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To:

Division of Corporations
Fax Number : (850)922-4001

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

FLORIDA PROFIT CORPORATION OR P.A.

Pastabilities USA, Inc.

Certificate of Status	0
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N. CULLIGAN SEP 3 1999

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Pastabilities USA, Inc.

Article II. Address

The mailing address of the Corporation is:
Pastabilities USA, Inc.
4330 NE 22nd Avenue
Fort Lauderdale FL 33308

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Deanne Sabarese
4330 NE 22nd Avenue
Fort Lauderdale FL 33308

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
John Amodeo
Deanne Sabarese

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Registered Agents Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801
800-441-5940

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Article V. Capital Stock

The Corporation shall have the authority to issue 3,000 shares of common stock, par value zero per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.

941 Fourth Street #200

Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on September 3, 1999.

The undersigned incorporator executed these Articles of Incorporation on September 3, 1999.



CORPORATE CREATIONS INTERNATIONAL INC.

Luis A. Uriarte President

Registered Agents Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801
800-441-5940

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Pastabilities USA, Inc.

REGISTERED AGENT/OFFICE:

Deanne Sabarese

4330 NE 22nd Avenue

Fort Lauderdale FL 33308

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


DEANNE SABARESE

Date: September 2, 1999

Registered Agents Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801
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