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FLORIDA DEPARTMENT OF STATE  
REGISTRATION SECTION  
DIVISION OF CORPORATIONS  
409 E. GAINES ST.  
TALLAHASSEE, FL 32399

ENCLOSED:

1. APPLICATION
2. AFFIDAVIT
3. DESIGNATION OF REGISTERED AGENT
4. CERTIFICATE OF EXISTENCE
5. CHECK \$35.00 REGISTERED AGENT  
\$250.00 APPLICATION AND AFFIDAVIT  
\$285.00

PLEASE NOTE MAILING ADDRESS ON APPLICATION IS DIFFERENT THAN  
BUSINESS ADDRESS.

CONTACT:  
ALAN LONGWELL  
941-925-3490

000002665800--S  
-10/16/98--01089--006  
\*\*\*285.00 \*\*\*285.00

Name	10/21/98
Availability	dcc
Document Examiner	DCC
Initiator	DCC
Reviewer	DCC
Acting Secretary	DCC
W. P. Verifier	DCC

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FILED  
98 OCT 16 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# 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 THREE, LLC  
(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. 59-3533519  
(FEI number, if applicable)
4. September 21, 1998  
(Date of Organization)
5. PERPETUAL  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 1-5-99  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. MAILING  
5403 Ashton CT  
SARASOTA, FL 34233  
Business LOCATION 520 N ST Ste 13 CLEARWATER, FL 33756  
(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:
MARTIN J. KERN	MGRM		
5403 Ashton CT			
SARASOTA, FL 34233			

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.)

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 TALLAHASSEE FLORIDA

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


The undersigned member or authorized representative of a member of HORIZON THREE, 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 \$ 1,755,000;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0;  
(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 \$ 1,755,000  
(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.)

BARRY E. STERNBERG

Typed or printed name of signee

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Filing Fee: \$250.00 for Application and Affidavit**

**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 THREE, LLC

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

ALAN G. LONGWELL  
(Name)

5403 ASHTON CT

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

SARASOTA

FL

34233


City/State/Zip

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*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**

State of Delaware  
Office of the Secretary of State

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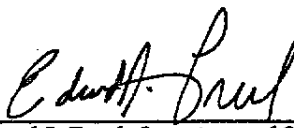
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HORIZON THREE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF OCTOBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HORIZON THREE, LLC" WAS FORMED ON THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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OCT 16 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



  
Edward J. Freel, Secretary of State

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AUTHENTICATION: 9339570  
DATE: 10-06-98