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Division of Corporations

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ARNOLD, MATHENY & EAGAN

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FLORIDA PROFIT CORPORATION OR P.A.

Pegasus Media Corp.

Certificate of Status	1
Certified Copy	0
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**ARTICLES OF INCORPORATION**  
**OF**  
**PEGASUS MEDIA CORP.**

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**ARTICLE I**

**Name, Principal Place of Business, and Duration**

The name of the Corporation is Pegasus Media, Inc. The principal place of business of the Corporation is 523 Saddlewood Lane, Winter Springs, Florida 32708. The duration of the Corporation is perpetual.

**ARTICLE I**

**Registered Office and Agent**

The address of the registered office in the State of Florida is Arnold, Matheny & Eagan, P.A., in the City of Orlando, County of Orange. The name of the registered agent at such address is 801 North Magnolia Avenue, Suite 201, Orlando, Florida 32803.

**ARTICLE II**

**Corporate Purposes, Powers and Rights**

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of Florida.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Business Corporation Act of Florida.

**ARTICLE III**

**Capital Stock**

1. The total number of shares of capital stock which the Corporation has the authority to issue is 10,500,000 shares consisting of 10,000,000 shares of Common Stock, par value \$0.001, and 500,000 shares of Preferred Stock.

2. The designations, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the Common Stock are as follows:

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(a) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors ratably in proportion to the number of shares of Common Stock held by them respectively.

(b) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of Preferred Stock, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purposes of this paragraph.

(c) Each holder of Common Stock has one vote with respect to each share of stock held by him of record on the books of the Corporation on all matters voted upon by the shareholders.

(d) The designations, voting powers, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions of the Preferred Stock by series or otherwise, shall be fixed and determined by the Board of Directors in accordance with the provisions of the Business Corporation Act of Florida and these Articles of Incorporation.

3. The designations, voting powers, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions of the Preferred Stock shall be established by the Board of Directors. The Board of Directors is authorized to provide for the issuance of such Preferred Stock in any number or types of classes and/or series and, by filing the appropriate Articles of Amendment (including an Amendment and Restatement of these Articles) with the Secretary of State of Florida, is authorized to establish the number of shares to be included in each such class and/or series and the designations, voting powers, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions of each such class and/or series.

4. The holders of shares of Common Stock shall vote on all matters submitted or required to be submitted to the shareholders of the Corporation as a separate class of capital stock of the Corporation. All references in these Articles of Incorporation, the Bylaws of the Corporation and the Business Corporation Act of Florida to a majority of shares issued and outstanding and entitled to vote or similar language of similar import and purpose, in context, shall mean a majority of shares of each class issued by the Corporation and outstanding and entitled to vote.

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5. The private property of the shareholders of the Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

6. Any person, upon becoming the owner or holder of any shares of the capital stock having voting rights issued by this Corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of the United States hereinafter adopted which have reference to or affect corporations, such securities, or such persons if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

#### ARTICLE IV

##### Incorporator

1. The name and mailing address of the incorporator of this Corporation is as follows:

Name	Address
Arthur R. Louv	801 North Magnolia Avenue, Suite 201 Orlando, Florida 32803

2. The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

#### ARTICLE V

##### Board of Directors

1. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise herein provided or reserved to the holders of Common Stock in the By-Laws of the Corporation.

2. (a) The number of members of the Board of Directors will be fixed from time to time by resolution of the Board of Directors, but (subject to vacancies) in no event may there be less than one (1) director. Each director shall serve until the next meeting of shareholders.

(b) If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

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(c) The names and mailing addresses of the persons who shall serve as director(s) of the Corporation until the first annual meeting of the shareholders is as follows:

Name	Address
Bradley A. Cole	523 Saddlewood Lane Winter Springs, Florida 32708


ARTICLE VI

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED: April 27, 2001.

  
\_\_\_\_\_(SEAL)  
Arthur R. Low

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

In compliance with the Business Corporation Act of Florida, the following is submitted:

Pegasus Media Corp. with its principal place of business at 523 Saddlewood Lane, Winter Springs, Florida 32708 has named Arnold Matheny & Eagan, P.A. located at 801 North Magnolia Avenue, Suite 201, Orlando, Florida 32803 as its agent to accept service of process within Florida.

Having been named to accept service of process for Pegasus Media Corp. at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of a Registered Agent under the Business Corporation Act of Florida.

Dated this 27<sup>th</sup> day of April, 2001.

Arnold, Matheny & Eagan, P.A.

By:

Arthur R. Low

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