

Division of Corporations

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Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : AGI REGISTERED AGENTS, INC.
Account Number : I20000000205
Phone : (305) 416-6800
Fax Number : (305) 416-6811

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TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

The Pasta Kitchen, Inc.

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ARTICLES OF INCORPORATION
OF
THE PASTA KITCHEN, INC.

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

ARTICLE I

NAME

The name of the corporation is **The Pasta Kitchen, Inc.** (the "Corporation"), and its address is 2976 S.W. 8th Street, Miami, Florida 33135.

ARTICLE II

DURATION

The duration of the Corporation is perpetual.

ARTICLE III

PURPOSES

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.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

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ARTICLE IV

AUTHORIZED SHARE

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 One Dollar (\$1.00) per share.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is: 1200 Brickell Avenue, Suite 900, Miami, Florida 33131, and the name of its initial registered agent at such address is AGI Registered Agents, Inc.

ARTICLE VI

DIRECTORS

The number of directors constituting the board of directors of the Corporation shall be determined in accordance with the By-Laws, but shall not be less than one (1). The number of directors constituting the initial board of directors is one (1). The name and address of the person who is to serve as a member of the initial board of directors is:

Alejandro Camilli

2976 S.W. 8th Street
Miami, Florida 33135

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of the Corporation is:

AGI Registered Agents, Inc.
1200 Brickell Avenue, Suite 900
Miami, Florida 33131

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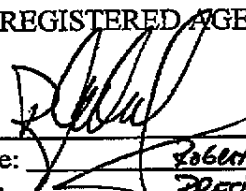
ARTICLE VIII

INDEMNIFICATION

The Corporation shall indemnify each director, officer, incorporator and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been a director, officer, incorporator or shareholder of the Corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned, on the 2nd day of November, 2000.

AGI REGISTERED AGENTS, INC.

By: 
Name: Robert R. Adams
Title: PRESIDENT

STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI-DADE)

The foregoing was acknowledged before me this ____ day of November, by Robert R. Adams, the President of AGI Registered Agents, Inc., a Florida corporation, on behalf of the corporation.

NOTARY PUBLIC, State of Florida
Print Name _____
Commission No. _____
My Commissions Expires: _____

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**ACKNOWLEDGMENT OF APPOINTMENT BY
REGISTERED AGENT**

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

AGI REGISTERED AGENTS, INC.

By: Name: Robert R. AdamsTitle: President

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