

Property Management Corp.

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

FAX: 316/634-3340

PA60000099099

December 3, 1996

AIRBORNE

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

900002020839--4
-12/05/96--01049--012
****367.50 ****122.50

Office Use Only

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 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
PASTA RESTAURANT DEVELOPMENT CORP.

FILED
96 DEC -5 AM 9:10
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 RESTAURANT DEVELOPMENT CORP.

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 Restaurant Development Corp. 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 Restaurant Development Corp. 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

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

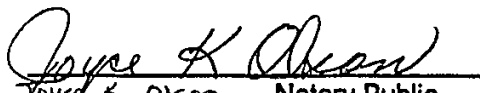
NINTH: The mailing address for the corporation is: 9323 East 37th Street North, Wichita, Kansas 67226.

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 Restaurant Development Corp.


Joyce K. Olson, Notary Public

My Commission Expires:

6-15-2000

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.

P960000 99100

SIESKY, PILON & WOOD

a partnership of professional associations

ATTORNEYS AT LAW

JAMES A. PILON, P.A.
Board Certified Real Estate Attorney
JAMES H. SIESKY, P.A.
DOUGLAS A. WOOD, P.A.

December 3, 1996

SUITE 201, THE FAIRWAY BUILDING
1000 TAMiami TRAIL NORTH
NAPLES, FLORIDA 34102

VIA FEDERAL EXPRESS

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200002020842--5
-12/05/96--01049--013
****122.50 ****122.50

RE: WOOD PRODUCTS OF SOUTHWEST FLORIDA, INC.

To Whom It May Concern:

Enclosed are the Articles of Incorporation for the above mentioned corporation along with a check in the amount of \$122.50 which I understand to be the filing fee for same.

Please file the enclosed with the State of Florida and return proof of filing to this office.

Very truly yours,

James H. Siesky
James H. Siesky

JHS/rcf

*Dmc
12/6/96*

EFFECTIVE DATE

12-4-96

96 DEC -5 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF

WOOD PRODUCTS OF
SOUTHWEST FLORIDA, INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes, Section 607, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is WOOD PRODUCTS OF SOUTHWEST, FLORIDA, INC.

ARTICLE II

Duration

The Corporation is to exist perpetually commencing on the date of execution of these Articles of Incorporation.

ARTICLE III

Purpose

The purpose is to engage in any and all business activities permitted under the laws of the United States and the State of Florida.

FILED
96 DEC -5 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-4-96

ARTICLE IV

Capital Stock

The corporation is authorized to issue SEVEN THOUSAND FIVE HUNDRED (7,500) shares all of one class, at \$1.00 par value common stock.

ARTICLE V

Initial Registered Office and Registered Agent

The name and address of the initial registered agent and office of this corporation is as follows:

JAMES H. SIESKY
SIESKY PILON & WOOD
1000 North Tamiami Trail
Suite 201
Naples, FL 33940

The initial street address of the principal office of the corporation in the State of Florida will be: 4750 RADIO ROAD, NAPLES, FLORIDA 34112.

ARTICLE VI

Initial Board of Directors

The initial Board of Directors shall consist of one (1) director initially. The number of directors may be either increased or decreased from time to time by the Bylaws.

The name and address of the initial directors of this corporation are:

ADAM HUBSCHMAN
4750 RADIO ROAD
NAPLES FLORIDA 34112

ARTICLE VII

Incorporators

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

JAMES H. SIESKY
SIESKY PILON & WOOD
1000 North Tamiami Trail
Suite 201
Naples, Florida 33940

IN WITNESS WHEREOF, I have subscribed my name this 4
day of December, 1996.

James H. Siesky
JAMES H. SIESKY

STATE OF FLORIDA

COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgements, personally appeared JAMES H. SIESKY known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the county and state last aforesaid this 4 day of December, 1996.

(SEAL)



Rachel C. Frishe
Notary Public - State of Florida
RACHEL C. FRISHE
(Print Commissioned Name of Notary Public)
Did Did Not Take An Oath
Personally Known OR Produced Identification
Type of Identification Produced

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

FILED

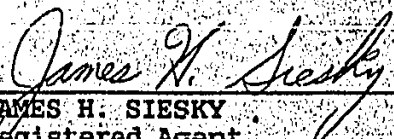
96 DEC -5 AM 9:12

Pursuant to the provisions of F.S. 607.0501, the undersigned, a 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 WOOD PRODUCTS OF SOUTHWEST FLORIDA, INC.
2. The name of the registered agent is JAMES H. SIESKY.
3. The address of the registered agent/registered office is Siesky & Pilon, 1000 North Tamiami Trail, Suite 201, Naples, FL 33940

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.


JAMES H. SIESKY
Registered Agent

Date: December 4 1996.

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