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January 7, 1997

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

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-01/15/97--01096--003
*****35.00 *****35.00

Re: Pasta King, Inc. Articles of Amendment

Dear Sir/Madame:

Please find enclosed the following documents for filing:

1. Check in the amount of \$35 payable to the Secretary of State, and
2. Articles of Amendment for Pasta King, Inc.

Please return the filed Articles to this office. Thank you.

Very truly yours,

PAULICH, SLACK & WOLFF, P.A.



Casey Wolff

CW/clv
enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 15 PM 2:27
Amend

... Jan 22 1997

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
PASTA KING, INC.

FILED
SECRETARY OF CORPORATION
DIVISION OF CORPORATION
97 JAN 15 PM 2:27

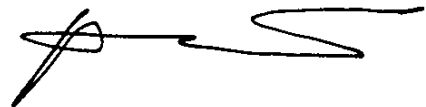
The undersigned, being the Secretary of Pasta King, Inc., a Florida corporation, hereby presents these Articles of Amendment pursuant to Florida Statute §607.1006:

1. The following amendments have been adopted by the corporation:
 - a. Article Four, Stock, shall be amended as follows: "The corporation shall have authority to issue 100,000 shares of common stock consisting of one class only. The stock shall have a par value of \$1.00 per share".
 - b. Article Six, Registered Office and Registered Agent is amended as follows: "The street address of the registered office shall be Paulich, Slack & Wolff, P.A., 2150 Goodlette Road, 6th Floor, Naples, Florida 34102. The name of the registered agent at such address shall be Casey Wolff, Esq".
 - c. Article Seven, Corporation's Principal Office, is amended as follows: "The Corporation's principal address is 2220 N. Tamiami Trail, Naples, Florida 34102."

2. These amendments were adopted by the corporation on October 27, 1995.

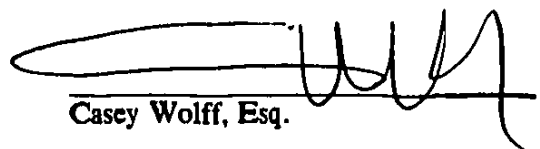
3. These amendments were adopted pursuant to Florida Statutes §607.0704 providing for action by shareholders without a meeting. The action was taken by a vote of 66 2/3rds of the outstanding shares entitled to vote of the corporation, which vote is more than a majority and sufficient to carry out the action.

IN WITNESS WHEREOF, the undersigned, hereto set his hand and seal on this 14th day of December 1996.

By: 

Roberto Artacho, President

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF AMENDMENT, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF FLORIDA STATUTES §607.0505.


Casey Wolff, Esq.