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NAME: MICHAEL'S GOURMET PASTA, INC.

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**ARTICLES OF INCORPORATION
OF**

MICHAEL'S GOURMET PASTA, INC.

(16)

P.02/16

FILED
OCT 22 1996
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
FLORIDA

The undersigned, desiring to form a Corporation for the purposes hereinafter stated, under and pursuant to Chapter 607 of the Florida Statutes, do hereby declare as follows:

I. NAME

The name of the Corporation shall be **MICHAEL'S GOURMET PASTA, INC.**

II. BUSINESS AND POWERS

SECTION A: The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

SECTION B: To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this Corporation, or business of a similar nature, with any person, corporation, private, public or municipal body under the Government of the United States or any state, territory or possession thereof or any foreign government so far as and to the event that the same may be done and performed by corporations organized under the corporation law of this State.

SECTION C: To carry on its operations and conduct business in any state, in the District of Columbia, in any territory, dependency or possession of the United States, and in any foreign country.

Prepared by: **JAMES T. FERRARA, Esq.**
Michaud, Buschmann, Fox, Ferrara & Mittelmark, P.A.
33 S.E. 8th Street, Suite 400
Boca Raton, FL 33432
Fla. Bar No. 764825
561-392-0540

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SECTION D: To borrow or raise money without limit as to amount; to sell, create security interests in, pledge and otherwise dispose of and realize upon book accounts and other choses in action; to make, draw, accept, endorse, execute and issue bonds, debentures, notes or other obligations of any nature or in any manner for money so borrowed or in payment for property purchased and to secure the principal thereof and the interest thereon by mortgage upon, or creation of security interest in, or pledge of or conveyance or assignment in trust of, the whole or any part of the property, real or personal, of this Corporation, wherever situated and whether at the time owned or thereafter acquired; and, in such manner and upon such terms as the Board of Directors may from time to time determine, to sell, exchange, pledge, offer for discount or otherwise dispose of any and all such bonds, debentures, notes or other obligations.

SECTION E: To lend money to other persons, partnerships, associations and corporations, secured by mortgage or other lien on real estate, or pledge or security interests in personal property, or without security, but only to the extent permitted a business corporation under the corporation law of this State.

SECTION F: To acquire, by purchase, exchange or otherwise, all or any part of, or any interest in, the properties assets, business and good will of any one or more persons, firms, associations or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of this state; to pay for the same in cash, property or its own or other securities; to hold, operate, reorganize, liquidate, sell or in any manner dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations or contracts

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of such persons, firms, associations or corporations, and to conduct the whole or any part of any business thus acquired.

SECTION G: To acquire by purchase, exchange, lease or otherwise, and to own, hold, use, develop, operate, sell, assign, lease, transfer, convey, exchange, mortgage, create security interests in, pledge or otherwise dispose of or deal in and with, real and personal property of every class or description and rights and privileges therein wheresoever situate.

SECTION H: To employ, hire and appoint corporations, firms and individuals in any and all parts of the world to act as agents for this Corporation in such capacity and on such conditions as may be determined from time to time by the Board of Directors.

SECTION I: To invest and deal with the funds of this corporation in any manner, and to acquire by purchase or otherwise the stocks, bonds, notes, debentures and other securities and obligations of any government, state, municipality, corporation, association or partnership, domestic or foreign and, while owner of any such securities or obligations, to exercise all the rights, powers and privileges of ownership, including among other things, the right to vote thereon for any and all purposes.

SECTION J: To enter into any partnership, limited or general, as limited or general partner, or both, and to enter into any other arrangement for sharing profits, union of interest, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to

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carrying out any of the purposes of this Corporation.

SECTION K: To organize or cause to be organized under the laws of any state of the United States, or the District of Columbia, or of any territory, dependency or possession of the United States, or any foreign country, a corporation or corporations for the purpose of transacting, promoting or carrying on any or all of the objects or purposes for which this Corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

SECTION L: From time to time to provide and carry out and to recall, abolish, revise, amend, alter or change a plan or plans for the participation by all or any of the employees, including directors and officers of this Corporation or of any corporation in which or in the welfare of which the corporation has any interest, and those actively engaged in the conduct of this corporation's business, in the profits of this Corporation's legitimate expenses, and for the furnishing to such employees and persons or any of them, at this Corporation's expense, of medical services, insurance against accident, sickness or death, pensions during old age, disability or unemployment, education, housing, social services, recreation or other similar aids for their relief or general welfare, in such manner and upon such terms and conditions as may be determined by the Board of Directors.

SECTION M: To cause or allow the legal title, or any estates, rights or interests in any property owned, acquired, controlled or operated by this Corporation to remain or to be vested in the name of any person, firm, organization, association or corporation, as agent, trustee or nominee of this Corporation, upon such terms or conditions which the

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Board of Directors may consider for the benefit of this Corporation.

