



**THE UNITED STATES
CORPORATION
COMPANY**

L99000005511

ACCOUNT NO. : 072100000032

REFERENCE : 359581 4320888

AUTHORIZATION :

COST LIMIT : \$ PPD

8/31

ORDER DATE : August 31, 1999

ORDER TIME : 10:37 AM

ORDER NO. : 359581-005

CUSTOMER NO: 4320888

CUSTOMER: Ms. April Haley
LIVINGSTON PATTERSON
LIVINGSTON PATTERSON
46 N. Washington Blvd.

Sarasota, FL 34236

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 31 PM 2:08

DOMESTIC FILING

NAME: HORIZON ISP (L.L.C.)

W99-20231

EFFECTIVE DATE:

800002974808--6
-08/31/99--01055--015
****337.50 ****337.50

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

Name	MJH
Availability	
Document	
Examiner	
Updater	
Updater	
Verifier	
Acknowledgement	
W. P. Verifier	

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 AUG 31 AM 11:25

RECEIVED



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 31, 1999

CHRISTINE LILLICH
CSC

SUBJECT: HORIZON ISP (L.L.C.)
Ref. Number: W99000020237

RESUBMIT

Please give original
submission date as file date.

We have received your document for HORIZON ISP (L.L.C.) and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 899A00043464

RECEIVED
99 SEP -2 PM 12:11
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 31 PM 2:08

ARTICLES OF ORGANIZATION OF HORIZON ISP (L.L.C.)

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I - Name:

The name of the limited liability company (the "Company") is "HORIZON ISP (L.L.C.)".

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is:

1345 Main Street
Sarasota FL 34236

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual.

ARTICLE IV - Management:

The Company is to be managed by the members and the names and addresses of the Managing Member is:

Nathan Hart
1345 Main Street
Sarasota FL 34236

ARTICLE V - Admission of Additional Members:

The members shall have the right to admit additional members and on the same terms and conditions as apply to all other members with the prior written consent of LaJoie Ventures, Ltd., a Florida limited partnership.

ARTICLE VI - Members' Rights to Continue Business:

The remaining members of the Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company in accordance with the Regulations.

ARTICLE VII - Limitation on Agency Authority of Members

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

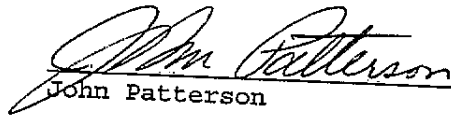
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO
DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: Horizon ISP (L.L.C).
2. The name and the Florida street address of the registered agent and
registered office are:

John Patterson
46 North Washington Boulevard, Suite 1
Sarasota FL 34236

Having been named as registered agent and to accept service of process for the
above stated limited liability company 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.


John Patterson

lajoie\hart\acceptance by registered agent

ARTICLE VIII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of the Company certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$51,000;
- 3) the agreed value of property other than cash contributed by member(s) is (the property is described in Exhibit "A") \$49,000; and;
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$100,000.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 30th day of August, 1999.


John Patterson

EXHIBIT "A"

All of the tangible and intangible personal property, excluding cash, and without assumption of any liabilities arising or accruing prior to the transfer of such property to the Company of Nathan Hart now used in the business known as "Horizon Internet".

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