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Advanced Communications™

September 28, 1999

Florida Department of State
Division of Corporations
409 East Gaines St.
Tallahassee, Florida 32314

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*****43.75 *****43.75

Dear Sir or Madam:

Please find enclosed an amendment to the articles of incorporation for Access Power Inc.

Enclosed also please find a check for \$43.75, \$35 for the fee and \$8.75 to have a certified copy returned to our office. It is our desire to have this filed upon your receipt and no later than the end of September 1999.

Thanks for your assistance. Please call if you have any questions, 904.273.2980.

Regards,

Maurice Matovich
Chief Operating Officer
Access Power, Inc.

Amend

FILED
99 SEP 30 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. LEWIS SEP 30 1999

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

FILED
99 SEP 30 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

I.

The name of the corporation is Access Power, Inc. (hereinafter referred to as the "Corporation").

II.

The Corporation's Articles of Incorporation are amended by adding at the end of Article III the following:

"SERIES B CONVERTIBLE PREFERRED STOCK"

Series B Convertible Preferred Stock. There is established within the Corporation's authorized Preferred Stock a series to be designated "Series B Convertible Preferred Stock" consisting of four thousand (4,000) shares (the "Series B Preferred Stock") and having the powers, preferences and other rights and the qualifications, limitations and restrictions set forth herein. The following is a statement of the powers, designations, preferences, privileges, rights, qualifications, limitations and restrictions of the Series B Preferred Stock:

1. Dividends; Other Distributions. The holders of the Series B Preferred Stock shall receive no preference with respect to dividends or other distributions (other than any distribution described in Section 2 of this Article III) that shall be declared or paid on any of the Corporation's common stock, par value \$0.001 (the "Common Stock"), provided, however, any dividend (including any share dividend) or other distribution on the Common Stock as declared by the board of directors, if any, shall be made to the holders of Common Stock and Series B Preferred Stock, pro rata, determined as of the record date as a fraction of such dividend or distribution, the numerator of which is the sum of the number of shares of Common Stock then held by each holder thereof plus the number of shares of Common Stock which they then have the right to acquire upon conversion of the shares of Series B Preferred Stock then held by them ("Conversion Shares") and the denominator of which is the sum of the aggregate number of shares then outstanding of (i) Common Stock, plus (ii) Conversion Shares, plus (iii) all other Common Stock equivalents resulting from any other series or class of Preferred Stock having rights to share in dividends and distributions of the Company pari passu with the Common Stock.

2. Liquidation Preference. In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, distributions to the shareholders of the Corporation shall be made in the following manner:

(a) Except as may be limited by (b) below, the holders of the Series B Preferred Stock shall be entitled to receive, prior to and in preference to any distribution of any of the assets or surplus funds of the Corporation available for distribution to its shareholders (the "Available Funds"), whether from capital, surplus, earnings, or otherwise to the holders of the Common Stock or any other equity security of the Corporation, by reason of their ownership of such stock or equity security, the amount of \$0.001 per share (the "Series B Preference Amount"). If the amount of the Available Funds is insufficient to permit the payment to all holders of the Series B Preferred Stock of their full Series B Preference Amount, then all of the Available Funds shall be distributed among the holders of the then outstanding Series B Preferred Stock pro rata, determined by multiplying the amount of the Available Funds by a fraction, the numerator of which is the number of shares of Series B Preferred Stock then held by each holder thereof and the denominator of which is the sum of the aggregate number of shares then outstanding of (i) Series B Preferred Stock plus (ii) all other series or classes of Preferred Stock having liquidation rights pari passu with the Series B Preferred Stock.

(b) If, upon the completion of the distributions contemplated by Section 2(a) of this Article III, Available Funds remain available for distribution by the Corporation, such remaining Available Funds, if any, shall be distributed among the holders of Common Stock and Series B Preferred Stock, pro rata, determined by multiplying the amount of the remaining Available Funds by a fraction, the numerator of which is the sum of the number of shares of Common Stock then held by each holder thereof plus the number of Conversion Shares which they then have the right to acquire and the denominator of which is the sum of the aggregate number of shares then outstanding of (i) Common Stock, plus (ii) Conversion Shares, plus (iii) all other Common Stock equivalents resulting from any other series or class of Preferred Stock having rights to share in the proceeds of a liquidation of the Company pari passu with the Common Stock, provided, however, that in no case may the holders of Series B Preferred Stock receive more than the greater of the Series B Preference Amount and the amount that would have been distributable to them as holders of Common Stock if all shares of Series B Preferred Stock had been converted and the Series B Preference Amount was not payable.

