

Prentice Hall Legal & Financial Services

1201 HAYS STREET, SUITE 105 TALLAHASSEE, FL 32301

CORPORATION(S) NAME	CHARTER NUMBER
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ARTICLES OF INCORPORATION

OF

ACCESS/LB.S., INC.

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is ACCESS/I.B.S., INC..

SECOND: The address, wherever located, of the principal office of the corporation, if known, is 1320 South West 20th Street, Boca Raton, Florida 33486.

THIRD: The mailing address, wherever located, of the corporation is 1320 South West 20th Street, Boca Raton, Florida 33486.

FOURTH: The number of shares that the corporation is authorized to issue is 2500, all of which are without par value and are of the same class and are to be Common shares.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is John P. Foss, 1320 South West 20th Street, Boca Raton, Florida 33486.

The name of the initial registered agent of the corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

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 a part of these Articles of Incorporation.

<u>SIXTH</u>: The name and the address of the incorporator are:

NAME

ADDRESS

Elizabeth R. Konieczny

Prentice Hall 830 Bear Tavern Road West Trenton, New Jersey 08628 SEVENTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

EIGHTH: The purposes for which the corporation is organized are to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

NINTH: The duration of the corporation shall be perpetual.

TENTH: 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 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 inure to the benefit of the heirs, executors, and administrators of such a person.

ELEVENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on March 14, 1995

Elizabeth R. Konieczny, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Hy:

John F. Foss

Date: March 15, 1995

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SORIANO, HENREL. BIENL. MATTHEWS & MARINELLO

A PROFESSIONAL CORPORATION

S14 BROAD STREET

BLOOMFIELD, N J. 67603

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May 30, 1995

VIA AIRCOME EXPRES

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WILLIAM / BORIANO.

> Florida Department of State Division of Corporation 409 East Gaines Street Tallehassee, FL 32399

Attention: Amendment Section

RE: Access/I.B.S., Inc.

Dear Sir/Madam:

Enclosed herewith please find Articles of Amendment of Access/I.B.S., Inc. for filing, tegether with our firm check in the sum of \$35.00 to cover your filing fee.

Should there be any questions, kindly advise.

Very truly yours,

Production C. Biehl, III

FCB: of Enc.

Marie Solvers



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

June 14, 1995

SORIANO, HENKEL, BIEHL, ET.AL. % FREDERICK BIEHL, III 314 BROAD STREET BLOOMFIELD, NJ 07003

SUBJECT: ACCESS/I.B.S., INC. Plof. Number: P95000021851

We have received your document for ACCESS/I.B.S., INC. and your check(a) totaling \$. However, the enclosed document has not been filled and is being returned for the following correction(s):

The document must include original signatures.

Please return 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 (904) 487-8916.

Carol Mustain Corporate Seccialist

Letter Number: 895A0002917

ARYIGIAN OF ASSESSED

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ACCROU/I.D.B., INC.

To the Department of State State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "corporation") does hereby adopt the following Articles of Amendment.

- 1. The name of the corporation is Access/I.B.S., Inc.
- 2. Article First of the Articles of Incorporation of the corporation is hereby amended so as to read as follows:

"First: The corporate mass for the corporation (hereinafter called the "Corporation") is Access/IRS, Inc."

- 3. The corporation has not yet issued shares.
- 4. The amendment herein provided for was adopted by a majority of the Board of Directors of the corporation without shareholder action on May 1, 1995.
- 5. Shareholder action was not required.
- 6. The undersigned is a director of the corporation.

Executed on May 26 , 1995

ACCES/I.B.S., INC.

BY:

John P. Fose, Chairman, Board of Director

P950000 2185/

(Requestor's Name)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

(Corporation Name)	(Document #)
(Corporation Name)	(Document #)
(Corporation Name)	(Document #)
(Corporation Name)	(Document #)
Walk in Pick up time	Certified Co-y
Mail out Will wait Photocopy	Certificate of Status

NEW FILINGS	AMENDMENTS
Profit	Amendment
NonProfit	Resignation of R.A., Officer/Director
Limited Liability	Change of Registered Agent
Domestication	Dissolution/Withdrawal
Other	Merger

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OTHER FILINGS
Annual Report
Fictitious Name
Name Reservation

_	REGISTRATION/ QUALIFICATION		
	Foreign		
	Limited Partnership		
	Reinstatement		
	Trademark		
	Other		

PHA

Examiner's Initials

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

ne undersign ubmits the for oth, in the Stat a. The name o	povisions of sections 607.0502, 617. ned corporation organized undi- illowing statement in order to char is of Florida. ACCESS/I R	er the lews of the nge its registered office	State of The Control
b. The mailing	eddress of the corporation is: 37	70 W. CAMINO CARDENS	BLVD., SUITE 108,
Ic. Date of inc	03/17/95 orporation:	_ Document number:	P95000021851
?. The name	and address of the current registere	ed agent and office:	TUC VI
	BOCA RATON, FLORIDA 33486		
3. The name ar	nd address of the new registered ag	gent and office:(P.O. Box	Not Acceptable
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