

P96000083992

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies Certificates of Status

Special Instructions to Filing Officer:

Office Use Only



100075189951

05/25/06--01031--005 **43.75

FILED
06 MAY 25 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend
SL*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Access Power, Inc.

DOCUMENT NUMBER: P96000083992

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mark L. Baum
(Name of Contact Person)

The Baum Law Firm
(Firm/ Company)

580 2nd Street, Suite 102
(Address)

Encinitas, CA 92024
(City/ State and Zip Code)

For further information concerning this matter, please call:

Mark L. Baum at (760) 230-2300
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|--|---|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ACCESS POWER, INC.
A Florida Corporation**

FILED

06 MAY 25 PM 12:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the 2005 Florida Statutes, on May 23, 2006, the board of directors of Access Power, Inc., a Florida corporation (the "**Corporation**"), approved the following amendment to the Corporation's articles of incorporation. Shareholder action was not required.

**ARTICLE 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 with 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.

**Rights, Preferences, Privileges and Restrictions
of
Series C Convertible Preferred Stock**

The Series C Convertible Preferred Stock ("Series C Preferred Stock") of the Corporation is authorized by its Articles of Incorporation. The rights, preferences, privileges, and restrictions granted to and imposed upon the Series C Preferred Stock, which shall consist of Nine Million (9,000,000) shares are set forth herein. Subject to compliance with applicable protective voting rights which have been or may be granted to any other preferred stock, or series thereof in the Articles of Incorporation ("Protective Provisions"), but notwithstanding any other rights of any other preferred stock or any series thereof, the rights, preferences, privileges and restrictions of any such additional series may be subordinated to, pari passu with (including, without limitation, inclusion in provisions with respect to dividend, liquidation and acquisition preferences, redemption and/or approval of matters by vote or written consent), or senior to any of those of any present or future class or series of Preferred Stock or Common Stock. Subject to compliance with applicable Protective Provisions, the Board of Directors is also authorized to increase or decrease the number of shares of any series, prior or subsequent to the issue of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

Articles of Amendment of the Articles of Incorporation of Access Power, Inc.
Page 2 of 10

I. **Dividend Rate and Rights.** Holders of the Series C Preferred Stock shall be entitled to receive dividends or other distributions with the holders of the Common Stock on an as converted basis when, as, and if declared by the Directors of the Corporation.

II. **Conversion into Common Stock.**

A. **Right to Convert.** Each share of Series C Preferred Stock shall be convertible, at the option of the holder thereof and subject to notice requirements described herein, at any time after January 1, 2006, into one (1) share of Common Stock.

B. **Notice of Conversion.** Each Series C Preferred Stock stockholder who desires to convert into the Corporation's Common Stock must provide a ten (10) day written notice to the Corporation of its intent to convert one or more shares of Series C Preferred Stock into Common Stock. The Corporation may, in its sole discretion, waive the written notice requirement and allow the immediate exercise of the right to convert.

C. **Mechanics of Conversion.** No fractional shares of Common Stock shall be issued upon conversion of Series C Preferred Stock and the number of shares of Common Stock to be issued shall be determined by rounding to the nearest whole share (a half share being treated as a full share for this purpose). Such conversion shall be determined on the basis of the total number of shares of Series C Preferred Stock the holder is at the time converting into Common Stock and such rounding shall apply to the number of shares of Common Stock issuable upon aggregate conversion. Before any holder shall be entitled to convert, he shall surrender the certificate or certificates representing Series C Preferred Stock to be converted, duly endorsed or accompanied by proper instruments of transfer, at the office of the Corporation or of any transfer agent, and shall give written notice to the Corporation at such office that he elects to convert the same. The Corporation shall, as soon as practicable thereafter, issue a certificate or certificates for the number of shares of Common Stock to which the holder shall be entitled. The Corporation shall, as soon as practicable after delivery of such certificates, or such agreement and indemnification in the case of a lost, stolen or destroyed certificate, issue and deliver to such holder of Series C Preferred Stock a certificate or certificates for the number of shares of Common Stock to which such holder is entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a 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 shares of Series C Preferred Stock to be converted.

D. **Adjustments to Conversion Price - Merger or Reorganization.** In case of any consolidation or merger of the Corporation as a result of which holders of Common Stock become entitled to receive other stock or securities or property, or in case of any conveyance of all or substantially all of the assets of the Corporation to another corporation, the Corporation shall mail to each holder of Series C Preferred Stock at least thirty (30) days prior to the consummation of such event a notice thereof, and each such holder shall have the option to either (i) convert such holder's shares of Series C Preferred Stock into shares of Common Stock pursuant to this Section 2 and thereafter receive the number of shares of stock or other securities or property to which a holder of the number of shares of Common Stock of the Corporation deliverable upon conversion of such Series C Preferred Stock would have been entitled upon such consolidation, merger or conveyance, or (ii) exercise such holder's rights pursuant to Section 3 hereof.

Articles of Amendment of the Articles of Incorporation of Access Power, Inc.
Page 3 of 10

E. **No Impairment.** The Corporation will not, by amendment of its Articles of Incorporation, or through any reorganization transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 2 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series C Preferred Stock against impairment.

F. **Certificate as to Adjustments.** Upon the occurrence of each adjustment or readjustment of the Conversion Price of the Series C Preferred Stock pursuant to this Section 2, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series C Preferred Stock a certificate setting forth such adjustment or readjustment and the calculation on which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series C Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, and (ii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of the Series C Preferred Stock.

G. **Notices of Record Date.** In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend which is the same as cash dividends paid in previous quarter) or other distribution, the Corporation shall mail to each holder of Series C Preferred Stock at least ten (10) days prior to the date specified herein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution.

H. **Common Stock Reserved.** The Corporation shall take such action as is necessary to amend the Articles of Incorporation to authorize such number of shares of Common Stock as shall from time to time be sufficient to effect (a) conversion of the Series C Preferred Stock, and (b) issuance of Common Stock pursuant to any outstanding option, warrant, or other rights to acquire Common Stock.

III. Liquidation Preference.

A. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "**Liquidation**"), the assets of the Corporation available for distribution to its stockholders shall be distributed as follows:

1. The holders of the Series C Preferred Stock shall be entitled to receive, subordinate to the rights of the holders of Series D Convertible Preferred Stock, and senior to the holders of the other series of Preferred Stock and prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of any other shares of stock of the corporation by reason of their ownership of such stock, an amount equal to \$0.01 per share with respect to each share of Series C Preferred Stock, plus all declared but unpaid dividends with respect to such share.

2. If upon occurrence of a Liquidation the assets and funds thus distributed among the holders of the Series C Preferred Stock shall be insufficient to permit the payment to such holders of the full preferential amount, then the entire assets and funds of the Corporation legally

Articles of Amendment of the Articles of Incorporation of Access Power, Inc.
Page 4 of 10

available for distribution shall be distributed among the holders of the Series C Preferred Stock ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

3. After payment of the full amounts to the holders of Series C Preferred Stock as set forth above in paragraph (1), any remaining assets of the Corporation shall be distributed pro rata to the holders of the Preferred Stock and Common Stock (in the case of the Preferred Stock, on an "as converted" basis into Common Stock).

B. For purposes of this Section 3, and unless a majority of the holders of the Series C Preferred Stock affirmatively vote or agree by written consent to the contrary, a Liquidation shall be deemed to include (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) and (ii) a sale of all or substantially all of the assets of the Corporation, unless the Corporation's stockholders of record as constituted immediately prior to such acquisition or sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least fifty percent (50%) of the voting power of the surviving or acquiring entity.

C. If any of the assets of the Corporation are to be distributed other than in cash under this Section 3, then the board of directors of the Corporation shall promptly engage independent competent appraisers to determine the value of the assets to be distributed to the holders of Preferred Stock or Common Stock. The Corporation shall, upon receipt of such appraiser's valuation, give prompt written notice to each holder of shares of Preferred Stock or Common Stock of the appraiser's valuation.

