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DARYL B. CRAMER, F.A.

ATTORNEY AT LAW

ONE CLEARLAKE CENTRE
250 AUSTRALIAN AVENUE SOUTH, SUITE 703
WEST PALM BEACH, FLORIDA 33401-5012

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95 JUL 14 AM 6:35
TALLAHASSEE, FLORIDA

July 11, 1995

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***122.50 ***122.50

Florida Department of State
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: La Pastaria, Inc.

Gentlemen:

Enclosed please find, in duplicate, original executed Articles of Incorporation for La Pastaria, Inc. Also enclosed is a check in the amount of \$122.50 payable to the Secretary of State to cover your filing fees and a certified copy.

Please return the certified copy to the undersigned in the envelope provided herewith.

Very truly yours,

Daryl B. Cramer

DBC/djs
enclosures

cc: Mr. Richard Calabrese

-Need Eng 1st/
TRANSITION
The PASTA Place Inc
7/18/95
Daryl Cramer GAVE
AUTHORIZATION BY PHONE TO
CORRECT *ENGLISH* *Trans/Dev*
DATE *7-18-95*
BY EXAM *(775)*

SOSPASTA.LTR

**ARTICLES OF INCORPORATION
OF
LA PASTARIA, INC.**

JUL 14 1995
9:35 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be LA PASTARIA, INC. (the "Corporation").

ARTICLE II

Mailing Address

The mailing address of the Corporation is c/o Daryl B. Cramer, P.A., One Clearlake Centre, 250 Australian Avenue South, Suite 703, West Palm Beach, Florida 33401.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.
- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is c/o Daryl B. Cramer, P.A., One Clearlake Centre, 250 Australian Avenue South, Suite 703, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Daryl B. Cramer, Esq.

ARTICLE VIII

Board of Directors

This Corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less than one (1).

The name and address of the initial director of this Corporation is as follows:

RICHARD CALABRESE

4459-C Willow Pond Road
West Palm Beach, Florida 33417

ARTICLE IX

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.


ARTICLE XI

Incorporator

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

Daryl B. Cramer
Daryl B. Cramer, P.A.
One Clearlake Centre
250 Australian Avenue South, Suite 703
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of July, 1995.



Daryl B. Cramer, Incorporator

SECRET
JUL 28 1995
FALLS CHURCH, VA

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT LA PASTARIA, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL REGISTERED OFFICES BEING c/o DARYL B. CRAMER, P.A., ONE CLEARLAKE CENTRE, SUITE 703, WEST PALM BEACH, FLORIDA 33401 HAS NAMED DARYL B. CRAMER, ESQ., LOCATED AT DARYL B. CRAMER, P.A., ONE CLEARLAKE CENTRE, SUITE 703, WEST PALM BEACH, FLORIDA 33401, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



DARYL B. CRAMER, Incorporator

Dated: July 11, 1995

HAVING BEEN NAMED AS REGISTERED AGENT 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 AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.0505, FLORIDA STATUTES.



DARYL B. CRAMER, Registered Agent

Dated: July 11, 1995