Steven W. Watson.

DATED in duplicate original this 5th day of April, 1994.


Steven W. Watson

STATE OF IDAHO)
) ss
County of Jefferson)

On this 5th day of April, 1994, before me, the undersigned, a Notary Public in and for said State, personally appeared Steven W. Watson, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this acknowledgement first above written.

(Seal)

Connie Jones
Notary Public for Idaho
Residing at: Rigby
My Commission Expires: 1-18-2000