

L00000004527

PREVATT & TAYLOR

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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TAMPA, FLORIDA 33601-2920

April 13, 2000

FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
409 E. Gaines Street
P. O. Box 6327
Tallahassee, FL 32314

100003210861--4
-04/17/00--01095--025
****155.00 ****155.00

Re: Pasta Management ER, LLC

Dear Secretary:

Enclosed herewith are the Articles of Organization for the above-referenced limited liability company together with a check in the amount of \$155.00 to cover the following:

Filing Fees/Registered Agent	\$125.00
Certified Copy	<u>30.00</u>

\$155.00

FILED
APR 17 PM 2:30
TALLAHASSEE, FLORIDA

We would appreciate your filing the Articles, certifying them as the Articles of Organization, and returning them to us.

Name	
Availability	
Document Examiner	
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

Sincerely,

Melissa A. Rose

Melissa A. Rose
Assistant to Karen J. Prevatt

L00000004527

ARTICLES OF ORGANIZATION
OF
PASTA MANAGEMENT ER, LLC

FILED
00 APR 17 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. - NAME

The name of this limited liability company is PASTA MANAGEMENT ER, 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. Delasin, whose mailing address and street address is 5460 Millbrook Way, Palm Harbor, FL 34685.

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.

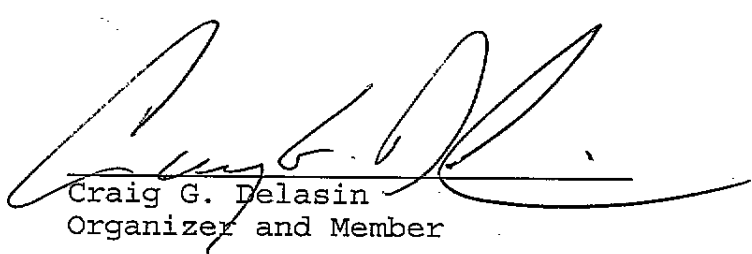
ARTICLE VI. - REGULATIONS

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 13th day of April, 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

FILED
APR 17 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 13th
day of April, 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.

Melissa A. Rose
Printed Name: _____
Notary Public _____
Serial Number (if any): _____
My Commission Expires: _____



ACCEPTANCE OF REGISTERED AGENT

FOR

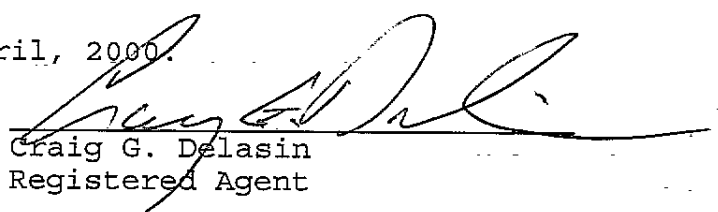
PASTA MANAGEMENT ER, LLC

Having been named in the Articles of Organization of

PASTA MANAGEMENT ER, LLC

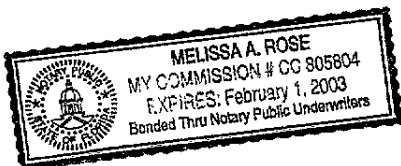
as registered agent and to accept service of process for the above stated limited liability company at its registered office at 5460 Millbrook Way, Palm Harbor, Florida 34685, the undersigned does hereby accept the appointment as registered agent and agrees to act in this capacity, states that he is 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 13th, day of April, 2000.


Craig G. Delasin
Registered Agent

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 13th day of April, 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.



Melissa A. Rose
Printed Name: _____
Notary Public
Serial Number (if any): _____
My Commission Expires: _____