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GEORGE ELIAS, JR.
MEMBER OF THE BAR
FLORIDA
DISTRICT OF COLUMBIA

WASHINGTON OFFICE
1730 K STREET, N.W.
SUITE 304
WASHINGTON, D.C. 20006

December 22, 1998

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

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****122.50 ****78.75

**Re: Corporate Formation -
Horizon Equity Builders Corporation**

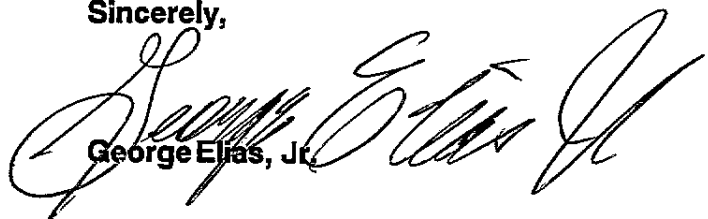
Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced entity together with our Firm check in the amount of \$122.50 representing:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	<u>52.50</u>
Total	\$ 122.50

Please return a certified copy of the Articles of Incorporation of the Corporation in the self-addressed, stamped envelope enclosed for your convenience.

Sincerely,


George Elias, Jr.

Enclosures

Elias.B\Horincorp

SHARON

DEC 29 1998

**ARTICLES OF INCORPORATION
OF
HORIZON EQUITY BUILDERS CORPORATION**

FILED
98 DEC 24 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of this corporation shall be:

HORIZON EQUITY BUILDERS CORPORATION

The address of the principal office of this corporation shall be, and the mailing address shall be 7150 S.W. 62nd Avenue, South Miami, Florida 33143.

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence, and its existence shall commence at the date and time of filing of these Articles of Incorporation with the Department of State of the State of Florida.

**ARTICLE III
PURPOSE**

The general purpose or purposes for which this corporation is organized shall include but not be limited to acquiring, by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the Corporation, buildings or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, and any stores, shops, suites, room, or part of any buildings or other structures, at any time owned or held by the Corporation; and to carry on and engage in transactions of any or all lawful business for which corporations may be incorporated under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 777 Brickell Avenue, Suite 1111, Miami, Florida 33131, and the initial registered agent shall be George Elias, Jr., Esq., 777 Brickell Avenue, Suite 1111, Miami, Florida 33131.

ARTICLE VI
BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time as provided in the Bylaws, but in no case shall the number of directors be less than one. The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Gwynn M. "Babe" Elias	7150 S.W. 62nd Avenue Miami, Florida 33143
Christi Lynn Elias	7150 S.W. 62nd Avenue Miami, Florida 33143

ARTICLE VII
OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

<u>Name</u>	<u>Title</u>
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Gwynn M. Elias

President - Treasurer

Christi Lynn Elias

Vice President - Secretary

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

ARTICLE IX
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.

ARTICLE X
INCORPORATOR

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

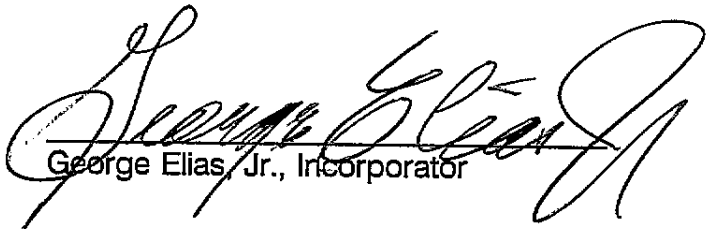
Name

Address

George Elias, Jr.

777 Brickell Avenue, Stay. 1111
Miami, FL 33131

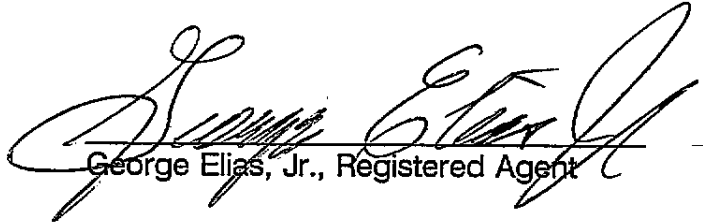
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22nd day of December, 1998.


George Elias, Jr., Incorporator

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATION IN ARTICLES OF INCORPORATION**

The undersigned acknowledges and accepts the appointment as registered agent contained in the foregoing Articles of Incorporation and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act. The undersigned is familiar with, and accepts the obligations of, §607.0505, Florida Statutes.

Date: December 22, 1998.


George Elias, Jr., Registered Agent

ELIAS.B\HorlBldg

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA