

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
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800-342-8086

796000083992
CSC networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 114435 7117008

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : \$ 70.00

FILED
96 OCT 10 AM 9:13
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ORDER DATE : October 9, 1996

ORDER TIME . 9:06 AM

ORDER NO. : 114435

CUSTOMER NO: 7117008

700001970937

CUSTOMER: Mr. Glenn Smith
MR. GLENN A. SMITH

61 South Roscoe Road

Ponte Vedra Bea, FL 32082

DOMESTIC FILING

NAME: ACCESS POWER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

RECEIVED
96 OCT 10 PM 1:52
DIVISION OF CORPORATION

KR
10.11.96

FILED
960313 AM 9:13
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ACCESS POWER, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:
ACCESS POWER, INC.

The address of the principal office of this corporation shall be 61 South Roscoe Road, Ponte Vedra Beach, Florida 32082, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000,000 shares of common stock having no par value per share.

... .

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Glenn A. Smith	61 South Roscoe Road Ponte Vedra Beach, Florida 32082
Michael L. Pitts	108 Nautilus Lane Ponte Vedra Beach, Florida 32082

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on October 10, 1996.

Deborah D. Skipper
Incorporator
It's Agent, Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper
Authorized Service Representative
Corporation Service Company

TFR/dks

FILED
96 OCT 10 AM 9:13
TALLAHASSEE, FLORIDA

LAW OFFICES of
L. VAN STILLMAN

P96000083992

301 Yamato Road
Suite 1200
Boca Raton, Florida 33431
(561) 989-8400

May 23, 1997

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

400002191424--3
-05/27/97--01068--009
*****35.00 *****35.00

**RE: Access Power, Inc. (P96000083992)
Amendment to Article of Incorporation**

Dear Sir/Madam,

Enclosed please find original first amendment to the Articles of Incorporation for **Access Power, Inc.**, along with the required filing fee of \$35.00. Please forward the Certificate of Amendment to the above address.

Very truly yours,


L. Van Stillman, Esq.

LVS/ss

ENC.

FILED
97 MAY 27 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM
LVS
LVS

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ACCESS POWER, INC.**

97 MAY 27 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article III of the articles of incorporation of ACCESS POWER, INC. was amended by the corporation's board of directors on May 23, 1997. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 607.0602.


1. The name of the corporation is **ACCESS POWER, INC.**
2. Article III of the articles of incorporation of **ACCESS POWER, INC.** was amended as follows:

ARTICLE III. CAPITALIZATION

The total number of shares of capital stock which the Corporation has the authority to issue in fifty million (50,000,000). The total number of shares of common stock which the Corporation is authorized to issue is forty million (40,000,000) and the par value of each share of such common stock is one-tenth of one cent (\$.001) for an aggregate par value of forty thousand dollars (\$40,000). The total number of shares of preferred stock which the Corporation is authorized to issue is ten million (10,000,000) and the par value of each share of such preferred stock is one-tenth of one cent (\$.001) for an aggregate par value of ten thousand dollars (\$10,000). The voting powers, designations, preferences and relative, participating, optional or other rights, if any, and the qualifications, limitations or restrictions, if any, of the preferred stock, in one or more series, shall be fixed by one or more resolutions providing for the issuance of such stock adopted by the Corporation's board of directors (the "Board of Directors"), in accordance with the provisions of the General Corporation Law of the State of Florida and the Board of Directors is expressly vested with authority to adopt one or more such resolutions.

3. The foregoing amendment to articles of incorporation was duly adopted by the board of directors on May 23, 1997.

In witness whereof, the undersigned Director of this corporation has executed these articles of amendment on May 23, 1997.


Glenn A. Smith, Chairman