

TRANSMITTAL LETTER

**P010000042734**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: ACCESS CAPITAL GROUP, INC.  
(Proposed corporate name - must include suffix)

100004417431--5  
-06/13/01--01049--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: LEE HASKIN  
Name (Printed or typed)

6261 B BRAYCLIFF DR  
Address

Boca Raton, FL 33496  
City, State & Zip

(561) 988-0108  
Daytime Telephone number

**FILED**  
2001 JUN 25 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

NOTE: Please provide the original and one copy of the articles.

2544  
W01-13730

g 6/25/01



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

FILED

2001 JUN 25 AM 11:00

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

June 15, 2001

LEE HASKIN  
6261 B BRAYCLIFF DRIVE  
BOCA RATON, FL 33496

SUBJECT: ACCESS CAPITAL GROUP, INC.  
Ref. Number: W01000013730

We have received your document for ACCESS CAPITAL GROUP, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

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

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Claretha Golden  
Document Specialist  
New Filings Section

Letter Number: 301A00036658

ARTICLES OF INCORPORATION  
OF

**Capital Access Group, Inc.**

**FILED**  
2001 JUN 25 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**THE UNDERSIGNED**, being President of Capital Access Group, Inc., does hereby act as the incorporator for the purposes of organizing a corporation for profit pursuant to the provisions of the Florida Business Corporations Act, and therefore, adopts the following Articles of Incorporation for such corporation.

ARTICLE I  
NAME

The corporate name for the corporation (hereinafter the "corporation") is:

**Capital Access Group, Inc.**

ARTICLE II  
EXISTENCE AND DURATION

The period of duration of this corporation is perpetual.

ARTICLE III  
PURPOSES AND POWERS

The purpose for which this corporation is organized is to engage in all lawful business for which Corporation may be incorporated pursuant to the Florida Business Corporation Act. In furtherance of such lawful purposes, the corporation shall have and may exercise all rights, powers and privileges now and hereafter exercisable by corporations organized under the laws of the State of Florida. In addition, it may do everything necessary, suitable, convenient or proper for the accomplishment of any its corporate purposes.

ARTICLE IV  
CAPITALIZATION

The aggregate number of shares of common stock which this corporation shall have authority to issue is Twenty million (20,000,000) shares at par value of one tenth of one cent (\$.001) per share.

The common stock of the corporation, when issued and then outstanding shall be entitled to vote one hundred (100) percent of the stockholder voting rights. Each holder of common stock shall be entitled to one (1) vote for each share of common stock held.

The aggregate number of shares of preferred stock that this corporation shall have the authority to issue is One million (1,000,000) shares at a par value of one tenth of one cent (.001) per share.

The Board of Directors has the authority, without any vote or action by the stockholders, to issue Preferred Stock in one or more series and to fix the designations, preferences, rights, qualifications, limitations and restrictions thereof, including voting rights, dividend rights, dividend rate, conversion

rights, terms of redemption, including sinking fund provisions, redemption price or prices, liquidation preferences and number of Shares constituting any series.

There shall be no cumulative voting by shareholders. The shareholders shall have no preemptive rights to acquire any shares of the corporation. The common stock of the corporation after the amount of the subscription price has been paid in shall not be subject to assessment to pay the debts of the corporation.

#### ARTICLE V INITIAL OFFICE AND AGENT

The address of this corporation's initial registered office in the State of Florida is 6261-B Greycliff Drive Boca Raton, Fl. 33496 and the name if its initial registered agent at said registered office is Lee A. Haskin. The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act is set forth following the signature of the incorporator and is made part of these Articles of Incorporation.

#### ARTICLE VI PRINCIPAL OFFICE

The address of the Principal office of the corporation is 6261-B Greycliff Drive Boca Raton, Fl. 33496. The corporation may maintain offices, agencies and places of business in any other state in the United States and in foreign countries without restrictions as to place, as the Board of Directors may from time to time determine or the business of the corporation may require.

#### ARTICLE VII INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is one (2) and the number of directors of this corporation shall not be less than one (1). The name(s) and address of the person(s) who will serve as director until the first annual meeting of shareholders, or until his successor is elected and qualified is:

Lee A. Haskin

6261-B Greycliff Drive  
Boca Raton, Florida 33496

Ned Gelband

126 East 56<sup>th</sup> Street 21<sup>st</sup> Floor  
New York, N.Y. 10022

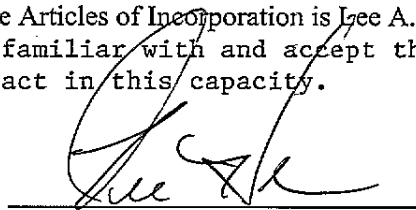
#### ARTICLE VIII INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against any and all of the expenses,

liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, Employee, or agent and shall insure to the benefit of the heirs, executor and administrators of such a person.

ARTICLE VIII  
INCORPORATOR

The name and address of the incorporator signing the Articles of Incorporation is Lee A. Haskin is 6261-B Greycliff Drive Boca Raton, Fl. 33496. I am familiar with and accept the appointment as registered agent and agree to act in this capacity.  
Dated this 11<sup>th</sup> day of June 2001

A handwritten signature in black ink, appearing to read 'Lee A. Haskin', is written over a horizontal line.

Lee A. Haskin, Incorporator/Registered Agent

**FILED**  
2001 JUN 25 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA