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(954) 463-7900

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-02/05/97--01131--017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

January 30, 1997

DANA CALLOWAY  
c/o Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

FILED  
97 JAN 31 PM 6:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Dana:

Thank you, in advance, for offering to get my papers filed immediately. Enclosed please find the information required to file for incorporation on behalf of "PEGASUS SYSTEMS, INC." and "C SQUARED STUDIOS, INC.." Additionally you will find a check in the amount of \$70.00 (each) made out to the State.

I would also request that you telephone me with the confirmation of our filing. Thank you, for all your assistance and, in advance, for your immediate attention to this matter. I am,

Sincerely yours,

  
David J. Kapper, Esq.



ARTICLES OF INCORPORATION  
OF  
PEGASUS SYSTEMS, INCORPORATED

FILED  
97 JAN 31 PM 6:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of the corporation shall be:  
**PEGASUS SYSTEMS, INCORPORATED**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be :  
**6601 NW 14TH STREET, SUITE 2, PLANTATION, FLORIDA 33313**

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have  
outstanding at any one time is:  
**ONE THOUSAND (1000) SHARES AT \$1.00 PAR VALUE**

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:  
**MICHAEL D. KIRKOVICH, whose address is;**  
**6601 NW 14TH STREET, SUITE 2, PLANTATION, FLORIDA 33313**

ARTICLE V: INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation  
is:  
**MICHAEL D. KIRKOVICH, whose address is;**  
**6601 NW 14TH STREET, SUITE 2, PLANTATION, FLORIDA 33313**

The undersigned incorporator has executed these Articles of Incorporation this  
30<sup>th</sup> day of JANUARY, 1997.



**MICHAEL D. KIRKOVICH - INCORPORATOR**

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, 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 SYSTEMS, INCORPORATED.**
  
2. The name and address of the registered agent and office is:  
**MICHAEL D. KIRKOVICH, whose address is;  
6601 NW 14TH STREET, SUITE 2, PLANTATION, FLORIDA  
33313**

*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.*

  
\_\_\_\_\_  
**MICHAEL D. KIRKOVICH - INCORPORATOR**

1/30/97  
DATE

FILED  
97 JAN 31 PM 6 45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA