

• LAW OFFICES OF •

STEVEN P. RILEY

P.A.

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- *Of Counsel, Admitted in Illinois

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

600002993916--6
-09/22/99-01071--002
****131.25 *****87.50

SUBJECT: HORIZON FINANCIAL GROUP, INC.

Enclosed are an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

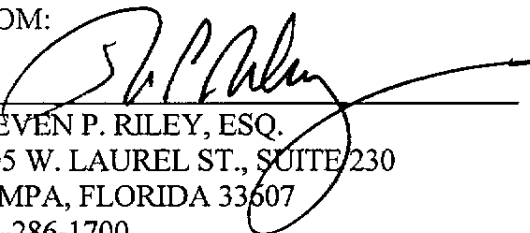
() \$70.00
Filing Fee

() \$78.75
Filing Fee
& Certificate

() \$122.50
Filing Fee
& Certified Copy

(X) \$131.25
Filing Fee,
Certified Copy,
& Certificate

FROM:


STEVEN P. RILEY, ESQ.
4805 W. LAUREL ST., SUITE 230
TAMPA, FLORIDA 33607
813-286-1700

FILED
1999 SEP 22 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4805 WEST LAUREL STREET • SUITE 230 • TAMPA, FLORIDA 33607

(813) 286-1700 • (800) 929-4357 • FAX (813) 286-3600 • EMAIL: RILEYLAW @ AOL.COM

9/24

**ARTICLES OF INCORPORATION
OF
HORIZON FINANCIAL GROUP, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is HORIZON FINANCIAL GROUP, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 4805 W. LAUREL ST., SUITE 230, TAMPA, FLORIDA 33607.

ARTICLE III. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 1,000 no par value, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are STEVEN P. RILEY, ESQ., 4805 W. LAUREL ST., SUITE 230, TAMPA, FLORIDA 33607.

ARTICLE V. INCORPORATORS

The name and street address of the incorporator of these articles of incorporation is:

Name

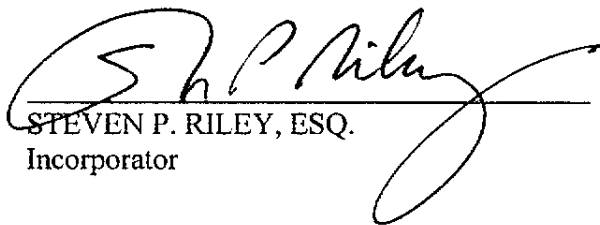
Address

STEVEN P. RILEY, ESQ.

4805 W. LAUREL ST., SUITE 230

TAMPA, FLORIDA 33607

The undersigned has executed these articles of incorporation on September 21, 1999.


STEVEN P. RILEY, ESQ.
Incorporator

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

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, 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.

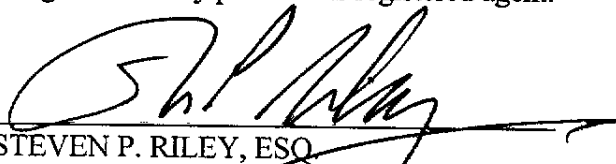
1. The name of the corporation is: HORIZON FINANCIAL GROUP, INC.

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

STEVEN P. RILEY, ESQ.
4805 W. LAUREL ST., SUITE 230
TAMPA, FLORIDA 33607

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Having been named as 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.


STEVEN P. RILEY, ESQ.

SEPTEMBER 21, 1999