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4/25/95

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: FAB-T CORP. AGENTS, INC.

8405 NW 53RD ST

SUITE C-100

MIAMI FL 33166-

80- 00

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FAX: (904) 922-4000

((H95000004645))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: THE PASTA KITCHEN INC.

FAX AUDIT NUMBER: H95000004645

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/25/1995

TIME REQUESTED: 14:58:25

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** ENTER 'M' FOR MENU. **

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 25 1995

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ARTICLES OF INCORPORATION

OF

THE PASTA KITCHEN INC.

FILED
95 APR 25 AM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: THE PASTA KITCHEN INC.

The principal place of business of this corporation shall be: 7910 N.W. 25th St. Ste 102
Miami, Fl 33122

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 aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 1,000 Shares No par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Tony Vecchio

7910 NW 25th St., Suite 102 Miami, Fl 33122

Prepared by: Tony Vecchio
7910 NW 25th St.
Suite 102
Miami, Fl 33122
(305) 477-8955

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ARTICLE VI INCORPORATOR(S)

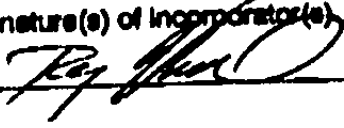
The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Tony Vecchio

7910 NW 25th St., Suite 102
Miami, FL 33122

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 25 day of April, 1995

Signature(s) of Incorporator(s)



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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: The Pasta Kitchen Inc.

2. The name and address of the registered agent and office is:

Tony Vecchio
(P.O. BOX NOT ACCEPTABLE)

7910 N.W. 25th St., Suite 102

(CITY/STATE/ZIP)

Miami, FL 33122

SIGNATURE Tony Vecchio

TITLE President

DATE 4/25/95

95 APR 25 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 SECTION 607.325, FLORIDA STATUTES.

SIGNATURE Tony Vecchio

DATE 4/25/95

REGISTERED AGENT FILING FEE:

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