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ZEWADSKI & WHITELOCK, P.A.

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March 24, 1995

Secretary of State
Florida Department of State
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

FILED
55 MAR 27 PM 12:45
TALLAHASSEE, FLORIDA

RE: PAC THE ROSE, INC.

Dear Sir:

Enclosed herewith is Michael J. Martowski's check in the amount of \$70.00 for the following fees:

A. Filing Fee	\$35.00
B. Registered Agent Designation	\$35.00

Please return a copy of the Articles of Incorporation.

Thank you for your attention to this matter and should you have any questions, please feel free to contact me.

Yours very truly,

ZEWADSKI & WHITELOCK, P.A.

JOSEPH C. WHITELOCK, ESQUIRE

JCW:mm
Enclosures

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-03/27/95--01106--010
*****70.00 *****70.00

Maria McLaughlin GAVE

AUTHORIZATION BY PHONE TO

CORRECT

DATE

DOC EXAM

Prig. Pl. of business
3/27/95
Don't Brown

B. BROWN MAR 28 1995

ARTICLES OF INCORPORATION
OF

PAC THE ROSE, INC.

FILED
25 MAR 27 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators do hereby desire to form a corporation under and by virtue of the Laws of the State of Florida, with and under the following proposed charter:

ARTICLE I. NAME

The name of this corporation is PAC THE ROSE, INC.

ARTICLE II. DURATION

This corporation shall exist perpetually, unless terminated as provided by law.

ARTICLE III. PURPOSES

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred shares (7,500) of One Dollar (\$1.00) par value common stock.

ARTICLE V. LIMITATIONS, AND RELATIVE
RIGHTS OF SHARES OF CAPITAL STOCK

A. Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

B. Limitations

All of the said stock may be paid for in cash, property, labor or services at a valuation to be affixed by the Board of Directors. All details as to the issuance, rights, liabilities, dividends, liquidation and other characteristics shall be prescribed and enumerated in the By-Laws of this corporation.

ARTICLE VI. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7145 51st Avenue North, St. Petersburg Florida 33709 , and the name of the initial registered agent of this corporation is Michael J. Martowski. The principal place of business is the same as the registered office.

ARTICLE VIII.

INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the

initial directors of this corporation are:

Michael J. Martowski
7145 51st Avenue North
St. Petersburg, Florida 33705

ARTICLE IX.

INCORPORATORS

The name and address of the persons signing these Articles are:

Michael J. Martowski
7145 51st Avenue North
St. Petersburg, Florida 33705

ARTICLE X.

BY-LAWS AND AMENDMENTS

The power to adopt, appoint, amend or repeal these Articles and By-Laws shall be vested in the shareholders.

ARTICLE XI.

SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII.

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII.

MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XIV.

BUSINESS WITH OFFICERS OR DIRECTORS

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested does not affect his status and he may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, with like force and effect as if he were not such Director or officer of such other corporation or not so interested.

ARTICLE XV.

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVI.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XVII.

LIEN ON CORPORATE STOCK

The corporation shall have a lien on all shares of stock for any sum or amount due by the holder thereof to the corporation. No transfer of stock shall be valid or binding until all debts due by the stockholder to the corporation shall have been fully paid and until the transfer has been duly entered upon the books of the corporation.

ARTICLE XVIII.

STOCK TRANSFERS

CORPORATION'S RIGHT OF FIRST REFUSAL

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance

by the corporation for a period of 30 days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

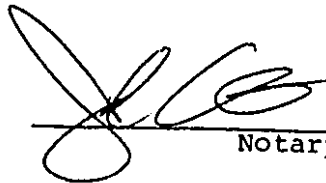
Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THE ARTICLES OF INCORPORATION OF THE CORPORATION. A COPY OF SUCH ARTICLES IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION."

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation of the 24th day of March, 1995.

Michael J. Mawbush

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

On the 24th day of March, 19 95,
before me personally appeared Michael J. Martowski,
_____ and _____,
and made oath that they have read the foregoing ARTICLES OF INCOR-
PORATION OF PAC THE ROSE, INC., by them subscribed
and that they know the contents thereof and that the same is true to
their own knowledge except as to those matters therein stated to be
on their information and belief and as to those matters they believe
them to be true.



Notary Public

My commission expires:



JOEL ATKINSON
My Commission CC370693
Expires May, 08, 1998
Bonded by HAI
800-422-1555

AFFIDAVIT OF ACCEPTANCE
BY RESIDENT AGENT

STATE OF FLORIDA

COUNTY OF PINELLAS

FILED
95 MAR 27 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. I, Michael J. Martowski, am over the age of eighteen and have personal knowledge of the following.

2. I have read the Articles of Incorporation of PAC THE ROSE, INC., and am named as resident agent therein.

3. I have read sections 607.034 and 48.091, Florida Statutes, and understand the duties of a resident agent.

4. I hereby accept the designation as resident agent of PAC THE ROSE, INC..

FURTHER AFFIANT SAYETH NOT.

Michael J. Martowski

Sworn to and subscribed before me this 24th day of March, 1995.

[Signature]
NOTARY PUBLIC

My commission expires:



JOEL ATKINSON
My Commission CC370883
Expires May. 08, 1998
Bonded by HAI
800-422-1555