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LAW OFFICES
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FILED
95 AUG 17 PM 3:20
TALLAHASSEE, FLORIDA

August 14, 1995

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

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Re: Articles of Incorporation of
PASTA BROTHERS ENTERPRISES, INC.

Ladies and Gentlemen:

Please find enclosed herewith duplicate executed originals of the Articles of Incorporation of PASTA BROTHERS ENTERPRISES, INC., together with our firm check payable to your order in the amount of \$122.50, which represents the filing fee and the fee for one certified copy of the Articles.

After the Articles of Incorporation have been filed, please return the certified copy of same to the undersigned in the stamped, self-addressed envelope provided.

Your courtesy and cooperation are most appreciated.

Sincerely yours,



PAUL M. MARMISH
For the Firm

PMM/rmr:sec-state(4)
Enclosure

D. BROWN AUG 18 1995

ARTICLES OF INCORPORATION
OF
PASTA BROTHERS ENTERPRISES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation is:

PASTA BROTHERS ENTERPRISES, INC.

ARTICLE II

DURATION

The Corporation shall exist in perpetuity.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V

PRE-EMPTIVE 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 shares thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VI

RIGHTS OF SHARES OF CAPITAL STOCK

The entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, each share having one vote. Nothing in these Articles shall be construed to allow cumulative voting shares.

ARTICLE VII

PRINCIPAL OFFICE ADDRESS FOR CORPORATION

The address of the principal office of the Corporation is:
5725 SW 8th Street, Miami, FL 33144.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent and Registered Office of the Corporation are: Paul M. Marmish, Esquire, 2666 Tigertail Avenue, Suite 102, Coconut Grove, Florida 33133.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The Corporation shall have one Director initially. The number of Directors may be either increased or decreased from time to time by the By-Laws adopted by the Corporation. The name and address of the initial Directors are:

<u>Name</u>	<u>Address</u>
Leonard Sanders	5725 S.W. 8th Street Miami, FL 33144
Fernando Sanders	5725 S.W. 8th Street Miami, FL 33144
Richard Sanders, Jr.	5725 S.W. 8th Street Miami, FL 33144

ARTICLE X

INCORPORATION

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

<u>Name</u>	<u>Address</u>
Paul M. Marmish	2666 Tigertail Avenue Suite 102 Coconut Grove, Florida 33133

ARTICLE XI

BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Directors.

ARTICLE XII

INDEMNIFICATION

The Corporation shall indemnify any Officer and Director or any former Officer and Director, to the fullest extent permitted by law.

ARTICLE XIII

COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence on the 14th day of August, 1995.



PAUL M. MARMISH

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared PAUL M. MARMISH, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 14th day of August, 1994.



Notary Public, State of Florida
at Large

My Commission Expires: