

P9100000-16972

PEGASUS SOFTWARE CORPORATION

March 24, 1996

Florida Department of State
Office of Corporations
Tallahassee, Florida

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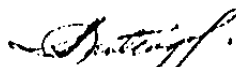
Dear sir or madam:

Enclosed for filing with your office are the Articles of Incorporation of this company, together with a copy thereof and a check for one hundred and twenty two dollars and fifty cents, which should cover your fees. We will greatly appreciate receiving the copy of the filed document stamped by your office to acknowledge receipt and, in due time, the pertinent certification.

We take advantage of this letter to inform you that the Resident Agent for the corporation will be Angelica Ortiz-Santiago, whose mailing address is 1051 NW 96th Terrace, Pembroke Pines, Florida 33024.

Thank you.

Cordially,



Jose A. Santiago

Jose A. Santiago, Jr.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
25 JUN -1 11:10:42

Angelica Santiago GAVE
AUTHORIZATION BY PHONE TO
CORRECT R.A. Address
DATE 6/4/96
DOC. EXAM. CF

789-615-611-671
W96-10333

cf 6/4/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUN -6 AM 10:42

May 15, 1996

PEGASUS SOFTWARE CORPORATION
ATTN: JOSE A. SANTIAGO, JR.
1051 N.W. 96TH TERRACE
PEMBROKE PINES, FL 33024

SUBJECT: PEGASUS SOFTWARE, INC.
Ref. Number: W96000010333

We have received your document for PEGASUS SOFTWARE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 596A00024068

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUN -6 7:10:42

**ARTICLES OF INCORPORATION
OF
PEGASUS SOFTWARE, INC.**

Pembroke Pines, Florida

1996

ARTICLES OF INCORPORATION

OF

PEGASUS SOFTWARE, INCORPORATED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUN -4 AM 10:42

We the undersigned, being of legal age, do hereby sign these presents for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE ONE

The name of the corporation shall be Pegasus Software, Inc.

ARTICLE TWO

The nature of the business, the objects and purpose of the business to be transacted are to do any and all of the things mentioned herein, as fully and to the same extent as natural persons could, to wit, the development, by itself or by persons under contract to it, of software to be marketed to the public in general or to distributors. The corporation shall engage in any and all things necessary and pertaining thereto and further enabling it to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

The corporation shall be authorized to build, construct and alter houses, buildings and structures of any kind or nature; to develop real property generally; to purchase, manufacture, acquire, hold, own, lease, sell, assign, transfer, invest in, deal in goods, wares, merchandise, real and personal property of every kind and description.

It further will be authorized to conduct all types of business and operations; to have one or more offices, in Florida, outside of Florida, in the United States, its territories or possessions or in Puerto Rico, without restrictions in any.

The Corporation shall engage in, render, or carry on any service or other business as principal or agent, with powers to let contracts for any such service or product and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any of the purposes of this Corporation.

The Corporation will be authorized to acquire by purchase or other wise, for investment or resale and to own, improve, operate, subdivide, lease, mortgage, sell and otherwise deal in, for cash or credit, by conveyance, agreement for deed or other lawful instrument, real estate or mixed property located in the State of Florida or elsewhere, and, generally, to deal in and traffic as owner or agent

In real estate, personal and mixed property, and any interest or estate therein, and to create, own, lease, sell operate or deal in freehold and leasehold estates of any nature and to be investor in real, mixed or personal property; to grant, sell and otherwise deal in franchises and licenses.

The company may factor, lend or borrow money, be a surety and execute and deliver, accept, take and receive notes, bonds, debentures and other evidences thereof and to execute payment in any form that is legally available.

The corporation additionally will be empowered to act as agent, broker, or attorney in fact for any persons, firms or corporations in buying, selling and dealing in real or personal property or services of any nature and in managing and conducting any legal actions, proceedings or business relating to any of the purposes herein mentioned or referred to.

The company may acquire, hold, undertake and fully exploit the good will, property, rights, franchises, assets of all kinds and the liabilities of any person, firm, association or corporation, either wholly or partly and to pay for the same in cash, stocks or bonds of the company or otherwise.

Further, the corporation will be authorized to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks and any license or other interest therein and thereunder;

The corporation also will be able to purchase, subscribe for and otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of or turn to account or realize upon as owner, agent, broker or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidencing shares of or interest in common law trusts or beneficial interests in trusts, mortgages, contracts and other instruments, securities and rights; to investigate and to report with respect to; and to undertake, carry on, aid assist or participate in the organization, liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations to institute, participate in or promote commercial merchandise financial and industrial enterprises and operations;

The corporation shall be empowered to borrow money and contract debts when necessary in the purchase and acquisition of real, personal and intangible property, business rights or franchises or for additional working capital or for any other object in or about its business or affairs, without limit as to amount and to secure the payment of money in any lawful manner;

The corporation may enter into any partnership, limited or general, as a limited or general partner, or both, and into any other arrangement for profit-sharing, union or interest, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, to carry on any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this Corporation.