IV. **Voting Rights.** Except as otherwise required by law, the holders of Series C Preferred Stock and the holders of Common Stock shall be entitled to notice of any stockholders' meeting and to vote as a single class upon any matter submitted to the stockholders for a vote as follows: (i) the holders of Series C Preferred Stock shall have such number of votes as is determined by multiplying (a) the number of shares of Series C Preferred Stock held by such holder, (b) the number of issued and outstanding shares of the Corporation's Series C Preferred Stock and Common Stock (collectively, the "**Common Stock**") on a Fully-Diluted Basis (as hereinafter defined), as of the record date for the vote, or, if no such record date is established, as of the date such vote is taken or any written consent of stockholders is solicited, and (c) 0.0000002; and (ii) the holders of Common Stock shall have one vote per share of Common Stock held as of such date. "**Fully-Diluted Basis**" shall mean that the total number of issued and outstanding shares of the Corporation's Common Stock shall be calculated to include (a) the shares of Common Stock issuable upon exercise and/or conversion of all of the following securities (collectively, "**Common Stock Equivalents**"): all outstanding (a) securities convertible into or exchangeable for Common Stock, whether or not then convertible or exchangeable (collectively, "**Convertible Securities**"), (b) subscriptions, rights, options and warrants to purchase shares of Common Stock, whether or not then exercisable (collectively, "**Options**"), and (c) securities convertible into or exchangeable or exercisable for Options or Convertible Securities and any such underlying Options and/or Convertible Securities.

V. **Covenants.**

A. In addition to any other rights provided by law, the Corporation shall not, without first obtaining the affirmative vote or written consent of the holders of a majority of the outstanding shares of Series C Preferred Stock, do any of the following:

Articles of Amendment of the Articles of Incorporation of Access Power, Inc.
Page 5 of 10

1. take any action which would either alter, change or affect the rights, preferences, privileges or restrictions of the Series C Preferred Stock or increase the number of shares of such Series C Preferred Stock authorized hereby or designate any other series of Preferred Stock;
2. increase the size of any equity incentive plan(s) or arrangements;
3. make fundamental changes to the business of the Corporation;
4. make any changes to the terms of the Series C Preferred Stock or to the Corporation's Articles of Incorporation or Bylaws, including by designation of any stock;
5. create any new class of shares having preferences over or being on a parity with the Series C Preferred Stock as to dividends or assets, unless the purpose of creation of such class is, and the proceeds to be derived from the sale and issuance thereof are to be used for, the retirement of all Series C Preferred Stock then outstanding;
6. make any change in the size or number of authorized directors;
7. repurchase any of the Corporation's Common Stock;
8. sell, convey or otherwise dispose of, or create or incur any mortgage, lien, charge or encumbrance on or security interest in or pledge of, or sell and leaseback, all or substantially all of the property or business of the Corporation or more than 50% of the stock of the Corporation in a single transaction; or
9. make any payment of dividends or other distributions or any redemption or repurchase of stock or options or warrants to purchase stock of the Corporation.
10. make any sale of additional Preferred Stock.

VI. **Reissuance.** No share or shares of Series C Preferred Stock acquired by the Corporation by reason of conversion or otherwise shall be reissued as Series C Preferred Stock, and all such shares thereafter shall be returned to the status of undesignated and unissued shares of Preferred Stock of the Corporation.

VII. **Notices.** Unless otherwise specified in the Corporation's Articles of Incorporation or Bylaws, all notices or communications given hereunder shall be in writing and, if to the Corporation, shall be delivered to it as its principal executive offices, and if to any holder of Series C Preferred Stock, shall be delivered to it at its address as it appears on the stock books of the Corporation.

**Rights, Preferences, Privileges and Restrictions
of
Series D Convertible Preferred Stock**

The Series D Convertible Preferred Stock ("Series D Preferred Stock") of the Corporation is authorized by its Articles of Incorporation. The rights, preferences, privileges, and restrictions granted to and imposed upon the Series D Preferred Stock, which shall consist of One Million (1,000,000) shares are set forth herein. Subject to compliance with applicable protective voting rights which have been or may be granted to any other preferred stock, or series thereof in the Articles of Incorporation ("Protective Provisions"), but notwithstanding any other rights of any other preferred stock or any series thereof, the rights, preferences, privileges and restrictions of any such additional series may be subordinated to, pari passu with (including, without limitation, inclusion in provisions with respect to dividend, liquidation and acquisition preferences, redemption and/or approval of matters by vote or written consent), or senior to any of those of any present or future class or series of Preferred Stock or Common Stock. Subject to compliance with applicable Protective Provisions, the Board of Directors is also authorized to increase or decrease the number of shares of any series, prior or subsequent to the issue of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

VIII. **Dividend Rate and Rights.** Holders of the Series D Preferred Stock shall be entitled to receive dividends or other distributions with the holders of the Common Stock on an as converted basis when, as, and if declared by the Directors of the Corporation.

