

F9600005082

1201 HAYS STREET

MIAMI, FL 33133

TEL: 305-222-0000

FAX: 305-222-0000

800-344-8086

CSC networks

PRENCE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 103416 11349A

AUTHORIZATION :

Patricia Pijut

COST LIMIT : \$ 122.50

ORDER DATE : September 30, 1996

ORDER TIME : 11:31 AM

ORDER NO. : 103416

700001968157

CUSTOMER NO: 11349A

CUSTOMER: Josh Bennett, Esq
Josh Bennett, Esq
4081 Hardie Road

Miami, FL 33133

FOREIGN FILINGS

NAME: ACCESS AMERICA FINANCIAL
CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -2 PM 2:32
96 OCT -2 PM 1:58
RECEIVED
DIVISION OF CORPORATION

**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**
(State or country under the law of which it is incorporated)
3. **65-0669411**
(FEI number, if applicable)
4. **MARCH 7, 1996**
(Date of Incorporation)
5. **Perpetual**
(Duration: Year corp. will cease to exist or "perpetual")
6. **MARCH 7, 1996**
(Date first transacted business in Florida. (See Sections 607.1501, 607.1502 and 817.155, F.S.))
7. **1525 N.W. 167TH STREET, SUITE 300, MIAMI, FLORIDA 33169**
(Current mailing address)
8. **GENERAL BUSINESS PURPOSES**
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: **LAWRENCE M. SCHANTZ, ESQ.**
SCHANTZ, SCHATZMAN & AARONSON, P.A.
Office Address: **200 SOUTH BISCAYNE BOULEVARD, #1050**
MIAMI, FLORIDA 33131-2394
(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.


LAWRENCE M. SCHANTZ
(Registered agent's signature)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -2 PM 2:33

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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: MICHAEL OVERS
Address: 580 JARVIS STREET
TORONTO, ONTARIO CANADA M4Y 2H9
Vice Chairman: SYBIL AUSTIN
Address: 580 JARVIS STREET
TORONTO, ONTARIO CANADA M4Y 2H9
Director: _____
Address: _____

B. OFFICERS

President: MICHAEL OVERS
Address: 580 JARVIS STREET
TORONTO, ONTARIO CANADA M4Y 2H9
Vice President: SYBIL AUSTIN
Address: 580 JARVIS STREET
TORONTO, ONTARIO CANADA M4Y 2H9
Secretary: MICHAEL OVERS
Address: 580 JARVIS STREET
TORONTO, ONTARIO CANADA M4Y 2H9
Treasurer: SYBIL AUSTIN
Address: 580 JARVIS STREET
TORONTO, ONTARIO CANADA M4Y 2H9

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 OCT -2 PM 2:33

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

13. X Sybil Austin
SYBIL AUSTIN
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

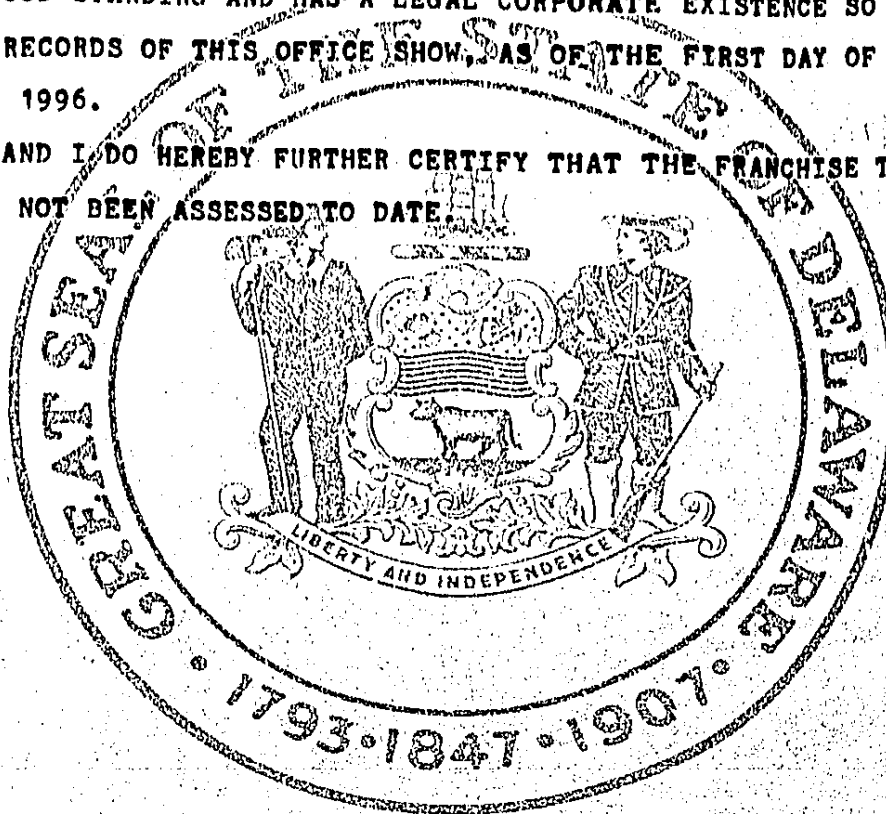
14. SYBIL AUSTIN, VICE-PRESIDENT
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, 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 FIRST DAY OF OCTOBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT - 2 PM 2:33



2592871 8300

960284718

Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

8127562

DATE:

10-01-96