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FLORIDA DIVISION OF CORPORATIONS

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FROM: CLIFFORD M. KING
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ACCT#:

CONTACT: CLIFFORD M KING
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FAX #:

(941)954-4762

NAME: ACCESS CAPITAL GROUP, INC.

AUDIT NUMBER.....H96000012298

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 2

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ARTICLES OF INCORPORATION
OF
ACCESS CAPITAL GROUP, INC.

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TALLAHASSEE, FLORIDA

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

Access Capital Group, Inc.

2. Principal Office. The principal office of the Corporation is:

1800 Second Street, Suite 808
Sarasota, Florida 34236

3. Mailing Address. The mailing address of the Corporation is:

1880 Clematis
Sarasota, FL 34239

4. Authorized Shares. The Corporation is authorized to issue 10,000 shares of common stock having a par value of \$1.00 per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

Prepared by:
Clifford M. King
1800 Second Street, Suite 855
Sarasota, FL 34236
Telephone: (941) 365-0365
Fax: (941) 954-4762
Florida Bar No. 0745390

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5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend, or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

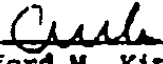
Clifford M. King
Suite 855
1800 Second Street
Sarasota, Florida 34236

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with the obligations of that position.

7. Incorporator. The name and address of the incorporator of the Corporation is:

Clifford M. King
Suite 855
1800 Second Street
Sarasota, Florida 34236

Dated this 4th day of September, 1996.


Clifford M. King
Incorporator and Registered Agent

FILED
96 SEP -4 PM 3 45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by:
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