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LAW OFFICES

DET H. JOKS, P.A.

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DET H. JOKS
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August 13, 1997

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

400002267134-7
-08/14/97-01014-011
****122.50 ****122.50

EFFECTIVE DATE
8-12-97

RE: Pasta Pomodoro, Inc.

Dear Sir/Madam:

Please find enclosed an original and one copy of the Articles of Incorporation for Pasta Pomodoro, Inc. together with a check in the sum of \$122.50 representing the filing fee for same. Please process the enclosed articles and forward to us the certificate confirming the incorporation of Pasta Pomodoro, Inc. at the earliest possible time.

Thank you for your cooperation in this matter. Should you have any questions, or need anything further, please do not hesitate to contact this office.

Sincerely,

DET H. JOKS, P.A.

Det H. Joks
Det H. Joks

DBJ:dj
Enclosure(s)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 AUG 14 PM 1:21

FILED

AL AUG 15 1997

ARTICLES OF INCORPORATION

OF

PASTA POMODORO, INC.

EFFECTIVE DATE
8-12-97

FILED
97 AUG 14 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby organizes and incorporates a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is PASTA POMODORO, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in the transaction of any or all lawful business permitted under the laws of the United States and the Florida General Corporation Act.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than the minimum amount required under the applicable Florida Statutes.

ARTICLE V. BEGINNING OF CORPORATE EXISTENCE

The date when the corporate existence of this corporation shall begin business shall be August 12, 1997.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. PRINCIPAL PLACE OF BUSINESS

The address of the principal office and mailing address of the corporation is 412 Espanola Way, Miami Beach, Florida 33139.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation in the State of Florida is 412 Espanola Way, Miami Beach, Florida 33139. The Board of Directors may, from time to time, move the registered office to any other address.

The name of the initial Registered Agent of this corporation is Riccardo Terlizzi, whose address is located at 412 Espanola Way, Miami Beach, Florida 33139.

ARTICLE IX. DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished, from time to time, by the By-laws adopted by the stockholders but there shall always be at least one (1) Director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as a Director or Officer of the corporation and each person who serves, at the request of the corporation, as a Director or Officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his being a Director or Officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in

connection with any claim or liability as to which it shall adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

No contract or other transaction between this corporation and any other firm or corporation and no act of this corporation shall in anyway be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in or are Directors or Officers of such other firm or corporation, provided that the fact that he is so interested shall be disclosed or shall be known to the Board of Directors of the corporation or such member thereof as shall be present at any meeting of the Board at which action upon such contract or transaction shall be taken; and any Director of the corporation who is also a Director or Officer of such other corporation or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transactions, with the like force and effect as if he were not a Director or Officer of such other corporation or not so interested.

ARTICLE X. INITIAL OFFICERS AND DIRECTORS

The names and post office address of the initial Directors and Officers of the corporation are:

Riccardo Terlizzi	1500 Bay Road, Apt. 577
President	Miami Beach, Florida 33139

Marco Romagnoli	1500 Bay Road, Apt. 577
Vice President/Secretary	Miami Beach, Florida 33139

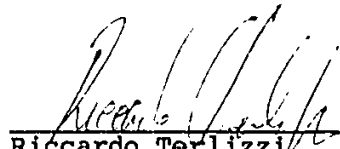
ARTICLE XI. SUBSCRIBER

The name and post office address of the Subscribers to these Articles of Incorporation are Marco Romagnoli and Riccardo Terlizzi, 1500 Bay Road, Apt. 577, Miami Beach, Florida 33139.

ARTICLE XII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders and approved at the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has set his hand and seal and has acknowledged and filed in the Office of the Secretary of the State of Florida as Subscriber of PASTA POMODORO, INC. this 12 day of August, 1997.



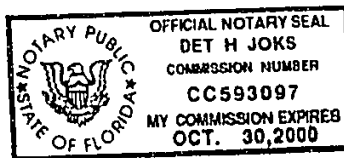
Riccardo Terlizzi
Corporate Subscriber

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this
12th day of August, 1997, by Riccardo Terlizzi, () who is
personally known to me or (X) who produced California Drivers
License as identification.

My Commission Expires:

Det H Joks
NOTARY PUBLIC, State of Florida
at Large



DEPARTMENT OF STATE

Certificate designating place of business or domicile for the service of process within this state naming the agent upon which process may be served and the names and addresses of the officers and directors.

PASTA POMODORO, INC.

The following is submitted in compliance with Chapter 48.091 of the Florida Statutes.

PASTA POMODORO, INC. a corporation organized (or organizing) under the laws of the State of Florida with its registered office located at 412 Espanola Way, Miami Beach, Dade County, Florida 33139, has named Riccardo Terlizzi as its agent to accept service of process within this state.

OFFICERS & DIRECTORS:

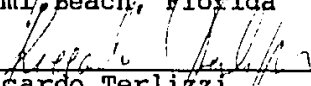
Riccardo Terlizzi
President

Marco Romagnoli
Vice President/Secretary

SPECIFIC ADDRESS:

1500 Bay Road, Apt. 577
Miami Beach, Florida 33139

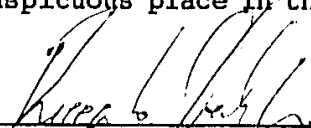
1500 Bay Road, Apt. 577
Miami Beach, Florida 33139



Riccardo Terlizzi
Corporate Subscriber

ACCEPTANCE:

I agree as Resident Agent of PASTA POMODORO, INC. to accept Service of Process, to keep the office open during prescribed hours, to post my name (and the names of my other officers of said corporation authorized to accept Service of Process, at the above Florida designated address) in some conspicuous place in the office as required by law.



Riccardo Terlizzi

FILED
97 AUG 14 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA