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January 14, 2002

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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

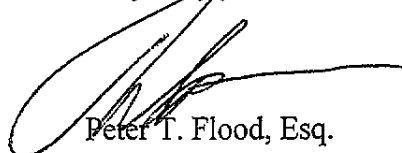
Re: Scott'sa Pasta, Inc.

Dear Sir or Madam:

I have enclosed the original and one copy of the Articles of Incorporation of Scott'sa Pasta, Inc. along with a check in the amount of \$78.75 for filing and a certified copy.

Please contact me directly if you have any questions regarding this request.

Very truly yours,



Peter T. Flood, Esq.

PTF:kdk

Enclosures

FILED
2002 FEB -7 PM 2:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

2/12/02

**ARTICLES OF INCORPORATION
OF**

SCOTT'SA PASTA, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. CORPORATE NAME

The name of the corporation shall be **SCOTT'SA PASTA, Inc.**

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock with .01 par value.

The share authorization shall consist of one class of stock only, that being common stock.

The preferences, limitations and relative rights, qualifications or restrictions of this stock shall be as follows:

- (a) Each share of common stock shall be entitled to one vote.
- (b) Such stock shall be deemed "Section 1244 stock" within the meaning of the Internal Revenue Code of 1954.

The common stock shall be issued when the Board of Directors so determines.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence, and the date and time of its corporate existence shall commence upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

THEODORE SCOTT LOCKYEAR
732 Woodshire Lane, Unit I2
Naples, Florida 34105

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders.

ARTICLE VII. INITIAL DIRECTORS

The name of the initial director of this Corporation and his street address is:

THEODORE SCOTT LOCKYEAR
732 Woodshire Lane, Unit I2
Naples, Florida 34105

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

THEODORE SCOTT LOCKYEAR
732 Woodshire Lane, Unit I2
Naples, Florida 34105

ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by the law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stockholders entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

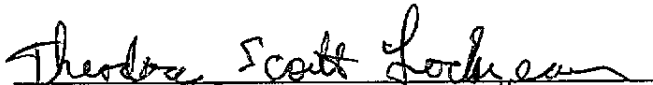
ARTICLE X. SUB-CHAPTER S

This Corporation may be a "Sub-Chapter S" Corporation for Federal Income Tax purposes.

ARTICLE XI. EXECUTION

These Articles of Incorporation are executed by **THEODORE SCOTT LOCKYEAR**.

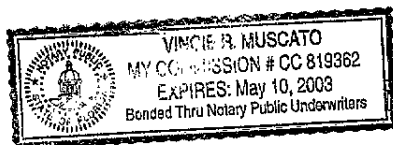
THEODORE SCOTT LOCKYEAR
Name of Incorporator


THEODORE SCOTT LOCKYEAR
732 Woodshire Lane, Unit I2
Naples, Florida 34105

STATE OF FLORIDA
COUNTY OF COLLIER

Before me, a Notary Public, personally appeared **THEODORE SCOTT LOCKYEAR**, personally known to me to be the person described as the incorporator and who executed the foregoing Articles of Incorporation on January 11, 2002.

(Seal)



Vincie Muscato
Notary Public



Statement of Registered Agent

Having been named to accept service of process for the above stated corporation, as the registered agent, at the Corporation's principal office address which is 732 Woodshire Lane, Unit I2, Naples, Florida 34105, I hereby agree to act in this capacity, and I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Theodore Scott Lockyear
THEODORE SCOTT LOCKYEAR

732 Woodshire Lane, Unit I2
Naples, FL 34105

PLDL

2260-817-59-100-0

This Instrument Prepared by:
Peter T. Flood
125 North Airport Road, Suite 202
Naples, Florida 34104
(941) 263-2177

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TALLAHASSEE FLORIDA