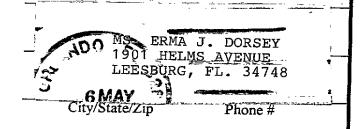
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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS		
	Profit	
	NonProfit	
	Limited Liability	
	Domestication	
	Other	

AMENDMENTS
 Amendment
Resignation of R.A., Officer/Director
 Change of Registered Agent
Dissolution/Withdrawal
 Merger

OTHER FILINGS
Annual Report
Fictitious Name
Name Reservation

REGISTRATION/ QUALIFICATION
Foreign
Limited Partnership
 Reinstatement
Trademark
Other

SECRETARY OF STATE OF STATE OF CORPORATIONS

98 MAY 27 AM 8: 23

Examiner's Initials Rp 652698



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

May 15, 1998

ERMA J. DORSEY 1901 HELMS AVENUE LEESBURG, FL 34748

SUBJECT: HORIZONS UNLIMITED, INC.

Ref. Number: W98000011164

We have received your document for HORIZONS UNLIMITED, INC. and your check(s) totaling \$75.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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: 998A00027323

FILED SECRETARY OF STATE

98 HAY 27 AM 8: 23

CERTIFICATE OF INCORPORATION DIVISION OF CORPORATIONS

HORIZON'S ARE UNLIMITED, INC. A CLOSE CORPORATION

FIRST: The name of this corporation is HORIZON'S ARE UNLIMITED, INC. SECOND: Its registered office in the State of Florida at ___ Leesburg, Fl. 34748 County of Lake. The registered agent in address " same as above". ERMA J. charge thereof is

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

FOURTH: The amount of total authorized capital stock of the corporation is divided into: 1000 shares of no par value.

FIFTH: The name and mailing address of the incorporator is: Erma J. Dorsey, 1901 Helms Avenue, Leesburg, Florida 34748.

SIXTH: The powers of the incorporator are to terminate upon filing of the Certificate of Incorporation, and the name(s) and mailing address(es) of the persons who are to serve as director(s) until the first annual meeting of stockholders or until their successors are elected are as follows:

Erma J. Dorsey, President, 1901 Helms Avenue, Leesburg, Fl. 34748 Monica Ann Pridgeon, Secretary, 1901 Helms Avenue, Leesburg, Fl. 34748 Monique Nicole Pridgeon, 1901 Helms Avenue, Leesburg, Fl. 34748

SEVENTH: All of the corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

EIGHTH: All of the issued stock of all classes shall be subject to the following restriction on transfer permitted by Section 202 of the General Corporation Law.

Each stockholder shall offer to the Corporation or to the other stockholders of the corporation a thirty (30) day "first refusal" option to purchase his stock should he be elect to sell his stock.

NINTH: The corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.

TENTH: Directors of the Corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of individuals or unlawful stock purchases or redemption by the corporation; or (4) transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the state of Florida, do make, file and record this certificate, and do certify that the facts herein stated are true; and I have accordingly hereunto set my hand.

DATED AT:

(Signature of person or officer of corporation named

in Fifth Article.)

(Leave blank if using the Company Corporation)

ACCEPTANCE

Horizon's Are Unlimited, Inc., is familiar with and accept the duties and responsibilities of

Registered Agent for Horizon's Are Unlimited, Inc.

Erma J. Dorsey, President Horizon's Are Unlimited, Inc.

98 MAY 27 AM 8: 2