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Florida Department of State

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COR AMND/RESTATE/CORRECT OR O/D RESIGN

ROTELLI PIZZA & PASTA, INC.

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TALLAHASSEE, FLORIDA

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Amend

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ROTELLI PIZZA & PASTA, INC.**

(Document No. P99000046994)

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following amendments to its Amended and Restated Articles of Incorporation:

AMENDMENTS ADOPTED

Article 5, Capital Stock, is amended to read in its entirety as follows:

**"ARTICLE 5
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have the authority to issue is Ten Million (10,000,000) shares of Common Stock, par value \$.001. Effective upon the filing of these Articles of Amendment to the Articles of Incorporation (the "Effective Time"), each two (2) issued and outstanding shares of Common Stock shall be converted into one (1) validly issued, fully paid and nonassessable share of Common Stock (the "Reverse Stock Split"). The par value of the Common Stock shall not be affected by the Reverse Stock Split. Each stock certificate that prior to the Effective Time represented shares of Common Stock shall, following the Effective Time, represent the number of shares into which the shares of Common Stock represented by such certificate shall have been converted. No fractional shares or scrip shall be issued by reason of this Amendment, nor shall any fractional shares or scrip be issuable in respect of any options, warrants or other rights of any nature heretofore existing to acquire shares of Common Stock. Any fractions resulting from the Reverse Stock Split computation shall be rounded down to the next whole share. The total authorized stock of the Corporation set forth in this Article 5 sets forth the total authorized stock of the Corporation after giving effect to the Reverse Stock Split."

The date of the amendment's adoption is October 4, 2007.

The amendment was approved by the shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval.

Dated: October 4, 2007.


Joseph J. Bilotti, President

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