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From: Account Name : LAW OFFICE OF L. VAN STILLMAN, P.A.
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BASIC AMENDMENT
ACCESS POWER, INC.

Certificate of Status	0
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ACCESS POWER, INC.

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On October 30, 1999, the Board of Directors of Access Power, Inc. passed a resolution, wherein it recommended to the Shareholders of the Corporation that Article III of the Articles of Incorporation be amended, and thereafter the Shareholders, on December 23, 1999, approved said Amendment. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 607.1006.

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 is one hundred ten million (110,000,000). The total number of shares of common stock which the Corporation is authorized to issue is one hundred (100,000,000) 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 SHAREHOLDERS on December 23, 1999 and the number of votes cast for the amendment was sufficient for approval.

In witness whereof, the undersigned Chairman of this corporation has executed these articles of amendment on December 29, 1999.

Access Power, Inc.
Glenn Smith


Chairman

Prepared By:
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Delray Beach, FL 33483

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