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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP -8 AM 10:04

Requestor's Name  
-om: HARRY LEBON  
9425 N.W. 46ST.  
MIAMI FL. 33351  
City/State/Zip Phone #

Office Use Only

Sunrise, FL 33351  
CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Peppers Publishing Production Inc.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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**ARTICLES OF INCORPORATION OF PEGASUS PUBLISHING  
PRODUCTION INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a corporation for profit under the chapter 607 of the Florida Statutes.

**Article 1 - NAME**

The name of the Corporation is **PEGASUS PUBLISHING PRODUCTION INC.**, ( hereinafter, "Corporation " ).

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the UNITED STATES and of the State of Florida .

**ARTICLE 3 -PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 9425 NW. 46 St . Sunrise Fl. 33351 and the mailing address is the same .

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is Harry LeBon whose address shall be the same as the principal office of this Corporation.

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be :

President : Harry LeBon

Vice-President : Alfred Dauphin

Secretary : Alfred Dauphin

Treasurer : Harry LeBon

Whose address shall be the same as the principal office of the Corporation .

## ARTICLE 6 - DIRECTOR(S)

The Director(s ) of the Corporation shall be :

Harry LeBon

Alfred Dauphin

Whose addresses shall be the same as the principal office of the Corporation .

## ARTICLE 7 - CORPORATE CAITALIZATION

7.1 The Maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE THOUSAND ( 1000 )** shares of common stock, each share having a par value of **ONE DOLLAR ( \$1.00 )**

7.2 No Holder of shares of stock of any class shall have any preemptive right to subscribe to purchase any additional shares of any class, or any bonds or convertible securities of any nature;provided, however, the **BOARD OF DIRECTOR(S)** may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the **BOARD OF DIRECTOR(S)** may deem advisable in connection with such issuance .

7.3 **THE BOARD OF DIRECTOR(S)** of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities, for such consideration as the **BOARD OF DIRECTOR(S)** may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation .

7.4 The **BOARD OF DIRECTOR(S)** of the Corporation may , by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock .

#### **ARTICLE 8 - SUB- CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended .

8.1 The share holders of this Corporation may elect and if elected, continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the share holders of the Corporation unanimously agree otherwise in writing .

8.2 After this Corporation has elected to be an S Corporation , none of the shareholders of this Corporation, without the written consent of the shareholders of this Corporation shall take any action , or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended .

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend :

" The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under the Sub-chapter S of the Internal revenue Code of 1986, as amended . "

#### **ARTICLE 9 - SHAREHOLDERS 'RESTRICTIVE AGREEMENT**

All of the shares of this Corporation may be subject to a shareholders' agreement containing numerous restrictions on the right of shareholders of the Corporation and transferability of the shares of stock of the Corporation .

A copy of the principal shareholders 'agreement if any, is on file at the principal office of the Corporation .

#### **ARTICLE 10 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law of these articles of Incorporation.

#### **ARTICLE 11 - TERM OF EXISTENCE**

This corporation shall have perpetual existence .

#### **ARTICLE 12 - REGISTERED OWNER(S)**

The Corporation, to the extend permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof .

#### **ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT**

The Initial address of the registered office of this Corporation is 9425 NW. 46 Street Sunrise Florida 33351 The name and address of the registered agent of this Corporation is Harry LeBon 9425 NW. 46 STREET SUNRISE FL. 33351 .

#### **ARTICLE 14 - BY LAWS**

The Board of Director(s) of the Corporation shall have power, without the assent vote of the shareholders, to make alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws .

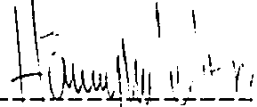
**ARTICLE 15 - EFFECTIVE DATE**

These articles of incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida .

**ARTICLE 16 - AMENDMENT**

The Corporation reserves the right to amend, alter . change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, or to add any provision to these Articles of Incorporation, or any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any Amendment hereto are granted subject to this reservation .

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida , this 29th day of August 1997 .

  
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Harry LeBon Incorporator

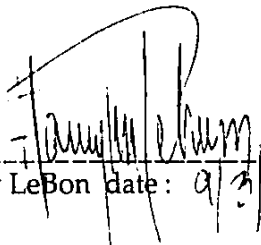
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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES  
OF INCORPORATION**

Harry LeBon, having a business office at 9425 NW, 46 St. identical address with the office of the Corporation named PEGASUS PUBLISHING PRODUCTION INC. and having been designated as the Registered Agent in the Articles of Incorporation. is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

By

  
Harry LeBon date: 9/3/97