

P98000100633

November 21, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 30 AM 11:46

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200002698162--9
-11/30/98--01136--004
****122.50 *****78.75

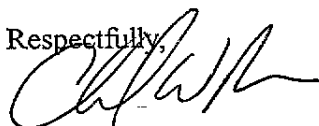
IN RE: Pegasus Innovation Group, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the subject corporation, along with a check for the necessary fees. Please record same and return the issued State Charter or other Certification to my attention. A certified copy is not required at this time. Should you require anything further, please feel free to contact me at 407-330-0991.

Thank you for your assistance and attention in this matter.

Respectfully,



CHARLES W. RUSSO

Enclosures

R. CHESSEB DEC 3 1998

**ARTICLES OF INCORPORATION
FOR A CORPORATION FOR PROFIT**

Pursuant to the provisions of sections 607.0501 or 617.0501, 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.

A. NAME AND ADDRESS OF THIS CORPORATION:

**PEGASUS INNOVATION GROUP, INC.
520 MAIN STREET
LAKE HELEN, FLORIDA 32744**

AUTHORIZED SHARES, MAXIMUM NUMBER AND PAR VALUE PER SHARE:

One thousand shares (1000) at One Dollar (\$1.00)

C. INCORPORATOR/INITIAL DIRECTOR/REGISTERED AGENT

**CHARLES W. RUSSO
325 SECRET WAY COURT
CASSELBERRY, FLORIDA 32707**

D. The Articles of Incorporation for this Corporation are set forth on the reverse hereof and are incorporated herein by reference.

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.



INCORPORATOR/REGISTERED
AGENT and INITIAL DIRECTOR

DATE: 11-21-98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 30 AM 11:46

ARTICLE 1: AUTHORIZED SHARES OF STOCK

All or any portion of the stock of this Corporation may be issued for cash, property, services, or rights, or any other thing having value at least equal to the full value of the stock being issued. Neither promissory notes nor future services shall constitute part or full payment for the issuance of such shares. All issued shares shall be fully paid and non-assessable as though fully paid for in cash. The shareholders shall be the judges of the value of their property, rights, etc., exchanged for the subject shares and their judgment shall be conclusive. The stockholders shall have the right to increase the amount of authorized shares, either with or without nominal or par value and to provide the designation, preference, voting power of, and any other restrictions on the same.

ARTICLE 2: CORPORATE PURPOSES AND POWERS

This Corporation shall have all powers conferred upon such corporations by the State of Florida as amended from time to time and may engage in any business or activity allowed by law.

ARTICLE 3: CORPORATE COMMENCEMENT AND EXISTENCE

This Corporation shall exist in perpetuity, and shall commence on the date of execution of these Articles if the same shall be filed with the Secretary of the State of Florida within five (5) days of said execution. If the Articles are not filed within five (5) days of execution, then the Corporation shall commence on the date filed with the Secretary of the State of Florida.

ARTICLE 4: STATED CAPITAL

The stated capital of this Corporation shall be the sum of the par value of all shares having par value that have been issued and not canceled. The amount of the consideration received by the corporation for all shares of this Corporation without par value that have been issued, except such part of the consideration thereof, that has been allocated to capital surplus in a manner permitted by law; and such amounts not included immediately above that had not been transferred to stated capital of this corporation, whether upon the issue of shares as a share dividend or otherwise, minus all deductions from the sums that have been effected in a manner by law.

ARTICLE 5: AMENDMENTS TO ARTICLES

Every amendment to the Articles shall be upon a majority vote of all shareholders entitled to vote a meeting called for such purposes.

ARTICLE 6: STOCKHOLDERS ACTING IN LIEU OF DIRECTORS

The following shall apply to stockholders acting in lieu of directors.

- (a) The business of this Corporation shall be conducted by the shareholders acting in lieu of a Board of Directors. The stockholders shall be deemed directors upon their purchase and the issuance of stock certificates by the Corporation. Any action required by law to be performed by directors shall be taken by the shareholders acting as directors.
- (b) The initial Director(s) shall hold the organizational meeting of this Corporation or otherwise certify that such was done and conducted.

- (c) Any action of the stockholders may be taken without a formal meeting of the same, provided that all shareholders entitled to vote sign such consent, as if such meeting had been held. The signed consent shall be deemed to be a unanimous vote of the shareholders.
- (d) By mutual consent, the shareholders may limit the transfer, pledging, devising, and bequeathing of the stock of this Corporation and all other matters permitted by law.
- (e) Treasury shares or other un-issued shares may be issued for securities of this Corporation convertible into a right to subscribe or acquire shares of this Corporation and containing such conditions or rights including permitting rights, as the shareholders may deem proper.
- (f) The shareholders of this Corporation may approve the reasonable charges and expenses of incorporating this Corporation, including all fees and costs and the reasonable expenses and compensation for the sale or underwriting of the shares of this Corporation. The same may be allowed to be paid out of the consideration received by the Corporation for the issuance of the shares without thereby impairing the fully paid and non-assessable status of such shares.

ARTICLE 7: OFFICERS

In addition to the shareholders, the business of this corporation shall be conducted by such officers as may be set forth in the by-laws of this Corporation.

-end-

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 30 AM 11:46