

L99000005862

Horizon Partners LLC
3280 Matilda Street
Coconut Grove, Florida 33133
Telephone: (305) 461-0910 * Facsimile: (305) 461-9845

September 2, 1999

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200002980332--5
-09/08/99-01024-010
****337.50 ****337.50

w99-21158

Re: Registration of a Foreign Limited Liability Company

To Whom It May Concern:

Enclosed herein is an application by a foreign limited liability company for authorization to transact business in Florida, an original certificate of existence, an affidavit of membership and contributions, a property list, certificate of designation of registered agent and a check for registration fees totaling \$337.50.

The check amount of \$337.50 represents payment of the \$250.00 filing fee for application and affidavit, the \$35.00 fee for designation of register agent and the \$52.50 fee for a certified copy.

Please advise if you have any questions or need additional information.

Thank you for your attention to this matter.

Sincerely,



Linda Duke
Secretary/Treasurer

FILED
DIVISION OF CORPORATIONS
SEP 20 1999
TALLAHASSEE, FL
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 15, 1999

HORIZON PARTNERS LLC
%LINDA DUKE
3280 MATILDA STREET
COCONUT GROVE, FL 33133

SUBJECT: HORIZON PARTNERS LLC
Ref. Number: W99000021158

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

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

Please list the principle office address on line #7.,

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 899A00045303

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Horizon Partners LLC
3280 Matilda Street
Coconut Grove, FL 33133
Telephone: (305) 461-0947*Facsimile: (305)461-9845

UNANIMOUS RESOLUTION BY THE DIRECTORS

DATE: September 20, 1999

RESOLVED that Horizon Partners LLC, by a unanimous vote of its directors, adopt the alternate name MagnePix LLC for use in the State of Florida.

Signed and Dated:

 Marc Duke, Managing Director

Sept 20, 1999

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. HORIZON PARTNERS LIMITED LIABILITY COMPANY
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 65-0848870
(FEI number, if applicable)
4. JULY 8 1998
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")
6. SEPTEMBER 15, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 3280 Matilda Street
Coconut Grove FL 33133
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

MARC DUKE

MGR

LINDA DUKE

MGRM

3280 MATILDA ST

3280 MATILDA ST

MIAMI, FL 33133

MIAMI, FL 33133

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____
HORIZON PARTNERS LLC 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 \$ 19,000. ;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 108,879. ;
(A description of the property is attached and made a part hereto.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 118,879. ;
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

LINDA DUKE

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

03/18/99

Horizon Partners LLC
Balance Sheet
As of December 31, 1998

	<u>Dec 31, '98</u>
ASSETS	
Current Assets	
Checking/Savings	
Prudential Securities CMA	204.17
Union Bank	2,761.05
Total Checking/Savings	<u>2,965.22</u>
Total Current Assets	2,965.22
Fixed Assets	
Fixed Asset	
Computer/Office Equipment	27,523.00
Furniture & Fixtures	27,471.42
Leasehold Improvements	7,603.19
Photo/AV Equipment	43,316.00
Total Fixed Asset	<u>105,913.61</u>
Total Fixed Assets	<u>105,913.61</u>
TOTAL ASSETS	<u><u>108,878.83</u></u>
LIABILITIES & EQUITY	
Equity	
Opening Bal Equity	135,286.92
Partner Equity	4,000.00
Net Income	-30,408.09
Total Equity	<u>108,878.83</u>
TOTAL LIABILITIES & EQUITY	<u><u>108,878.83</u></u>

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**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 PARTNERS LLC

2. The name and the Florida street address of the registered agent and office are:

KENNETH F. DARROW
(Name)

9350 SOUTH DIXIE HIGHWAY, SUITE 1550
Florida street address (P.O. Box **NOT** ACCEPTABLE)

MIAMI FL 33156
City/State/Zip

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SECRETARY OF STATE
DIVISION OF CORPORATE
REGISTRATION

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.

Kenneth F. Darrow
(Signature)

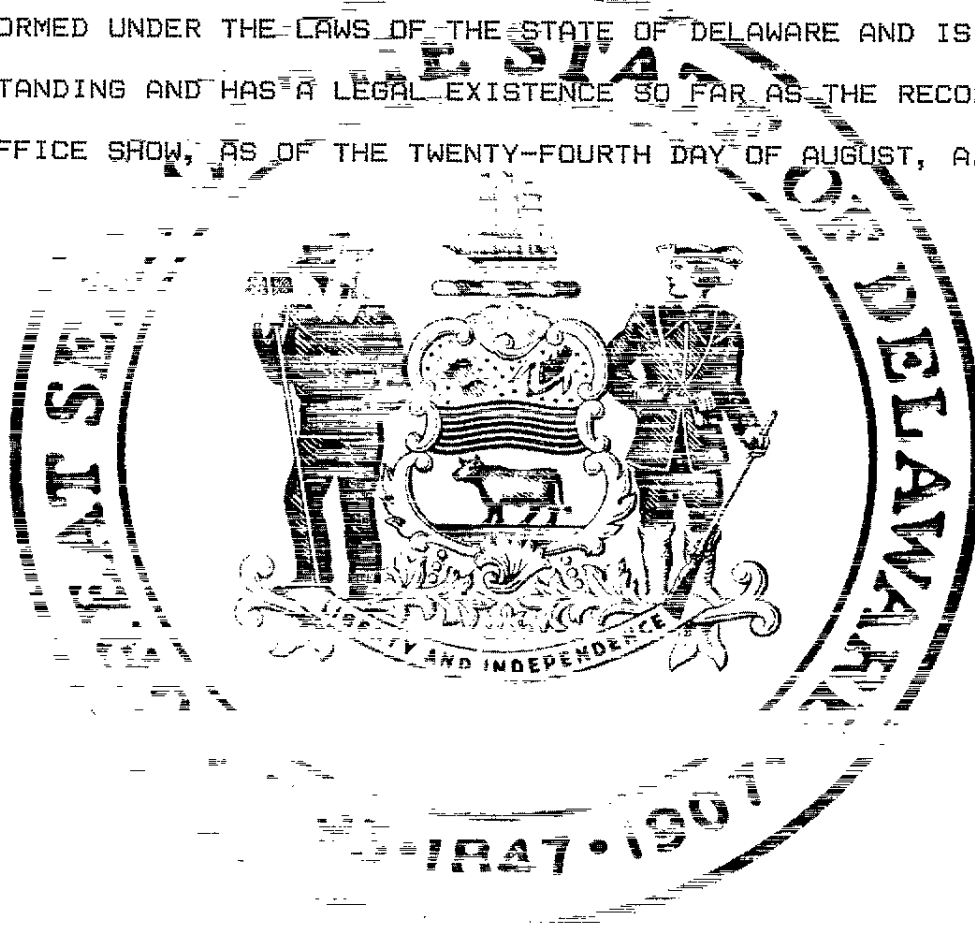
Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HORIZON PARTNERS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF AUGUST, A.D. 1999.



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FILED
SECRETARY'S OFFICE
DIVISION OF CORPORATE AFFAIRS



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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08-24-99