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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE 1492 W FLAGLER ST SUITE 200 MIAMI FL 33135-9-0000

TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT PHONE: (305) 541-3694 FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A. NAME: REAL PASTA, INC. CURRENT STATUS: REQUESTED TIME REQUESTED: 11:28:45

DATE REQUESTED: 04/12/1995 CERTIFICATE OF STATUS: 0 METHOD OF DELIVERY: FAX ACCOUNT NUMBER: 072450003255

ESTIMATED CHARGE: \$122.60 Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

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FILED
APR 12 PM 2:39
TALLAHASSEE, FLORIDA

APR 12 1995

(5)

**ARTICLES OF INCORPORATION OF
REAL PASTA, INC.**

H9500000 4150

FILED
93 APR 12 PM 2:30
OFFICE OF THE CLERK
OF THE CIRCUIT COURT
IN AND FOR THE COUNTY
OF DALLAS, TEXAS

ARTICLE I - NAME

The name of this Corporation is Real Pasta, Inc..

ARTICLE II - DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is J. Luis Quintana, Esq. and the street address of the initial registered office of this Corporation is 2333 Ponce De Leon Blvd., PH Suite 1120, Coral Gables, FL 33134.

**THIS INSTRUMENT PREPARED BY:
J. LUIS QUINTANA, ESQUIRE
QUINTANA & ASSOCIATES, P.A.
THE COLONNADE OFFICE TOWERS-PH 1120
2333 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134
TELEPHONE (305) 446-8300
FLORIDA BAR #762987**

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ARTICLES OF INCORPORATION OF
REAL PASTA, INC.

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial Directors are:

NAMES:

Giuseppe Cavallo

ADDRESSES:

300 Galen Drive, # 202
Key Biscayne, Fl 33149

ARTICLE VII - LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR

The person signing these articles is Giuseppe Cavallo and his street address is 300 Galen Drive, # 202, Key Biscayne, Fl 33149.

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**PAGE THREE OF
ARTICLES OF INCORPORATION OF
REAL PASTA, INC.**

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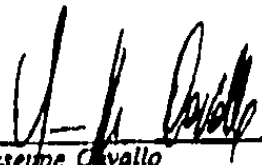
ARTICLE XI - OFFICES

The principal office of the Corporation and mailing address shall be established and maintained at 300 Glen Drive, # 202, Key Biscayne, Fl., 33149, County of Dade, State of Florida. The Corporation may also have offices at such places within or without the State of Florida as the board may from time to time establish.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 10th day of April, 1995.



Giuseppe Cavallo

STATE OF FLORIDA)
)
COUNTY OF DADE) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Giuseppe Cavallo known to me and known by me to be the person(s), who, as Incorporator(s), executed the foregoing Articles of Incorporation of Real Pasta, Inc. and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10th day of April, 1995.



NOTARY PUBLIC
My commission expires on:

H9500000 4150



IRMA C. HERNANDEZ
MY COMMISSION EXPIRES
August 12, 1995
BONDED THIRD NOTARY PUBLIC UNDERWRITERS

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED - ACCEPTANCE BY REGISTERED AGENT

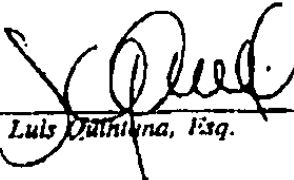
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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First, that Real Pasta, Inc., a Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named J. Luis Quintana, Esq. located at 2333 Ponce De Leon Blvd., PH. Suite 1120, Coral Gables, FL 33134, as its agent to accept service of process within this State.

Second, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of said Act relative to keeping open said office and of all statutes relative to the proper and complete discharge of his duties, i.e., Section 607.325 F.S.

Dated this 10th day of April, 1995.



J. Luis Quintana, Esq.

FILED
APR 12 PM 2:50
NOTARY PUBLIC
STATE OF FLORIDA

SWORN TO AND SUBSCRIBED before me this 10th day of April, 1995.



Notary Public, State of Florida

My Commission Expires:



IRMA C. HERNANDEZ
MY COMMISSION EXPIRES
AUGUST 12, 1995
BONDED THROUGH NOTARY PUBLIC UNDERWRITERS

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