

99380

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

U.S. VEND-TURE, 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: August 11, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Sheryl Reeves

ARTICLES OF INCORPORATION
OF
U.S. VEND-TURE, INC.

RECEIVED
SEC. OF STATE

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The undersigned, acting as incorporators of U.S. VEND-TURE, INC., a corporation under the Idaho Business Incorporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is:
U.S. VEND-TURE, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

(A) To merchandise, market, sell, offer for sale, and distribute at wholesale and retail, vending machines and any other products of all kinds and descriptions at trade shows and through any other marketing means.

(B) To carry on any other kind of business or business activities that the Board of Directors may from time to time deem to be advisable or proper in connection with the business.

(C) To purchase, lease, own, sell, mortgage, sublease, and otherwise acquire lands, buildings, easements or property, real and personal, which may be requisite for the purposes or are capable of being conveniently used in connection with any of the objects of this corporation, and to enter into, make, perform and carry out contracts of every sort and kind with any person, and to acquire and take over the good will, property, rights,

franchises and assets of every kind and the liabilities of any person, firm, association, or corporation, either wholly or in part, and to pay for the same in cash, stocks or bonds of the corporation, or otherwise.

(D) To transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is:

<u>TYPE</u>	<u>NUMBER</u>	<u>PAR</u>
Common	100,000	no par

FIFTH: Provisions denying preemptive rights are: None.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: None.

SEVENTH: The address of the initial registered office of the corporation is 1897 San Larue Ave., Twin Falls, Idaho 83301, and the name of the initial registered agent at such address is James Kern.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is two. This number may be changed by the Bylaws of the corporation, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME

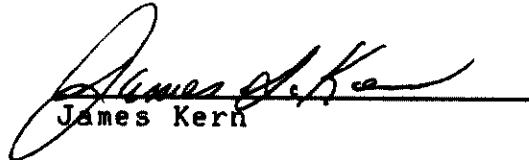
ADDRESS

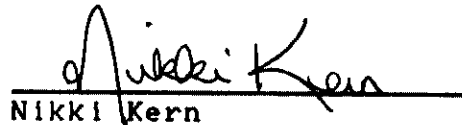
James Kern	1897 San Larue Av., Twin Falls, ID 83301
Nikki Kern	1897 San Larue Av., Twin Falls, ID 83301

NINTH: The name and address of each incorporator is:

James Kern, President	1897 San Larue Av. Twin Falls, ID 83301
Nikki Kern, Secretary	1897 San Larue Av. Twin Falls, ID 83301

DATED this 4th day of August, 1992.

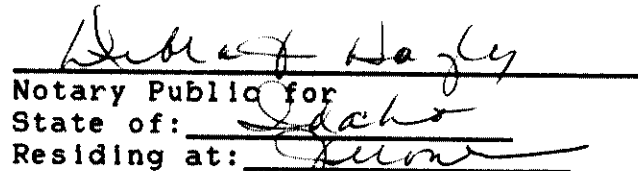

James Kern


Nikki Kern

STATE OF Idaho
County of Twin Falls

On this 4th day of August, 1992, before me, the undersigned, a Notary Public in and for the said County and State, personally appeared JAMES KERN, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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


Notary Public for
State of: Idaho
Residing at: Idaho

STATE OF Idaho
County of Twin Falls

On this 6th day of August, 1992, before me, the undersigned, a Notary Public in and for the said County and State, personally appeared NIKKI KERN, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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

Debra J. Hagley
Notary Public for
State of: Idaho
Residing at: 5-25-96