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LAW OFFICES
PAUL M. MARMISH, P.A.

P.O. BOX 45-2536
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(305) 860-3869
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February 22, 1999

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Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation for
The Pasta Factory Company

Ladies and Gentlemen:


Please find enclosed herewith duplicate executed originals of the Articles of Incorporation of The Pasta Factory Company together with our firm check payable to your order in the amount of \$78.75, which represents the filing fee and the fee for one certified copy of the Articles.

Please be advised that the registered trademark "The Pasta Factory Company and Man Entwined in Spaghetti" (Number 927921) is owned by the same client as this corporation and thus, consent to usage of the name is hereby given and will not be in conflict.

After the Articles of Incorporation have been filed, please return the certified copy of same to the undersigned in the stamped, self-addressed envelope provided.

Your courtesy and cooperation in this regard is most appreciated.

Sincerely yours,


PAUL M. MARMISH
For the Firm

PM/M/rrg
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -1 PM 3:50

ARTICLES OF INCORPORATION
OF

THE PASTA FACTORY COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR -1 PM 3: 50

ARTICLE I

NAME

The name of the Corporation is:

THE PASTA FACTORY COMPANY

ARTICLE II

DURATION

The Corporation shall exist in perpetuity.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new 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 shares thereof, as nearly as many be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VI

RIGHTS OF SHARES OF CAPITAL STOCK

The entire voting power of the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, each share having one vote. Nothing in these Articles shall be construed to allow cumulative voting shares.

ARTICLE VIII

PRINCIPAL OFFICE ADDRESS FOR CORPORATION

The address of the principal office of the Corporation is: 5725 S.W. 8th Street,
Miami, FL 33144

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial Registered Agent and Registered Office of the Corporation are: Paul M. Marmish, Esquire, 3390 Kapot Terrace, Miramar, Florida 33205

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The Corporation shall have one Director initially. The number of Directors may be either increased or decreased from time to time by the By-Laws adopted by the Corporation. The name and address of the initial Director is:

NAME

ADDRESS

Carmen Sanders

5725 SW 8th Street
Miami, Florida 33144

ARTICLE X

INCORPORATION

The name and address of the person signing these Articles of Incorporation is:

NAME

ADDRESS

Paul M. Marmish

3390 Kapot Terrace
Miramar, Florida 33205

ARTICLE XI

BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE XII

INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE XIII

COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence upon the date of filing of these Articles.



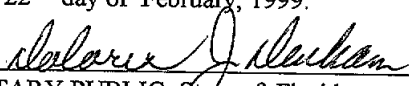
PAUL M. MARMISH

STATE OF FLORIDA)

COUNTY OF BROWARD)

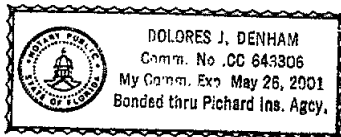
BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared PAUL M. MARMISH, known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 22nd day of February, 1999.



NOTARY PUBLIC, State of Florida

My Commission Expires:



CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAME AGENT UPON WHOM PROCESS
MAY BE SERVED.

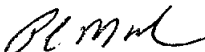
In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

First—That THE PASTA FACTORY COMPANY desiring to
organize under the laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation, at the City of Miami, Florida has
named PAUL M. MARMISH, located 3390 Kapot Terrace, Miramar, County
of Broward, State of Florida 33025, as its agent to accept service of process
within this state and such agent hereby accepts the obligation of 307.325 F.S.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED
AGENT)

Having been named to accept service of process for the above state
Corporation, at the place designated in this Certificate, PAUL M. MARMISH
hereby accepts to act in this capacity, and agrees to comply with the provision
of said Act relative to keeping open said office.

Dated: February 22, 1999



PAUL M. MARMISH

Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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