

P95000055937

Steven M. Levy
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FILED
JUL 17 1995
FBI NEW YORK

July 10, 1995

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RECEIVED
JUL 17 1995
FBI NEW YORK

Re: Filing Articles of Incorporation of Pasta Pantry, Inc.

To Whom It May Concern:

Enclosed herewith for filing are the articles of incorporation of Pasta Pantry, Inc. and a check, payable to the Secretary of State, for \$122.50. Please send me a certified copy of the articles of incorporation at the address above. Thank you.

Very truly yours,

Steven M. Levy
Steven M. Levy

PR7
7-19-95

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

95 JUL 17 PM 8:31

Penta Pentry, Inc.

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS:

Penta Pentry, Inc.

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: 7100 N.W. 11th Place, Suite C

Fort Lauderdale, FL 33305

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: 1,000

*FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:

_____	_____
_____	_____
_____	_____

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

<u>CLASS</u>	<u>PREFERENCES</u>	<u>LIMITATIONS</u>	<u>RELATIVE RIGHTS</u>
_____	_____	_____	_____
_____	_____	_____	_____

*FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:

_____	_____
_____	_____
_____	_____

(*Optional)

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INSOFAR AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

<u>SERIES</u>	<u>RELATIVE RIGHTS</u>	<u>PREFERENCES</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE:

None

SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE:

As provided in the By-laws.

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 401 S.W. 88TH TERRACE, GAINESVILLE, FLORIDA 32607, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS ROSLYN LEVY.

*NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS 2, AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

Steven Levy
192 East 75 St., No. 2B
New York, NY 10021

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Steven Levy 95 JUL 17 AM 6:31
141 East 25th St, No 2B
New York, NY 10021

THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION

THIS 10th DAY OF July, 1995.

Steven Levy
SIGNATURE/TITLE

SIGNATURE/TITLE

SIGNATURE/TITLE

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN
SECTION 607.0501 (3) F.S.: ROSLYN LEVY IS FAMILIAR
WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN
SECTION 607.0505.

DATED: JULY 10, 1995

Roslyn Levy
ROSLYN LEVY