

G **F02000000485⁴**
GunsterYoakley
ATTORNEYS AT LAW

Our File Number: 23936.09000
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January 2, 2002

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-01/04/02--01052--006
*****70.00 *****70.00

W02-498


Re: Access America Financial Corporation

Dear Sir or Madam:

The enclosed Application by Foreign Corporation for Authorization to Transact Business in Florida, Delaware Certificate of Status and check in the amount of \$70.00 are submitted to register the above-referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the undersigned.

Sincerely,


Robin L. Goldston
Paralegal

Enc.

cc: Mr. Lawrence B. Austin
Jason E. Perlman, Esq.

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02 JAN 29 AM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 8, 2002

GUNSTER YOAKLEY
BROWARD FINANCIAL CENTRE
500 EAST BROWARD BLVD., STE 1400
FT LAUDERDALE, FL 33394-3076

SUBJECT: ACCESS AMERICA FINANCIAL CORPORATION
Ref. Number: W02000000498

We have received your document for ACCESS AMERICA FINANCIAL CORPORATION and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days of your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Michael Mays
Document Specialist

Letter Number: 002A00000824

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 9, 2002

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Re: Access America Financial Corporation
Application by Foreign Corporation for Authorization
to Transact Business in Florida**

Dear Sir or Madam:

Please be advised that the undersigned limited liability company hereby authorizes the use of the name "Access America Financial Corporation" in connection with the pending rejected filing of an Application by Foreign Corporation for Authorization to Transact Business in Florida by Access America Financial Corporation, a Delaware corporation. The principals of Access America Financial, LLC, are the same principals as Access America Financial Corporation.

Sincerely,

ACCESS AMERICA FINANCIAL, LLC

By: 

LAWRENCE B. AUSTIN

Manager

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

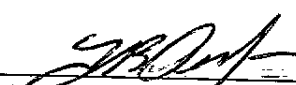
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. ACCESS AMERICA FINANCIAL CORPORATION
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 65-0669411
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 03/07/96 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 4040 Sheridan Street, Hollywood, FL 33021
(Principal office address)
4040 Sheridan Street, Hollywood, FL 33021
(Current mailing address)
8. for the purpose of transacting any and all lawful business for which limited liability companies may be formed under the laws of the State of Florida
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Lawrence B. Austin
Office Address: 4040 Sheridan Street
Hollywood, Florida 33021
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors;

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Lawrence B. Austin

Address: 4040 Sheridan Street

Hollywood, FL 33021

Director: _____

Address: _____

B. OFFICERS

President: Lawrence B. Austin

Address: 4040 Sheridan Street

Hollywood, FL 33021

Vice President: _____

Address: _____

Secretary: Lawrence B. Austin

Address: 4040 Sheridan Street, Hollywood, FL 33021

Treasurer: Lawrence B. Austin

Address: 4040 Sheridan Street, Hollywood, FL 33021

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TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Lawrence B. Austin, President

(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ACCESS AMERICA FINANCIAL CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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02 JAN 29 AM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1523303

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DATE: 12-21-01