

Division of Corporations

Page 1 of 1

705 000116880

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000201181 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : MORGAN LEWIS & BOCKIUS LLP
Account Number : 076077003570
Phone : (305) 415-3000
Fax Number : (305) 415-3001

FLORIDA PROFIT CORPORATION OR P.A.

Pegasus Florida Holdings, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 04 |
| Estimated Charge | \$70.00 |

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 AUG 22 AM 9:32

Electronic Filing Menu

Corporate Filing

Public Access Help

((H05000201181 3)))

**ARTICLES OF INCORPORATION
OF
PEGASUS FLORIDA HOLDINGS, INC.**

The undersigned does hereby make and execute these Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

ARTICLE I

Name

The name of the corporation is:

Pegasus Florida Holdings, Inc.

ARTICLE II

Initial Principal Office

The street address of the initial principal office of the corporation shall be:

c/o The Ritz-Carlton, Grand Cayman Resort
West Bay Road
Seven Mile Beach
Grand Cayman, Cayman Islands
British West Indies

The board of directors of the corporation, or an officer of the corporation acting under the authority of the board of directors, is authorized to change the principal office of the corporation from time to time without amendment to these Articles of Incorporation.

ARTICLE III

Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of Common Stock, \$0.01 par value per share.

((H05000201181 3)))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 AUG 22 AM 9:32

((B05000201181 3)))

ARTICLE IV

Registered Office and Agent

The street address of the corporation's initial registered office is:

5300 Wachovia Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

The name of the corporation's initial registered agent at that office is Ethan W. Johnson, Esq.

ARTICLE V

Incorporator

The name and address of the incorporator are:

Ethan W. Johnson, Esq.
Morgan, Lewis & Bockius LLP
5300 Wachovia Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

ARTICLE VI

Purpose and Powers

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida Business Corporation Act.

((B05000201181 3)))

((H0500201181 3)))

ARTICLE VII

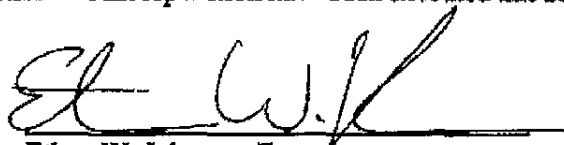
Board of Directors

The number of directors constituting the initial board of directors is one. Thereafter, the number of directors shall be as provided in the bylaws. The name and address of the individual who is to serve as a member of the initial board of directors is:

Michael Ryan

c/o The Ritz-Carlton, Grand Cayman Resort
P.O. Box 32319
Seven Mile Beach
Grand Cayman, Cayman Islands
British West Indies

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 22nd day of August, 2005.


Ethan W. Johnson, Esq.,
Incorporator

((H0500201181 3)))

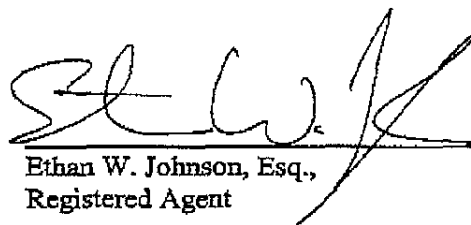
((H05000201181 3)))

Acceptance By Registered Agent

The undersigned hereby accepts the appointment as registered agent of Pegasus Florida Holdings, Inc. and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: August 22, 2005.


Ethan W. Johnson, Esq.,
Registered Agent

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
05 AUG 22 AM 9:32

((H05000201181 3)))