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February 19, 2002

Via Federal Express

Office of the Secretary of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, Florida 32399  
(850) 245-6052

Re: Horus Technologies, Inc.

Ladies & Gentlemen:

Enclosed for filing please find the following documents:

1. Original and one copy of Articles of Incorporation;
2. Original and one copy of Designation of Registered Agent; and
3. This firm's check in the amount of \$70.00 covering the following:

Filing Fee	\$35.00
Designation of Registered Agent	\$35.00

Upon approval, please return a file-stamped copy of the Articles of Incorporation and Designation of Registered Agent to my office in the enclosed prepaid envelope.

Thanking you, I am

Sincerely yours,

*George P. Langford*  
George P. Langford

enclosures

100004961681--S  
-02/20/02--01066--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FILED  
02 FEB 20 PM 4:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**HORUS TECHNOLOGIES, INC.**

**FILED**  
**02 FEB 20 PM 4: 35**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned do hereby agree to become a corporation for profit under the provisions of Chapter 607, Florida Statutes, and hereby accept all the rights, privileges, benefits and obligations conferred and imposed by said law on corporations pursuant to the provisions thereof, and do hereby make, subscribe, certify, acknowledge and file these Articles of Incorporation as follows:

**ARTICLE I**

The nature of the business and objects and purposes to be transacted and carried on by this corporation are to do any and all of the things as fully and to the same extent as natural persons might or could do in all parts of the world. The corporation may engage in any activity or business permitted under the laws of the United States or of this State.

No contract or other transaction between the corporation or any other corporation, shall be effected or invalidated by the fact that any one or more of the stockholders of this corporation is or are interested in, or is a stockholder or officer or are stockholders or officers of such other corporations, and any stockholder or stockholders or officer or officers, individually or jointly may be a party or parties to, or may be interested in any contract or transaction of this corporation, or in which this corporation is interested and no contract, act or transaction of this corporation with any person or persons, firms or corporations shall be effected or invalidated by the fact that any stockholder or stockholders of this corporation is a party to or are parties to or are interested in such contract, act, transaction, or in any way connected with such person or persons, firms or associations, and each and every person who may become a stockholder of this corporation is hereby relieved from any and all liabilities that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may in anywise be interested.

**ARTICLE II**

The name of the corporation shall be: **HORUS TECHNOLOGIES, INC.**

**ARTICLE III**

The authorized capital stock of this corporation is **10,000,000** shares, with a no par value.

#### ARTICLE IV

The corporation shall come into existence on filing of these Articles with the Secretary of State of the State of Florida, and shall continue perpetually unless sooner dissolved by law.

#### ARTICLE V

The corporation shall begin business with a capital of not less than **Five Hundred Dollars** (\$500.00).

#### ARTICLE VI

The principal place of business of this corporation shall be: **270 Third Street, Bonita Springs, FL 34134.**

#### ARTICLE VII

The business of the corporation shall be managed and conducted by either the stockholders or a Board of Directors of not less than one (1) nor more than five (5) members as from time to time are determined by the stockholders, or by the directors, in accordance with the By-Laws of the Corporation. The initial Board of Directors shall be composed of three four (4) directors, and the name and address of each initial director is as follows:

<u>Name</u>	<u>Address:</u>
HOWARD GOODMAN	28414 Las Palmas Circle, Bonita Springs, FL 34134.
JAMES M. BOSWELL, II	270 Third Street, Bonita Springs, FL 34134.
KEVIN HARVEY	270 Third Street, Bonita Springs, FL 34134.
GURCHARN SINGH DANG	270 Third Street, Bonita Springs, FL 34134.

#### ARTICLE VIII

The street address of the initial registered office of this corporation is: **270 Third Street, Bonita Springs, FL 34134**, the name and address of the initial registered agent of this corporation is: **JAMES M. BOSWELL, II, 270 Third Street, Bonita Springs, FL 34134.**

## ARTICLE IX

The names and address of the person forming this corporation is **HOWARD GOODMAN**, 28414 Las Palmas Cir., Bonita Springs, FL 34134.

## ARTICLE X

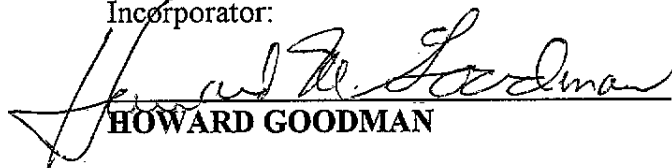
The annual meeting of the stockholders shall be held at the office of the corporation on the first Tuesday of each **February** of every year. The executive officers of this corporation shall be a President, a Secretary, and at the option of the directors, one or more Vice-Presidents. The office of any two or more may be held by the same person. Such executive officers shall be elected by the stockholders at each annual meeting as aforesaid. The directors shall have the power to fill any vacancy in any office.

## ARTICLE XI

The first meeting of the incorporator, directors and stockholders for the purpose of organizing and adopting By-laws and election of officers shall be held at the office of the corporation.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals this 14<sup>th</sup> day of February, 2002.

Incorporator:

  
**HOWARD GOODMAN**

STATE OF FLORIDA  
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared **HOWARD GOODMAN**, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same and he provided PERSONALLY KNOWN as identification.

WITNESS my hand and official seal at Naples, said State of Florida and County of Collier this 14<sup>th</sup> day of February, 2002.

My Commission Expires:

 Danielle C Marczak  
My Commission DD058307  
Expires September 18, 2005

  
NOTARY PUBLIC, Danielle C. Marczak

**HORUS TECHNOLOGIES, INC.**  
Articles of Incorporation

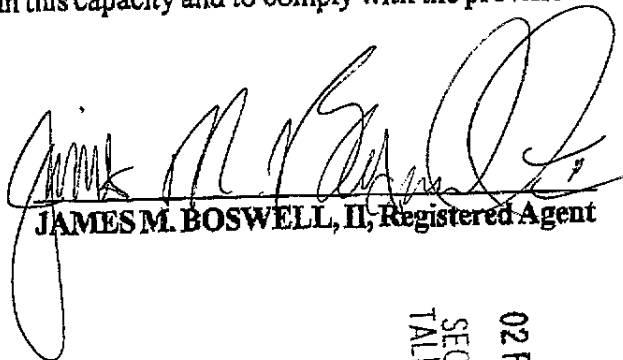
**CERTIFICATE OF PLACE OF BUSINESS  
AND DESIGNATION OF RESIDENT AGENT OF  
HORUS TECHNOLOGIES, INC.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **HORUS TECHNOLOGIES, INC.**, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation located in Naples, County of Collier, State of Florida, has named **JAMES M. BOSWELL, II**, whose address is 270 Third Street, Bonita Springs, FL 34134, as its agent to accept service of process in this State, and designates said address as the Registered Office.

  
**HOWARD GOODMAN**

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and to comply with the provisions of said act relative to keeping said office open.

  
**JAMES M. BOSWELL, II, Registered Agent**

**FILED**  
02 FEB 20 PM 4:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA