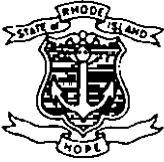


Filing Fee: \$150.00

ID Number: 130636



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ARTICLES OF INCORPORATION
(To Be Filed in Duplicate Original)

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
MAR 17 11 44 AM '03

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Atlas Vending, Inc.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable)

2. The period of its duration is (if perpetual, so state) perpetual

3. The specific purpose or purposes for which the corporation is organized are:

To provide services for the sale, leasing and operation of coin vending machines

and to provide other services and products in connection therewith and to engage in

any and all other activities permitted by law.

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

(a) If only one class: Total number of shares 2,000 (If the authorized shares are to consist of one class only state the par value of such shares or a statement that all of such shares are to be without par value.):

no par value

or

(b) If more than one class: Total number of shares _____ (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.):

5. Provisions, if any, dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

See attached "Exhibit A".

FILED

MAR 17 2003

By [Signature] 314776

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

None.

7. The address of the initial registered office of the corporation is Ten Weybosset Street, Suite No. 901,
(Street Address, not P.O. Box)
Providence, RI 02903 and the name of its initial registered agent

(City/Town) (Zip Code)
at such address is Steven B. Merolla, Esq.
(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is 2 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: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Eric Parrillo	1961 Cranston Street, Cranston, RI
Vice President	Joseph Porrazzo	15 Willcroft Street, Cumberland, RI
Treasurer	Joseph Porrazzo	15 Willcroft Street, Cumberland, RI
Secretary	Eric Parrillo	1961 Cranston Street, Cranston, RI

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Steven B. Merolla, Esq.	Ten Weybosset Street, Suite No. 901, Providence, RI 02903

10. Date when corporate existence is to begin upon filing
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: 3/12/03

[Signature]
Signature of each Incorporator

STATE OF Rhode Island

COUNTY OF Providence

In Providence, on this 12th day of March, 2003, personally appeared before me Steven B. Merolla, Esq.
each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

[Signature]
Notary Public Zoe Peterson
My Commission Expires: 10/1/05

EXHIBIT A

No stockholder shall sell any stock of the Corporation held by him without first giving written notice to the Corporation of his intention to sell the same and giving the Corporation the right to purchase said stock at the lowest price at which he is willing to sell before the same shall be sold by him to any other party. The Corporation shall have thirty (30) days from the receipt of said offer within which to exercise the right to purchase said stock so offered to it. If said offer is not accepted within said time or if the Corporation, through the Board of Directors, waives the right of pre-emption, the stockholder shall be at liberty to sell the said stock for not less than the price named by him as set forth in the notice.