

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1 800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAY -3 PM 1:10

JB 5/3/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<i>W</i>	_____	_____

WALK-IN Will Pick Up *5.3*

RE: *Pegasus Import & Export, Inc.*

C.C. FEE. DISBURSED

☒ Capital Express™
☒ Art. of Inc. File
____ Corp. Record Search
____ Ltd. Partnership File
____ Foreign Corp. File
☒ () Cert. Copy(s) **800001479378**
-05/03/95--01098--010
****122.50 ****122.50
____ Art. of Amend. File
____ Dissolution/Withdrawal
____ C U S-
____ Filitious Name File
____ Name Reservation
____ Annual Report/Reinstatement
____ Reg. Agent Service
____ Document Filing
____ Corporate Kit
____ Vehicle Search
____ Driving Record
____ Document Retrieval
____ UCC 1 or 3 File
____ UCC 11 Search
____ UCC 11 Retrieval
____ File No.'s, _____ Copies
____ Courier Service
____ Shipping/Handling
____ Phone () _____
____ Top Priority
____ Express Mail Prep.
____ FAX () _____ pgs.

SUBTOTALS _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
PEGASUS IMPORT & EXPORT, INC.**

The undersigned subscribed to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be: **PEGASUS IMPORT & EXPORT, INC.**

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the State of Florida and of the United States of America; except that it is not to conduct banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, or cemetery company, a building and loan association, mutual life insurance association, cooperative association, fraternal benefits society, state fair or exposition.

ARTICLE III - SHARES OF STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

1,000 shares @ \$1.00 par value

ARTICLE IV - DURATION

The Corporation is to have perpetual existence, commencing upon the filing of these Articles with the Department of State.

**ARTICLE V- REGISTERED OFFICE AND AGENTS
AND PRINCIPAL OFFICE**

The address of the Corporation's initial registered office and the name of its initial registered agent at such address are as follows: Gary D. Malfeld, Esquire, at 2600 Douglas Road, Suite 905, Coral Gables, Florida 33134. The initial address of the principal office: 420 South Dixie Highway, Suite 2B, Coral Gables, Florida 33146.

ARTICLE VI - RESIDENT AGENT

Pursuant to the provisions of Section 48.091, Florida Statutes, the following is the designation of the Resident Agent on whom service of process may be made: Gary D. Malfeld, Esquire

ARTICLE VII - DIRECTORS

This Corporation shall have 1 director (s) initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the Stockholders.

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the Members of the First Board of Directors who shall hold office until his successors are elected and qualified, is as follows:

NAME	ADDRESS
Jaap Schipper	Kasimpati Sok No. 9, Tarabya, Istanbul, Turkey

ARTICLE IX - INCORPORATORS

The name (s) and address (es) of the person (s) signing these Articles of Incorporation as Incorporator (s) is:

NAME	ADDRESS
RENGIN BAKKAL	Fulya Mah, Mehmetcik Sok 42/17, Mæcidiyekoy - Istanbul, Turkey

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment sha'll be approved by the Board of Directors, proposed by them to the Stockholders, and approved at the Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI - REGULATION OF BUSINESS

The following additional provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and to create, define, limit, and regulate the powers of the corporation, and the shareholders:

A. If the by-laws of the corporation so provide, any meeting of the shareholders may be held either within or without the State of Florida and the books and records of the corporation may be kept at such place or places outside the State of Florida as may be designated, at any time, or from time to time, by the shareholders, unless otherwise provided by the laws of Florida.

B. No contract or other transaction between the Corporation

and one or more of its shareholders are directors or officers, or are financially interested shall be either void or voidable because of such relationship or interest or because such shareholder or shareholders are present at the meeting which authorizes, approves, or ratifies such contract or transaction, or because his or their votes counted for such purpose if:

The fact of such relationship or interest is disclosed or known to the shareholders which authorize, approve or ratify the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested shareholders; or
The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the shareholders.

Such common or interested shareholders may be counted in determining the presence of a quorum at a meeting of the shareholders which authorizes, approves or ratifies such contract or transaction.

C. The stock in the corporation is issued pursuant to the provisions of Section 1244 of the Internal Revenue Code.

D. In the event a certificate of stock is lost, stolen or destroyed, the corporation may issue a replacement certificate without requiring the surrender of the certificate for cancellation, provided that the shareholder in whose name the certificate was registered shall provide an affidavit setting forth the circumstances under which such certificate was lost, stolen or

destroyed, and provided said shareholder agrees in writing to indemnify and hold the corporation harmless from and against any and all claims, actions, and suits, whether groundless or otherwise, and from and against any and all liabilities, losses, damages, costs, charges, counsel fees, and other expenses, of every nature and character, which the corporation at any time shall or may sustain or incur by reason of any claim or demand which may be made as a result of the issuance of such new certificate.

E. The corporation and the holders of a majority or more of the shares of the corporation shall have the power to enter into an agreement restricting or limiting the sale, transfer, assignment, pledge, or hypothecation of the shares of the corporation or any part thereof. If at any time the holders of a majority or more of the shares of the corporation shall enter into an agreement restricting or limiting the sale, transfer, assignment, pledge or hypothecation of shares of the corporation or any part thereof to which agreement the corporation shall become a party, the corporation shall thereupon observe and carry out on its part the terms of any such agreement and shall refuse to recognize any sale, transfer, assignment, pledge or hypothecation of any of the shares covered by such agreement, unless the same be in conformity with the terms and conditions of such agreement provided that a copy of such agreement be filed in the principal office of the corporation, and provided further that notice of the existence of such provision be noted conspicuously on the face or back of each and every certificate of shares subject to the terms


and conditions of any such agreement.

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

ARTICLE XII - PRE-EMPTIVE RIGHT

Every stockholder shall on the sale for cash of any new stock of the same class as that which he already holds, have the right to purchase his pro-rata share thereof (as nearly as may be done without issuances of fractional shares) at the price at which it is offered to others.

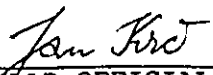
IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 26th day of April, 1995.


RENGIN BAKKAL, Incorporator

EMBASSY OF THE UNITED STATES OF AMERICA)
CONSULATE)ss
ISTANBUL, TURKEY)

BEFORE ME, the undersigned authority, personally appeared, Rengin Bakkal Jan Krc, well known to me to be the person who subscribed to these Articles of Incorporation, who, after being duly sworn, acknowledged before me that he/she executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

SWORN TO AND SUBSCRIBED before me, this 26th day of April of 1995.


CONSULAR OFFICIAL

Seal:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
PERSON UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 607.034 Florida Statutes, the following is submitted in compliance with said Act:

THAT PEGASUS IMPORT & EXPORT, INC.-----
desiring to organize under the laws of the State of Florida has named GARY D. Malfeld, whose office is located at 2600 Douglas Road, Suite 905, Coral Gables, Florida 33134, as its agent to accept service of process within the State.

ACKNOWLEDGEMENTS:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida, on this 2nd day of May, 1995.

By: Gary D. Malfeld
Resident Agent