

RESTATED CERTIFICATE OF INCORPORATION

OF

[NAME], INC.

* * * * *

Pursuant to Sections 242, 245 and 303 of
the General Corporation Law of the State of Delaware

* * * * *

The undersigned, on behalf of [Name], Inc. (the "*Corporation*"), a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("*DGCL*"), does hereby certify as follows:

(1) The name of the Corporation is "[Name], Inc." The Corporation was originally incorporated under the name _____. The original certificate of incorporation was filed on _____.

(2) This Restated Certificate of Incorporation (the "*Restated Certificate*") of the Corporation is being effected pursuant to Sections 242, 245 and 303 of the General Corporation Law of the State of Delaware. The making and filing of this Restated Certificate has been authorized pursuant to the First Amended Joint Chapter 11 Plan of Pegasus Satellite Communications, Inc. and certain of its subsidiaries and affiliates, Case No. 04-20878 under Chapter 11 of the United States Bankruptcy Code, as confirmed by the United States Bankruptcy Court for the District of Maine, at a hearing on _____, 2005.

(3) This Restated Certificate restates, integrates and further amends the provisions of the certificate of incorporation of the Corporation.

(4) The text of the certificate of incorporation is amended and restated in its entirety as follows:

FIRST: The name of the Corporation is "[Name], Inc." (the "*Corporation*").

SECOND: The address of the Corporation's registered office in the State of Delaware is 103 Springer Building, 3411 Silverside Road, Wilmington, Delaware, 19810. The name of the Corporation's registered agent at such address is Organization Services, Inc., in the County of New Castle.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

FOURTH: (a) The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000), all of which shares shall be common stock having a par value, \$0.01 per share (the “**Common Stock**”).

(b) Common Stock. The powers, preferences and rights, and the qualifications, limitations and restrictions, of the Common Stock are as follows:

(1) (a) Voting. Except as otherwise expressly required by law or provided in this Restated Certificate, the holders of any outstanding shares of Common Stock shall vote together as a single class on all matters with respect to which stockholders are entitled to vote under applicable law, this Restated Certificate or the By-Laws of the Corporation, as amended from time to time, or upon which a vote of stockholders is otherwise called for by the Corporation. At each annual or special meeting of stockholders, each holder of record of shares of Common Stock on the record date for such meeting shall be entitled to cast one vote in person or by proxy for each share of the Common Stock standing in such holder's name on the stock transfer records of the Corporation on such record date.

(2) Dividends. Holders of shares of Common Stock shall be entitled to receive such dividends and other distributions in cash, stock or property of the Corporation when, as and if declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor.

(3) Liquidation. In the event of any liquidation, dissolution or winding up (either voluntary or involuntary) of the Corporation, the holders of shares of Common Stock shall be entitled to share equally, on a share for share basis, the assets and funds of the Corporation available for distribution, after payments to creditors. Neither the consolidation nor the merger of the Corporation with or into any other person, nor the sale, transfer or lease of all or substantially all of the assets of the Corporation shall itself be deemed to be a liquidation, dissolution or winding up of the affairs of the Corporation within the meaning of this Section (3).

(c) Nonvoting Equity Securities. The Corporation shall not issue any nonvoting equity securities to the extent prohibited by Section 1123 of Title 11 of the United States Code (the “**Bankruptcy Code**”) as in effect on the effective date of the Plan of Reorganization of the Corporation and certain of its subsidiaries and affiliates; provided, however, that this Section 4(c) (i) will have no further force and effect beyond that required under Section 1123 of the Bankruptcy Code, (ii) will have such force and effect, if any, only for so long as such section of the Bankruptcy Code is in effect and applicable to the Corporation,

and (iii) in all events may be amended or eliminated in accordance with such applicable law as from time to time may be in effect.

FIFTH: LIABILITY; INDEMNIFICATION (a) A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation therefor is not permitted under the DGCL as the same exists or may hereafter be amended. If the DGCL is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the DGCL, as so amended. Any repeal or modification of this paragraph by the stockholders of the Corporation or by changes in law, or the adoption of any other provision of this Restated Certificate inconsistent with this paragraph will, unless otherwise required by law, be prospective only (except to the extent such amendment or change in law permits the Corporation to further limit or eliminate the liability of directors) and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or amendment or adoption of such inconsistent provision with respect to any act or omission occurring prior to such repeal or amendment or adoption of such inconsistent provision.

(b) Any person who was or is made a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a ***“proceeding”***) by reason of the fact that such person or person for whom such person is a legal representative, is or was a director or officer of the Corporation, or is or was a director or officer of the Corporation serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust nonprofit entity or other enterprise, including service with respect to employee benefit plans (hereinafter a ***“Covered Person”***), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent, or in any other capacity while serving as a director, officer, employee or agent shall be indemnified and held harmless by the Corporation to the fullest extent authorized or permitted by applicable law, as the same exists or may hereafter be amended, against all expense, liability and loss (including, without limitation, attorneys’ fees, judgments, fines, ERISA excise taxes and penalties and amounts paid in settlement) reasonably incurred or suffered by such Covered Person in connection with such proceeding, and such right to indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall indemnify a Covered Person in connection with a proceeding (or part thereof) initiated by such Covered Person only if such proceeding (or part thereof) was authorized by the Board. The right to indemnification conferred by this Article FIFTH shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any such proceeding in advance of its final disposition.

(c) The rights conferred on any Covered Person by this Article FIFTH shall not be exclusive of any other rights which any Covered Person may have or hereafter acquire under law, this Restated Certificate, the By-laws of the Corporation, an agreement, vote of stockholders or disinterested directors or otherwise.

(d) Any repeal or amendment of this Article FIFTH by the stockholders of the Corporation or by changes in law, or the adoption of any other provision of this Restated Certificate inconsistent with this Article FIFTH, will, unless otherwise required by law, be prospective only (except to the extent such amendment or change in law permits the Corporation to provide broader indemnification rights on a retroactive basis than permitted prior thereto), and will not in any way diminish or adversely affect any right or protection existing at the time of such repeal or amendment or adoption of such inconsistent provision in respect of any act or omission occurring prior to such repeal or amendment or adoption of such inconsistent provision.

(e) This Article FIFTH shall not limit the right of the Corporation, to the extent and in the manner authorized or permitted by law, to indemnify and to advance expenses to persons other than Covered Persons.

SIXTH: The Corporation reserves the right to amend, alter change or repeal any provision contained in this Restated Certificate in any manner permitted by the DGCL, as amended from time to time, and all rights and powers conferred herein on stockholders, directors and officers, if any, are subject to this reserved power. Notwithstanding any other provision of this Restated Certificate (and in addition to any other vote that may be required by law), the affirmative vote of the holders of at least a majority of the voting power of the shares entitled to vote in an election of directors shall be required to amend, alter, change or repeal, or to adopt any provision as part of this Restated Certificate.

SEVENTH: In furtherance and not in limitation of the powers conferred upon it by law, the Board of Directors shall have the power to adopt, amend, alter or repeal the By-Laws. The By-Laws also may be adopted, amended, altered or repealed by the stockholders.

IN WITNESS WHEREOF, I have hereunto signed my name this ____ day of _____, 2005.

[NAME, INC.]

By: _____
Name:
Title: