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LAW OFFICES OF JUSTIN G. JOSEPH, P.A. ATTORNEYS AT LAW

Justin G. Joseph Christopher S. Kuhn Michael J. Brannigan 1266 S. Pinellas Avenue Tarpon Springs, FL 34689 Tel: 727-938-2227

Fax: 727-938-8447

January 15, 2004

Florida Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

Re: Horizon Breeze, Inc.

Dear Sir(s):

Enclosed for filing with your office, please find proposed Articles of Incorporation for Horizon Breeze, Inc.

Additionally, I am enclosing our firm check in the amount of \$70 to cover the following itemized expenses:

Filing Fees

\$ 35.00

Registered Agent

Designation \$35.00

TOTAL

\$ 70.00

Thank you for your assistance in this matter.

Very truly yours

Karen H. Midkiff

KHM

Enclosure(s)

ARTICLES OF INCORPORATION

OF

04 JAN 20 PM 12: 18 OLUKE JANY OF STATE TALLAHASSEE, FLORIDA

HORIZON BREEZE, INC.

The undersigned, ALEJANDRO E. FLOREZ, does hereby make, subscribe, acknowledge and files these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be HORIZON BREEZE, INC.

ARTICLE II

NATURE OF BUSINESS

The corporation is organized for the purpose of import and export and any other legal purposes, with its principal place of business at 4818 Wessex Way, Land O'Lakes, Florida 34639, and mailing address shall be the same.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall consist of One Hundred (100) shares of common stock with par value of One Dollar (\$1.00).

The initial shareholders and amount of shares owned is as follows:

Fifty Percent (50%) of common stock to ALEJANDRO E. FLOREZ; and

Fifty Percent (50%) of common stock to GRACIELA M. MANJARRES.

The 100 shares held by the initial stockholder as listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining stockholders or to this corporation.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered and corporate office of this corporation is 4818 Wessex Way, Land O'Lakes, Florida 34639, and the name of the initial registered agent of this corporation at that address is ALEJANDRO E. FLOREZ.

ARTICLE VI

MANAGEMENT OF BUSINESS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the shareholders of this corporation. This corporation will not have directors.

ARTICLE VII

OFFICERS OF THE CORPORATION

The officers of the corporation shall be ALEJANDRO E. FLOREZ as President and Treasurer and GRACIELA M. MANJARRES as Vice President and Secretary.

ARTICLE VIII

INCORPORATORS

The name and address of the initial incorporator to these Articles fof Ancorporation are:

4818 Wessex Way Land O'Lakes, FL 34639

STATE OF FLORIDA

SS:

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this δ day of January, 2004, by ALEJANDRO E. FLOREZ, who is personally known to me or who has produced () a Driver's License or Non-Driver's I.D. issued by Florida or any other U.S. State; () a U.S. Passport or a Foreign Passport stamped by the U.S. Immigration and Naturalization Services; () a U.S. Military I.D.; () a Canadian or Mexican Driver's License issued by an official agency; () for an inmate in custody, an I.D. issued by the Florida Department of Corrections, as identification and who (did) (did not) take an oath.

Notary Public State of Florida

Commission No.:

FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR 04 JAN 20 PM 12: 18 DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA TO STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

HORIZON BREEZE, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of St. Petersburg, State of Florida, has named ALEJANDRO E. FLOREZ, located at 4818 Wessex Way, Land O'Lakes, FL 34639, as its agent to accept service of process/wit/him/

TITLE:

INCORPORATO

DATE:

Having been named to accept service of process for the abovestated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.