

P96000086882



Bobby E. Story
104 Golf Club Drive
Longwood, Florida, 32770
(407) 002-1841

October 15, 1996

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida, 32399

RE: Articles of Incorporation
American Access Technologies, Inc.

000001982520--7
-10/22/96--01056--001
*****70.00 *****70.00

Dear Sir:

I enclose the Articles of Incorporation (2 Copies) executed by the undersigned which I request be filed by the Secretary of State.

Additionally, we enclose our check in the amount of Seventy (\$70) Dollars which represents the fees due for this action.

Please provide the undersigned with a recorded copy of such filings.

Sincerely,

Bobby E. Story

ENCL

FILED
96 OCT 21 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT 22 1996 BSB

Articles of Incorporation
of
Americann Access Technology, Inc.

FILED
96 OCT 21 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Nature and Duration

The name of the Corporation is Americann Access Technology, Inc.. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 164 Golf Club Drive, Longwood, Florida, 32779.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 164 Golf Club Drive, in the City of Longwood, County of Seminole. The name of the registered agent at such address is Bobby E. Story.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 75,000 shares of Common Stock ("Common Stock") \$ 0.10 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the Incorporator of this Corporation is as follows:

Name:

Bobby E. Story

Address:

164 Golf Club Drive
Longwood, Florida, 32779

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

Name:

Bobby E. Story

Address:

164 Golf Club Drive
Longwood, Florida, 32779

ARTICLE VIII

Amendments

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any Incorporator, officer or director, or any former Incorporator, officer or director, to the full extent permitted by law.

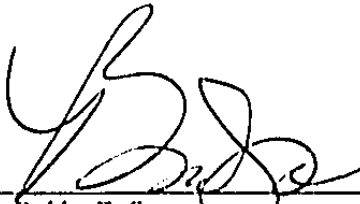
ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in EFFECT from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal

DATED this 16th day of October, 1996.

By: 
Bobby E. Story

STATE OF FLORIDA)
) SS.
COUNTY OF SEMINOLE)

The foregoing instrument was acknowledged before me this 16th day of October, 1996, by Bobby E. Story. He is personally known to me or has produced _____ as identification and did not take an oath.

(NOTARY SEAL)


(Notary Signature)

Candace Keen
(Notary Name Printed)

NOTARY PUBLIC

Commission No. 8004221555



CANDACE KEEN
My Commission CC42448W
Expires Dec. 05, 1998
Bonded by HAI
H00-422 1555

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That American Access Technology, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Longwood, County of Seminole, State of Florida, has named Bobby E. Story, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with Sec. 607.0501, Florida Statutes.

By: 

Bobby E. Story

DATED: October 16th, 1996

FILED
OCT 21 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000086882
American Access Technologies Inc.

604 Savage Court
Longwood, FL., 32760
Fax (407) 332-0340 - Phone (407) 332-8302

November 26, 1996

Ms. Thelma Lewis
Division of Corporations
P. O. Box 6327
Tallahassee, Florida, 32314

200002021242--7
-12/05/96--01069--023
*****32.00 *****32.00

RE: Amendment to Articles of Incorporation
American Access Technologies, Inc.
Corporate Document No: P96000086882

200002021242--7
-12/05/96--01069--024
*****3.00 *****3.00

Dear Ms. Lewis:

Yesterday, November 25, 1996, we mailed an amendment to our articles of incorporation along with a check in the amount of \$32.00. We realized today that this amount should have been \$35.00 and we enclose our check in the amount of \$3.00 to cover the deficit.

We are sorry for the inconvenience and trust you can record our document as requested.

If you need further assistance from us, please call us at the above number.

Sincerely,



B. E. Story
Chief Financial Officer

ENCL: Check

Amendment

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -2 AM 10:39

DEC 2 - 1996

American Access Technologies Inc.

804 Savage Court
Longwood, FL., 32760
Fax (407) 332-0340 • Phone (407) 332-8382

November 25, 1996

Florida Department of State
P. O. Box 6327
Tallahassee, Florida, 32314

RE: Amend and Restated Articles of Incorporation
American Access Technologies, Inc.

