

F97000006168

CT CORPORATION SYSTEM

906 Olive Street
St. Louis, MO 63101
Tel. 314 231 8380
Fax 314 231 6454

October 10, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

100002318631--4
-10/13/97--01075--006
****131.25 ****131.25

Re: THE HORIZON GROUP, INC.
Order #: 1014503

W97-23374

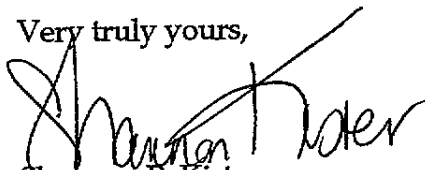
Gentlemen:

As requested by counsel, we enclose for filing an Application for Certificate of Authority on behalf of this corporation, together with funds in payment of the required fees.

Evidence of the filing should be returned to this office by regular mail.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-325-2671.

Very truly yours,


Shannon P. Kister
Associate Customer Specialist

enc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 21 PM 12:09

Name conflict
P97-79527



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 13, 1997

CT CORPORATION SYSTEM

SUBJECT: THE HORIZON GROUP, INC.
Ref. Number: W97000023374

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We have received your document for THE HORIZON GROUP, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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 (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 697A00050077

BRUNINI, GRANTHAM, GROWER & HEWES, PLLC
ATTORNEYS AT LAW

LOUIS G. FULLER

1400 TRUSTMARK BUILDING / 248 EAST CAPITOL STREET
JACKSON, MISSISSIPPI 39201

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E-MAIL: lfuller@brunini.com

POST OFFICE DRAWER 119
JACKSON, MISSISSIPPI 39205

TELEPHONE: 601-948-3101
FACSIMILE: 601-960-6902

EDMUND L. BRUNINI
(1911-1992)

R. GORDON GRANTHAM
(1912-1986)

JOHN M. GROWER
OF COUNSEL

November 19, 1997

Florida Department of State
Division of Corporations
Attention: Jennifer Sindt
Document Examiner
409 E. Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

97 NOV 21 PM 12:00
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
VIA FedEx

RE: The Horizon Group, Inc. - Letter No. 697A00050077
Ref. No. W97000023374

Dear Sir:

We enclose for your reference a copy of your letter dated October 13, 1997 rejecting our application to transact business in Florida. To process the application we enclose a resolution of the Board of Directors of The Horizon Group, Inc. adopting the name of "Horizon Consulting, Inc." to be used to transact business in the state of Florida. Please insert in section 6 of our application the words "upon qualification" in lieu of an actual date that the company transacted business in Florida. If there is any further information you require in order to process this application, please do not hesitate to contact me.

Sincerely,

Brunini, Grantham, Grower & Hewes, PLLC



Diane S. Wigley
Legal Assistant

/dw

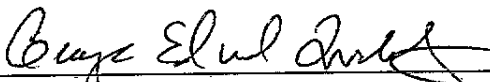
Enclosures

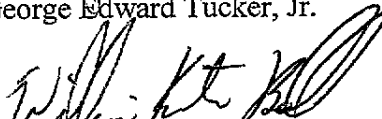
**INFORMAL ACTION OF BOARD OF DIRECTORS
OF THE HORIZON GROUP, INC.**

The undersigned, being the directors of The Horizon Group, Inc. hereby take the following action and adopt the following resolution by written consent effective as of the 17th day of November, 1997.

RESOLVED, that the Company hereby adopts the name "Horizon Consulting, Inc." as the name of the Company will use to transact business in the State of Florida.

The signatures of the directors to these minutes constitute the waiver of notice required by Section 79-4-7.06 and 79-4-8.23 and the written consent required by Section 79-4-7.04 and 79-4-8.21, all sections of the Mississippi Code of 1972, as amended.


George Edward Tucker, Jr.


William Kenneth Bell


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DIVISION OF CORPORATIONS

CERTIFICATE

I certify that the foregoing subscribers are all of the directors of The Horizon Group, Inc.

Date: 11/17/97


George Edward Tucker, Jr., Secretary

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. The Horizon Group, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Mississippi 3. 64-0870476
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1/11/96 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2019 Silver Lane
Madison, MS 39110
(Current mailing address)
8. Management consulting
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
- Name: C T Corporation System
- Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip code)
10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

M. S. Green
(Registered agent's signature) Asst. Secy.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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DIVISION OF CORPORATIONS
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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: George Edward Tucker, Jr.

Address: 2109 Silver Lane

Madison, MS 39110

Director: William Kenneth Bell

Address: 913 Oak Trail

Canton, MS 39046

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: George Edward Tucker, Jr. (President, Secretary & Treasurer)

Address: 2019 Silver Lane

Madison, MS 39110

Vice President: William Kenneth Bell (Executive Vice-President & Assistant Secretary)

Address: 913 Oak Trail

Canton, MS 39046

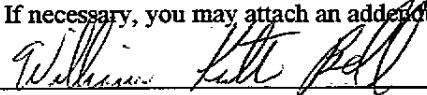
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. William Kenneth Bell, Vice President

(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
DIVISION OF REVENUE
57 NOV 21 PM 12:09

State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State
Jackson, Mississippi

CERTIFICATE OF EXISTENCE/AUTHORITY

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on January 11, 1996 the state of Mississippi issued a Charter/Certificate of Authority to:

THE HORIZON GROUP, INC.

That the state of incorporation is MISSISSIPPI.

THAT THE PERIOD OF DURATION IS 99 YEARS.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual Report has been delivered to the Office of the Secretary of State.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Given under my hand
and seal of office
September 08, 1997



Eric Clark

ERIC CLARK,
Secretary of State