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DAVID C. LEVENREICH  
ATTORNEY AND COUNSELOR AT LAW

ALSO ADMITTED TO  
PRACTICE IN  
THE STATE OF TEXAS

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(727)

July 20, 1999

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
409 East Gaines Street  
Tallahassee, Florida 32301

FILED  
99 JUL 26 PM 4:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Re: HORIZONS MARKETING SOLUTIONS, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation for the above-referenced corporation. Also enclosed is my check in the amount of \$122.50 made payable to "Department of State" to cover the filing fee as follows:

\$ 35.00 - Filing Fees  
\$ 52.50 - Certified Copy  
\$ 35.00 - Registered Agent Designation

\$122.50 Total

Please return the certified copy of these Articles of Incorporation to me at the above address. Thank you for your assistance in this matter.

Very truly yours,

David C. Levenreich

DCL/tlk

Enclosures

cc: Mr. Jerry Mahorney, via hand delivery w/copy of enclosure

R. Purinton AUG 2 1999

ARTICLES OF INCORPORATION OF  
HORIZONS MARKETING SOLUTIONS, INC.

**FILED**

ARTICLE I - Name

The name of this corporation is HORIZONS MARKETING SOLUTIONS, INC.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE II - Street Address and Mailing Address

The street address and mailing address of this corporation is 3148 Masters Drive, Clearwater, Florida 33761.

ARTICLE III - Duration

This corporation shall have perpetual existence.

ARTICLE IV - Purpose

This corporation is organized to include the transaction of any or all lawful business for which it may be incorporated under Chapter 607, Florida Statutes as presently enacted and as it may be amended from time to time.

ARTICLE V - Capital Stock

This corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 3148 Masters Drive, Clearwater, Florida 33761 and the name of the initial registered agent of this corporation at that address is Gerald S. Mahorney.

ARTICLE VII - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-laws but shall never be less than one (1). The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Gerald S. Mahorney	3148 Masters Drive Clearwater, Florida 33767

ARTICLE VIII - Incorporator

The name and address of the person signing these Articles are Gerald S. Mahorney, 3148 Masters Drive, Clearwater, Florida 33767.

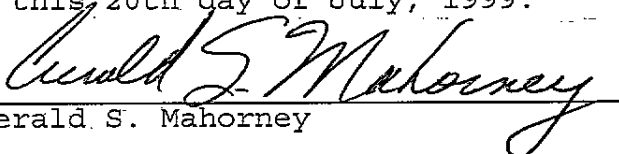
ARTICLE IX - Indemnification

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

ARTICLE X - Amendment

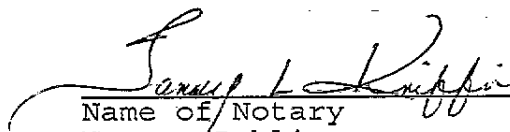
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of July, 1999.

  
Gerald S. Mahorney

STATE OF FLORIDA                     )  
COUNTY OF PINELLAS               )

The foregoing instrument was acknowledged before me this 20th day of July, 1999, by Gerald S. Mahorney, who is personally known to me or who has produced FD-1M-650-297-54-386 identification.

  
Name of Notary  
Notary Public  
Serial # of Notary



Tammy L. Kniffin  
MY COMMISSION # CC704151 EXPIRES  
March 6, 2002  
BONDED THRU TROY FAIN INSURANCE CO.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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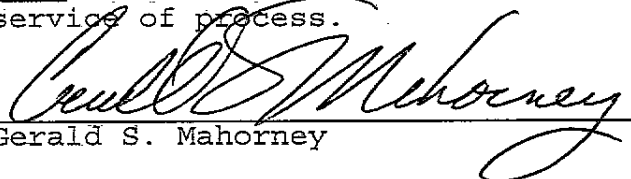
FILED

CERTIFICATE DESIGNATING REGISTERED AGENT AND  
STREET ADDRESS FOR SERVICE OF PROCESS WITHIN FLORIDA

Pursuant to Fla. Stat. Section 48.091, HORIZONS MARKETING SOLUTIONS, INC., desiring to organize under the laws of the State of Florida, hereby designated Gerald S. Mahorney, located at 3148 Masters Drive, Clearwater, Florida 33761, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. Section 48.091(2) relative to maintaining an office for the service of process.

  
Gerald S. Mahorney