

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0191 FAX

800-342-8086

csc networks

P95000001853

MAIL TO:
P.O. BOX 5828
TALLAHASSEE, FL 32304

ACCOUNT NO. : 0721000000032

REFERENCE : 522220 10655A

AUTHORIZATION :

Patricia Pajot

COST LIMIT : 0 70.00

ORDER DATE : January 9, 1995

ORDER TIME : 10:09 AM

ORDER NO. : 522220

CUSTOMER NO: 10655A

CUSTOMER: Shari Streit Jansen, Esq
SHARI STREIT JANSEN, P.A.

Post Office Box 49974

Sarasota, FL 34230

EFFECTIVE DATE
JAN 6 1995

DIVISION OF CORPORATION

95 JAN -9 AM 11:32

FILED

DOMESTIC FILING

JAN 11 1995

NAME: HORIZONS INTERNATIONAL, INC.

XXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INFO

Dmc 1/9/95

FILED
95 JAN -9 AM 11:55
TALLAHASSEE, FLORIDA

c) To borrow or raise money reasonably required in the conduct of its business and in connection with any proper business activity in which the Corporation may be engaged, and to execute and deliver any instruments that may be necessary to evidence the borrowing

d) To form and become a participant in any partnership, limited partnership, or joint venture, with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity so long as not in conflict with the restrictions imposed by the bylaws.

e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all powers conferred on corporations by the laws of the State of Florida.

f) To restrict the manner in which persons to whom its capital stock shall be issued or transferred including a shareholders agreement, and to enact bylaws to carry these restrictions into effect.

g) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or furtherance of any of the owners set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Corporation Act as currently enacted, and as may be hereafter amended or superseded by other statutes.

ARTICLE IV. CAPITAL STOCK AUTHORIZED

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of \$1.00 per share

ARTICLES OF INCORPORATION
OF
HORIZONS INTERNATIONAL, INC.

FILED
55 JAN -9 AM 10:53
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person and competent to contract hereby forms a corporation for profit under the laws of the State of Florida.

EFFECTIVE DATE
JAN 6 1995

ARTICLE I. NAME

The name of this Corporation is HORIZONS INTERNATIONAL, INC., and the actual address of the corporation is 2915 Woodpine Circle, Sarasota, Florida 34231.

ARTICLE II. DURATION

The Corporation shall have a perpetual existence and shall commence on January 6th 1995.

ARTICLE III. PURPOSE

The purpose for which this Corporation is organized shall be to engage in business in the State of Florida, and to do those things that are necessary or proper in connection with any business which is legal in this State, including, but not limited to, the following:

a) To purchase, lease, or otherwise acquire, to own, hold and operate, and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgage, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its business and in connection with any other proper business activity in which the Corporation may engage.

b) To enter into and make all necessary contracts for the conduct of its business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel and rescind those contracts.

ARTICLE V. DIVIDENDS

The Board of Directors is hereby authorized to fix and determine whether any, and if any, what part of the surplus, however created or arising, shall be used, declared in dividends, or paid to shareholders, and without action by the shareholders, to use the surplus, or any part thereof as is permitted by corporate law, for the purchase or acquisition of shares, voting trust certificates for shares, bonds debentures, notes, script, warrants, obligations, evidences of indebtedness or other securities of the Corporation.

ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this Corporation shall be at 1648 Main Street, Sarasota, Florida 34236.

The initial registered agent of this Corporation at that office shall be Shari Streit Jansen, Esquire.

ARTICLE VII. DIRECTORS

The initial Board shall consist of three (3) Directors and the names and addresses of the persons who shall serve as Directors are as follows:

CHRISTINA E. ALTENBERND
2915 Woodpine Circle
Sarasota, Florida 34231

ROCHELLE L. FRY
2-3727 East Cliff Drive
Santa Cruz, California 95062

MICHAEL I. ERHARDT
6450 Hollywood Boulevard, Apt. C
Sarasota, Florida 34231

ARTICLE VII. MAJORITY CONSENT VOTING

Any action required or permitted by the Business Corporation Act of the State of Florida at an annual or special meeting of Stockholders may be taken without a meeting.

without prior written notice and without a vote if consented to in writing by the holders of the outstanding shares having at least the minimum number of votes necessary to authorize or ratify such action if taken at a meeting at which all shares entitled to vote were present and voted. Prompt written notice of the taking of said action shall be given to non-consenting stockholders by mailing said notice to said stockholders by first class mail, postage prepaid, to their address of record.


ARTICLE IX. AMENDMENTS

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 stockholders and approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is SHARI STREIT JANSEN, Post Office Box 49974, Sarasota, Florida 34230.

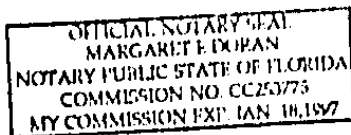
IN WITNESS WHEREOF, the undersigned, as Incorporator has executed the foregoing ARTICLES OF INCORPORATION on January 5, 1995.


SHARI STREIT JANSEN

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 1st day of January, 1995, by Shari Streit Jansen, who is personally known to me and who did take an oath. Shari Streit Jansen, is the person described herein, and she executed the foregoing ARTICLES OF INCORPORATION, and acknowledged before me that said person subscribed to those ARTICLES OF INCORPORATION for the uses and purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid this 1st day of January, 1995.



Margaret E. Doran
Notary Public
State of Florida at Large

CERTIFICATE DESIGNATING REGISTERED AGENT
AND ACCEPTANCE OF REGISTERED AGENT

In compliance with Sections 48.091 and 607.34, Florida Statutes, the following is submitted:

FIRST, that HORIZONS INTERNATIONAL, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2915 Woodpine Circle, Sarasota, Florida 34231, and has named Shari Streit Jansen, 1648 Main Street, Sarasota, Florida 34236, as its agent to accept service of process within Florida.

Dated: January 5, 1995

[Signature]
Incorporator

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

[Signature]
SHARI STREIT JANSEN
Registered Agent



P95000001853

December 4, 1995

To: Corporate Information Services, Inc.

Account # 072100000032

This letter is to notify you that
the mailing address of
Horizons International, Inc. has
been changed:

P95-1853

Please send all correspondence to:

Horizons International, Inc.

1912 Adams Lane
Sarasota, FL 34236

At this time our telephone and Fax
numbers have remained the same.

Thank you,
Susan Hersh Erhardt

wpd 12/7/95