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Florida Department of State

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FLORIDA PROFIT CORPORATION OR P.A.

PEGASUS, INC.

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CAPITAL CONNECTION

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 21, 2001

CAPITAL CONNECTION

SUBJECT: PEGASUS, INC.
REF: W01000021929

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Freida Chesser
Corporate Specialist
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**ARTICLES OF INCORPORATION
OF**

PEGASUS USA, INC.

In compliance with the requirements of Florida Statutes Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I. CORPORATE NAME

The name of the Corporation is **PEGASUS USA, INC.**

ARTICLE II. DATE OF EXISTENCE

The existence of the Corporation shall begin on September 20th, 2001.

ARTICLE III. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is:
10700 Royal Palm Blvd., Coral Springs, FL 33065

ARTICLE IV. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 1,000, per value \$.001 per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. The Corporation may issue rights, options, and warrants with respect to the stock of the Corporation, and the Board of Directors shall determine the terms and conditions upon which the rights, options or warrants are issued.

ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE

The initial street address of the Corporation's registered office is 370 West Camino Gardens Blvd., Suite 210, Boca Raton, Florida 33432. The initial registered agent for the Corporation at that address is Robert K. Brooks, Esq.

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ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE

The initial street address of the Corporation's registered office is 370 West Camino Gardens Blvd., Suite 210, Boca Raton, Florida 33432. The initial registered agent for the Corporation at that address is Robert K. Brooks, Esq.

ARTICLE V. OFFICERS/DIRECTORS

The Directors and officers of the Company will be the following:

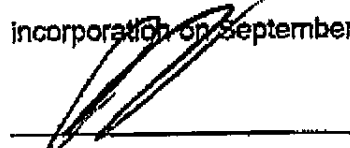
Name: Dayby Gutierrez, President

Address: 10700 Royal Palm Blvd., Coral Springs, FL 33065

ARTICLE VI

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on September 20, 2001



Robert K. Brooks, P LC
Registered Agent

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: **PEGASUS USA, INC.**
2. The name and address of the registered agent and office is:

Robert Brooks, Esq.


Robert K. Brooks, PLC

370 W. Camino Gardens Blvd., Suite 210

Boca Raton, FL 33432

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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 provisions 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.


Robert K. Brooks, PLC
September 20, 2001