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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 13 AM 10:44

May 8, 1998

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

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-05/13/98-01036-003
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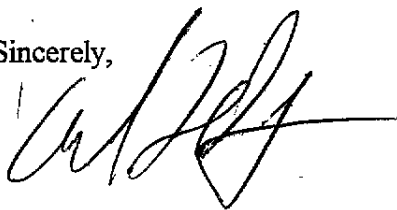
Dear Sir or Madame:

Enclosed is the completed Articles of Incorporation of **Skinny Linguine's, INC.** - original and one copy and a check in the amount of **\$122.50** made payable to the Division of Corporations.

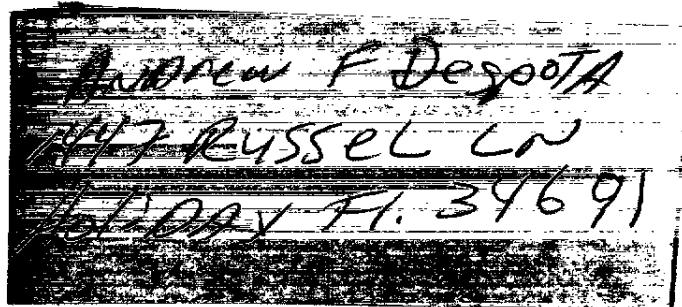
Please process and file the Articles of Incorporation for **Skinny Linguine's, INC.** in the customary manner.

Should you have any questions on this matter please contact me at (813)372-3993. Thank you for your timely processing of these articles.

Sincerely,



Andrew Despota



D. BROWN MAY 15 1998

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ARTICLES OF INCORPORATION

OF

Skinny Linguine's, INC.

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

ARTICLE I - CORPORATE NAME AND MAILING ADDRESS

The name of the Corporation shall be:

Skinny Linguine's, INC.

The mailing address is:

**1447 Russell Lane
Holiday FL 34691**

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation by the office of the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida as presently enacted and as may be amended from time to time.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Hundred Thousand(100,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent is:

**Andrew Despota
1447 Russell Lane
Holiday FL 34691**

ARTICLE VI- INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially, the number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of the corporation who shall serve until a successor is duly elected and qualified are as follows:

Andrew Despota, PRESIDENT
1447 Russell Lane
Holiday FL 34691

William C. Vassilion
7738 Deer Foot Drive
New Port Richey, FL 34653

ARTICLE VII - INCORPORATORS

The name and address of the initial subscriber signing these Articles of Incorporation is as follows:

Andrew Despota
1447 Russell Lane
Holiday FL 34691

ARTICLE VIII - RESTRICTIONS ON THE SALE OF STOCK

NAME	# OF SHARES
Andrew Despota	(85) EIGHTY FIVE
William C. Vassilion	(15) FIFTEEN

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

ARTICLE IX - ADOPTION OF BYLAWS

A special meeting of the scribes or their assigns shall be held, upon the call of the president, for the purpose of completing the organization of the corporation and the adoption of the Bylaws and the transaction of such other business as may come before the meeting.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI - TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions and conditions of Section 1244 of the Internal Revenue Code.

ARTICLE XII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock or authorized but unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer of director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, The undersigned subscriber has executed these Articles of

Incorporation on this 14 day of MAY 1998.

(signature)

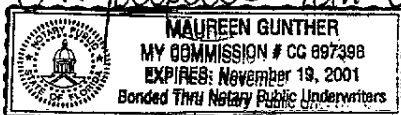
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, personally appeared **Andrew Despota**, who, being first duly sworn, deposes and says that he is the individual described in and executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purpose herein expressed.

WITNESS MY hand and official seal in the County and State named

above this 11 day of May 1998.

My commission expires:



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CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

Skinny Linguine's, INC.

Pursuant to Florida Statutes Section 48.091 and 607.0501, the following is submitted:

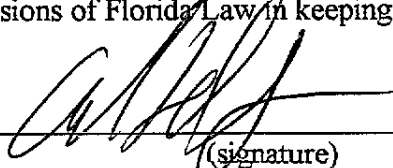
The above corporation, desiring to organize under the laws of the State of Florida with its
registered office as indicated in the Articles at:

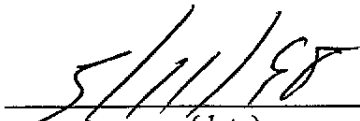
**1447 Russell Lane
Holiday FL 34691**

has named Andrew Despota located at the aforesaid address, as its Registered Agent to accept
services of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the
provisions of Florida Law in keeping open said office.


(signature)


(date)