SECTION N: To carry on any of the business hereinbefore enumerated for its own account, or for the account of others, and to act as agent for others with respect to any of such businesses and to carry on any other business which may be deemed by it to be calculated directly or indirectly to effectuate or facilitate the aforesaid objects or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights; and to aid, conduct, manage or operate any lawful enterprise in relation to the foregoing.

SECTION O: To have one or more offices and to do each and every thing necessary or proper for the accomplishment of any one or more of the purposes or the attainment of any one or more of the objects hereinabove enumerated, or conducive to or expedient for the interest or benefit of the Corporation and, in general, to enjoy all the rights and privileges of the corporations for profit governed by the laws of the State of Florida, it being expressly provided that the enumeration of any specific business or power herein shall not be held to limit or restrict in any manner any other business or power of said Corporation.

III. STOCK

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time shall be **FIVE HUNDRED (500)** shares of common stock having a par value of **\$1.00** per share. The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the incorporators or by the Directors at a meeting called for such purpose or at the organizational meeting. Property, labor or services may be purchased or paid for with the capital stock at a just valuation of said

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property, to be fixed by the Directors of the Company. Stock in other corporations or on-going businesses may be purchased by the Corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis and for such consideration as the issuance of so much of the capital stock as the Directors of the Company may decide.

IV. MINIMUM CAPITAL

The amount of capital with which this Corporation will begin business shall not be less than FIVE HUNDRED DOLLARS (\$500.00).

V. TERM OF EXISTENCE

This Corporation shall have a perpetual existence.

VI. PRINCIPAL OFFICE

The principal office or place of business of the Corporation shall be located at 14367 Belmont Trace, Wellington, FL 33414.

VII. BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of not less than one (1) and not more than four (4).

VIII. INITIAL DIRECTORS

The name and street address of the first Director, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors are elected and shall have qualified, is the following:

<u>NAME</u>	<u>ADDRESS</u>
Michael Bittar	14367 Belmont Trace, Wellington, FL 33414.
Linda Bittar	14367 Belmont Trace, Wellington, FL 33414.

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H96000014827**IX. INITIAL OFFICERS**

The names and street addresses of the first Officers, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors are elected and shall have qualified, are the following:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Michael Bittar	President	14367 Belmont Trace, Wellington, FL 33414.
Linda Bittar	Vice President/ Secretary	14367 Belmont Trace, Wellington, FL 33414.

X. INCORPORATORS

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

<u>NAME</u>	<u>ADDRESS</u>
Michael Bittar	14367 Belmont Trace, Wellington, FL 33414.

XI. ASSIGNMENT OF SUBSCRIPTION RIGHTS

The original incorporator of the corporation shall have the right, upon its organization, to assign and deliver the subscriptions of stock to any other person, or to firms of corporation who may hereafter become subscribers to the capital stock of the Corporation who, upon acceptance of such assignment, shall stand in lieu of the original

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Incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

XII. MANAGEMENT

The Corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida including, without limitation, the power:

SECTION A: To hold meetings, to have one or more offices and to keep the books of the Corporation, except as otherwise expressly provided by law, at such places, whether within or without the State of Florida, as may from time to time be designated by the Board.

SECTION B: To make, alter and repeal By-Laws of the Corporation, subject to the reserved power of the stockholders to make, alter and repeal By-Laws.

SECTION C: To determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, record, book or document of the Corporation, except as conferred by the laws of the State of Florida.

SECTION D: To declare and pay dividends upon the shares of capital stock of the Corporation either out of net assets in excess of liabilities including capital or out of net earnings, and to direct the use and disposition of such net assets in excess of liabilities including capital and of such net earnings, all in accordance with the provisions of the laws of the State of Florida.

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SECTION E: To fix and determine from time to time an amount to be set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for working capital or any other proper purpose or to abolish any such reserve or reserves.

SECTION F: To make lawful disposition of any paid-in or of capital charge, or create any reserves out of the same, or charge to the same organization expenses or other similar expenses properly chargeable to capital account.

SECTION G: To use or apply any funds of the Corporation lawfully available therefore for the purchase or acquisition of shares of the capital stock or bonds or other securities of the Corporation, in the market or otherwise, at such price as may be fixed by the Board, and to such extent and in such manner and for such purposes and upon such terms as the Board may deem expedient and as may be permitted by law.

