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File Number 5941-484-4

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DEPT-01 RECORDING \$25.50
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#7069 VF *-97-352106
COOK COUNTY RECORDER

State of Illinois Office of The Secretary of State

Whereas, ARTICLES OF INCORPORATION OF
BARILLA AMERICA INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 14TH day of MAY A.D. 19 97 and of the Independence of the United States the two hundred and 21ST



George H Ryan
Secretary of State

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Property of Cook County Clerk's Office

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(Rev. Jan. 1995)

This space for use by Secretary of State

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756

SUBMIT IN DUPLICATE!

FILED

MAY 14 1997

**GEORGE H. RYAN
SECRETARY OF STATE**

This space for use by Secretary of State

Date 5-14-97
Franchise Tax \$ 35.00
Filing Fee \$ 75.00
Approved: [Signature] 100.00

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

1. CORPORATE NAME: Barilla America Inc.

(The corporate name must contain the word "corporation", "company," "incorporated," "limited" or an abbreviation thereof.)

2. Initial Registered Agent:	<u>David</u>	<u>T.</u>	<u>Brown</u>
	<i>First Name</i>	<i>Middle Initial</i>	<i>Last name</i>
Initial Registered Office:	<u>200 N. LaSalle Street</u>	<u>2100</u>	
	<i>Number</i>	<i>Street</i>	<i>Suite #</i>
	<u>Chicago</u>	<u>IL 60601</u>	<u>Cook</u>
	<i>City</i>	<i>Zip Code</i>	<i>County</i>

3. Purpose or purposes for which the corporation is organized:
(If not sufficient space to cover this point, add one or more sheets of this size.)

The transaction of any or all lawful businesses for which corporations may be incorporated under the State of Illinois Business Corporation Act of 1983, as amended.

4. Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
<u>Common</u>	<u>\$ NPV</u>	<u>1,000,000</u>	<u>1,000</u>	<u>\$ 1,000.00</u>

TOTAL = \$ 1,000.00

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:

(If not sufficient space to cover this point, add one or more sheets of this size.)

RETURN TO:

CAL

Much Shelist Freed Denenberg Ament & Eiger, P.C.
200 North LaSalle Street - Suite 2100
Chicago, Illinois 60601-1095

(over)

EXPEDITED

MAY 14 1997

SECRETARY OF STATE

97352106

5. **OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation: _____
 (b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify.

Name	Residential Address	City, State, ZIP

6. **OPTIONAL:** (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ _____
 (b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ _____
 (c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ _____
 (d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ _____

7. **OPTIONAL: OTHER PROVISIONS**
 Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

8. **NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)**

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated May 13, 1997

1. Carolyn A. Lyons
 Signature
 Carolyn A. Lyons, Incorporator
 (Type or Print Name)

2. _____
 Signature
 (Type or Print Name)

3. _____
 Signature
 (Type or Print Name)

1. 200 N. LaSalle Street, Suite 2100
 Street
Chicago IL 60601
 City/Town State Zip Code

2. _____
 Street
 City/Town State Zip Code

3. _____
 Street
 City/Town State Zip Code

(Signatures must be in **BLACK INK** on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)
NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its president or vice president and verified by him, and attested by its secretary or assistant secretary.

FEE SCHEDULE

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25.
 - The filing fee is \$75.
 - The **minimum total due** (franchise tax + filing fee) is \$100.
 (Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)
 - The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.
- Illinois Secretary of State Springfield, IL 62756
 Department of Business Services Telephone (217) 782-9522 or 782-9523