

P98000039995

JEFF HAMMOND
40 South Alcaniz Street
Pensacola, Florida 32501

April 10, 1998

Secretary of State
Corporate Division
Post Office Box 6327
Tallahassee, Florida 32314

200002493262--4
-04/20/98--01038--002
****122.50 ****122.50

To Whom It May Concern:

EFFECTIVE DATE

04-29-98

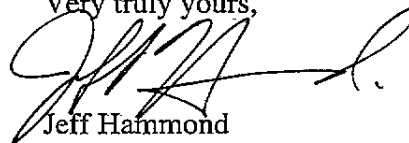
Enclosed is a check for \$122.50 and two notarized copies of the Articles of Incorporation for Horizon Communication Systems, Inc.

We have been informed that this corporate name is available and we are not aware of any other entity using this name in the State of Florida.

Please process this information and return the necessary materials to me at the above address.

Thank you for your assistance in this matter.

Very truly yours,



Jeff Hammond

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -4 AM 10:55

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050496



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 21, 1998

JEFF HAMMOND
40 SOUTH ALCANIZ STREET
PENSACOLA, FL 32501

SUBJECT: HORIZON COMMUNICATION SYSTEMS, INC.
Ref. Number: W98000008840

We have received your document for HORIZON COMMUNICATION SYSTEMS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

The date of receipt was April 20, 1998.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 898A00021330

**ARTICLES OF INCORPORATION
OF**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY -4 AM 10:55

Horizon Communication Systems, Inc.

The undersigned subscriber to these articles of incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is Horizon Communication Systems, Inc., hereinafter referred to as the Corporation).

ARTICLE II

EFFECTIVE DATE

04-29-98

The specific nature of the business to be transacted by the Corporation is to be an internet provider.

The general nature of the business to be transacted by the Corporation is to engage in the transaction of any and all lawful business for which corporation may be incorporated under the laws of the State of Florida, including:

To buy, sell, build, contract, equip, repair, maintain, improve, lease and let lands, dwellings, buildings, stores, warehouses, and other lands or buildings necessary, proper or convenient for corporate purposes and for general sale.

To make, buy, sell, purchase, assign, hypothecate and otherwise deal in notes, mortgages, bonds and other evidences of indebtedness secured and unsecured, guaranteed, insured or of conventional type.

To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description.

To acquire, and pay for in cash, stock, bonds of this Corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of the corporate rights, privileges, or franchise or for any other lawful purposes of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for

property purchased or acquired or any other lawful objects.

In any manner to acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests therein and thereunder.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation or corporations organized under the laws of this State or any other state or government, and while the owners of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own capital stock except surplus of its assets over its liabilities including capital; and provided further, that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purposes of any stockholders quorum or vote.

To conduct business, have one or more offices and hold, purchase, mortgage and convey real and personal property in the State of Florida and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment thereto or necessary or incidental to the protection and benefit of this Corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this Corporation, whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation, or any amendment thereto, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

The foregoing clauses shall be constructed both as objects and powers, and shall be in addition to those powers granted by statute; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation or the nature of business or businesses to be transacted or engaged in by said Corporation, but shall be in addition to the business or businesses authorized to be conducted by the Corporation under the laws of the State of Florida.

ARTICLE III

This Corporation shall exist perpetually and the existence shall cease only upon its lawful dissolution.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is 1,000,000 shares with \$1 par value. The shares shall be designated as Common Stock and shall have identical rights and privileges in every respect. After incorporation, the Corporation is authorized to create and issue any and all classes of either preferred or common stock, with or without par value, with or without voting rights, as may be approved by a majority vote of the Corporation's shareholders entitled to vote at the meeting where such is offered for a vote to the then shareholders of the Corporation.

ARTICLE V

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Hundred Fifty (\$150.00) Dollars, consisting of money, labor done, or property actually received.

The capital stock of the Corporation shall be issued within two (2) years of the date of incorporation and said stock in all respects shall be considered to comply with the provisions of Section 1244 of the Internal Revenue Code of 1986, as amended.