SECTION H: From time to time in such manner and upon such terms and conditions as may be determined by the Board, to provide and carry out and recall, abolish, revise, alter or change, one or more plan or plans for:

(i) The issuance or the purchase and sale of its capital stock or granting of options therefore to any or all of the employees, officers or Directors of the Corporation, or of any subsidiaries, and the payment of such stock in installments or at one time, with or without the right to vote thereon pending payment therefore in full, and for aiding any such persons in paying for such stock by contributions, compensation for services or otherwise;

(ii) The participation by any or all of the employees, officers or Directors of the Corporation, or of any subsidiaries in the profits of the Corporation or of any branch, division or subsidiary thereof, as part of the Corporation's legitimate expenses; and,

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(iii) The furnishing of any or all of the employees, officers or Directors of the Corporation, or of any subsidiaries, at the expense, wholly or in part, of the Corporation, of insurance against accident, sickness or death, pensions during old age, disability or unemployment, or retirement benefits.

SECTION I: From time to time to authorize and issue obligations of the Corporation, secured or unsecured, to include therein such covenants and restrictions and such provisions as to redeemability, subordination, convertibility or otherwise and with such maturities, as the Board in its sole discretion may determine, and to authorize the mortgaging of, granting a security interest in or pledging of, as security therefore, any part of all the property of the Corporation, real or personal, including after acquired property.

XIII. TRANSACTIONS WITH RELATED PARTIES

No contract or other transaction between the Corporation and any other corporation in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or Officer of or are the directors or officers of such other corporation, and any director or directors, individually or jointly may be a party or parties to, or may be interested in any such contract or transaction of the Corporation with any person or persons, firm or corporation in the absence of fraud, shall be effected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to be interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for

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the benefit of himself or any firm, association or corporation in which he may be otherwise interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

XIV. CUMULATIVE VOTING

At all elections of Directors of the Corporation, each common shareholder shall be entitled to as many votes as shall equal the number of votes which (except for this provision) he would be entitled to cast for the election of Directors with respect to his shares, multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

XV. PRE-EMPTIVE RIGHTS

No shareholder of the Corporation shall have a pre-emptive right because of his share holdings to have first offered to him any part of any of the presently authorized shares of the Corporation hereafter issued, optioned or sold, or any part of any debenture, bonds, notes or securities of the Corporation convertible into shares hereafter issued, optioned or sold by the Corporation. This provision shall operate to defeat rights in all shares and classes of shares now authorized and in all debentures, bonds, notes or securities of the Corporation which may be convertible into shares, and also to defeat pre-emptive rights in any and all shares and classes of shares and securities convertible into shares which the Corporation may be hereafter authorized to issue by any amended certificate duly filed. Thus, any and all shares of the Corporation presently authorized, and any and all

debentures, bonds, notes or securities of the Corporation which may be hereafter authorized, may at any time be issued, optioned and contracted for sale, sold and disposed of by the direction of the Board of Directors of the Corporation to such persons, and upon such terms and conditions as may to the Board of Directors seem proper and advisable, without first offering such shares or securities or any part thereof to existing shareholders.

XVI. INDEBTEDNESS

The highest amount of indebtedness or liability to which this Corporation may at any time subject itself to is unlimited.

XVII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 33 S.E. 8th Street, Suite 400, Boca Raton, FL 33432 and the name of the initial registered agent of this Corporation at that address is James T. Ferrara, Esq.

XVIII. EFFECTIVE DATE

The effective date of this Corporation shall be the date as filed in the Secretary of State's Office in Tallahassee, Florida.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation at Boca Raton, Florida, this 16 day of OCT, 1996.


Michael Bittar

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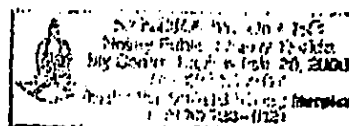
STATE OF FLORIDA)
) SS:
COUNTY OF)

ON THIS DAY, before me an officer duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally appeared Michael Bitter, who is personally known to me or who produced his driver's license as identification, who took an oath and who is well known to be the Incorporator described in and who executed the foregoing Articles of Incorporation of **MICHAEL'S GOURMET PASTA, INC.**, and he executed the same as such Incorporator for the purposes therein expressed.

WITNESS my hand and official seal at Boca Raton, Florida, on this 16th day of October, 1996.

Sandra M. De Leo
NOTARY PUBLIC

My Commission Expires:



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Designation and Acceptance of Registered Agent

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is **MICHAEL's GOURMET PASTA, INC.**
2. The name of the registered agent is **James T. Ferrara.**
3. The address of the registered agent/registered office is:

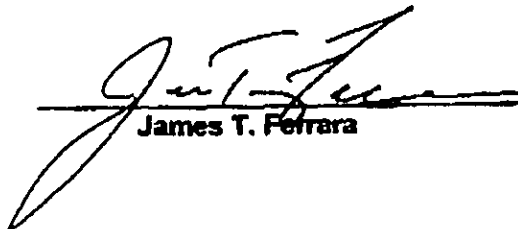
33 S.E. 8th Street, Suite 400, Boca Raton, FL 33432.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date:

10/14/96


James T. FerraraFILED
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TALLAHASSEE, FL

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