

DENISE VOIGT CRAWFORD
SECURITIES COMMISSIONER

JOHN R. MORGAN
DEPUTY SECURITIES COMMISSIONER

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Texas State Securities Board

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IN THE MATTER OF AUTOMATED
VENDING TECHNOLOGIES, INC.

§

Order No. ENF-07-CDO-1630

TO: Automated Vending Technologies, Inc.
341 Bonnie Circle, Ste. 102
Corona, California 92880

AGREED CEASE AND DESIST ORDER

Be it remembered that Automated Vending Technologies, Inc. ("Respondent"), by and through its Chief Financial Officer, Natalie Bishop, appeared before the Securities Commissioner of Texas ("Securities Commissioner") and consented to the entry of this Order and the Findings of Fact and Conclusions of Law contained herein.

FINDINGS OF FACT

1. Respondent has waived (a) Respondent's right to notice and a hearing in this matter; (b) Respondent's right to appear and present evidence in this matter; (c) Respondent's right to appeal this Order; and (d) all other procedural rights granted to Respondent by The Securities Act, TEX. REV. CIV. STAT. ANN. art. 581-1 et seq. (Vernon 1964 & Supp. 2006) ("Texas Securities Act"), and the Administrative Procedure Act, TEX. GOVT CODE ANN. § 2001.001 et seq. (Vernon 2000 & Supp. 2006) ("Administrative Procedure Act").
2. Respondent is a Delaware entity that maintains a last known address at 341 Bonnie Circle, Ste. 102, Corona, California 92880.
3. Respondent offered for sale in Texas convertible debentures and shares of its common stock through sales agents who were not registered to sell securities in Texas.

4. The above-described convertible debentures and shares of common stock were not registered by qualification, notification or coordination and no permit has been granted for their sale in Texas.
5. Respondent was not registered with the Securities Commissioner as a dealer or agent at any time material hereto.

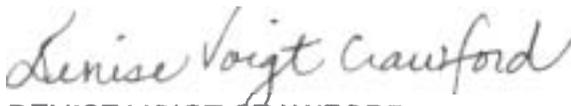
CONCLUSIONS OF LAW

1. The above-described convertible debentures and shares of common stock are "securities" as that term is defined in Section 4.A of the Texas Securities Act.
2. Respondent has violated Section 7 of the Texas Securities Act by offering securities for sale in Texas at a time when the securities were not registered with the Securities Commissioner.
3. Respondent has violated Section 12 of the Texas Securities Act by offering securities for sale in Texas without being registered pursuant to the provisions of Section 12 of the Texas Securities Act.
4. The foregoing violations constitute bases for the issuance of an Agreed Cease and Desist Order pursuant to Section 23.A of the Texas Securities Act.

ORDER

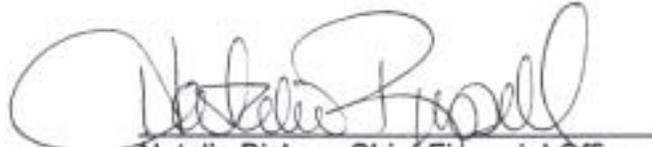
1. It is therefore ORDERED that Respondent immediately CEASE AND DESIST from offering for sale any security in Texas until the security is registered with the Securities Commissioner or is offered for sale pursuant to an exemption from registration under the Texas Securities Act.
2. It is further ORDERED that Respondent immediately CEASE AND DESIST from the offer and sale of securities in Texas until Respondent is registered with the Securities Commissioner as a dealer or an agent or an available exemption from registration is utilized.

SIGNED AND ENTERED by the Securities Commissioner this 28th day of June, 2007.


DENISE VOIGT CRAWFORD
Securities Commissioner

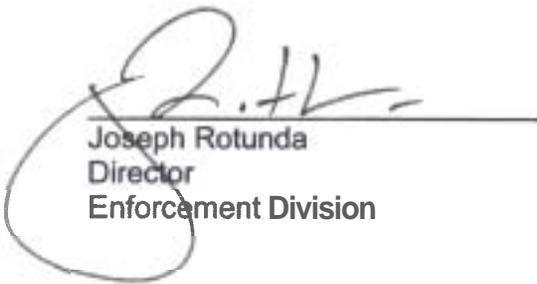
RESPONDENT:

Automated Vending Technologies, Inc.



Natalie Bishop, Chief Financial Officer
Russell

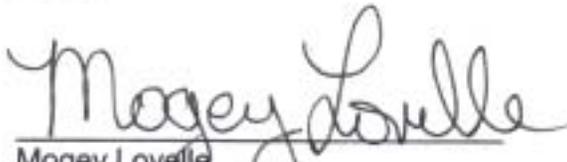
Approved as to Form:



Joseph Rotunda
Director
Enforcement Division



Philip Koehnke, APC
P.O. Box 235473
Encinitas, California 92024
Attorney for Respondent

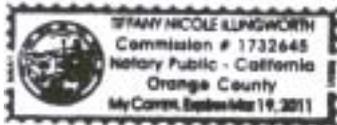


Mogeey Lovelle
Enforcement Division
Enforcement Attorney

ACKNOWLEDGMENT

On the 14th day of JUNE, 2007, Automated Vending Technologies, Inc. ("Respondent"), by and through its Chief Financial Officer, Natalie Bishop, personally appeared before me, executed the foregoing Order and acknowledged that:

1. Natalie ^{Russell (NI)} Bishop is duly authorized to enter into the foregoing Order on behalf of Respondent;
2. Natalie ^{Russell (NI)} Bishop has read the foregoing Order;
3. Respondent has been fully advised of its rights under the Texas Securities Act and the Administrative Procedure Act;
4. Respondent knowingly and voluntarily consents to the entry of the foregoing Order and the Findings of Fact and Conclusions of Law contained therein; and
5. Respondent, by consenting to the entry of the foregoing Order, has knowingly and voluntarily waived its rights as set forth therein.



Tiffany Nicole Ellingworth
Notary Public in and for
the State of CALIFORNIA
My commission expires on: March 19, 2011