

P96000019636

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

PH 3/4/96

REQUEST TAKEN CONFIRMED APPROVED

DATE _____
 TIME _____
 BY Jen CK No. _____

WALK-IN Will Pick Up 3/4 12:00

RE: HORIZON FULFILL, INC.

96 MAR -4 PM 1:20

SECRETARY OF STATE DISBURSED
 TALLAHASSEE, FLORIDA

- Capital Express™
- Art. of Inc. Filing _____
- Corp. Record Search _____
- Ltd. Partnership Filing _____
- Foreign Corp. Filing _____
- () Cert. Copy(s) _____
- Art. of Amend. Filing _____
- Dissolution/Withdrawal _____
- C U S. _____
- Fictitious Name Filing _____
- Name Reservation _____
- Annual Report/Reinstatement _____
- Reg. Agent Service _____
- Document Filing _____
- Corporate Kit _____
- Vehicle Search _____
- Driving Record _____
- Document Retrieval _____
- UCC 1 or 3 Filing _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- File No.'s. _____ Copies _____
- Courier Service _____
- Shipping/Handling _____
- Phone () _____
- Top Priority _____
- Express Mail Prep. _____
- FAX () _____ pgs.

588884731175
 03/04/96 - 01085 - 012
 ***122.50 - ***122.50

96 MAR -4 PM 1:20
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

SUBTOTALS

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE

THANK YOU

ARTICLES OF INCORPORATION
OF
HORIZON LINK, INC.

FILED
96 MAR -4 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Horizon Link, Inc. located at 1315 Cheney Highway, Apartment G, Titusville, Florida 32780.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of \$.10 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 775 E. Merritt Island Causeway, Suite 300, Merritt Island, Florida 32952, and the name of the initial registered agent of this corporation at that address is Tracy Harrison.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws or agreement, but shall never be less than one. The names and addresses of the initial directors of Horizon Link, Inc. are:

<u>NAME</u>	<u>ADDRESS</u>
Tracy Harrison	1340 George Edwards Court Merritt Island, FL 32953
Bruce Winters	1315 Cheney Highway Apt. G Titusville, FL 32780
Jay Hebert	3475 Pawnee Street Mims, FL 32754

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Tracy Harrison	1340 George Edwards Court Merritt Island, FL 32953

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XI - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV - I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

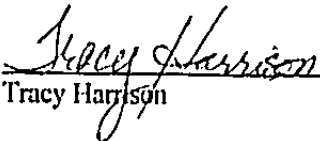
ARTICLE XV - SUBCHAPTER "S" ELECTION

It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organization Meeting hereof.

ARTICLE XVI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27th day of February, 1996.


Tracy Harrison

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

PH 1:20

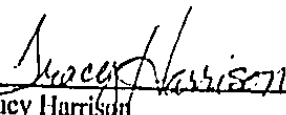
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that Horizon Link, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Merritt Island, County of Brevard, State of Florida, has named Tracy Harrison, located at 775 E. Merritt Island, Suite 300, Merritt Island, FL 32952, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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 agree to comply with the provisions of said Act relative to keeping open said office.



Tracy Harrison

P96000019636

Law Office
MARKET & FOWLER, P.A.
410 West Merritt Avenue
Merritt Island, FL 32953
(407) 453-0547 (telephone)
(407) 453-0958 (facsimile)

KEVIN P. MARKEY
DANIEL B. FOWLER

Mailing Address:
Post Office Box 541081
Merritt Island, FL 32954-1081

May 28, 1996

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

800001847868
-06/03/96--01038--012
*****87.50 *****87.50

RE: Amendment to Articles of Incorporation for Horizon Link, Inc.

Dear Sir or Madam:

Please find enclosed an Amendment to Articles of Incorporation (original and one copy), a copy of the Certificate of Amendment to the Articles of Incorporation of Horizon Link, Inc. and this firm's check in the amount of \$87.50 to cover the necessary filing fees as follows:

Filing Fee	\$ 35.00
Certified Copy	<u>52.50</u>
	\$ 87.50

DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

96 MAY 31 PM 10:43

APPROVED
AND
FILED

Please return the certified copy to the undersigned in the envelope provided.

Thank you for your attention and courtesy in filing this Amendment. Should you have any questions in regard to this filing, please do not hesitate to call me.

Sincerely,

Christina L. Eways
Christina L. Eways,
Certified Legal Assistant

/c/le
Enclosures

P96000019636
5-31-96
Aways
*Cert Copy

**AMENDMENT TO
ARTICLES OF INCORPORATION OF
HORIZON LINK, INC.**

Pursuant to the provisions of Chapter 607, Florida Statutes, and its Articles of Incorporation, the undersigned corporation adopts the following Amendment to its Articles of Incorporation, as originally filed with the Secretary of State of the State of Florida on March 4, 1996.

- I. The name of the Corporation is HORIZON LINK, INC.
- II. The following amendment to the Articles of Incorporation was adopted by the corporation:
 - A. Article IV is hereby amended by altering it in its entirety so as to read:

"ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred Thousand (100,000) shares of \$.10 par value common stock."

III. The amendment to the Articles of Incorporation was adopted pursuant to written consent in lieu of a Meeting of all the Board of Directors and Shareholders duly considered and executed.

IV. The above Amendment was adopted by all of the Shareholders and Board of Directors on the 11th day of MAY, 1996.

HORIZON LINK, INC.

By: Tracy Harrison King
Name: Tracy Harrison-King
Title: Secretary/Treasurer

By: Bruce Winters
Name: Bruce Winters
Title: President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

56 MAY 31 AM 10:45

APPROVED
AND
FILED

**CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
HORIZON LINK, INC.**

I, Bruce Winters, President of HORIZON LINK, INC., a Florida corporation, do hereby certify to the Secretary of State, State of Florida, that the following resolution was approved by all the shareholders and all the directors of the corporation by Written Consent, pursuant to the provisions of Florida Statutes, Sections 607.0821 and 607.0704:

RESOLVED, that pursuant to the provisions of the Articles of Incorporation of HORIZON LINK, INC., the Articles of Incorporation are hereby amended by altering Article IV in its entirety, so as to read as follows:

"ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred Thousand (100,000) shares of \$.10 par value common stock."

FURTHER RESOLVED, that the President and Secretary are hereby authorized to execute said amendment to the Articles of Incorporation and to file same with the Secretary of State.

I DO HEREBY CERTIFY that said resolutions have not been altered, amended, or rescinded, and that same are in full force and effect this 11th day of MAY, 1996.

HORIZON LINK, INC.

By: Bruce K. Winters
Name: Bruce Winters
Title: President

ATTEST:

Tracy Harrison-King
Tracy Harrison-King, Secretary (Seal)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY 31 AM 10:43

APPROVED
AND
FILED