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THE LAW FIRM OF

GILLESPIE & ALLISON, P.A.

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R. BOWEN GILLESPIE, III
DONALD M. ALLISON*
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OF COUNSEL
GARY L. BLUM♦

*Also Admitted in Arizona & California
†Also Admitted in Colorado & the
District of Columbia

♦ Admitted in New York
Not Admitted in Florida

January 15, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-01/19/99-01032--009
****122.50 *****78.75

Re: Articles Of Incorporation
Luigino, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50 representing payment of the following:

Filing Fees	\$ 35.00
Certified Copy Fee	\$ 52.50
Registered Agent Fee	<u>\$ 35.00</u>
TOTAL:	\$122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned as soon as possible. Thank you for your cooperation and anticipated prompt attention to this matter.

Very truly yours,


Donald M. Allison

DMA/cev
Enclosures

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DIVISION OF CORPORATIONS

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Articles Of Incorporation
Of
Luigino, Inc.

The undersigned, acting as the Incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

I.
CORPORATE NAME

The name of the corporation shall be: LUIGINO, INC.

II.
PRINCIPAL OFFICE

The principal office of this corporation shall be located at: 183 West Camino Real, Boca Raton, Florida 33432.

III.
NATURE OF CORPORATE BUSINESS

This corporation is organized to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

IV.
CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be ONE HUNDRED (100) shares of common stock at One (\$1.00) Dollar par value per share.

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**V.
DURATION**

The corporation shall have perpetual existence.

**VI.
INITIAL REGISTERED AGENT
AND
INITIAL REGISTERED OFFICE**

The corporation's initial registered agent and registered office in the State of Florida shall be:

Donald M. Allison
Suite 300
1515 South Federal Highway
Boca Raton, Florida 33432

**VII.
INCORPORATOR**

The name and address of the Incorporator is:

Claudio LaRocca
183 West Camino Real
Boca Raton, Florida 33432

**VIII.
BOARD OF DIRECTORS**

The number of directors may be established and altered from time to time by the Bylaws adopted by the shareholders. The name and address of the initial director of this corporation is:

Claudio LaRocca
183 West Camino Real
Boca Raton, Florida 33432

**IX.
INFORMAL CORPORATE ACTIONS**

If all the shareholders or all of the directors, severally or collectively, consent in writing to any action taken or proposed to be taken by the corporation, and the writing(s) evidencing their

consent is (are) filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the shareholders or at a meeting of the Board of Directors.

X. **PREEMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind of series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the same ratio that the number of shares the shareholder owns at the time of such issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting the shareholder to exercise his or her preemptive rights. This preemptive right may also be waived by an affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of said notice from the corporation.

XI. **INFORMAL DIRECTOR ACTION**

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XII.
INDEMNIFICATION

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

XIII.
BYLAW AMENDMENT

The power to adopt, alter, amend or repeal these Articles of Incorporation or the Bylaws of this corporation shall be vested in the Board of Directors and Shareholders as provided by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida this 14th day of January, 1999.

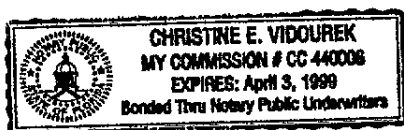


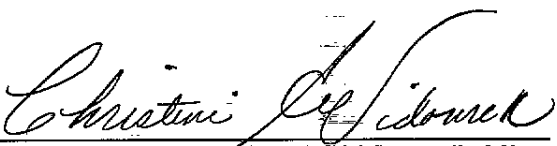
CLAUDIO LaROCCA, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared CLAUDIO LaROCCA, who, is to me personally known to be the person described in, and who executed, the foregoing Articles of Incorporation as the Incorporator of LUIGINO, INC. and he acknowledged to me that he executed the same for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in said County and State, this 14th day of January, 1999.





CHRISTINE E. VIDOUREK, Notary Public
My Commission expires:

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE
STATE AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**


In compliance with the requirements of Chapter 48.091, Florida Statutes, the following is submitted:

LUIGINO, INC.

a corporation under the laws of the State of Florida, with its principal office at 183 West Camino Real, Boca Raton, Florida 33432, has named Donald M. Allison, 1515 South Federal Highway, Suite 300, Boca Raton, Florida 33432, as its agent to accept service of process within said State.

ACCEPTANCE OF RESIDENT AGENT

Having been named as resident agent to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept such nomination and agree to comply with the provisions of Section 48.091 of the Florida Statutes, relative to the duties imposed therein on a Florida resident agent.



DONALD M. ALLISON
Resident Agent

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