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Florida Department of State
Division of Corporations
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(((H02000060467 6)))

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From:

Account Name : GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.-FT. LAUDERDAL
Account Number : I19990000012
Phone : (954) 468-1355
Fax Number : (954) 523-1722

FLORIDA PROFIT CORPORATION OR P.A.

Access America Capital Corp.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
ACCESS AMERICA CAPITAL CORP.**

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**Article I
Name**

The name of the corporation is Access America Capital Corp.

**Article II
Duration**

The corporation shall have a perpetual existence.

**Article III
Purpose**

The corporation is organized for the purpose of transacting any and all lawful business.

**Article IV
Address**

The principal place of business of this corporation shall be:

4040 Sheridan Street
Hollywood, Florida 33021

The mailing address of this corporation shall be:

4040 Sheridan Street
Hollywood, Florida 33021

**Article V
Capital Stock**

The corporation is authorized to issue One Thousand (1,000) shares of U.S. 001/100 Dollar (\$.001) par value per share common stock.

**Article VI
Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 500 East Broward Boulevard, Suite 1400, Fort Lauderdale, Florida 33394, and the name of the initial registered agent of this corporation at the address is Valdes-Fauli Corporate Services, Inc. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

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Article VII
Initial Board of Directors

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of the initial director are:

Lawrence B. Austin
Access America Capital Corp.
4040 Sheridan Street
Hollywood, Florida 33021

Article VIII
Incorporator

The name and address of the person signing these Articles are:

Lawrence B. Austin
Access America Capital Corp.
4040 Sheridan Street
Hollywood, Florida 33021

Article IX
Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

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Article X
Indemnification

This corporation shall indemnify its directors and officers, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against claims, demands, losses, costs, expenses, obligations, liabilities, damages, recoveries and deficiencies, including interest, penalties, and reasonable attorney's fees, including but not limited to those incurred in defending a claim, action, suit, proceeding, whether civil, criminal, administrative or investigative, as well as appeals, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings; indemnification shall be limited to those actions by the director, officer, employee or agent that the Board of Directors determines to be within Florida Statutes Sections 607.0850(1) and 607.0850(2), as the same may be amended and supplemented; any action determined by the Board to be within Florida Statute 607.0850(7), whether adjudicated by a court of law, arbitration, mediation, plea agreement, settlement or any other form of compromise by the director, officer, employee or agent, shall not be indemnified by the corporation; 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, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her 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 inure to the benefit of the heirs, executors and administrators of such a person; and an adjudication of liability shall not affect the right to indemnification for those indemnified.



Lawrence B. Austin
Incorporator


DATED: This 19th day of March, 2002.

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Access America Capital Corp., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:


By: James B. Davis, Vice President
Valdes-Fauli Corporate Services, Inc.

DATED: This 19th day of March, 2002.

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