

**Florida Department of State**  
**Division of Corporations**  
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To:  
 Division of Corporations  
 Fax Number : (850) 205-0381

From:  
 Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
 Account Number : 110432003053  
 Phone : (305) 672-0686  
 Fax Number : (305) 672-9110

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 FLORIDA DEPARTMENT OF STATE  
 TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**HORIZON CAPITAL MANAGEMENT GROUP, INC.**

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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
HORIZON CAPITAL MANAGEMENT GROUP, INC.

### Article II. Address

The Corporation's mailing address is:  
HORIZON CAPITAL MANAGEMENT GROUP, INC.  
100 W. Cypress Creek Road  
Ste. 815  
Fort Lauderdale FL 33309

### Article III. Registered Agent

The name and address of the Corporation's registered agent is:  
R. Lawrence Bonner, Esq.  
The Four Seasons Tower  
1441 Brickell Avenue, Suite 1200  
Miami FL 33131

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Stuart Rubin  
Steven Schwartz

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

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Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(305) 672-0686

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**Article V. Capital Stock**

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$1.00 per share.

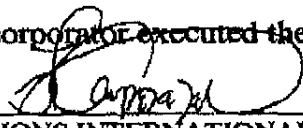
**Article VI. Incorporator**

The name and address of the incorporator is:  
Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139

**Article VII. Corporate Existence**

These Articles of Incorporation shall become effective and the corporate existence will begin on March 11, 2005.

The undersigned incorporator executed these Articles of Incorporation on March 11, 2005.

  
\_\_\_\_\_  
CORPORATE CREATIONS INTERNATIONAL INC.  
Franco E. Cammarata Vice President and Counsel

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(305) 672-0686

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

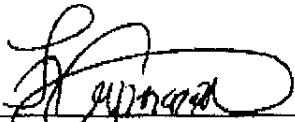
**HORIZON CAPITAL MANAGEMENT GROUP, INC.**

**REGISTERED AGENT/OFFICE:**

**R. Lawrence Bonner, Esq.  
The Four Seasons Tower  
1441 Brickell Avenue, Suite 1200  
Miami FL 33131**

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**R. LAWRENCE BONNER, ESQ.**  
by F.E. Cammarata as attorney-in-fact

**Date: March 11, 2005**

**Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(305) 672-0886**

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