

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
04/10/92

H 328-1784

CHARTER NUMBER: 331250
ROLL AND FRAME: H328-1784

CORPORATION:

AVI FOOD SYSTEMS, INC.

DOCUMENT NUMBER

CODE

FEE

92032403101

AMA
INC
CHP

935.00
NO FEE
NO FEE

073710

RETURN TO: EMENS, HURD, KEGLER & RITTER
ATTN P HESLEP
65 E STATE ST STE 1800
COLUMBUS OH 43215

0190

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The State of Ohio

Bob Taft
Secretary of State

331250

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: AMA INC. CHP

of:

AVI FOOD SYSTEMS, INC.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll H328 at Frame 1786 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at
Columbus, Ohio, this 23RD day of MARCH,
A.D. 19 92.



Bob Taft
Bob Taft
Secretary of State

H' 328-1786

331250
APPROVED

By RB

Date 3/23/92

Amount \$955.00

92022403101

CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF THE INCORPORATION OF
AVI FOOD SYSTEMS, INC.

JOHN A. PAYIAVLAS, who is the President and PATRICE P. KOUVAS, who is the Secretary of AVI FOOD SYSTEMS, INC., an Ohio corporation for profit with its principal place of business at 2590 Elm Road, Warren, Ohio 44483 do hereby certify that by action of all of the shareholders of the Corporation acting without a meeting pursuant to Ohio Revised Code Section 1701.54 did on the 14th day of MARCH, 1992 adopt the following resolution to adopt Amended Articles of Incorporation of the above Corporation:

RESOLVED, that the following Amended Articles of Incorporation of this Corporation are hereby adopted to supersede and take the place of the existing Articles of Incorporation and all amendments thereto:

AMENDED ARTICLES OF INCORPORATION

OF

AVI FOOD SYSTEMS, INC.

ARTICLE I

NAME

The name of the Corporation shall be AVI FOOD SYSTEMS, INC.

ARTICLE II

PRINCIPAL OFFICE

The place in the State of Ohio where the principal office of the Corporation is to be located is the City of Warren, Trumbull County, Ohio.

CERT-A

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ARTICLE IIISTATEMENT OF PURPOSESSection 1. General Purposes and Powers.

The purposes for which the Corporation is formed are to engage in any lawful act or activity for which the Corporation may be formed under Section 1701.01 to 1701.98, inclusive of the Ohio Revised Code.

Section 2. Specific Purposes and Powers.

a. In furtherance and not in limitation of the general powers conferred by the laws of the State of Ohio, and the purposes and powers set forth in Section 1 of this Article III, it is expressly provided that this Corporation shall also have the following powers, to wit:

i. To acquire in any manner by purchase or otherwise and to own, hold, buy, sell, convey, lease, mortgage or encumber, install, maintain, operate, service and supply vending machines designed to distribute foodstuffs and goods and other items of any kind and to do all things necessary or incidental to the conduct of the full service vending machine business.

ii. To purchase, acquire, guarantee, hold and dispose of the shares, bonds and other evidences or contracts of any corporation, foreign or domestic.

iii. To acquire in any manner by purchase or otherwise, the good will, rights and property, and/or to undertake the whole or any part of the assets or obligations and liabilities of any person, firm, association or other corporation and to pay for the same; to hold or in any way dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

iv. To act as a statutory agent for any other corporation.

b. None of the subclauses or the purposes and powers specified in this Section 2 shall be deemed subsidiary or auxiliary to the purposes and powers conferred by Section 1 of this Statement of Purposes, and the Corporation shall have full power to exercise all or any of the powers conferred by any part of this Statement of Purposes, in any part of the world.

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ARTICLE IVSHARESSection 1. Number, Classes and Designation of Shares.

The maximum number of shares which the Corporation is authorized to have outstanding is Sixty Thousand (60,000) which shall be classified as follows:

Class A - Ten thousand (10,000) shares shall be designated as Class A Voting Common stock, shall be without par value and shall have exclusive voting powers in all matters affecting the Corporation. All previously authorized and issued stock of this Corporation shall be designated Class A Voting Common stock.

