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April 16, 1997

Department of State
Division of Corporations
P.O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32399

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***131.25 ***131.25

RE: GLOBAL NETWORK OF DISTRIBUTORS, INC.

TO WHOM IT MAY CONCERN:

Please find enclosed the Articles of Incorporation for Global Network of Distributors, Inc. and two copies. A check for \$131.25 is enclosed for the filing fees, certificate and certified copy. Please return the documents to the address above. Please feel free to call me if you have any questions.

Very truly yours,



Robert L. Shearin, Esq.

FILED
97 APR 21 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nu 4/22/97

ARTICLES OF INCORPORATION
OF
GLOBAL NETWORK OF DISTRIBUTORS, INC.

The undersigned incorporator, for the purpose of forming a Corporation under the provisions of Chapter 607 of the Florida Statutes does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is:

GLOBAL NETWORK OF DISTRIBUTORS, INC.

ARTICLE II

The address of the principal office of this Corporation is 746 South Military Trail, Deerfield Beach, Florida 33442, and the mailing address is the same.

ARTICLE III

The purpose of this Corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

This Corporation is authorized to issue **TWENTY FIVE MILLION (25,000,000)** shares of common stock, each share having no par value per share. In addition, this Corporation is authorized to issue 100 shares of Class B stock for the sole purpose of appointing sixty per cent (60%) of the Board of Directors, each share having no par value per share. The Class B stock shall not have any voting rights except to appoint sixty per cent (60%) of the Board of Directors.

ARTICLE V

The name and address of the incorporator is:

PASTA FRESH & FANCY, INC.
736 South Military Trail
Deerfield Beach, Florida 33442

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ARTICLE VI

The street address of the initial registered office of this Corporation is 736 South Military Trail, Deerfield Beach, Florida 33442 and the name of its initial Registered Agent at that address is Robert L. Shearin, Esquire.

ARTICLE VII

The Board of Directors of this Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of this Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE VIII

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the incorporator named above, for the purpose of forming this Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, declaring and certifying that the facts stated above are true, and hereunto set my hand and seal this 18th day of April, 1997.

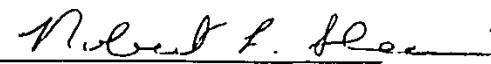
PASTA FRESH & FANCY, INC.

By: 

Mirko Crosio, President

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing document was acknowledged before me by MIRKO CROSIO, who is personally known to me and who did take an oath.


NOTARY PUBLIC, Robert L. Shearin

My Commission Expires:

4/1/2001

NOTARY PUBLIC - STATE OF FLORIDA
ROBERT L. SHEARIN
COMMISSION # CC035076
EXPIRES 4/1/2001
BONDED THRU ASA 1-888-NOTARY1

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

I, Robert L. Shearin, having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


ROBERT L. SHEARIN

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TALLAHASSEE, FLORIDA