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February 9, 2000

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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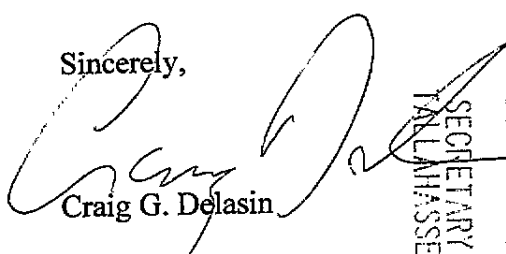
Re: Pasta Management, LLC

Dear Sir:

Enclosed herewith for filing with your office, please find the Articles of Organization for Pasta Management, LLC, together with David Wu Investment Corporation, Inc. check #1914 payable to the Florida Secretary of State in the amount of \$155.00 representing the filing fees. After the enclosed Articles have been filed, please return the certified copy to my attorney, Karen J. Prevatt, Esq., PO Box 2920, Tampa, FL 33601.

If you have any questions, please do not hesitate to contact me.

Sincerely,


Craig G. Delasin

FILED
00 FEB 11 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
PASTA MANAGEMENT, LLC**

ARTICLE I. - NAME

The name of this limited liability company is PASTA MANAGEMENT, LLC.

ARTICLE II. - ADDRESS OF PRINCIPAL OFFICE

The mailing address and street address of the principal office of this limited liability company is 5460 Millbrook Way, Palm Harbor, FL 34685.

ARTICLE III. - REGISTERED AGENT

The initial registered agent for this limited liability company in the State of Florida shall be Craig G. Delag, whose mailing address and street address is 5460 Millbrook Way, Palm Harbor, FL 34685.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV. - CONTINUATION OF EXISTENCE

If the remaining members of the limited liability company are holding more than fifty percent (50%) of the Percentage Interests and consent in writing in accordance with the Regulations, the existence and business of the company may be continued on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.

ARTICLE V. - MANAGEMENT

This limited liability company is a manager-managed company. Its affairs shall be managed by one (1) manager.

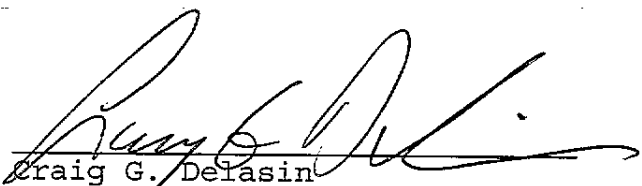
ARTICLE VI. - REGULATIONS

The members shall, within ten days from the date of filing these Articles of Organization with the Department of State of the State of Florida, adopt regulations to govern the operation of the limited liability company. The Regulations may thereafter be repealed or altered only upon affirmative vote of the majority-in-interest of the Members.

ARTICLE VII. - EFFECTIVE DATE OF EXISTENCE

The effective date of this limited liability company's existence is the date that these Articles are filed with the Florida Secretary of State.

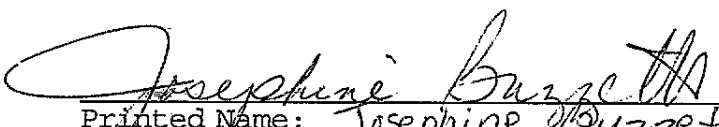
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 9th day of February, 2000 and hereby acknowledges that in accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation of under penalties of perjury and that the facts stated herein are true.


Craig G. Delasin
Organizer and Member

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00 FEB 11 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 9th
day of February, 2000, by Craig G. Delasin, who is personally known
to me or who has produced _____ as
identification and who did (did not) take an oath.


Printed Name: Josephine Buzzetti
Notary Public
Serial Number (if any): _____
My Commission Expires: _____



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CLERK OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

FOR

PASTA MANAGEMENT, LLC

Having been named in the Articles of Organization of

PASTA MANAGEMENT, LLC

as registered agent and to accept service of process for the above stated limited liability company at its registered office at 5460 Millbrook Way, Palm Harbor, Florida 34685, the undersigned does hereby accept the appointment as registered agent and agrees to act in this capacity, states that he is familiar with obligations of the registered agent and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and accepts the obligations of his position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated this 9th, day of February, 2000.

Craig G. Delasin
Registered Agent

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 9th day of February, 2000, by Craig D. Delasin, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

Josephine Buzzetti
Printed Name: Josephine Buzzetti
Notary Public

