

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

400003080444-3
-12/27/99-01091-009
*****87.50 *****87.50

SUBJECT: Pasta Pasta, Incorporated
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee
☐ \$78.75 Filing Fee
& Certificate of Status

☐ \$78.75 Filing Fee
& Certified Copy
☒ \$87.50 Filing Fee,
Certified Copy
& Certificate of
Status
ADDITIONAL COPY REQUIRED

FROM: William J. Thompson, Esq.
Name (Printed or typed)

17595 S. Tamiami Trail, Suite 106
Address

Fort Myers, Florida 33908
City, State & Zip

(941) 481-7269
Daytime Telephone number

FILED
99 DEC 27 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

1-3-00

**ARTICLES OF INCORPORATION
OF
PASTA PASTA, INCORPORATED**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby act as incorporator for the purpose of forming a corporation under the Florida Business Corporation Act and hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation (hereinafter called the "**Corporation**") shall be:

Pasta Pasta, Incorporated.

ARTICLE II: PRINCIPAL OFFICE

The mailing address and principal place of business of the Corporation shall be:

Pasta Pasta, Incorporated
10801 Corkscrew Road, Suite 317
Estero, Florida 33928

ARTICLE III: REGISTERED AGENT

The name and Florida street address of the initial registered agent of the Corporation are:

William J. Thompson, Esq.
c/o Thompson Law Firm, P.A.
17595 S. Tamiami Trail, Suite 106
Fort Myers, Florida 33908

ARTICLE IV: SHARES

The aggregate number of shares of stock which this Corporation is authorized to have outstanding at any one time is as follows:

2,500 shares, \$1,000.00 par value common.

ARTICLE V: INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

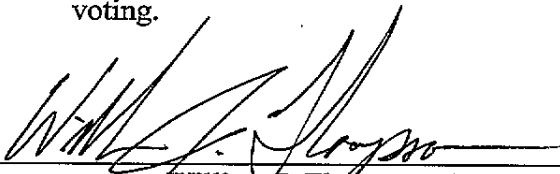
William J. Thompson, Esq.
c/o Thompson Law Firm, P.A.
17595 S. Tamiami Trail, Suite 106
Fort Myers, Florida 33908

ARTICLE VI: PURPOSE

The Corporation has as its purpose the engaging in all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE VII: BY-LAWS

1. The personal liability of the Directors of the Corporation is eliminated to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented.
2. The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-laws, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefits of the heirs, executors and administrators of such a person.
3. No shareholder shall have the right to cumulate his votes in any election of directors.
4. Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting upon the written consent of shareholders who would have been entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting.

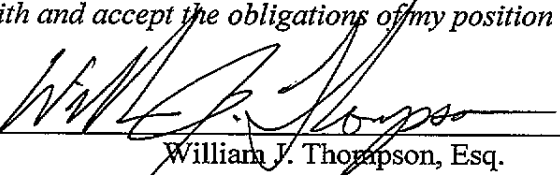


William J. Thompson, Esq.
Incorporator

12/22/99

Date

Having been named as registered agent and to accept service of process for the above stated corporation 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.



William J. Thompson, Esq.
Registered Agent

12/22/99

Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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