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EMPIRE CORPORATE KIT
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((((H96000012470 9)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3894

ACCT#: 072460003255

FAX #: (305)541-3770

NAME: PRESTO PASTA, INC.

AUDIT NUMBER.....H96000012470

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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6016-18787
6016A-41897

ARTICLES OF INCORPORATION

of

PRESTO PASTA, INC.

(name of corporation)

96 SEP - 0 11:41

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

PRESTO PASTA, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500--) of ONE DOLLAR Dollar(s) (\$ 1.00-----) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	PIETRO T. SBARRA
ADDRESS	14045 SW 100 AVE.
CITY	MIAMI
STATE	FLORIDA
ZIP	33176

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	PIETRO T. SBARRA
ADDRESS	14045 SW 100 AVE.
CITY	MIAMI
STATE	FLORIDA
ZIP	33176

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	PIETRO T. SBARRA
ADDRESS	14045 SW 100 AVE.
CITY	MIAMI
STATE	FLORIDA
ZIP	33176
NAME	
ADDRESS	
CITY	
STATE	
ZIP	

PREPARER: LAZARO TOYOS

7278 SW 8th STREET

MIAMI, FL 33144 (305) 266-6493

STATE

ZIP

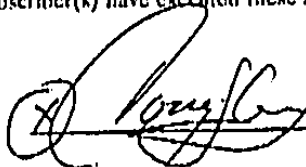
THU 09/06/96

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	PIETRO T. SBARRA		
ADDRESS	14045 SW 100 AVE		
CITY	MIAMI	STATE	FLORIDA
		ZIP	33176
NAME			
ADDRESS			
CITY		STATE	
		ZIP	
NAME			
ADDRESS			
CITY		STATE	
		ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 3rd day of Sept., 1996.



(Seal)

(Seal)

(Seal)

STATE OF FLORIDA

) SS

COUNTY OF Florida

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

PIETRO T. SBARRA

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that He executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 3rd day of Sept, 1996.

(Notary Seal)

(Notary Public, State of Florida at Large)

My Commission expires:



LAZARO TOYOS
COMMISSION # CC 405111
EXPIRES SEP 5, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

SEP-06-1996 17:34

EMPIRE CORPORATE KIT

P.04 04

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

FILED

CERTIFICATE OF REGISTERED AGENT

OF

96 SEP -9 4:11:11
SECTION 1
FALL 1996
STATE
FLORIDA

PRESTO PASTA, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

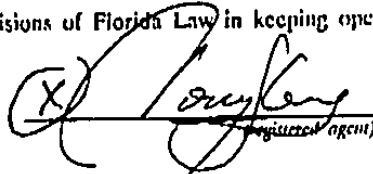
at 14045 SW 100 AVE MIAMI, FL 33176

has named PIETRO T. SBARRA

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(Registered Agent)

HA6000012478

SEMINOLE MIAMI