

P98000104623



1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN

PICK UP 12/31/98

CERTIFIED COPY

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FILING Merger

1.) Pegasus Imaging Acquisition Corporation
(CORPORATE NAME & DOCUMENT #)

2.) _____
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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1/7/98

SPECIAL INSTRUCTIONS

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

PEGASUS IMAGING CORPORATION, a nonqualified Delaware corp.

INTO

**PEGASUS IMAGING ACQUISITION CORPORATION, a Florida corporation,
P98000104623.**

File date: December 31, 1998

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 31, 1998

Corporate Access, Inc.

Tallahassee, FL

SUBJECT: PEGASUS IMAGING ACQUISITION CORPORATION
Ref. Number: P98000104623

We have received your document for PEGASUS IMAGING ACQUISITION CORPORATION and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 607.1101(3)(a), Florida Statutes provides that a plan of merger may set forth amendments to, or a restatement of the articles of incorporation of the surviving corporation. Therefore, if the articles of incorporation of the merging corporation will become the articles of incorporation of the surviving corporation, please add an exhibit titled Restated Articles of Incorporation which include the provisions of the restated articles currently in effect for the surviving corporation. If the registered agent is also changing, the signature of the new agent is required, along with a statement that he/she is familiar with and accepts the obligations of the position.

Please also attach an exhibit listing the names of the officers/directors and their addresses for the surviving corporation.

Please return 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) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 098A00061208

Corrected 1/6/99
**Must have the 31st file date*
Thanks.
CM

NONREC'D TO REGISTRATION

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OFFICE

**ARTICLES OF MERGER OF
PEGASUS IMAGING CORPORATION
WITH AND INTO
PEGASUS IMAGING ACQUISITION CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 31 PM 2: 29

Pursuant to Section 607.1101 et seq. of the Florida Corporation Code and Section 253 of the Delaware General Corporation Law, the undersigned corporations adopt the following Certificate of Articles of Merger:

FIRST: Pegasus Imaging Acquisition Corporation ("Subsidiary") is a corporation organized under the law of the State of Florida. Pegasus Imaging Corporation, a corporation organized under the laws of the State of Delaware ("Parent") owns all of the issued and outstanding shares of Pegasus Imaging Acquisition Corporation. Parent and Subsidiary desire to merge, with Subsidiary being the surviving corporation of the merger.

SECOND: The Agreement and Plan of Merger (the "Plan of Merger") is attached hereto and has been approved and adopted pursuant to Section 607.1103 of the Florida Corporation Code.

THIRD: Pursuant to Section 253(a) of the Delaware General Corporation Law, the Board of Directors of Parent adopted the resolutions set forth below on December 15, 1998:

RESOLVED, that Subsidiary, be merged with and into Parent corporation with the Subsidiary being the survivor of such merger.

RESOLVED, that the Board of Directors of the Corporation hereby adopts the Plan of Merger and the merger contemplated thereby.

RESOLVED FURTHER, that shareholders of the Parent shall receive, upon surrender of share certificates in Parent, share certificates in Subsidiary on a pro rata basis with their holdings in Parent.

FOURTH: Unanimous approval by the shareholders of Parent of the Board of Directors Resolution approving the merger was obtained on December 16, 1998.

FIFTH: Parent, as the sole shareholder of Subsidiary has waived, in writing, any right to receive a copy of the Plan of Merger.

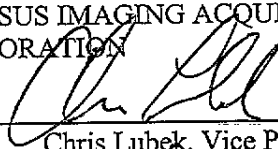
SIXTH: In accordance with Section 252(d) of the Delaware Corporation Code, Subsidiary agrees that it may be served with process in the State of Delaware in any proceeding for the enforcement of any obligation of Subsidiary, as well as for enforcement of any obligation of Subsidiary arising from this merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and hereby irrevocably appoints the Secretary of State of Delaware as agent of the Parent to accept service of process. A copy of any process served on the Secretary of State of Delaware with respect to Subsidiary shall be mailed to Parent at 4522 Spruce Street, Suite 200, Tampa, FL 33607, Attention: John A. Berlin.

SEVENTH: The effective date of the merger is December 31, 1998.

IN WITNESS WHEREOF, each of the parties hereto have executed this Certificate of Ownership and Merger this 29th day of December, 1998.

PEGASUS IMAGING ACQUISITION
CORPORATION

By: _____


Chris Lubek, Vice President

PEGASUS IMAGING CORPORATION

By: _____


Chris Lubek, Vice President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is made as of this 20th day of December, 1998 by and between PEGASUS IMAGING CORPORATION, a Delaware corporation (the "Parent" or the "Parent Corporation") and PEGASUS IMAGING ACQUISITION CORPORATION, a Florida corporation (the "Subsidiary" or the "Surviving Corporation").

BACKGROUND

Parent owns all of the issued and outstanding capital stock of Subsidiary. Parent and Subsidiary are hereinafter sometimes collectively referred to as the "Constituent Corporations". The Board of Directors of Parent has determined that it is advisable and for the benefit of each of the Constituent Corporations that the Parent be merged with and into the Subsidiary on the terms and conditions hereinafter set forth, and has adopted and approved this Plan of Merger.

SECTION 1. MERGER

Section 1.1. Merger. On the Effective Date (as hereinafter defined), the Parent shall be merged with and into the Subsidiary and the Subsidiary shall survive the merger (the "Merger"); the Merger shall in all respects have the effect provided for in the Florida Corporation Code and the Delaware General Corporation Law, and this Plan of Merger.

Section 1.2. Survivor. The Subsidiary (hereinafter sometimes referred to as the "Surviving Corporation") shall continue its corporate existence under the laws of the State of Florida.

Section 1.3. Effect of Merger. Without limiting the foregoing, on and after the Effective Date, the separate existence of the Parent Corporation shall cease, and, in accordance with the terms of this Plan of Merger, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public or private nature, of each of the Constituent Corporations; and all debts due on whatever account, including subscriptions to shares, and all other chose in action and all and every other interest of or belonging to or due to either of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all property, rights and privileges, powers and franchises and all and every other interest shall thereafter effectively be the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate, whether by deed or otherwise, vested in either of said Constituent Corporations, shall not revert or be in any way impaired by reason of this Merger. The Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of the Constituent Corporations. Any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon property of either of the Constituent Corporations shall be impaired by the Merger.

Section 1.4. Corporate Action. Prior to and from and after the Effective Date, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effectuate the Merger. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other actions are necessary, appropriate or desirable to vest in Surviving Corporation, according to the terms hereof, the title to any property or rights of the

Subsidiaries, the last acting officers of the Subsidiaries, or the corresponding officers of the Surviving Corporation, shall and will execute and make all such proper assignments and assurances and take all action necessary and proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan of Merger.

SECTION 2. TERMS OF TRANSACTION

Section 2.1. Conversion of Shares. Upon the Effective Date:

Each share of Parent Common Stock issued and outstanding immediately prior to the Effective Date shall, be surrendered and replaced pro rata by shares of Subsidiary Common Stock issued and outstanding immediately prior to the Effective Date.

Section 2.2. Directors and Officers. The persons who are directors and officers of the Parent immediately prior to the Effective Date shall continue as the directors and officers of the Surviving Corporation and shall continue to hold office as provided in the Bylaws of the Surviving Corporation until their successors are elected and qualified or their earlier resignation or removal.

Section 2.3. Charter and By-laws. From and after the Effective Date, the Articles of Incorporation of the Parent as in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law, except that Article I thereof shall be deleted, and in lieu thereof a new Article I shall be inserted as follows:

"I. The name of the Corporation is: Pegasus Imaging Acquisition Corporation."

From and after the Effective Date, the Bylaws of the Parent as in effect immediately prior to the Effective Date shall be the By-laws of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

Section 2.4. Effectiveness of Merger. Articles of Merger or a Certificate of Merger and, if required, this Plan shall be filed and recorded in accordance with the laws of the States of Florida and Delaware as soon as practicable. The Merger shall become effective on December 31, 1998 (said date is herein referred to as the "Effective Date").

Section 2.5. Termination. At any time prior to the filing and recordation of the Articles of Merger or Certificate of Merger with the Secretaries of State of Delaware and Florida, the Board of Directors of the Parent may terminate and abandon this Plan of Merger.

Section 2.6. Amendments. The Board of Directors of the Parent, prior to the Effective Date, may amend, modify and supplement this Plan of Merger in such manner as it may deem appropriate.

Section 2.7. Waiver of Notice; Dissenters Rights. Parent, as the sole shareholder of Subsidiary hereby waives its right to receive the Plan of Merger prior to the filing of the Articles of Merger or Certificate of Merger with the Secretaries of State of Florida and Delaware. The Parent is the sole shareholder of the Subsidiary, and Parent hereby waives any dissenters rights that it may have pursuant to the Merger.

SECTION 3. MISCELLANEOUS

Section 3.1. Counterparts. This Plan of Merger may be executed in counterparts, each of which when so executed shall be deemed to be an original but all of which together shall constitute one and the same instrument.

Section 3.2. Limitations. Except as otherwise provided in this Plan of Merger, nothing contained herein is intended, nor shall be construed, to confer upon or give any person, firm or corporation, other than the Constituent Corporations and their respective stockholder, any rights or remedies under or by reason of this Plan of Merger.

Section 3.3. Governing Law. This Plan of Merger and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, Parent has caused this Plan of Merger to be executed on its behalf and its corporate seal to be affixed hereto and the foregoing attested, all by its duly authorized officers, as of the date hereinabove first written.

PARENT:

**PEGASUS IMAGING ACQUISITION
CORPORATION**

By: _____

John A. Berlin, President

SUBSIDIARY:

PEGASUS IMAGING CORPORATION

By: _____

John A. Berlin, President

EXHIBIT A

RESTATED ARTICLES OF INCORPORATION
OF PEGASUS IMAGING ACQUISITION CORPORATION

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

EXHIBIT B

**Officers/Directors of
Pegasus Imaging Acquisition Corporation**

Sole Director and President (Sole Officer):

Mr. John A. Berlin
President
Pegasus Imaging Acquisition Corporation
4522 Spruce Street
Suite 200
Tampa, FL 33607