

127

This instrument was prepared
by John H. Cooper, Esq.
2222 Arlington Avenue South
Birmingham, Alabama 35255

STATE OF ALABAMA)
COUNTY OF SHELBY)

ARTICLES OF AMENDMENT TO ARTICLES
OF INCORPORATION
OF
CONTINENTAL VENDING COOPORATIVE, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, as President and Secretary of Continental Vending Cooperative, Inc., a corporation organized and existing under the laws of the State of Alabama, hereby certify that, in accordance with Code of Alabama 1975, Sections 10-2A-110 and 10-2A-113, the Articles of Incorporation were amended by a unanimous vote of the Directors and the Shareholders, on the 31st day of March, 1987, on which date there were 1000 shares outstanding and entitled to vote thereon, as follows:

ARTICLE THIRD of the Articles of Incorporation is hereby deleted in its entirety, and there is substituted in lieu thereof the following:

THIRD: The purposes for which this Corporation is organized are:

(a) To manufacture, buy, sell, distribute and otherwise deal in automatic vending machines of every kind and character; to manufacture, buy, sell and distribute all

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BOOK 033 PAGE 01

manner of things necessary or incidental to the manufacture, distribution, use and operation of automatic vending machines and related products.

(b) To manufacture, purchase, acquire, hold, maintain, improve, construct, pledge, hypothecate, exchange, sell, invest and deal in and otherwise dispose of, alone or in syndicate or otherwise in conjunction with others, commodities, merchandise and other personal property of every kind, character, and description whatsoever and wheresoever situated, and any interest therein.

(c) To purchase, acquire, lease, own, hold, sell, convey or mortgage and otherwise deal in real estate, property, tenements, and hereditaments, as well as any interest therein, and directly or through the ownership of stock in any corporation, to maintain and improve the same by erecting, constructing, rebuilding, repairing, equipping, any and all kinds of buildings and other structures and erections, and to install therein such furniture and appliances which at any time may be necessary to the conduct thereof.

(d) To acquire bonds or stocks of this Corporation or otherwise, the good will, rights, assets and property; to undertake, guarantee or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the Corporation or otherwise; to hold, or in any manner dispose of the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of any such business.

(e) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States of America or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this Corporation.

(f) To acquire by purchase, subscription, contract, underwriting or otherwise, to hold for investment or otherwise, to pledge, hypothecate, exchange, sell, deal in and with and dispose of or to turn to account or to realize upon, alone or in syndicate or otherwise in conjunction with others, stocks, securities and investments of every kind and description, including, but not by way of limitation, shares, stocks, scrip, notes, bonds, debentures, rights, participating certificates, certificates of interest,

mortgages, acceptances, commercial paper and choses in action, evidence of indebtedness and other obligations of every kind and description (all of which is hereinafter sometimes called "securities") of any private, public or quasi-public corporation, association, partnership, common law trust, syndicate, firm or individual or of any combinations, organizations or entities whatsoever, irrespective of their form or the names by which they may be described, and, while the owner or holder of any such securities, to exercise all the rights, powers and privileges of ownership in respect thereto; and, to the extent now or hereafter permitted by law, to aid by loan, guarantee or otherwise those issuing, creating or responsible for any such securities.

(g) To borrow and lend money and to give or take security therefor by way of mortgage, pledge, transfer or assignment of real or personal property, of every nature and description.

(h) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount with any person, firm, association or corporation, town, city, county, state, territory, government or governmental subdivision.

(i) To draw, make, accept, endorse, discount, execute and to issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

(j) To issue bonds, debentures or obligations of this Corporation from time to time, for any of the purposes of the Corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise.

(k) 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, pledge, sell, assign and transfer, convey or otherwise dispose of, invest, trade, deal in and deal with goods, wares and merchandise, and 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 and country.

(l) To purchase or otherwise acquire its own shares of stock (so far as may be permitted by law) and its bonds, debentures, notes, scrip or other securities, or

evidence of indebtedness, and to hold, sell, transfer, or reissue the same.

(m) To enter into any plan or project for the assistance and welfare of its employees.

(n) To enter into any legal arrangements for sharing of profits, union of interests, reciprocal concessions or cooperation with any person, partnership, corporation, association, combination, organization, entity or body whatsoever, domestic or foreign, carrying on or proposing to carry on any business which this Corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the objects of this Corporation.

(o) To assume, guarantee or become surety for the payment and performance of any and all debts and obligations of another or others, and to guarantee the payment of dividends upon any security or securities.

(p) To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the Corporation, and in general, to carry on any lawful business necessary or incidental to the protection and benefit of the Corporation, and in general, to carry on any lawful business necessary or incidental to the attainment of the purposes of the Corporation, whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise.

(q) To engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of Alabama.

The foregoing clauses shall be construed as purposes for which the Corporation is organized, in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law.

