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ELLIS, SPENCER AND BUTLER

ATTORNEYS AT LAW
EMERALD HILLS EXECUTIVE PLAZA I

4601 SHERIDAN STREET

SUITE 505

HOLLYWOOD, FLORIDA 33021-3412

(954) 986-2291

MIAMI LINE (305) 947-0620

FACSIMILE (954) 986-2778

E-MAIL: esb@esblaw.com

T.D. ELLIS, JR. (10621)
SHERWOOD SPENCER (10956)

ROBERT B. BUTLER
W. TINSLEY ELLIS
WILLIAM B. SPENCER
MARK F. BUTLER
ROBERT PAUL KEELEY

JONATHAN E. BRODY
CHAPMAN L. SMITH, JR.
CHARLES S. KYRIAZOS
JOHN C. PRIMEAU
WILLIAM C. STALIONS

*ALSO ADMITTED IN NEW YORK
*BOARD CERTIFIED REAL ESTATE

October 16, 1997

Honorable Secretary of State
Corporate Division
Tallahassee
Florida

Certificate of Status

RE: THE PASTA BAR, INC.

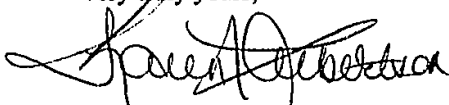
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****122.50 ****122.50

Dear Sir:

Please find enclosed herein check payable to your order in the sum of \$183.75 representing filing fees and resident agent fees and certified copy fee to open the above corporation.

Please forward the certified copy of the Articles of Incorporation and all correspondence c/o this office. Thank you.

Very truly yours,



Karen L. Alberton, paralegal
kla
enclosures

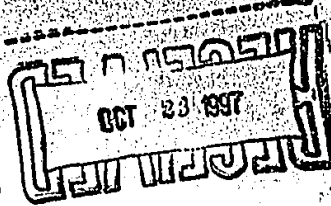
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97 OCT 27 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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W97-239
PK
10/21/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State



October 21, 1997

ELLIS, SPENCER AND BUTLER
4601 SHERIDAN ST, SUITE 505
HOLLYWOOD, FL 33021-3412

SUBJECT: THE PASTA BAR, INC.
Ref. Number: W97000023959

We have received your document for THE PASTA BAR, INC. and check(s) totaling \$183.75. However, your check(s) and document are being returned for the following:

We are returning your check for \$183.75 to be replaced by one in the correct amount of \$122.50.

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent	
Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 397A00051324

ARTICLES OF INCORPORATION

FILED

97 OCT 27 AM 8:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

THE PASTA BAR, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

Article I: Name

The name of the corporation shall be THE PASTA BAR, INC.

Article II: Principal Office

The principal place of business and mailing address of this corporation shall be 881 Ocean Drive, Apt. 12G, Key Biscayne, Florida, 33149.

Article III: Nature of Business

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Article IV: Shares

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

Article V: Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

W. Tinsley Ellis
4601 Sheridan Street, Suite 505
Hollywood, Florida 33021

Article VI: Term of Existence

This corporation is to exist perpetually.

Article VII: Officers

The name and street address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successors are elected or appointed are:

Sally Fertitta
President/Vice President/
Secretary/Treasurer


881 Ocean Drive, Apt. 12G
Key Biscayne, Florida, 33140

Article VIII: Incorporator

The name and street address of the incorporator to these Articles of Incorporation:

Sally Fertitta
881 Ocean Drive, Apt. 12G
Key Biscayne, Florida, 33149

The undersigned incorporator has executed these Articles of Incorporation this 6
day of Oct, 1997.


Sally Fertitta

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97 OCT 27 AM 8:47

Acceptance of Appointment of Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for THE PASTA BAR, INC., 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 (F.S. 607.0505) 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.

Dated this 6 day of Oct., 1997.

BY:



W. TINSLEY ELLIS