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GEOFFREY M. WAYNE, P.A.

P.A.

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FROM: GEOFFREY M. WAYNE, P.A.
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FAX #: (305)381-8109

NAME: PASTA D' ORO L.C.

AUDIT NUMBER.....H98000005320

DOC TYPE.....LIMITED LIABILITY COMPANY

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 20, 1998

GEOFFREY M. WAYNE, ESQ.
1001 BRICKELL BAY DRIVE, SUITE 2702
MIAMI, FL 33131-4940

SUBJECT: PASTA D' ORO L.C.
REF: W98000006200

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

The registered agent must sign accepting the designation.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

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Letter Number: 698A00015033

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ARTICLES OF ORGANIZATION OF PASTA D' ORO L.C.

I, the undersigned hereby certify that the members described in Article V have associated themselves for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I NAME

The name of the limited liability company shall be Pasta D' Oro L.C., and its principal place of business shall be in the City of Miami, County of Dade, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any

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person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either along or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

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ARTICLE III CAPITAL CONTRIBUTIONS

Initial capital contributions in the amount of \$50,000.00 cash shall be paid to the limited liability company by the three members in proportion to their membership interests. Additional contributions will be made as required for investment purposes, as determined by a consent of the majority of the members. Members will make contributions in proportion to their membership interests.

ARTICLE IV PROFITS AND LOSSES

(a) Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Members shall be entitled to a distributive share of the profits in proportion to their membership interests. The distributive share of the profits shall be determined and, by majority consent of the members, paid to the members on such date or dates as the members, shall specify.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

ARTICLE V LIMITED LIABILITY COMPANY POWERS AND MANAGEMENT

This limited liability company shall be managed by the members. All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. The names and address of the members is as follows: Ramatiz Gomez Guimaraes, Jesus Eliseo Ruiz, and Maria S. Suarez, 800 Claughton Island Drive, Apartment 2501, Miami, Florida 33131.

This article may be amended from time to time in the regulations of the limited liability company by a majority vote of the members of the limited liability company.

ARTICLE VI DURATION

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This limited liability company shall exist until the date 30 years form the date of filing these Articles of Organization with the Department of State, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE VII
PRINCIPAL PLACE OF BUSINESS**

The principal office and mailing address of this limited liability company shall be located at 800 Claughton Island Drive, Apartment 2501, Miami, Florida 33131.

**ARTICLE VIII
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 1001 Brickell Bay Drive, Suite 2702, Miami, Florida 33131-4940 and the name of its initial registered agent at such address is Geoffrey M. Wayne, Esq..

**ARTICLE IX
RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members by a consent of the majority of the members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with a written consent of the majority of the members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon a consent of the majority of such remaining members.

The undersigned, being one of the original members of the limited liability company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of Pasta D' Oro L.C.

Executed by the undersigned this 20th day of March, 1998.

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

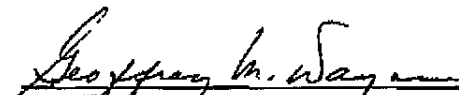
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Pasta D' Oro L.C.
2. The name and address of the registered agent and office is:

Geoffrey M. Wayne, Esquire
1001 Brickell Bay Drive
Suite 2702
Miami, Florida 33131-4940

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Geoffrey M. Wayne, Esquire

3.20.98
Date

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Pasta D' Oro L.C. deposes and says:

1. the above named limited liability company has at least two members.
2. the total amount of cash contributed by the member(s) is \$50,000.00.
3. if any, the agreed value of property other than cash contributed by member(s) is \$0.00.
4. the total amount of cash or property anticipated to be contributed by member(s) is \$50,000.00. This total includes amounts from 2 and above.

Executed by the undersigned this 20th day of March, 1998.


Geoffrey M. Wayne, Esquire
Authorized Representative of Members

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