IX. **Conversion into Common Stock.**

A. **Right to Convert.** Each share of Series D Preferred Stock shall be convertible, at the option of the holder thereof and subject to notice requirements described herein, at any time after June 1, 2006, into one (1) share of Common Stock.

B. **Notice of Conversion.** Each Series D Preferred Stock stockholder who desires to convert into the Corporation's Common Stock must provide a ten (10) day written notice to the Corporation of its intent to convert one or more shares of Series D Preferred Stock into Common Stock. The Corporation may, in its sole discretion, waive the written notice requirement and allow the immediate exercise of the right to convert.

C. **Mechanics of Conversion.** No fractional shares of Common Stock shall be issued upon conversion of Series D Preferred Stock and the number of shares of Common Stock to be issued shall be determined by rounding to the nearest whole share (a half share being treated as a full share for this purpose). Such conversion shall be determined on the basis of the total number of shares of Series D Preferred Stock the holder is at the time converting into Common Stock and such rounding shall apply to the number of shares of Common Stock issuable upon aggregate conversion. Before any holder shall be entitled to convert, he shall surrender the certificate or certificates representing Series D Preferred Stock to be converted, duly endorsed or accompanied by proper instruments of transfer, at the office of the Corporation or of any transfer agent, and shall give written notice to the Corporation at such office that he elects to convert the same. The Corporation shall, as soon as practicable thereafter, issue a certificate or certificates for the number of shares of Common Stock to which the holder shall be entitled. The Corporation shall, as soon as practicable after delivery of such certificates, or such agreement and

Articles of Amendment of the Articles of Incorporation of Access Power, Inc.
Page 7 of 10

indemnification in the case of a lost, stolen or destroyed certificate, issue and deliver to such holder of Series D Preferred Stock a certificate or certificates for the number of shares of Common Stock to which such holder is entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a 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 shares of Series D Preferred Stock to be converted.

D. **Adjustments to Conversion Price - Merger or Reorganization.** In case of any consolidation or merger of the Corporation as a result of which holders of Common Stock become entitled to receive other stock or securities or property, or in case of any conveyance of all or substantially all of the assets of the Corporation to another corporation, the Corporation shall mail to each holder of Series D Preferred Stock at least thirty (30) days prior to the consummation of such event a notice thereof, and each such holder shall have the option to either (i) convert such holder's shares of Series D Preferred Stock into shares of Common Stock pursuant to this Section 2 and thereafter receive the number of shares of stock or other securities or property to which a holder of the number of shares of Common Stock of the Corporation deliverable upon conversion of such Series D Preferred Stock would have been entitled upon such consolidation, merger or conveyance, or (ii) exercise such holder's rights pursuant to Section 3 hereof.

E. **No Impairment.** The Corporation will not, by amendment of its Articles of Incorporation, or through any reorganization transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 2 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series D Preferred Stock against impairment.

F. **Certificate as to Adjustments.** Upon the occurrence of each adjustment or readjustment of the Conversion Price of the Series D Preferred Stock pursuant to this Section 2, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series D Preferred Stock a certificate setting forth such adjustment or readjustment and the calculation on which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series D Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, and (ii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of the Series D Preferred Stock.

G. **Notices of Record Date.** In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend which is the same as cash dividends paid in previous quarter) or other distribution, the Corporation shall mail to each holder of Series D Preferred Stock at least ten (10) days prior to the date specified herein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution.

H. **Common Stock Reserved.** The Corporation shall take such action as is necessary to amend the Articles of Incorporation to authorize such number of shares of Common Stock as shall from time to time be sufficient to effect (a) conversion of the Series D Preferred Stock, and (b)

Articles of Amendment of the Articles of Incorporation of Access Power, Inc.
Page 8 of 10

issuance of Common Stock pursuant to any outstanding option, warrant, or other rights to acquire Common Stock.

X. Liquidation Preference.

A. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "**Liquidation**"), the assets of the Corporation available for distribution to its stockholders shall be distributed as follows:

1. The holders of the Series D Preferred Stock shall be entitled to receive, prior to the holders of the other series of Preferred Stock and prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of any other shares of stock of the corporation by reason of their ownership of such stock, an amount equal to \$0.10 per share with respect to each share of Series D Preferred Stock, plus all declared but unpaid dividends with respect to such share.