The corporation may further purchase, hold, sell and transfer shares of its own capital stock, subject,

however, to such limitations as may be provided by law, Capital stock owned by the corporation shall not be voted on directly or indirectly, nor counted as outstanding for the purpose of any stockholders' quorum or vote.

In general, the corporation may do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers named herein or which shall at any time appear conducive or expedient for the benefit or protection of the Corporation, either as holders of or interested in any property or otherwise;

The corporation may exercise all of the powers which are now or may hereafter be conferred upon corporations generally by the laws of the State of Florida.

ARTICLE THREE

The capital stock authorized will be SIX HUNDRED shares of common stock, valued at ONE DOLLAR per share.

ARTICLE FOUR

The amount of capital with which this corporation shall commence operations shall not be less than SIX HUNDRED DOLLARS (\$600.00).

ARTICLE FIVE

This Corporation shall exist perpetually unless dissolved sooner according to law.

ARTICLE SIX

The initial street address and the principal place of business of the corporation shall be at 1051 NW 96th Terrace, Pembroke Pines, Florida 33024.

ARTICLE SEVEN

The number of Directors of this Corporation shall be not less than three nor more than five. The Initial Board of Directors shall be comprised of three members.

ARTICLE EIGHT

The names and addresses of the individuals who will act as directors until the first annual meeting of the stockholders or until their successors are elected, shall be:

Name	Address
Jose Alberto Santiago	1051 NW 96th Terrace, Pembroke Pines, FL

Jose Alberto Santiago, Jr. 9630 NW 10th Street, Pembroke Pines, FL

ARTICLE 9

The names and addresses of the persons signing these Articles of Incorporation as Subscribers and the number of shares that each has agreed to purchase are as follows:

Name	Address	Shares
Jose Alberto Santiago	1051 NW 96 th Terrace, Pembroke Pines, FL	
Jose Alberto Santiago Jr.	9630 NW 10 th Street, Pembroke Pines, FL	

ARTICLE 10

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote.

ARTICLE 11

The address of the registered office of this Corporation shall be 1051 NW 96th Terrace, Pembroke Pines, Florida 33024.

ARTICLE 12

The Corporation has designated as its Resident Agent Mrs. Angelica Ortiz-Santiago, who is a resident of the State of Florida and whose address is the same as the registered office of the Corporation.

IN WITNESS THEREOF, we, the undersigned, being the original subscribers to the capital stock hereinabove name and for the purpose of forming a corporation pursuant to the corporation laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts stated herein re true and agree to take the number of shares of stock hereinabove set forth above and, accordingly, have hereunto set our hands and seals, this 27th day of February, 1996, in the city of Pembroke Pines, County of Broward, State of Florida.


Jose Alberto Santiago


Jose Alberto Santiago Jr.

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority personally appeared Messrs Jose Alberto Santiago, Jose Alberto Santiago Jr., to me well known to be the person named in and who executed the same for the purposes expressed therein.

IN WITNESS THEREOF, I have hereunto affixed my hand and official seal in the city of Pembroke Pines, County of Broward, State of Florida, this 6th day of the month of May, 1996.

Place your stamp here.


Notary Public

MAGARET FRANZEN
Notary Public, State of Florida
My Comm. Expires Apr. 14, 1998
No. CC 384400
Bonded Thru Official Notary Service

PEGASUS SOFTWARE CORPORATION

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DIVISION OF CORPORATIONS

96 JUN -6 AM 10:42

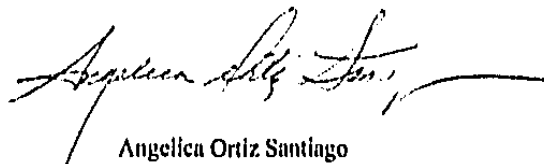
May 22, 1996

Florida Department of State
Office of Corporations
Tallahassee, Florida

Dear Sir or Madam:

This is to inform you that Mrs. Angelica Ortiz Santiago a resident in 1051 NW 96TH TER. in the City of
Pembroke Pines in the County of Broward Florida has accepted the job and responsibilities as our resident
agent for Pegasus Software.

Sorry for the delay
We remain at your service.



Angelica Ortiz Santiago



Jose A. Santiago, Jr.



Jose A. Santiago, Sr.