

P95000006199

RECEIVED

95 JAN 24 PM 3:59

TRANSMITTAL CENTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300001388623
-01/24/95--01132--007
****262.50 ****131.25

SUBJECT: PAVOLINI CONSULTING, INC.
(Proposed corporate name-must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$131.25

Filing Fee, Certified Copy & Certificate

FROM: ARTURO PAVOLINI
3204 SUMMERWIND DRIVE
CASSELBERRY, FLORIDA 32792

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 24 PM 4:08

NOTE: Please provide the original and one copy of the articles.

*Wes
Wax*

KAN 1-24

ARTICLES OF INCORPORATION

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS**

95 JAN 24 PM 4:08

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

PAVOLINI CONSULTING, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

300 WILSHIRE BLVD. SUITE 205
CASSELBERRY, FLORIDA 32707

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

5000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

ARTURO PAVOLINI
300 WILSHIRE BLVD. SUITE 205
CASSELBERRY, FLORIDA 32707

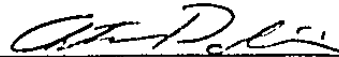
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

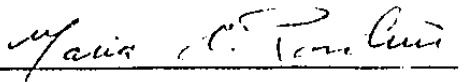
ARTURO PAVOLINI
3204 SUMMERWIND DRIVE
WINTER PARK, FLORIDA 32792

MARIA CONSUELO PAVOLINI
3204 SUMMERWIND DRIVE
WINTER PARK, FLORIDA 32792

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 23 day of
January, 1995



Signature



Signature

Signature

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES,
THE UNDERSIGNED 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.

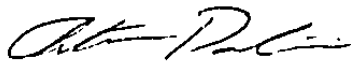
1. The name of the corporation is: PAVOLINI CONSULTING, INC.

2. The name and address of the registered agent and office is:

ARTURO PAVOLINI

XXXXXXXXXXXXXXXXXXXX
300 Wilshire Blvd., Suite 205
CASSELBERRY, FLORIDA 32792

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.



(Signature)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870

Mailing Address: Post Office Box 10149, Tallahassee, FL 32302

TOLL FREE No. 1-800-347-8062

FAX (904) 224-8870

PA50000006199

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

ADW
1/2/99
1/2/99
1/2/99

REQUEST	TAKEN	CONFIRMED	APPROVED
_____	_____	_____	_____
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY _____	_____	_____	_____

WALK-IN Will Pick Up 3:23 11/2

RE: Lawline Counsel Inc

- _____ Capital Express
- _____ Art. of Inc. File
- _____ Corp. Record Search
- _____ Ltd. Partnership File
- _____ Foreign Corp. File
- _____ () Cert Copy(s)
- _____ *Photo Copy*
- Art. of Amend. File
- _____ Dissolution/Withdrawal
- _____ C U S
- _____ Fictitious Name File
- _____ Name Reservation
- _____ Annual Report/Reinstatement
- _____ Reg. Agent Service
- _____ Document Filing
- _____ Corporate Kit
- _____ Vehicle Search
- _____ Driving Record
- _____ Document Retrieval
- _____ UCC 1 or 3 File
- _____ UCC 11 Search
- _____ UCC 11 Retrieval
- _____ File No.'s, _____ Copies
- _____ Courier Service
- _____ Shipping/Handling
- _____ Phone () _____
- _____ Top Priority _____
- _____ Express Mail Prep _____
- _____ FAX () _____ pgs.

PAID
 FEB 25 PM 2:45

W95000006199

SUBTOTALS

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE

Sandra B. Northam
Secretary of State

March 23, 1995

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: PAVOLINI CONSULTING, INC.
Ref. Number: P95000006199

We have received your document for PAVOLINI CONSULTING, INC. and check(s) totaling \$70.00 of which \$35.00 has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption of each amendment must be included in the document.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 295A00013120

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ORIGINAL

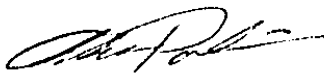
FILED
95 MAR 23 PM 2:48
SEC.
TALL

ARTICLES OF AMENDMENT

The name of the corporation
PAVOLINI CONSULTING, INC

Amendment was adopted to change the name to
SUB-ROSA ENTERPRISE, INC

The votes cast for the amendment by the shareholder was sufficient for approval.
on March 21, 1995. Amendment was adopted by:



(Signature and Title)

ARTURO PAVOLINI: PRESIDENT - *Director*
300 WILSHIRE BLVD. SUITE 205
CASSELBERRY, FL 32707