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August 19, 2002

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Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: NY Pasta and Amore', Inc.

Dear Sir/Madam:

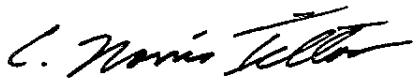
Enclosed herewith is an original and one copy of Articles of Incorporation of NY Pasta and Amore', Inc.

Also, enclosed is my trust check in the amount of \$70.00 to cover the filing fee and fee for Designation and Acceptance of Registered Agent.

Please provide me with a non-certified copy of these Articles of Incorporation.

Thank you for your cooperation in this matter.

Yours very truly,



C. Norris Tilton

CNT:ms
Enclosures
File #132-02

FILED
02 AUG 21 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
NY PASTA AND AMORE', INC.**

The undersigned Incorporator of these Articles of Incorporation, being a natural person competent to contract, hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: **NY PASTA AND AMORE', INC.**

The initial principal place of business of this corporation shall be: 514 Colorado Avenue, Stuart, Florida 34994 .

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is TWO THOUSAND FIVE HUNDRED (2,500) shares of Common Stock, each share having a par value of ONE DOLLAR (\$1.00).

ARTICLE IV – ADDRESS

The street address of the initial registered office of the corporation shall be 514 Colorado Avenue, Stuart, Florida 34994, and the name of the initial Registered Agent of the corporation at that address is: **MARC HAMMOUCHE.**

ARTICLE V - TERM OF EXISTENCE

This corporation shall exist perpetually commencing on the date of incorporation.

ARTICLE VI - DIRECTORS

This corporation shall initially have one (2) Directors. The maximum number of Directors of the corporation shall be four (4). The names and addresses of the initial Directors, who shall hold office until their successor(s) are elected and qualified, are as follows: \

MARC HAMMOUCHE	2077 NE Acapulco Drive Jensen Beach, FL 34957
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PHYLIS MANTIA	2077 NE Acapulco Drive Jensen Beach, FL 34957
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ARTICLE VII - OFFICERS

The names and addresses of the initial officers of the corporation, who shall hold office for the first year of the corporation, or until their successors are elected or appointed, are:

NAME	ADDRESS
MARC HAMMOUCHE President & Secretary	2077 NE Acapulco Drive Jensen Beach, FL 34957
PHYLIS MANTIA Vice President & Treasurer	2077 NE Acapulco Drive Jensen Beach, FL 34957

ARTICLE VIII – INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

MARC HAMMOUCHE	2077 NE Acapulco Drive Jensen Beach, FL 34957
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PHYLIS MANTIA	2077 Ne Acapulco Drive Jensen Beach, FL 34957
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ARTICLE IX – AMENDMENT

These Articles of Incorporation may be amended by a majority interest of the Shareholders of the corporation at a meeting duly called for such purpose.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 16th day of August, 2002.



MARC HAMMOUCHE,

Incorporator



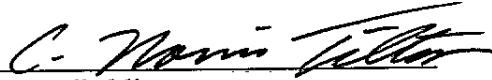
PHYLIS MANTIA,

Incorporator

STATE OF FLORIDA
COUNTY OF MARTIN

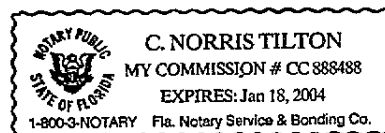
BEFORE ME, personally appeared **MARC HAMMOUCHE and PHYLIS MANTIA**, known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 16th day of August, 2002.



Notary Public

My Commission Expires:



**CERTIFICATE
DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**


Pursuant to Chapter 48.091 and Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

NY PASTA AND AMORE', INC., desiring to organize under the laws of the State of Florida, with its Registered Office at 514 Colorado Avenue, Stuart, Florida 34994, hereby appoints **MARC HAMMOUCHE**, as its Registered Agent to accept service of process within this State.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this 16 day of August, 2002.


MARC HAMMOUCHE
Registered Agent

FILED
02 AUG 21 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA