

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

NO 0000003907

Astorling Sanctuary
 tlna

300003290563 --- 7
 -06/15/00--01023--015
 *****70.00 *****70.00

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

FILED
 00 JUN 15 AM 10:23
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

RECEIVED
 00 JUN 15 AM 9:34
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

Signature _____

Requested by: LS

6/15/00 8:50

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

T. Burch JUN 15 2000

FILED

ARTICLES OF INCORPORATION

00 JUN 15 AM 10: 23

of

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ASTORLING SANCTUARY, INC.

The undersigned acting as incorporator(s), of a non-profit corporation pursuant to Chapter 617.0202, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I - NAME AND ADDRESS

The name of this corporation is ASTORLING SANCTUARY, INC. The business mailing address of the corporation is P.O. Box 82513, Tampa, Florida 33683-2513.

ARTICLE II - PURPOSE

The specific purpose(s) for which this corporation is being organized is to provide rescue, medical rehabilitation, sanctuary and adoption for Golden Retrievers in the counties of Hernando, Hillsborough, Pasco, and Pinellas, in the state of Florida.

ARTICLE III - DIRECTORS

The manner in which the Directors are elected or appointed will be stated in the bylaws of the corporation.

ARTICLE IV - CORPORATE POWERS

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes, unless limited are as follows: None.

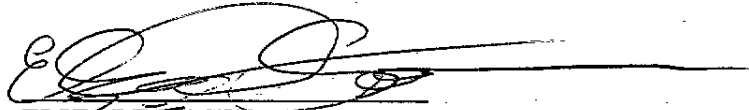
ARTICLE V - INITIAL SUBSCRIBER

The initial subscriber to these Articles of Incorporation is ELIZABETH SEMAN, whose address is 4310 Neff Lake Road, Brooksville, Florida 34601.

ARTICLE VI - RESIDENT OFFICE AND REGISTERED AGENT

The Resident Office and the Registered Agent of the corporation shall be, **SHEILA D. NORMAN, ESQUIRE**, 115 N. MacDill Avenue, Tampa, FL 33609.

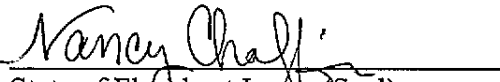
The undersigned subscriber has executed these Articles of Incorporation this 6th day of June, 2000.


ELIZABETH SEMAN

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 6th day of June, 2000, by ELIZABETH SEMAN who has produced Driver's License # _____ as identification and who did take an oath.

NOTARY PUBLIC:


State of Florida at Large (Seal)



Nancy K Chaffin
My Commission CC748302
Expires July 22, 2002

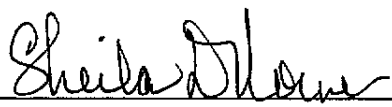
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provision of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is ASTORLING SANCTUARY, INC.
2. The name and address of the registered agent and office is SHEILA D. NORMAN, ESQUIRE, 115 N. MacDill Avenue, Tampa, Florida 33609.

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 on this 7th day of June, 2000.



SHEILA D. NORMAN, ESQUIRE
115 N. MacDill Avenue
Tampa, Florida 33609
(813) 877-4669

FILED
00 JUN 15 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA