

RED HOT LAW GROUP OF ASHLEY LLC
CORPORATE AND TECHNOLOGY LAWYERS

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98 DEC 17 AM 10:35
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MICHAEL R. SIAVAGE

P98000104623

WRITER'S DIRECT DIAL NUMBER
(404) 638-3854

November 6, 1998

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

000002685870--4
-11/12/98-01063-020
*****78.75 *****78.75

Re: Articles of Incorporation of Pegasus Imaging Acquisition Corporation

Dear Sir or Madam:

To effect the incorporation of Pegasus Imaging Acquisition Corporation, we deliver to you herewith the following documents:

1. An original and one copy of the Articles of Incorporation of Pegasus Imaging Acquisition Corporation; and
2. A check in the amount of \$78.75 payable to the Florida Department of State to cover the incorporation fee.

We respectfully request that you file the Articles of Incorporation for Pegasus Imaging Acquisition Corporation. Please return to us a copy of the Articles of Incorporation stamped "Filed" and the Certificate of Incorporation. Please notify the undersigned at the above phone number if there are any questions about these documents or if any additional information is required.

Very truly yours,

Michael R. Siavage, Incorporator
for Red Hot Law Group of Ashley LLC

Enclosures

W98000025901
00789
02554
00611
02550



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 17, 1998

REORDER ITEM #:

~~MICHAEL R. SIAVAGE
950 PARK CENTRAL
2970 CLAIRMONT RD.
ATLANTA, GA 30329~~

Corporate Access, Inc.

*Corrected 12/17
NT ☺*

SUBJECT: PEGASUS IMAGING ACQUISITION CORPORATION
Ref. Number: W98000025901

We have received your document for PEGASUS IMAGING ACQUISITION CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of 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 (850) 487-6878.

Alan Crum
Document Specialist

Letter Number: 598A00055281

ARTICLES OF INCORPORATION
OF PEGASUS IMAGING ACQUISITION CORPORATION

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TALLAHASSEE, FLORIDA

I.

The name of the Corporation is: Pegasus Imaging Acquisition Corporation

II.

The mailing address of the initial principal office of the Corporation is:

Pegasus Imaging Acquisition Corporation
4522 Spruce Street
Suite 200
Tampa, FL 33607

III.

The Corporation shall have authority to issue 1,000,000 shares of common stock ("Common Stock"). Each share of Common Stock shall be identical in all respects and for all purposes and entitled to one vote in all proceedings in which action may or is required to be taken by shareholders of the Corporation; participate equally in all dividends payable with respect to Common Stock, as, if, and when declared by the Board of Directors of the Corporation; and share ratably in all distributions of assets of the Corporation in the event of any voluntary or involuntary liquidation, or winding up of the affairs of the Corporation or any other distribution of assets, rights, or property.

IV.

The initial registered office of the Corporation shall be NRAI Services, Inc., 526 E. Park Avenue, Tallahassee, FL 32301.

V.

The name and address of the incorporator is:

Michael R. Siavage
Red Hot Law Group of Ashley LLC
950 Park Central
2970 Clairmont Road
Atlanta, GA 30329

VI.

No director shall have any personal liability to the Corporation or to its shareholders for monetary damages for breach of duty of care or other duty as a director, by reason of any act or omission occurring subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of a director for (a) any appropriation, in violation of his duties, of any business opportunity of the Corporation; (b) acts or omissions which involve

intentional misconduct or a knowing violation of law; (c) liabilities of a director imposed by Section 14-2-832 of the Florida Business Corporation Code; or (d) any transaction from which the director derived an improper personal benefit.


VII.

Any action required by law or by the Bylaws of the Corporation to be taken at a meeting of the shareholders of the Corporation, and any action which may be taken at a meeting of the shareholders, may be taken without a meeting if a written consent, setting forth the action so taken, shall be signed by persons entitled to vote at a meeting those shares having sufficient voting power to cast not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote were present and voted. Notice of such action without a meeting by less than unanimous written consent shall be given within ten (10) days of the taking of such action to those shareholders of record on the date when the written consent is first executed and whose shares were not represented on the written consent.

VIII.

The Corporation shall have the power, acting through its Board of Directors, to make distributions of its assets to its shareholders out of its capital surplus and to repurchase its shares out of its unreserved and unrestricted capital surplus available therefor.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15th day of December, 1998.


Michael R. Siavage, Incorporator

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

PURSUANT TO THE PROVISIONS OF SECTION 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.

1. The name of the corporation is: Pegasus Imaging Acquisition Corporation

2. The name and address of the registered agent and office is:

NRAI Services, Inc.
Name

526 E. Park Avenue
Address

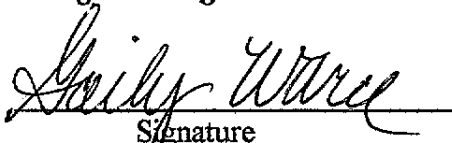
Tallahassee, FL 32301
City, State, Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

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.


Signature

Gaily Ward, Asst. Secy.

12/15/98

Date