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06/25/04--01061--003 **52.50

*Amend
T. Lewis*

FILED
JUN 25 2004
FBI - MEMPHIS

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Pegasus Media Inc. (Board of Directors)

DOCUMENT NUMBER: PO4000039612

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jan Winn, Traci Winn and Mervyn Moore
(Name of Person)

Pegasus media inc.
(Name of Firm/ Company)

1225 NE 92nd St
(Address)

miami shores, FL 33138
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Traci Winn at (305) 781-9333
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|--|--|---|---|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

April, 5, 2004
Attn: AMENDMENT SECTION
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FL 32314

PEGASUS MEDIA, INC.
DOC #P04000039612
1225 NE 92nd ST
MIAMI SHORE, FL 33138
305-751-9333

As of April 5, 2004 please make the following amendments to the corporation and articles of incorporation. The following is from the minutes of the meeting held April 4th 2004 with Mervyn Moore (50% ~~owner~~ ^{stockholder}), David Winn (former 49% owner), Jan Winn (new 49% ~~owner~~ ^{stockholder}) and Traci Novoson-Winn (1% ~~owner~~ ^{stockholder}) whereas all parties were in complete agreement with the amendment to the accord. Jan Winn is familiar with the obligations of her new positions. Enclosed is a check for \$52.50 for the filing fee for a Certificate of Status and a certified copy, please mail it to the above stated address. Thank you for your prompt attention to this matter.

- David Winn will no longer be a Director
- David Winn will no longer be an Officer and was replaced as President and Treasurer
- David Winn no longer holds any stock with Pegasus Media Inc.
- Jan Winn is now a Director
- Jan Winn was elected President and Treasurer
- Jan Winn holds 49 shares of common voting stock out of 100 (49%)

Mervyn Moore- Vice President/ Secretary

5400 N Pkumbay Pkwy
TAMARAC FL 33321

David Winn- (former) President/Treasurer

1225 NE 92nd St
Miami Shore, FL 33138

Jan Winn- (current) President/Treasurer

7326 Sabal Dr.
Miami Lakes, FL 33014

Articles of Amendment
to
Articles of Incorporation
of

Pegasus Media Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

FILED
04 JUN 25 4 3:17
TALLAHASSEE, FLA.

PC400039612

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

N/A.

(must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

① ~~Amend~~ Article IX Board of Directors: David Winn is no longer an officer, owner or on the Board of Directors for Pegasus Media Inc. Traci Winn will be added to the board. ② David Winn is no longer President or Treasurer of Pegasus Media Inc. Jan Winn will now assume those positions. ③ David Winn has no Pegasus Media Inc. stock in his name, Jan Winn owns 49% Mervyn Moore owns 5% and Traci Winn owns 1% of Pegasus Media Inc.'s Voting Common Stock. Mervyn Moore x Mervyn Moore
Traci Winn x Traci Winn & Jan Winn x Jan Winn

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

David Winn, David Winn are in complete agreement and compliance with this amendment.

(continued)

The date of each amendment(s) adoption: 4/5/04 (all)

Effective date if applicable: 4/5/04
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 5th day of April, 2004.

X Signature

[Signature]
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Mervyn Moore
(Typed or printed name of person signing)

Vice President
(Title of person signing)

FILING FEE: \$35