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LAW OFFICES

STEVEN A. EDELSTEIN

THE BILTMORE HOTEL AND EXECUTIVE OFFICE CENTER

1200 ANASTASIA AVENUE - SUITE 300

CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 444-5660

FACSIMILE (305) 444-5646

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 18, 1999

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
New Domestication of Foreign Corporation
409 East Gaines Street
Tallahassee, Florida 32399

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****128.75 ****128.75

Re: **MAJESTIC HORIZONS, INC.**

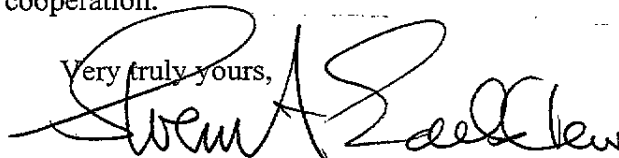
Dear Sirs or Madam,

Enclosed herewith please find the following documentation for the Domestication of the MAJESTIC HORIZONS, INC., which was originally incorporated in the British Virgin Islands, and which we now want to domesticate as a Florida For Profit Corporation:

1. Original and 2 copies of CERTIFICATE OF DOMESTICATION OF MAJESTIC HORIZONS, INC.;
2. Original and 2 copies of ARTICLES OF INCORPORATION OF MAJESTIC HORIZONS, INC., which are attached to the corresponding Certificates of Domestication;
3. Our Trust Account Check Number 2555, made payable to the "FLORIDA SECRETARY OF STATE, DIVISION OF CORPORATIONS", in the principal amount of \$128.75, covering the cost of filing the Certificate of Domestication, the new Articles of Incorporation, and a Certified Copy.

If you have any questions with regard to the above, please do not hesitate to contact the undersigned.. Thank you for your courtesy and cooperation.

Very truly yours,



STEVEN A. EDELSTEIN

SAE:se
Enclosures

D. BROWN AUG 25 1999

CERTIFICATE OF DOMESTICATION

MAJESTIC HORIZONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, LUCIEN G. LaFOND, President of MAJESTIC HORIZONS, INC., a foreign Corporation, in accordance with Section 607.1801, *Florida Statutes*, does hereby certify that:

1. The date on which the corporation was first formed was February 28, 1997.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was the Territory of the British Virgin Islands.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was MAJESTIC HORIZONS, INC.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to §§ 607.0202 and 607.0401 with this certificate is MAJESTIC HORIZONS, INC.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Dade County, Florida.

I am LUCIEN G. LaFOND, President of MAJESTIC HORIZONS, INC., and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 13th day of August, 1999.

MAJESTIC HORIZONS, INC.

By: 

LUCIEN G. LaFOND, President

**ARTICLES OF INCORPORATION
OF
MAJESTIC HORIZONS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a for profit corporation under Florida Statutes Chapter 607, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is: MAJESTIC HORIZONS, INC.

ARTICLE II

DURATION

The duration (term) of the Corporation is perpetual, unless dissolved according to law.

ARTICLE III

PURPOSES

The Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida..

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of U.S. \$.01 par value common stock. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services, as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All such stock, when issued, shall be fully paid and exempt from assessment.

d.

ARTICLE V

POWERS

The Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The name of the initial Registered Agent of the corporation, and the street address of the initial registered office of the Corporation is:

STEVEN A. EDELSTEIN
1200 Anastasia Avenue, Suite 300
Coral Gables, Florida 33134, U.S.A.

ARTICLE VII

INITIAL PRINCIPAL OFFICE

The Initial Principal Office and mailing address for the Corporation is:

1200 Anastasia Avenue, Suite 300
Coral Gables, Florida 33134, U.S.A.

ARTICLE VIII

INCORPORATOR

The name and address of the Sole Incorporator is as follows:

<u>Name</u>	<u>Address</u>
LUCIEN G. LaFOND	260 Crandon Boulevard - # 32-264 Key Biscayne, Florida 33149, U.S.A.

MAJESTIC HORIZONS, INC.
Articles of Incorporation

ARTICLE IX

BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws. The name and address of the initial Director of the Corporation is as follows:

LUCIEN G. LaFOND
260 Crandon Boulevard - # 32-264
Key Biscayne, Florida 33149

BRIGITTE LaFOND
260 Crandon Boulevard - # 32-264
Key Biscayne, Florida 33149

ARTICLE X

OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Directors (and may be removed by the Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of the initial Officers of the Corporation are as follows:

LUCIEN G. LaFOND
260 Crandon Boulevard - # 32-264
Key Biscayne, Florida 33149

PRESIDENT

BRIGITTE LaFOND
260 Crandon Boulevard - # 32-264
Key Biscayne, Florida 33149

SECRETARY/TREASURER

ARTICLE XI

BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE XII

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE XIII

INDEMNIFICATION

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

ARTICLE XIV

DURATION

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

13th In Witness Whereof, the undersigned have executed these Articles of Incorporation on this day of August, 1999.



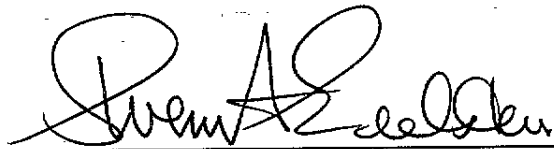
LUCIEN G. LaFOND
Incorporator/Director/President

MAJESTIC HORIZONS, INC.
Articles of Incorporation

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of MAJESTIC HORIZONS, INC., which is contained in the foregoing Articles of Incorporation.

Dated this 18th day of August, 1999.



STEVEN A. EDELSTEIN, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA