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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : ACE INDUSTRIES, INC.
Account Number : 070744001530
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Fax Number : (305) 358-7832

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00 MAY 11 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

PEGASUS COMMUNICATIONS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

Fax Audit No. H00-26339

ARTICLES OF INCORPORATION
OF
PEGASUS COMMUNICATIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I
Name and Principal Office of Corporation

The name of this Corporation shall be PEGASUS COMMUNICATIONS, INC.
The initial street address of the Corporation shall be 1001 Brickell Bay Drive, 27th Floor, Miami, Florida 33131.

ARTICLE II
Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article, unless expressly limited, shall not be limited or restricted by reference to, or inference from, any provisions in this or any other Article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

ARTICLE III
Stock

The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares of Common Stock the Corporation shall have authority to issue is 100,000,000, par value \$0.01 per share. The total number of shares of Preferred Stock the Corporation shall have authority to issue is 30,000,000, par value \$0.01 per share. The Preferred Stock may be issued in one or more series as shall from time to time be created and authorized by the Board of Directors, with such voting powers, full or limited, or no voting powers, and with such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereon as set forth in a resolution adopted by the Board of Directors.

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ARTICLE IV

Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Kori L. Ogrosky
White & Case LLP
200 S. Biscayne Boulevard, Suite 4900
Miami, Florida 33131

ARTICLE V

Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI

Address of Registered Office and Registered Agent

The street address of the initial registered office of this Corporation in the State of Florida shall be 1001 Brickell Bay Drive, 27th Floor, Miami, Florida 33131. The name of the initial Registered Agent of this Corporation at the above address shall be Arthur Heller.

ARTICLE VII

Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the First Annual Meeting of Shareholders, and thereafter until their successors are elected and have qualified, are as follows:

Douglas Berman
1001 Brickell Bay Drive, 27th Floor
Miami, Florida 33131

Sami Mnaymneh
1001 Brickell Bay Drive, 27th Floor
Miami, Florida 33131

Arthur Heller
1001 Brickell Bay Drive, 27th Floor
Miami, Florida 33131

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ARTICLE VIII
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE IX
Director Liability

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act as currently in effect or as the same may hereafter be amended. No amendment or repeal of this Article IX made by virtue of any change in the Florida Business Corporation Act after the date hereof shall adversely affect any right or protection of a director that exists at the time of such amendment, modification or repeal on account of any action taken or any failure to act by such director prior to such time.

ARTICLE X
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original incorporator to the foregoing Articles of Incorporation, has hereunto set her hand and seal this 10th day of May, 2000.

By: Kori L. Ogrosky
Kori L. Ogrosky, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.0501 the following is submitted:

Pegasus Communications, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated 1001 Brickell Bay Drive, 27th Floor, Miami, Florida 33131, as its initial Registered Office and has named Arthur Heller, located at said address as its initial Registered Agent.

By: Kori L. Ogrosky
Kori L. Ogrosky
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent

By: Arthur Heller
Arthur Heller
Registered Agent

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