

**Electronic Articles of Incorporation
For**

**P01000093878
FILED
September 25, 2001
Sec. Of State**

HORIZON WORLDS PARTNERS II, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

HORIZON WORLDS PARTNERS II, INC.

Article II

The principal place of business address:

1011 N. WYMORE ROAD
SUITE 100
WINTER PARK, FL. 32789

The mailing address of the corporation is:

1011 N. WYMORE ROAD
SUITE 100
WINTER PARK, FL. 32789

Article III

The purpose for which this corporation is organized is:

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF ENGAGING IN ANY AND ALL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

Article IV

The number of shares the corporation is authorized to issue is:

10000

Article V

The name and Florida street address of the registered agent is:

CHARLES RAY MAXWELL II PA
1011 N. WYMORE ROAD
SUITE 100
WINTER FLORIDA, FL. 32789

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: CHARLES R. MAXWELL II

Article VI

The name and address of the incorporator is:

CHARLES W. CLAYTON, JR.
1011 N. WYMORE ROAD, SUITE 100
WINTER PARK, FLORIDA
32789

Incorporator Signature: CHARLES W. CLAYTON, JR.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: DP
CHARLES W CLAYTON JR.
1011 N. WYMORE ROAD, SUITE 100
WINTER PARK, FL. 32789

Title: DV
WESLEY G BENTON
1212 S. BINION ROAD
APOPKA, FL. 32703

Title: DS
CHARLES W CLAYTON III
1011 N. WYMORE ROAD, SUITE 100
WINTER PARK, FL. 32789

Title: DT
HOPE C ROLL
1011 N. WYMORE ROAD, SUITE 100
WINTER PARK, FL. 32789

Article VIII

Number of Directors.

The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of the Corporation. Directors, as such, shall receive such compensation for their services, if any as may be set by the Board of Directors at an annual or special meeting. The Directors may authorize and require the payment of the reasonable expenses incurred by the Directors in attending meetings of the Directors. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefore.

Article IX

Capital Stock.

The maximum number of shares of stock the Corporation is authorized to have outstanding at any one time is the number specified herein. The shares of common stock have a par value of \$0.01 per share, with consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

Article X

Term of Existence.

The Corporation shall have perpetual existence.

Article XI

Amendments to Articles of Incorporation.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Article XII

By-Laws.

The power to adopt, alter or repeal By-Laws of the Corporation shall be vested in the Board of Directors and the shareholders.