Class B - Fifty Thousand (50,000) shares shall be designated as Class B Nonvoting Common stock, shall be without par value and shall have no voting power whatsoever except as provided by law, but otherwise in all respects shall have the same rights, privileges and obligations as Class A shares.

Section 2. No Pre-emptive Rights. No holder of shares of the Corporation of any class, as such, shall have pre-emptive right to subscribe for or to purchase any shares of any class of the Corporation or any other securities of the Corporation whether such shares or such class is now or hereafter authorized.

ARTICLE VCORPORATIONS PURCHASE OF OWN SHARES

How Corporation May Purchase Its Own Shares. Subject to the limitations prescribed by law, the Corporation may purchase or redeem shares issued by it, when authorized by the Board of Directors and may be done without shareholders' consent or approving vote.

ARTICLE VIOPTIONS

Option to Purchase Shares. The Corporation shall have authority, to be exercised by resolution of its Board of Directors, without the written consent or approving vote of the shareholders or any other corporate action, to grant to the holders of any shares, or to the officers or employees of the Corporation, the right or option to subscribe for and purchase any or all of the shares purchased or to be purchased by the Corporation, or any or all of the authorized but unissued shares in the Corporation, at

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such price or prices, not inconsistent with law, and at such time or times, and to evidence such right or option by warrants, options or other instruments transferable or otherwise, as may be fixed and stated in such resolution of the Board of Directors.

ARTICLE VII

VOTING

Vote Required For Shareholder Action. Whenever any action to be taken at a shareholders' meeting (including but in no way limited to action pursuant to reduction of stated capital, sale or other disposition of corporate assets, corporate reorganization and dissolution) is by law required to have the assent or approval of the shareholders of any class, such assent or approval may be given by the affirmative vote of a majority of shares having voting power in respect to such action. Unless the statutes otherwise require, "shares having voting power in respect of such action" shall mean shares represented at the particular meeting by the holders thereof in person or by proxy.

ARTICLE VIII

CONTRACTS

No contract or any other transaction between the Corporation and any other corporation, and no act of the Corporation shall be in any way affected or invalidated by the fact that any of the Corporation's directors are pecuniarily or otherwise interest in or are directors or officers of such other corporation. Any director, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided the fact that he, or such firm, is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority thereof; and any director of the Corporation who is also a director of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize such contract or transaction and may vote thereat to authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

ARTICLE IX

CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

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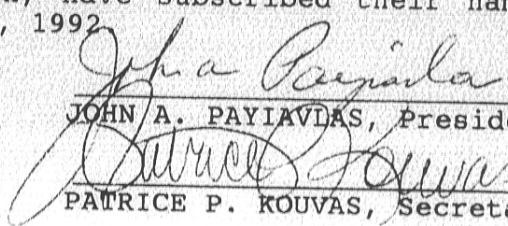
ARTICLE XAMENDMENT OF ARTICLES

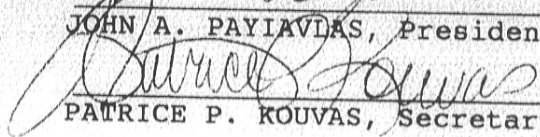
These Articles of Incorporation or any part thereof may be amended, altered, changed or repealed by the affirmative vote of the holders of a majority of the voting shares outstanding or by the affirmative vote of a majority of the Board of Directors.

ARTICLE XIAMENDED ARTICLES

These Amended Articles of Incorporation take the place of and supersede the existing Articles of Incorporation and all amendments thereto.

IN WITNESS WHEREOF, the above named officers, acting for and on behalf of the Corporation, have subscribed their names this 14th day of MARCH, 1992



JOHN A. PAYIAVLAK, President

PATRICE P. KOUVAS, Secretary

H 328-1791

PLEASE RETURN THE ATTACHED DOCUMENTS TO:

Emens, Hurd, Kegler & Ritter
(Name of Firm or Company)Patricia Heslep, Legal Assistant
(Attention)65 East State Street, Suite 1800
(Street Address)Columbus, Ohio 43215
(City, State and Zip code)(614)462 - 5400 (Telephone Number)How many documents are being filed? 1

Type of payment

 Check (please indicate check # 000000)X CashAmount of payment \$ 322.00

CORRESPONDENCE