ARTICLE VI

The address of its initial principal office of the Corporation is: 40 South Alcaniz Street, Pensacola, Florida 32501.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

The number of directors constituting the Initial Board of Directors is four (4) and the name and street address of the persons who are to serve as directors until the first meeting of the shareholders, or until their successors are elected and qualified, is as follows:

Jeffrey David Hammond
2364B Magda Ave.
Pensacola, Florida 32507

and

Charles Ray Williams
40 South Alcaniz Street

Pensacola, Fl 32501

and

Donald Eugene Killen
40 South Alcaniz Street
Pensacola, Fl 32501

and

Mary Catherine Beasley
40 South Alcaniz Street
Pensacola, Fl 32501

ARTICLE VIII

The name and street address of the members of the first Board of Directors, who, subject to the provisions of the Articles of Incorporation, the By-Laws of this Corporation, and the laws of the State of Florida, shall hold office until their successors are elected and qualified, are as follows:

Jeff Hammond
2364B Magda Ave.
Pensacola, Florida 32507

and

Charles Ray Williams
40 South Alcaniz Street
Pensacola, Fl 32501

and

Donald Eugene Killen
40 South Alcaniz Street
Pensacola, Fl 32501

and

Mary Catherine Beasley
40 South Alcaniz Street
Pensacola, Fl 32501

ARTICLE IX

The name and street address of the member of the subscribers to these Articles of Incorporation, and the number of shares of stock which that person respectively agreed to take and pay for, is as follows:

Jeffrey David Hammond
2364B Magda Ave.
Pensacola, Florida 32507
Number of Shares: 0

and

Charles Ray Williams
40 South Alcaniz St.
Pensacola, Fl 32501
Number of Shares: 0

and

Donald Eugene Killen
40 South Alcaniz Street
Pensacola, Fl 32501
Number of Shares: 0

and

Mary Catherine Beasley
40 South Alcaniz Street
Pensacola, Fl 32501
Number of Shares: 0

The whole or any part of the capital stock of the Corporation (including that subscribed herein) may be paid for in money, or in property, labor, services, or real estate, having a value, in the judgment of the Board of Directors, equivalent to the full par value of the share of stock to be issued therefor.

The Board of Directors is hereby authorized to issue and hold all or any part of the shares of the capital stock of the Corporation (including that herein subscribed) as partly paid.

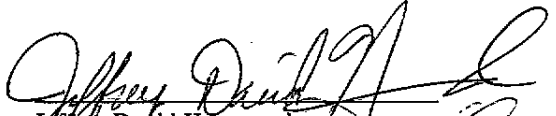
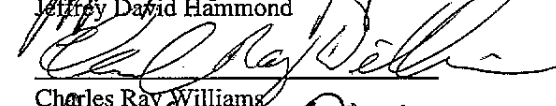
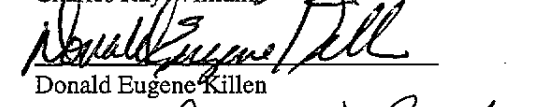

ARTICLE X

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

ARTICLE XI

Corporate existence shall begin on the date that this subscription is executed.


IN WITNESS WHEREOF, we have hereunto set our hands this 29th day of April, 1998.


Jeffrey David Hammond

Charles Ray Williams

Donald Eugene Killen

Mary Catherine Beasley

STATE OF FLORIDA

COUNTY OF ESCAMBIA

I, the undersigned, a Notary Public, do hereby certify that on this, the 29th day of April, 1998, personally appeared before me Jeffrey David Hammond, Charles Ray Williams, Donald Eugene Killen, and Mary Catherine Beasley, who produced a Florida drivers license or is personally known to me and who being by me duly sworn, declared that they are the persons who signed the foregoing instrument as incorporators, and that the statements therein are true and correct.


NOTARY PUBLIC IN AND FOR THE
STATE OF FLORIDA

PRINTED NAME OF NOTARY

DATE MY COMMISSION EXPIRES

LAURA SCOTT
"Notary Public, State of FL."
Comm. Exp. Sept. 26, 1998
Comm. No. CC 409883

HORIZON COMMUNICATION SYSTEMS, INC.

**40 S. Alcaniz Street
Pensacola, Florida 32501**

April 29, 1998

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

Secretary of State
Corporate Division
Post Office Box 6327
Tallahassee, Florida 32314

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

First, That Horizon Communication Systems, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Pensacola, County of Escambia, State of Florida has named Jeff Hammond located at 40 South Alcaniz Street, City of Pensacola, County of Escambia, State of Florida, 32501 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 place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: _____

Jeff Hammond
(Resident Agent)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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