

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


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-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

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

FILED
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.

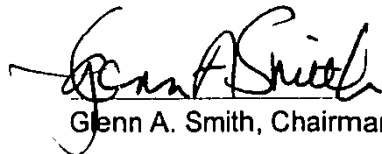
1. The name of the corporation is **ACCESS POWER, INC.**
2. Article III of the articles of incorporation of **ACCESS POWER, INC.** was amended as follows:

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