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W11000047529

10/5/11

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Pegasus Holding Corp.
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Pearl Polifka
Name of Person
Dornbush Schaeffer Strongin & Venaglia, LLP
Firm/Company
747 Third Avenue, 11th Floor
Address
New York, New York 10017
City/State and Zip code
BL@gruss.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Pearl Polifka at (212) 759-3300
Name of Person Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 14, 2011

PEARL POLIFKA
747 THIRD AVENUE
11TH FLOOR
NEW YORK, NY 10017

SUBJECT: PEGASUS HOLDING CORP.
Ref. Number: W11000047529

We have received your document for PEGASUS HOLDING CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 711A00021331

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DIVISION OF CORPORATIONS
2011 OCT -4 PM 2:00

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

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

1. Pegasus Holding Corp.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Pegasus Special Holding Corp.
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 13-3499699
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 19, 1988 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 777 S. Flagler Drive, Suite 801-E, West Palm Beach, Florida 33401
(Principal office address)

667 Madison Avenue, 2nd Floor, New York, New York 10065
(Current mailing address)

8. Investments
(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 NOT acceptable)


Name: Evergreen Advisors, LLC

Office Address: 777 S. Flagler Drive, Suite 801-E

West Palm Beach, Florida 33401
(City) (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.

 Evergreen Advisors, LLC
(Registered agent's signature) Bhaskar Latta, 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.

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DIVISION OF CORPORATIONS

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

A. DIRECTORS

Chairman: Martin D. Gruss

Address: 777 S. Flagler Drive, Suite 801-E

West Palm Beach, Florida 33401

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Martin D. Gruss

Address: 777 S. Flagler Drive - Suite 801-E

West Palm Beach, Florida 33401

Vice President: Bhash Lalta

Address: 777 S. Flagler Drive - Suite 801-E

West Palm Beach, Florida 33401

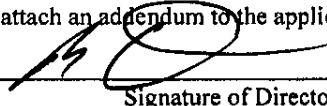
Secretary: Howard Guberman

Address: 667 Madison Avenue, New York, New York 10065

VP/Treasurer: Howard Guberman

Address: 667 Madison Avenue, New York, New York 10065

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

13. 
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Bhash Lalta, Vice President
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PEGASUS HOLDING CORP." 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 TWENTY-NINTH DAY OF AUGUST, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PEGASUS HOLDING CORP." WAS INCORPORATED ON THE NINETEENTH DAY OF DECEMBER, A.D. 1988.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.


2011 OCT -4 PM 2:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8996514

DATE: 08-29-11