

P98000086742

MOYAL & ASSOCIATES, INC.

82 N. UNIVERSITY DRIVE
PEMBROKE Pines, FL. 33024
TEL (954) 430-3930 FAX (954) 430-3939
EMAIL: PMOYAL@MSN.COM

TRANSMITTAL LETTER

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

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-10/02/98--01053--010
****122.50 *****78.75

SUBJECT: HORIZONS SERVICES USA, CORP.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

<u>\$70.00</u>	<u>\$78.75</u>	<u>\$122.50</u>	<u>\$131.25</u>
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate

FROM: AMAL BENAISSA
C/O MOYAL & ASSOCIATES, INC

82 N. UNIVERSITY DRIVE

PEMBROKE PINES, FLORIDA 33024

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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NOTE: Please provides the original and one copy of the articles.

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HORIZONS SERVICES USA, CORP.

ARTICLE I - Name of corporation:

The name of this corporation is: HORIZONS SERVICES USA, CORP.

ARTICLE II - Duration:

This corporation shall have perpetual existence commencing on the date of this filing of those Articles with the Department of State.

ARTICLE III - Purpose:

This corporation is organized for the purposed of transacting of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes as same now exists or may hereafter be amended.

ARTICLE IV - Capital Stock:

This corporation is authorized to issue 600 shares of One-dollar par value common stock, which shall be designated as "Common Shares."

ARTICLE V - Pre-emptive Rights:

Every shareholder, upon the sale for cash of any new stock of this corporation, 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.

ARTICLE VI - Initial Registered Office and Agent:

The street and address of the initial registered office of this corporation is
The Principal Address is the same.

C/O MOYAL & ASSOCIATES, INC,
82 N. UNIVERSITY DRIVE
PEMBROKE PINES FLORIDA 33024

And the name of the initial registered agent of this corporation upon whom service of process may be had is: AMAL BENAISSA.

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ARTICLE VII - Initial Board of Directors:

This corporation shall have one Director constituting the initial Board of Director. The number of directors may be either increased or decreased from time to time by bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

**AMAL BENAISSA
C/O MOYAL & ASSOCIATES, INC
82 N. UNIVERSITY DRIVE
PEMBROKE PINES FLORIDA 33024**

ARTICLE VIII - Incorporator:

The name and address of the Incorporator signing these Articles is:

**AMAL BENAISSA
C/O MOYAL & ASSOCIATES, INC
82 N. UNIVERSITY DRIVE
PEMBROKE PINES FLORIDA 33024**

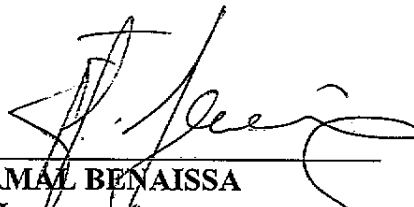
ARTICLE IX - Indemnification:

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - Amendment:

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

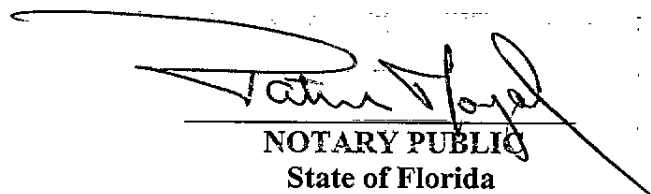
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on:


AMAL BENAISSA
Incorporator

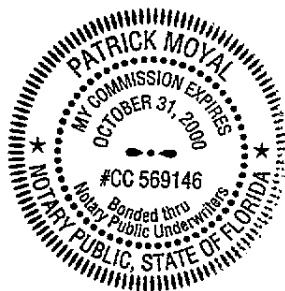
STATE OF FLORIDA }
 } SS
COUNTY OF BROWARD }

BEFORE ME, an officer duly authorized to administer oaths and take acknowledgments, personally appeared who is personally known to me, and known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this day September 22, 1998


NOTARY PUBLIC
State of Florida

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: HORIZONS SERVICES USA, CORP.

2. The name and address of the registered agent and office is:

AMAL BENAISSA

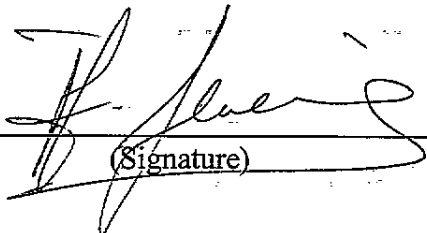
(Name)

C/ O MOYAL & ASSOCIATES, INC
82 N. UNIVERSITY DRIVE

(P.O. Box or Mail Drop Box NOT Acceptable)
PEMBROKE PINES, FLORIDA 33024

(City/State/Zip)

Having been named as a registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

September 22, 1998

(Date)

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