Article Ninth is hereby added to the Articles of Incorporation as follows:


NINTH: No holder of shares of any class of this Corporation shall, as such holder, have any pre-emptive rights in, or pre-emptive rights to purchase or subscribe to, any shares of this Corporation, or any bonds, debentures or other securities or obligations convertible into or exchangeable with any shares of this Corporation, other than such rights of conversion or exchange and such rights under options or warrants or purchase or subscription arrangements, as shall be expressly granted by the Board of Directors or shareholders at such prices and upon such other terms and conditions as the Board of Directors, in its discretion, or the shareholders may fix or designate.


We further certify that the within Articles of Amendment are being filed in the Office of the Judge of Probate of Shelby County, Alabama, for the purpose of

BOOK 033 PAGE 05

effecting such amendment in accordance with the requirements of Code of Alabama 1975, Section 10-2A-114.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 31st day of March, 1987.

 (SEAL)
C. Randall Watson,
President

 (SEAL)
Richard B. Harmon,
Secretary

BOOK 033 PAGE 06

BOOK 033 PAGE 07

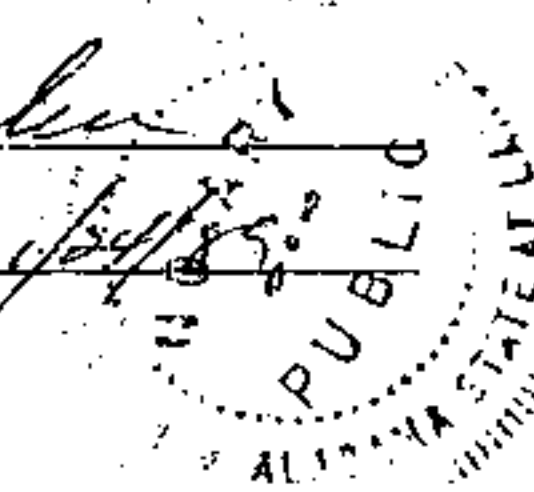
VERIFICATION

I, the undersigned, as President of Continental Vending Cooperative, Inc., do hereby verify that the above and foregoing instrument represents Articles of Amendment to the Articles of Incorporation of Continental Vending Cooperative, Inc., an Alabama corporation, duly approved and adopted by a unanimous vote of the Directors and the Shareholders of the Corporation and that the statements contained therein are true and correct.

This 31st day of March, 1987.

C. Randall Watson
C. Randall Watson,
President

Sworn to and subscribed before me on this 31st day of March, 1987.

Samuel M. Ghera
Notary Public
My commission expires: 4/24/88


Ref: SC/B670870302A

State of Alabama

SHELBY

County

CERTIFICATE OF AMENDMENT

OF

CONTINENTAL VENDING COOPORATIVE, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of AMENDMENT of CONTINENTAL VENDING COOPORATIVE, INC., duly signed and verified pursuant to the provisions of Section 10-2A-110 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of AMENDMENT of CONTINENTAL VENDING COOPORATIVE, INC., and attaches hereto a duplicate original of the Articles of AMENDMENT

GIVEN Under My Hand and Official Seal on this the 2nd day of APRIL, 19 87

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1987 APR -2 AM 9:01

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

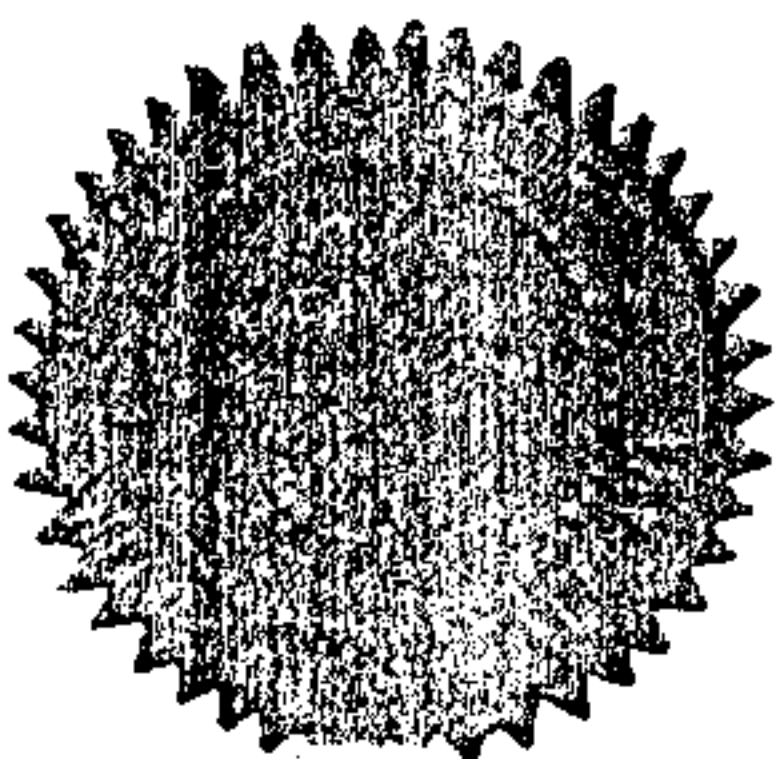
Thomas A. Snowden, Jr.

Judge of Probate

1. Recording Fee \$ 10.00

2. Indexing Fee 1.00

TOTAL 11.00



BOOK 033 PAGE 08