(c) Written notice of liquidation stating a payment date and the aggregate amount of the Series B Preference Amount due shall be provided by mail, postage prepaid, or by facsimile, not less than 20 days prior to the payment date stated therein, to the record holders of the Series B Preferred Stock, such notice to be addressed to each such holder at its address as shown in the records of the Corporation.

3. Voting Rights. The holders of the Series B Preferred Stock shall be entitled to vote the number of votes as is equal to the number of shares of Common Stock into which such holder's shares of Series B Preferred Stock could be converted at the record date for determination of the shareholders entitled to vote on any matters, or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited, and shall have voting rights and powers equal to the voting rights and powers of the Common Stock (except as otherwise expressly provided herein or required by law) such votes to be counted

together with all other shares of stock of the Corporation having general voting power and not separately as a class.

4. Conversion. The holders of the Series B Preferred Stock shall have conversion rights as follows (the "Series B Conversion Rights"):

(a) Right to Convert. Each share of Series B Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for the Series B Preferred Stock, into one thousand (1000) fully paid and nonassessable shares of Common Stock (the "Conversion Rate"). No amount shall be payable by a shareholder in respect of the conversion of any share of Series B Preferred Stock.

(b) Mechanics of Conversion. No fractional shares of Common Stock shall be issued upon conversion of Series B Preferred Stock. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Series B Preferred Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of a fraction of a share of Common Stock, the Corporation shall, in lieu of issuing any fractional shares to which the holder would be otherwise entitled, pay cash equal to the fair market value of such fractional share on the date of conversion, which fair market value shall be determined in good faith by the Board of Directors. Before any holder of Series B Preferred Stock shall be entitled to convert the same into full shares of Common Stock and to receive certificates therefor, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series B Preferred Stock or the Common Stock, and shall give written notice to the Corporation at such office that such holder elects to convert the same. The Corporation shall, as soon as practicable thereafter, issue and deliver at the office of the Corporation or at such transfer agent's office to such holder of Series B Preferred Stock, (i) a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid, and (ii) cash or a check payable to the holder of such Series B Preferred Stock in the amount of any cash amounts payable in lieu of the conversion into fractional shares of Common Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the Series B Preferred Stock to be converted or delivery of the written conversion notice, whichever is later, and the person or persons entitled to receive the Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such Common Stock on the date of such conversion.

(c) Adjustment to Series B Conversion Rate. The Conversion Rate from time to time in effect shall be subject to adjustment from time to time (i) in case the Corporation shall at any time subdivide the outstanding shares of Common Stock, the Conversion Rate in effect immediately prior to such subdivision shall be proportionately increased, and (ii) in case the Corporation shall at any time combine the outstanding shares of Common Stock, the Conversion Rate in effect immediately prior to such combination shall be

proportionately decreased, effective at the close of business on the date of such subdivision or combination, as the case may be.

5. General Provisions.

(a) Issue Taxes. The Corporation shall pay any and all issue and other taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of Series B Preferred Stock pursuant hereto; provided, however, that the Corporation shall not be obligated to pay any transfer taxes resulting from any transfer requested by any holder in connection with any such conversion or income tax of the holder of the Series B Preferred Stock.

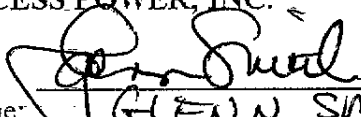
(b) No Re-issuance of Series B Preferred Stock. No shares of Series B Preferred Stock acquired by the Corporation by reason of redemption, purchase, conversion or otherwise shall be reissued, and any such shares shall be canceled, retired, and eliminated from the shares which the Corporation shall be authorized to issue; provided, however, that any such redeemed or purchased shares of Series B Preferred Stock shall be eliminated from the shares which the Corporation shall be authorized to issue only upon the filing with the Secretary of State of the State of Florida a certificate of amendment of these Articles of Incorporation in compliance with the General Corporation Law of the State of Florida."

III.

These Articles of Amendment to the Articles of Incorporation were adopted by the Board of Directors without the need for approval of common shareholders, pursuant to the authority granted to the Board of Directors by Section 607, Florida Statutes, and the Corporation's Articles of Incorporation, all as of the 29th day of September, 1999.

IN WITNESS WHEREOF, these Articles of Amendment to the Articles of Incorporation have been signed on behalf of the Corporation as of the 29th day of September, 1999.

ACCESS POWER, INC.

By: 

Name:

GLENN SMITH

Title:

CEO, President, Chairman