

P99000098 288

TRANSMITTAL LETTER

Corporate Divisions:

Please find the enclosed articles of incorporation and certificate of designation of registered agent/office. Enclosed is:

- + An original Articles of Incorporation
- + Two copies of the Articles of Incorporation
- + An original Certificate of Designation of Registered Agent/Office
- + A money order in the amount \$131.25

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*****131.25 *****87.50

Please provide a *certified copy* of the articles of incorporation and a *certificate* of incorporation.

Corporate Name: Distant Horizons Incorporated
Incorporators Name: James W. Harvey
Address: 757 SE 17th St. #151, Ft. Lauderdale, FL 33316
Daytime Phone: 954 629-4687

Please send responses or receipts concerning this filing to the above address.
Thank you very much.

James W. Harvey



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Articles of Incorporation
of
Distant Horizons Incorporated

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator submits these articles of incorporation for the purpose of forming a for-profit corporation.

Article 1. The name of the Corporation is:

Distant Horizons Incorporated

Article 2. The principal place of business and mailing address of this corporation is:

757 SE 17th St. #151, Ft. Lauderdale, FL 33316

Article 3. The corporation is authorized to issue one class of stock, that being 1,000 shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted to the bylaws of the corporation.

Article 4. The name and street address of the corporations initial registered agent is:

James W. Harvey 757 SE 17th St. #151, Ft. Lauderdale, FL 33316

Article 5. The name and street address of the incorporator is:

James W. Harvey 757 SE 17th St. #151, Ft. Lauderdale, FL 33316

Article 6. No Director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct or illegal actions.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below:

Date: 10/25/1999

Name of Incorporator: James W. Harvey

Signature of Incorporator:



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SECRETARY OF STATE
FLORIDA

Certificate of Designation of Registered Office and Agent

Pursuant to section 607.0501 of the Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

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

Name: James W. Harvey
Street address: 757 SE 17th St. #151, Ft. Lauderdale, FL 33316

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Having been named as the 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 of registered agent:



Date of signature 11/2/99