

P95000089315

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June 25, 2001

VIA FEDERAL EXPRESS

FLORIDA DEPARTMENT OF STATE
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: The Pegasus Global Corporation

Gentlemen:

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-06/27/01--01011--004
*****78.75 *****78.75

Enclosed please find the original and a duplicate of Articles of Amendment to the Articles of Incorporation of The Pegasus Global Corporation, a Florida corporation (Document Number 95000089315).

After examination, please file the original of the Articles of Amendment and return the duplicate to the undersigned duly certified to show the date of filing.

Also enclosed is this firm's check in the amount of \$78.75 to cover the following:

Filing Fee	\$70.00
Certified Copy Fee	\$ 8.75

op \$35

Of course, if there are any questions concerning the enclosed Articles of Amendment, please contact the undersigned collect at 863/284-2213 in Lakeland.

Thanking you for your usual cooperation, I am

Yours very truly,

Robert J. Bertrand

Robert J. Bertrand

RJB/mcd
Enclosures

xc: The Pegasus Global Corporation
Stephen W. Baylis, C.P.A.



③ AMEND
\$35
6/28

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
THE PEGASUS GLOBAL CORPORATION

FILED
01 JUN 27 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Article 4, entitled Capital Stock, of the Articles of Incorporation of THE PEGASUS GLOBAL CORPORATION, a Florida corporation (Document Number P95000089315) is hereby amended in its entirety to read as follows:

"4. Capital Stock.

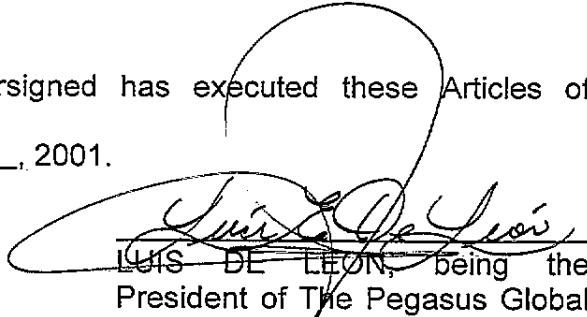
The aggregate number of shares of stock that the corporation shall have the authority to issue is 60,000 shares of common stock, of which 50,000 shares shall be designated Class A common shares with a par value of \$1.00 per share (referred to herein as the "Class A Common Stock") and of which 10,000 shares shall be designated Class B common shares with a par value of \$1.00 per share (referred to herein as the "Class B Common Stock"). The consideration to be paid for each share shall be as fixed by the board of directors and may take the form of cash, property, interests in property or any other form deemed satisfactory to the board of directors if, in the judgment of the board of directors, such consideration has a value equivalent to or greater than the full par value of the shares.

The Class A Common Stock and the Class B Common Stock shall each have the same preferences, limitations and relative rights **(including, without limitation, identical rights to distribution and liquidation proceeds)** with the sole exception that only shares of the Class A Common Stock shall have voting rights and no shares of the Class B Common Stock shall have voting

rights. All shares of the Class B Common Stock shall be plainly stamped "Non-Voting". The holders of the shares of the Class B Common Stock shall not be entitled to notice of any meetings of shareholders and shall not be entitled to vote upon any matter whatsoever which may be presented and decided upon at any meeting of the shareholders. However, the record holders of shares of the Class B Common Stock shall be entitled to participate share for share with the record holders of shares of the Class A Common Stock in any dividends or distributions in liquidation which may hereafter be declared and paid or otherwise made by the corporation."

2. The foregoing amendment was adopted by the unanimous written consent of all of the Shareholders and all of the Directors of this Corporation effective as of May 1, 2001.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 18 day of JUNE, 2001.


LUIS DE LEON, being the
President of The Pegasus Global
Corporation

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Amendment were acknowledged before me this 22 day of June, 2001, by Luis DeLeon, being the President of The Pegasus Global Corporation, a Florida corporation, on behalf of said corporation.


NOTARY PUBLIC,
State of Florida at Large

Amanda A. Banker
(Print Name)

My Commission Expires:

(AFFIX SEAL)

