

Division of Corporations

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Division of Corporations
Fax Number : (850)205-0381

From: GAIL S ANDRE

Account Name : LOWMEDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407)843-4600
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PLEASE ARRANGE FILING OF THE ATTACHED ARTICLES OF INCORPORATION AND RETURN CERTIFICATION TO ME AS SOON AS POSSIBLE. THANK YOU.

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FLORIDA PROFIT CORPORATION OR P.A.

LUIGINO'S INTERNATIONAL, INC.

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ARTICLES OF INCORPORATION
OF
LUIGINO'S INTERNATIONAL, INC.

ARTICLE I - NAME

The name of this corporation is LUIGINO'S INTERNATIONAL, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be 201 West First Street, Sanford, Florida 32771.

ARTICLE III - CAPITAL STOCK

1. **Number and Classes of Shares Authorized.** The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is ONE THOUSAND FIVE HUNDRED (1,500) shares, of which SIX HUNDRED (600) shall be shares of Class A Common Stock, and NINE HUNDRED (900) shall be shares of Class B Common Stock. The par value of both classes of Common Stock shall be one cent (\$.01) per share. The consideration for all of the above stock shall be payable in cash or property (tangible and intangible), at a just valuation to be fixed by the Board of Directors of the Corporation.

2. **Voting Rights of Common Stock.** The Class A Common Stock shall possess and exercise all voting rights with regard to actions to be taken by shareholders of the Corporation generally, including the election of directors, and each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Class A Common Stock shall have no cumulative voting rights in any election of directors of the Corporation. The Class B Common Stock shall not have or possess any voting rights for any purpose, except those required by law. Except for the difference in voting rights, the Class A Common Stock and the Class B

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Common Stock shall be the same in all other respects and shall have all the same rights and entitlements.

3. Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which such shareholder already holds, to purchase a pro rata or any other share of such stock at the same price at which it is offered to others by the Corporation or for any other price.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 215 North Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is Laurence C. Hames.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The name and address of the initial director are as follows:

Jeno F. Paulucci	201 West First Street Sanford, Florida 32771
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ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles are as follows:

<u>Laurence C. Hames</u>	215 North Eola Drive Orlando, Florida 32801
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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of June, 2005.



Laurence C. Hanes, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of LUIGINO'S INTERNATIONAL, INC.



Laurence C. Hanes, Registered Agent