



Horton International, LLC
MANAGEMENT CONSULTANTS • EXECUTIVE SEARCH

May 3, 2000

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Dear Sir or Madam:

Enclosed are our registration of a foreign Limited Liability Company and our check in the amount of \$285.00.

If you have any questions regarding this application, please call me at the above number.
Thank you for your prompt attention to this matter.

Sincerely,

Janet R. Ouellette

Janet R. Ouellette
Manager

ATLANTA
BALTIMORE
BANGKOK
BARCELONA
BEIJING
BIRMINGHAM (U.K.)
BOMBAY
BRUSSELS
BUDAPEST
BUENOS AIRES
CHICAGO
COPENHAGEN
FRANKFURT

300003240629 1
-05/04/00--01097-
****285.00 ****160.00

CHARLOTTE
HONG KONG
JACKSONVILLE
JACKSONVILLE

LISBON
LONDON
LOS ANGELES

MADRID
MANILA
MELBOURNE

MILANO
MOSCOW
NEW YORK

OSLO
PARIS
PORTO ALEGRE

PRAGUE
SAO PAULO
SEOUL

SHANGHAI
SINGAPORE
STOCKHOLM

TAIPEI
TAMPA
TOKYO

TORONTO
UTRECHT
WARSAW

ZURICH

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 26 PM 2:43

M00-1015
526
[Handwritten signatures and initials]



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 10, 2000

JANET OUELLETTE
10 TOWER LANE
AVON, CT 06001

SUBJECT: HORTON INTERNATIONAL LLC
Ref. Number: W00000012269

FILED
00 MAY 26 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for HORTON INTERNATIONAL LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence, which usually consists of a single sheet of paper and clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence from the same office that provided you with the certified copy.

Enclosed is an application for refund. Please sign and return and allow at least 60 to 90 days for the refund to be processed.

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: 300A00026222



Horton International, LLC

MANAGEMENT CONSULTANTS • EXECUTIVE SEARCH

May 16, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32399

RE: Letter Number 300A00026222

Dear Sir or Madam:

Enclosed is our amended registration for a foreign Limited Liability Company per your attached letter.

If you have any questions regarding this application, please call me at the above number.
Thank you for your prompt attention to this matter.

Sincerely,

Janet R. Ouellette
Manager

ATLANTA
AUSTIN
BALTIMORE
BANGKOK
BARCELONA
BEIJING
BIRMINGHAM (U.K.)
BOMBAY
BRUSSELS
BUDAPEST
BUENOS AIRES
CHICAGO
COPENHAGEN
DANKFURT
HARTFORD
HELSINKI
HONG KONG
JAKARTA
KOLDING
LISBON
LONDON
MADRID
MANILA
MELBOURNE
MILAN
MOSCOW
NEW YORK
OSLO
PARIS
PORTO ALEGRE
POZNAN
PRAGUE
SAO PAULO
SEOUL
SHANGHAI
SINGAPORE
STOCKHOLM
TAIPEI
TAMPA
TOKYO
UTRECHT
WARSAW
ZÜRICH

00 MAY 26 PM 12:43
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Horton International, LLC

MANAGEMENT CONSULTANTS • EXECUTIVE SEARCH

ATLANTA
AUSTIN
BALTIMORE
BANGKOK
BARCELONA
BEIJING
BIRMINGHAM (U.K.)
BOMBAY
BRUSSELS
BUDAPEST
BUENOS AIRES
CHICAGO
COPENHAGEN
DUBLIN
FRANKFURT
HARTFORD
HELSINKI
HONG KONG
JAKARTA
KOLING
LISBON
LONDON
MADRID
MANILA
MELBOURNE
MILAN
MOSCOW
NEW YORK
OSLO
PARIS
PORTO ALEGRE
POZNAN
PRAGUE
SAO PAULO
SEOUL
SHANGHAI
SINGAPORE
STOCKHOLM
TAIPEI
TAMPA
TOKYO
UTRECHT
WARSAW
ZURICH

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAY 26 PM 12:43

May 23, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32399

Attn: Tammy

Dear Tammy:

Enclosed is my affidavit that I am a manager of Horton International, LLC.

Thank you for your prompt attention to this matter.

Sincerely,

Janet R. Ouellette
Manager

1. Horton International LLC

2 Texas

3. 74-2946646

(FEI number, if applicable)

4. January 26, 2000

(Date of Organization)

5 Perpetual

6 April 17, 2000

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.

7. 38501 U.S. Highway 19 North, Connell Square

Palm Harbor, FL 34684

(Street address of principal office)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

Michael D. Boxberger

MGRM

Janet R. Ouellette

MGR

100 Congress, Suite 2000

10 Tower Lane

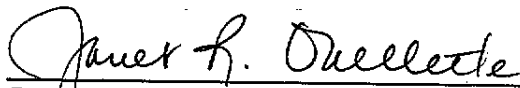
Austin, TX 78701

Avon, CT 06001

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 MANAGER OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned is a manager and authorized representative of Horton International, LLC.



Janet R. Ouellette, Manager

FILED
00 MAY 26 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RIA2

**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:

Horton International LLC

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

Linda Kearschner - Horton International LLC

(Name)

38501 U.S. Highway 19 North, Connell Square

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Palm Harbor, FL 34684

FL

City/State/Zip

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.



(Signature)

Filing Fee: \$35 for Designation of Registered Agent

FILED
00 MAY 26 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



The State of Texas

SECRETARY OF STATE


IT IS HEREBY CERTIFIED that
Articles of Organization of

HORTON INTERNATIONAL, LLC
File No. 7062461-22

were filed in this office and a certificate of organization was issued to this limited liability company, and no certificate of dissolution is in effect and the company is currently in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
Austin, Texas on May 1, 2000.*




PH

Elton Bomer
Secretary of State