

Property Management Corp.

9323 E. 37th St. N., Wichita, KS 67226
Telephone: 316/634-3320

FAX: 316/634-3340

P96000099096

December 3, 1996

AIRBORNE

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-12/05/96--01049--012
****367.50 ****122.50

RE: Filing of New Corporations:

Pasta Restaurant Development Corp.
Pasta Restaurants of NFL, Inc.
Pasta Restaurants of SFL, Inc.

Dear Sir/Madam:

Enclosed please find one original and one copy each of Articles of Incorporation for the above referenced corporations, together with our check in the amount of \$367.50, representing your fee for filing of same.

Please return to:

Brenda Butler
9323 East 37th Street North
Wichita, Kansas 67226

Feel free to call me at 1-800-373-9331, if you have any questions or require additional information/documentation.

Sincerely,

Brenda Butler

Brenda J. Butler

/bb
encl.

Dmc
12/9/96

FILED
96 DEC -5 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
PASTA RESTAURANTS OF SFL, INC.

FILED
96 DEC -5 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the
Florida General Corporation Act, adopt the following Articles of Incorporation:

FIRST: The name of the corporation is:

PASTA RESTAURANTS OF SFL, INC.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate
existence is the time of filing of articles by the Department of State.

FOURTH: The sole purpose for which the corporation is organized:

To develop, own and operate Semolina International Pasta
Restaurants.

FIFTH: The aggregate number of shares which the corporation shall have
authority to issue is Ten Thousand (10,000) shares of common stock of no par
value. The transfer of shares of this corporation are restricted under the terms
of a Franchise and/or Development Agreement between Pasta Restaurants of
SFL, Inc., and Semolina, Inc. Said shares shall contain a legend restricting the
transfer of shares as set forth in Article 12.3 of a Franchise Agreement between
Pasta Restaurants of SFL, Inc. and Semolina, Inc.

SIXTH: The street address of the initial registered office of the corporation
is c/o CT Corporation System, 1200 South Pine Island Road, Plantation, Florida
33324, and the name of its initial registered agent at such address is CT
Corporation System.


SEVENTH: The number of directors constituting the initial Board of Directors of
the corporation is two (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

EIGHTH: The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
R. Edward Brausa	9323 E. 37th Street North, Wichita, KS 67226

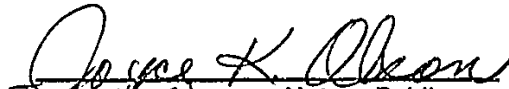
NINTH: The mailing address for the corporation is: 9323 East 37th Street North, Wichita, Kansas 67226.

DATED: December 3, 1996


R. Edward Brausa, Incorporator

STATE OF KANSAS)
COUNTY OF SEDGWICK)

The foregoing instrument was acknowledged before me on this 3rd day of December, 1996, by R. Edward Brausa, of Pasta Restaurants of SFL, Inc.


Joyce K. Olson, Notary Public

My Commission Expires:

12-15-2000

C T Corporation System having been designated to act as registered agent hereby agrees to act in this capacity.

C T CORPORATION SYSTEM

By 

Jonathan L. Miles, Asst. Secy.