



THE UNITED STATES
CORPORATION
COMPANY

P99000095507

ACCOUNT NO. : 072100000032

REFERENCE : 441600 7196608

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 87.50

FILED
99 OCT 28 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 28, 1999

ORDER TIME : 2:23 PM

EFFECTIVE DATE
10-25-99

ORDER NO. : 441600-005

700003028367-18

CUSTOMER NO: 7196608

CUSTOMER: Janet Parker Ailstock, Esq
J. PARKER AILSTOCK, P.A.
J. PARKER AILSTOCK, P.A.
2615 N.w. 5th Place

Gainesville, FL 32607

DOMESTIC FILING

NAME: ITALIAN FOODS CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

RECEIVED
99 OCT 28 PM 3:11
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

10-29-99
WC

ARTICLES OF INCORPORATION

OF

ITALIAN FOODS CORPORATION

ARTICLE I

EFFECTIVE DATE
10-25-99

FILED
99 OCT 28 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the corporation is Italian Foods Corporation (hereinafter called the "Corporation").

ARTICLE II

The address of the principle office and the mailing address of the Corporation is 5014 NW 71st Place, Gainesville, Florida 32653 c/o Mr. Andrea Tosolini.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$0.01	Common

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or person authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE IV

The street address of the Corporation's initial registered office is 2615 NW 5th Place, Gainesville, Florida 32607, and the name of the initial registered agent at such office is J. Parker Ailstock, P.A.

ARTICLE V

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is Giancarlo Lapiana, Via Bolghera 21, 38014 Trento, Italy.

ARTICLE VI

The name of the Incorporator and the address of the Incorporator is Janet P. Ailstock, J. Parker Ailstock, P.A., 2615 NW 5th Place, Gainesville, Florida 32607.

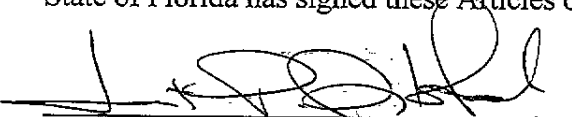
ARTICLE VII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

ARTICLE VIII


The effective date of the filing of these Articles of Incorporation shall be October 25, 1999.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 27 day of October 1999.


Janet P. Ailstock

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Italian Foods Corporation, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.


J. Parker Ailstock - Registered Agent

10/27/99
Date