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CORPORATION(S) NAME

Luigino's Florida, Inc.

99 APR -2 PM 12:15
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 2, 1999

CT CORPORATION SYSTEM

SUBJECT: LUIGINO'S FLORIDA, INC.
Ref. Number: W99000007962

Luiginos of Sanford, Inc.

We have received your document for LUIGINO'S FLORIDA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 099A00016842

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** Please backdate filing to:*

April 2nd . Thanks!

RECEIVED
99 APR -5 AM 11:45
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
LUIGINO'S OF SANFORD, INC.**

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
99 APR -2 PM 12:15

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation.

ARTICLE 1. NAME

The name of the corporation shall be "Luigino's of Sanford, Inc."

ARTICLE 2. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be Paulucci Building, 201 West First Street, Sanford, Florida 32771.

ARTICLE 3. AUTHORIZED SHARES

The aggregate number of authorized shares of the corporation is One Hundred and Fifty Thousand (150,000) with a par value of One Dollar (\$1.00) per share, Sixty Thousand (60,000) shares of which shall be Voting Common Stock and Ninety Thousand (90,000) shares of which shall be Non-Voting Common Stock. The shares of Voting Common Stock shall possess full voting rights, and the shares of Non-Voting Common Stock shall possess no voting rights. In all other respects, shares of Voting Common Stock and Non-Voting Common Stock shall possess equal rights and preferences.

ARTICLE 4. NO PREEMPTIVE RIGHTS

The shareholders of the corporation shall not have any preemptive rights to subscribe for or acquire securities or rights to purchase securities of any class, kind, or series of the corporation.

ARTICLE 5. REGISTERED AGENT

The name and Florida street address of the initial registered agent is: Larry W. Nelson, Paulucci Building, 201 West First Street, Sanford, Florida 32771. The above-mentioned registered agent is familiar with, and accepts, the obligations of the position.

ARTICLE 6. BOARD OF DIRECTORS

The following-named person is elected to serve as the sole member of the first board of directors of this corporation until his successors shall have been elected and shall qualify:

Jeno F. Paulucci

ARTICLE 7. WRITTEN ACTION BY DIRECTORS

An action required or permitted to be taken at a meeting of the board of directors of the corporation may be taken by a written action signed, or counterparts of a written action signed in the aggregate, by all of the directors.

ARTICLE 8. DIRECTOR LIABILITY

To the fullest extent permitted by the Florida Business Corporation Act as the same exists or may hereafter be amended, a director of this corporation shall not be liable to this corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.

ARTICLE 9. INCORPORATOR

The name and address of the incorporator, who is a natural person of full age, to these Articles of Incorporation are:

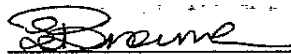
NAME

La Fleur C. Browne

ADDRESS

Dorsey & Whitney LLP
220 South Sixth Street
Minneapolis, MN 55402

Dated: March 31, 1999.



La Fleur C. Browne
Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

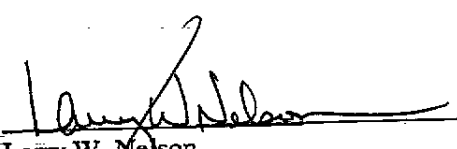
PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 AND 607.0505 OF THE FLORIDA BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: **Luigino's of Sanford, Inc.**
2. The name and the Florida street address of the registered agent are:

Larry W. Nelson
Paulucci Building
201 West First Street
Sanford, Florida 32771

Having been named as registered agent and to accept service of process for the above-stated corporation 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 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: MARCH 31, 1999


Larry W. Nelson

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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