

ACCOUNT NO. : 072100000032

REFERENCE: 854765 81002A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE: October 5, 2000

ORDER TIME : 2:14 PM

ORDER NO. : 854765-005

CUSTOMER NO: 81002A

CUSTOMER: Michael S. Teal, Esq

Clayton & Teal, P.a.

114 West Rich Avenue

Deland, FL 32720

DOMESTIC FILING

NAME: THEY CALL IT MACARONI, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

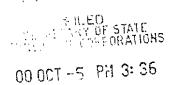
XX CERTIFIED COPY ____ PLAIN STAMPED COPY

____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom - EXT. 1104

EXAMINER'S INITIALS:

*****78.75 *****78.75



ARTICLES OF INCORPORATION

OF

THEY CALL IT MACARONI, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE:

The name of the corporation is THEY CALL IT MACARONI, INC.

ARTICLE TWO:

The duration of the corporation is perpetual, with commencement at the time of filing these Articles.

ARTICLE THREE:

The general purposes for which the corporation is organized are:

- 1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
- 2. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

1

ARTICLE FOUR:

The aggregate number of shares which the corporation is authorized to issue is One Hundred (100). Such shares shall be of a single class and shall have a par value of Five Dollars (\$5.00) per share. All shares shall be common stock.

ARTICLE FIVE:

The street address of the initial registered office of the corporation is 124 N. Woodland Blvd., DeLand, Florida 32720, and the name of its initial registered agent at such address is ELVIRA MARIA SMALDONE

ARTICLE SIX:

The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of the person who is to serve as member of the initial board is:

NAME		ADDRESS
T TA ALTARA	**	TAPPROB

ELVIRA MARIA SMALDONE 124 N. Woodland Blvd. President/Secretary/Treasurer DeLand, FL 32720

ARTICLE SEVEN:

The name and address of each incorporator is:

NAME ADDRESS

ELVIRA MARIA SMALDONE 124 N. Woodland Blvd. President/Secretary/Treasurer DeLand, FL 32720

Executed by the undersigned at DeLand, Florida, on the day of October, 2000

ELVIRA MARIA SMALDONE

Incorporator

STATE OF FLORIDA COUNTY OF VOLUSIA

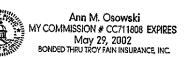
Before me, the undersigned officer, personally appeared ELVIRA MARIA SMALDONE, who is personally known to me or has produced _____ as identification, and who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

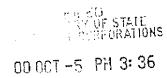
IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at DeLand, Florida, in said County and State, this _____ day of October, 2000.

(SEAL)

MST/abo/macaroni,art,wpd

Notary Public - State of Florida My Commission Expires:





Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Serviced

In compliance with Section 48.091, the following is submitted:

That THEY CALL IT MACARONI, INC., desiring to organize under the laws of the State of Florida, with its principal, as indicated in the Articles of Incorporation at 124 North Woodland Blvd., DeLand, FL 32720, has named ELVIRA MARIA SMALDONE, located at 124 North Woodland Blvd., DeLand, FL 32720, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

THEY CALL IT MACARONI, INC.

By: Elvin M. Invaldone
Registered Agent