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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Joyce Sibson Dove
P.O.Box 10426
Tallahassee, FL 32302-2426

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City/State/Zip

Phone #

531-9882

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Pegasus Project, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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	Domestication
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AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
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	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
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	Reinstatement
	Trademark
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**ARTICLES OF INCORPORATION
OF
PEGASUS PROJECT, INC.,
(a nonprofit corporation)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation not for profit under the Florida Business Corporations Not For Profit Act, hereby executes the following Articles of Incorporation.

ARTICLE I -- NAME

The name of the corporation shall be

PEGASUS PROJECT, INC.

ARTICLE II -- ADDRESS

The principal place of business of the corporation shall be:

616 Hickory Hammock Lane

Carrabelle, Fl 32322

The mailing address of the corporation shall be:

P.O. Box 767

Carrabelle, Fl 32322

ARTICLE III -- PURPOSES

This corporation is organized exclusively for charitable, educational and scientific purposes, including for such purposes the making of distributions to organization under section 501(c)3 of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

ARTICLE IV -- POWERS

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted

Adopted March 14, 1998

to be carried on by a corporation exempt from federal income tax under section 501(c)3 of the Internal Revenue Code (or corresponding section of any future tax code) or by a corporation or organization contributions to which are deductible under section 170(c)2 of the Internal Revenue Code (or the corresponding section of any future tax code).

ARTICLE V -- MEMBERS, OTHER PERSONS, AND EARNINGS

A. No part of the net earnings of the corporation shall inure to the benefit of its members, trustees, directors, officers or other private persons except that the corporation shall be authorized to pay reasonable amounts for services rendered and to make payments and distributions in furtherance of section 501(c)3 purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

B. The qualifications of the members, the manner of their admission and termination of membership, and voting by members shall be as stated in the By-Laws.

ARTICLE VI -- REGISTERED AGENT

The name and address of the initial registered agent of the corporation is Joyce Sibson Dove, Attorney at Law, 2074 Thomasville

Adopted March 14, 1998

Road, Tallahassee, Florida 32312.

ARTICLE VII -- INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

Andrea Waller

616 Hickory Hammock Lane

Carrabelle, Fl 32322

ARTICLE VIII -- DIRECTORS

The number of directors constituting the board of directors of the corporation is seven, and the names and addresses of the persons who are to serve as directors until the first meeting of members or until their successors are elected and shall qualify are:

NAME	ADDRESS
Andrea Waller	Carrabelle, Fl 32322
Barbara Revell	Quincy, Fl 32333
Shirley Hartley	Tallahassee, Fl 32311

The directors shall be elected in the manner which is prescribed in the bylaws.

ARTICLE IX -- AMENDMENTS

Amendments to these Articles shall be adopted by a vote of two thirds of the directors present at a meeting called for that purpose as provided for in the By-Laws.

ARTICLE X -- DISSOLUTION

Upon dissolution of the Corporation, assets shall be

Adopted March 14, 1998

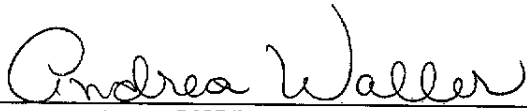
distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or a state or local government for a public purpose.

ARTICLE XI -- ADOPTION

These amended Articles were adopted March 14, 1998 and are effective as of March 14, 1998.

The undersigned incorporator has executed these Articles of
Incorporation this 1st day of April, 1998.

FOR THE CORPORATION, PEGASUS PROJECT, INC.:


Incorporator ANDREA WALLER

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement in designating the registered agent in the state of Florida.

1. Name and Address of Corporation:

Physical: 616 Hickory Hammock Lane
Carabelle, Florida 32322

Mailing:

PEGASUS PROJECT, INC.
Post Office Box 767
Carabelle, Florida 32322


2. Name and Address of Registered Agent:

Joyce Sibson Dove
924 North Gadsden Street
Tallahassee, Florida 32303

MAILING ADDRESS:

Post Office Box 10426
Tallahassee, Florida 32302

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 provision 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.


Joyce Sibson Dove, Attorney at Law
Florida Bar # 0938858

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