

State of Idaho

Office of the Secretary of State

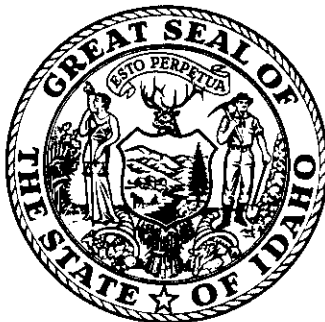
**CERTIFICATE OF AUTHORITY
OF
FIRST VEND MANAGEMENT, INC.**

File Number C 162668

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 26 September 2005



Ben Yursa

SECRETARY OF STATE

By *Sally Lloyd*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

FILED EFFECTIVE

05 SEP 26 PM 12:46

SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

- The name of the corporation is: FIRST VEND MANAGEMENT, INC.
- The name which it shall use in Idaho is: First Vend Management, Inc.
- It is incorporated under the laws of: Delaware
- Its date of incorporation is: 07/16/04
- The address of its principal office is: 156 West 56th Street, Suite 1604, New York, New York 10019
- The address to which correspondence should be addressed, if different from item 5, is: _____
- The street address of its registered office in Idaho is: 5481 Kendal St. Boise, ID 83706
and its registered agent in Idaho at that address is: National Corporate Research, Ltd.
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
Paul F. Wallace	Director	156 West 56th Street, Suite 1604, New York, NY 10019
Lawrence Lopater	Director	156 West 56th Street, Suite 1604, New York, NY 10019
Saundra Whitney	Director/CEO	156 West 56th Street, Suite 1604, New York, NY 10019
Jim Covington	President	701 Lee Street, Suite 1000, Des Plaines, IL 60016
Mike Brown	Vice President	701 Lee Street, Suite 1000, Des Plaines, IL 60016
Pete Kazarian	Vice President	701 Lee Street, Suite 1000, Des Plaines, IL 60016
Judith Bory	Secretary	156 West 56th Street, Suite 1604, New York, NY 10019
Lawrence Lopater	Treasurer	156 West 56th Street, Suite 1604, New York, NY 10019

Dated: Sept. 21, 2005

Signature: *Saundra Whitney*

Typed Name: Saundra Whitney

Capacity: Chief Executive Officer

[The signer must be a director or an officer of the corporation.]

Customer Acct # : _____
(if using pre-paid account)

Secretary of State use only

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Revised 06/2005

IDAHO SECRETARY OF STATE
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Delaware

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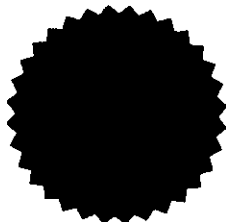
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FIRST VEND MANAGEMENT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FIRST VEND MANAGEMENT, INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF JULY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4175410

DATE: 09-22-05