2. If upon occurrence of a Liquidation the assets and funds thus distributed among the holders of the Series D Preferred Stock shall be insufficient to permit the payment to such holders of the full preferential amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of the Series D Preferred Stock ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

3. After payment of the full amounts to the holders of Series D Preferred Stock as set forth above in paragraph (1), any remaining assets of the Corporation shall be distributed pro rata to the holders of the Preferred Stock and Common Stock (in the case of the Preferred Stock, on an "as converted" basis into Common Stock).

B. For purposes of this Section 3, and unless a majority of the holders of the Series D Preferred Stock affirmatively vote or agree by written consent to the contrary, a Liquidation shall be deemed to include (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) and (ii) a sale of all or substantially all of the assets of the Corporation, unless the Corporation's stockholders of record as constituted immediately prior to such acquisition or sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least fifty percent (50%) of the voting power of the surviving or acquiring entity.

C. If any of the assets of the Corporation are to be distributed other than in cash under this Section 3, then the board of directors of the Corporation shall promptly engage independent competent appraisers to determine the value of the assets to be distributed to the holders of Preferred Stock or Common Stock. The Corporation shall, upon receipt of such appraiser's valuation, give prompt written notice to each holder of shares of Preferred Stock or Common Stock of the appraiser's valuation.

Articles of Amendment of the Articles of Incorporation of Access Power, Inc.
Page 9 of 10

XI. **No Voting Rights.** Except as otherwise required by law, the holders of Series D Preferred Stock and the holders of Common Stock shall be entitled to notice of any stockholders' meeting. The holders of Series D Preferred Stock shall have no voting rights.

XII. **Covenants.**

A. In addition to any other rights provided by law, the Corporation shall not, without first obtaining the affirmative vote or written consent of the holders of a majority of the outstanding shares of Series D Preferred Stock, do any of the following:

1. take any action which would either alter, change or affect the rights, preferences, privileges or restrictions of the Series D Preferred Stock or increase the number of shares of such Series D Preferred Stock authorized hereby or designate any other series of Preferred Stock;
2. increase the size of any equity incentive plan(s) or arrangements;
3. make fundamental changes to the business of the Corporation;
4. make any changes to the terms of the Series D Preferred Stock or to the Corporation's Articles of Incorporation or Bylaws, including by designation of any stock;
5. create any new class of shares having preferences over or being on a parity with the Series D Preferred Stock as to dividends or assets, unless the purpose of creation of such class is, and the proceeds to be derived from the sale and issuance thereof are to be used for, the retirement of all Series D Preferred Stock then outstanding;
6. make any change in the size or number of authorized directors;
7. repurchase any of the Corporation's Common Stock;
8. sell, convey or otherwise dispose of, or create or incur any mortgage, lien, charge or encumbrance on or security interest in or pledge of, or sell and leaseback, all or substantially all of the property or business of the Corporation or more than 50% of the stock of the Corporation in a single transaction; or
9. make any payment of dividends or other distributions or any redemption or repurchase of stock or options or warrants to purchase stock of the Corporation.
10. make any sale of additional Preferred Stock.


XIII. **Reissuance.** No share or shares of Series D Preferred Stock acquired by the Corporation by reason of conversion or otherwise shall be reissued as Series D Preferred Stock, and all such shares thereafter shall be returned to the status of undesignated and unissued shares of Preferred Stock of the Corporation.

XIV. **Notices.** Unless otherwise specified in the Corporation's Articles of Incorporation or Bylaws, all notices or communications given hereunder shall be in writing and, if to the Corporation, shall be delivered to it as its principal executive offices, and if to any holder of Series D Preferred Stock, shall be delivered to it at its address as it appears on the stock books of the Corporation.

Articles of Amendment of the Articles of Incorporation of Access Power, Inc.
Page 10 of 10

IN WITNESS WHEREOF, the undersigned has executed these articles of amendment on May 24,
2006.

/s/ Gerry Berg



Gerry Berg
Director and Chief Executive Officer

The date of each amendment(s) adoption: May 23, 2006

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

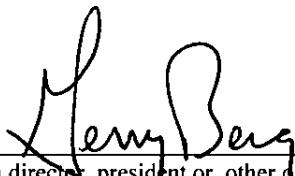
The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature 
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Gerry Berg
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35