



THE UNITED STATES
CORPORATION
COMPANY

FOI 000000762

ACCOUNT NO. : 072100000032

REFERENCE : 992579 5165790

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 70.00

FILED
01 FEB - 8 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 6, 2001

ORDER TIME : 10:51 AM

ORDER NO. : 992579-020

CUSTOMER NO: 5165790

CUSTOMER: Ms. Sharon Huddle
Pegasus Communications
Suite 200
225 City Line Avenue
Bala Cynwyd, PA 19004

800003661708--4

FOREIGN FILINGS

NAME: PEGASUS BROADBAND
COMMUNICATIONS, INC.

XXXX QUALIFICATION (TYPE: CO)

(5)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

RECEIVED
01 FEB - 8 AM 11:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

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1. PEGASUS BROADBAND COMMUNICATIONS, INC.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 233038682

(FEI number, if applicable)

4. January 17, 2000

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

225 CITY AVENUE

7. BALA CYNWYD, PA 19004

(Principal office address)

225 CITY AVENUE, BALA CYNWYD, PA 19004

(Current mailing address)

RESELLER OF INTERNET ACCESS To engage in any act or activity for which corporations may be organized.

8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: Tabatha Fiorelli

(Registered agent's signature)

Tabatha Fiorelli, Assistant Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. T. S. Lodge
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ted S. Lodge Exec. V. P., CAO, & General Counsel
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

PEGASUS BROADBAND COMMUNICATIONS, INC.

List of Officers

Name: MARSHALL W. PAGON Title: PRESIDENT
Bus. Addr.: 225 CITY AVENUE, BALA CYNWYD, PA 19004

Name: HOWARD VERLIN Title: VICE PRESIDENT
Bus. Addr.: 225 CITY AVENUE, BALA CYNWYD, PA 19004

Name: TED S. LODGE Title: SECRETARY
Bus. Addr.: 225 CITY AVENUE, BALA CYNWYD, PA 19004

Name: KASIN SMITH Title: TREASURER
Bus. Addr.: 225 CITY AVENUE, BALA CYNWYD, PA 19004

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TALLAHASSEE, FLORIDA

List of Directors

Name: MARSHALL W. PAGON Term:
Bus. Addr.: 225 CITY AVENUE, BALA CYNWYD, PA 19004

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PEGASUS BROADBAND COMMUNICATIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF FEBRUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 0957903

DATE: 02-06-01