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ACCOUNT NO. : 072100000032
REFERENCE : 087382 4320229
AUTHORIZATION : Patricia Fignuto
COST LIMIT : \$ 35.00

FILED
01 MAR 22 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 22, 2001
ORDER TIME : 2:09 PM
ORDER NO. : 087382-005
CUSTOMER NO: 4320229

CUSTOMER: Ms. Caprice Lannon
Kilpatrick Stockton, Llp
Suite 2800
1100 Peachtree Street
Atlanta, GA 30309

000003893180--4

DOMESTIC AMENDMENT FILING

NAME: ACCESS POWER, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER'S INITIALS: _____

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

G. COULLETTE MAR 22 2001

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

ORIGINAL

On January 24, 2001, 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 March 7, 2001, approved said Amendment. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 507.1006.

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:


ARTICLES III. CAPITALIZATION

The total number of shares of capital stock which the Corporation has the authority to issue is five hundred ten million (510,000,000). The total number of shares of common stock which the Corporation is authorized to issue is five hundred million (500,000,000) and the par value of each share of such common stock is one-tenth of one cent (\$.001) for an aggregate par value of five hundred thousand dollars (\$500,000). 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 March 7, 2001 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 March 14, 2001.

Access Power, Inc.
Glenn Smith


Chairman

Prepared By:
Erin R. Chance
1100 Peachtree Street, Suite 2800
Atlanta, Georgia 30309

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