

LAW OFFICES
GLASSBERG & GLASSBERG, P.A.

1570 MADRUGA AVENUE
SUITE 211
CORAL GABLES, FLORIDA 33146

DAVID M. GLASSBERG
LORI H. GLASSBERG

OF COUNSEL:
ROBERT C. BIEGEN
LAWRENCE EVANS
JAMES NEAL HUTCHINSON, JR.

(305) 669-9535
FAX (305) 669-0804

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February 3, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-02/05/99-01081--005
*****35.00 *****35.00

RE: COORDINATED ACQUISITION II, INC.

Gentlemen:

Enclosed please find two (2) copies of the Articles of Amendment of COORDINATED ACQUISITION II, INC. Also, enclosed please find our check in the amount of thirty-five (\$35.00) dollars made payable to the Secretary of State for filing fees of the above-mentioned amendment.

Should you have any questions with regard to the enclosed, please do not hesitate to contact the undersigned at (305) 669-9535.

Very truly yours,

David M. Glassberg
For the Firm

DMG/bac

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
OF
COORDINATED ACQUISITION II, INC.

Pursuant to Florida Statutes, the following is submitted:

1. The name of this organization is:

COORDINATED ACQUISITION II, INC.

2. The Articles of Incorporation are amended by striking the name COORDINATED ACQUISITION II, INC. from Article I and inserting in place thereof the following:

ARTICLE I - NAME

The name of this organization shall be:

PEGASUS HOLDINGS, INC.

3. The foregoing amendment was adopted by a unanimous vote of the members of the Board of Directors present at the Board of Directors meeting, pursuant to Florida Statutes, on the 3rd day of February, 1999.

4. The foregoing amendment was adopted by a unanimous vote of the Stockholders present at the Board of Directors meeting, pursuant to Florida Statutes, on the 3rd day of February, 1999.

5. There are no other Stockholders or Directors entitled to vote on this amendment.

IN WITNESS WHEREOF, the undersigned President, Secretary and Sole Stockholder of this Corporation has executed these Articles of Amendment this 3rd day of February, 1999.


ALFRED E. TAULE, President and
Secretary

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me the day and year last above written by ALFRED E. TAULE (personally known), President and Secretary of the above-named Florida corporation, on behalf of the Corporation.



David M. Glassberg
MY COMMISSION # CC770028 EXPIRES
December 25, 2002
Notary Public, State of Florida
BONDED THROUGH CYBER INSURANCE, INC.

My Commission expires: