

P950000074134

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

STATE
RECEIVED
SEP 25 PM 11:10
TALLAHASSEE, FL

AL SEP 26 1995

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY SKW

WALK-IN Will Pick Up 9.26 1:00

RE: Pasta Al Dente

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art of Inc File		
<input type="checkbox"/> Corp Record Search		
<input type="checkbox"/> Ltd Partnership File		
<input checked="" type="checkbox"/> Foreign Corp File		
<input type="checkbox"/> () Copy Copy(s)		
<input type="checkbox"/> Art of Amend File		
<input checked="" type="checkbox"/> Dissolution/Withdrawal		
<input checked="" type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
Name Reservation	8000001583188	
Annual Report/Reinstatement	03/26/95 - 01029 - 005	
Reg Agent Service	***78.75 ***78.75	
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No's	Copies	
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep		
FAX ()	pgs	
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum

THANK YOU
from
Your Capital Connection

ARTICLES2tmw

ARTICLES OF INCORPORATION
OF
PASTA AL DENTE INC.

FILED
SECRETARY OF STATE
CORPORATIONS
95 OCT 25 AM 11:10

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation for profit under Chapter 607 of the Florida Statutes, as amended.

ARTICLE I - NAME

The name of this corporation shall be:
Pasta Al Dente Inc.

ARTICLE II - INITIAL PRINCIPAL OFFICE

The initial principal office of the corporation is:

c/o David A. King, Attorney
1416 Kingsley Avenue
Orange Park, FL 32073

ARTICLE III - DURATION

The corporation is to commence its corporate existence on the date of filing by the Secretary of the State of Florida. This corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This corporation is organized for the following purpose:

The transaction of any and all lawful business for which corporations may be incorporated, including but not limited to those powers enumerated in Florida Statutes §607.0302, et. seq., as amended, and the doing of all lawful things related thereto.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One and NO/100 Dollars (\$1.00) par value common stock. Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders, unless otherwise designated as "NONVOTING" by a resolution recorded in the corporation's minute book and a similar legend on the subject certificate(s). The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors,

to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation.

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered agent of this corporation is:

David A. King
Attorney at Law
1416 Kingsley Avenue
Orange Park, FL 32073

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time but shall never be less than one (1). All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors. Any and all additional powers and duties conferred to or imposed upon the board of directors, shall be by resolution of the shareholders.

The names and addresses of the initial directors are:

Shannon D. Wahl
331 Quail Point
Ponte Vedra Beach, FL 32082

Robert H. Rollings
331 Quail Point
Ponte Vedra Beach, FL 32082

Jeffrey A. Witt
2255 2nd Street South
Jacksonville Beach, FL 32250

ARTICLE VIII - RESTRAINT ON TRANSFER OF SHARES

The shareholders may, by agreement, impose any reasonable restraint on the transfer or alienation of shares.

ARTICLE IX - INDEMNIFICATION

The corporation may indemnify any present or former officer, incorporator, or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE X - AMENDMENT

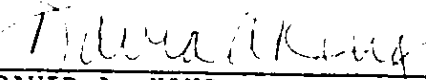
The shareholders reserve the right to alter, amend or repeal any provisions contained in these Articles of Incorporation, or to adopt new provisions. These Articles of Incorporation may be amended by a simple majority vote of the voting stock of the corporation that is present, at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose. These Articles of Incorporation may be amended without a meeting as provided for in the Bylaws.

ARTICLE XI - INCORPORATOR

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

David A. King
Attorney at Law
1416 Kingsley Avenue
Orange Park, Florida 32073

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 21st day of September, 1995.



DAVID A. KING

FILED
SECRETARY OF STATE
CORPORATIONS

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

SEP 25 1941:10

Pursuant to Section 48.091 and Section 607.0501,
Florida Statutes, the following is submitted:

Pasta Al Dente Inc., desiring to organize under the
laws of the State of Florida, with its principal office
as indicated in the Articles of Incorporation in the State
of Florida, has named as its agent to accept service of
process within this State:

David A. King
Attorney at Law
1416 Kingsley Avenue
Orange Park, FL 32073

ACKNOWLEDGEMENT:

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 agree to comply with the provisions
of said Act.

David A. King
DAVID A. KING