Dear Sir:

We enclose the Amend and Restated Articles of Incorporation of American Access Technology, Inc. Please file these documents and provide us with a recorded copy.

We enclose our check in the amount of \$32.00 which covers the fee for this service.

Sincerely,



Vic Murray
President

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AMERICAN ACCESS TECHNOLOGY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -2 AM 10:39

* * *

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation, which amendments to the Corporation's Articles of Incorporation, as amended, contained therein were adopted by the shareholders of the Corporation on November 25, 1996 by the holders of the outstanding common stock, the only voting group, and the number of shares adopting the Amended and Restated Articles of Incorporation by such group was sufficient for approval.

1. The name of the Corporation is AMERICAN ACCESS TECHNOLOGY, INC.
2. The Articles of Incorporation of the Corporation we hereby amend to read in their entirety as follows:

ARTICLE 1

Name

The name of the corporation is AMERICAN ACCESS TECHNOLOGIES, INC.

ARTICLE 2

Purpose

The purpose or purposes of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE 3

Capital Stock

The total amount of capital stock which this Corporation has the authority to issue is as follows:

10,000,000 shares of common stock, \$.001 par value per share; and

1,000,000 shares of Preferred Stock, \$.001 par value per share.

The Board of Directors is authorized, subject to limitations prescribed by law, to provide for the issuance of the shares of such preferred stock in series, and to establish from time to time the number of shares to be included in each series, and to fix the designation, powers, preferences and relative, participating, optional or other special rights of the shares of each series and the qualifications, limitations or restrictions thereof.

The authority of the Board with respect to each series of preferred stock shall include, but not be limited to, determination of the following:

- A. The number of shares constituting the series and distinctive designation of the series;
- B. The dividend rate on the shares of the series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payments of dividends on shares of the series;
- C. Whether the series will have voting rights, and if so, the terms of the voting rights;

D. Whether the series will have conversion privileges, and, if so, the terms and conditions of the conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors determines;

E. Whether or not the shares of the series will be redeemable; and, if so, the terms and conditions of redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

F. Whether the series shall have a sinking fund for the redemption or purchase of shares of the series, and, if so, the terms and amount of the sinking fund;

G. The rights of the shares of the series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights or priority, if any, of payment of shares of the series; and

H. Any other relative terms, rights, preferences and limitations, if any, of the series as the Board of Directors may lawfully fix under the laws of the State of Florida as in effect at the time of the creation of such series.

ARTICLE 4

Indemnification of Directors, Officers and Other Authorized Representatives

1. Indemnification. The Corporation shall indemnify its officers, Directors, employees and agents against liabilities, damages, settlements and expenses (including attorneys' fees) incurred in connection with the Corporation's affairs, and shall advance such expenses to any such officers, directors, employees and agents, to the fullest extent permitted by law.

2. Effect of Modification. Any repeal or modification of any provision of this Article 4 by the shareholders of the Corporation shall not adversely affect any right to protection of a Director, officer, employee or agent of the Corporation existing at the time of the such repeal or modification.

3. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent to another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against liability under the provision of this Article 4

4. Rights of Subrogation. Indemnification hereunder and under the Bylaws shall be a personal right and the Corporation shall have no liability under this Article 4 to any insurer or any person, corporation, partnership, association, trust or other entity (other than the heirs, executors or administrators of such person) by reason of subrogation, assignment or succession by any other means to the claim of any person to indemnification hereunder or under the Corporation's Bylaws.

ARTICLE 5

Right to Amend or Repeal Article

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation or any amendment hereto,

in the manner now or hereafter prescribed by statute, and all rights and powers herein conferred on shareholders are granted subject to this reserved power.

ARTICLE 6

Severability

In the event any provision (including any provision within a single article, section, paragraph or sentences) of these Articles should be determined by a court of competent jurisdiction to be invalid, prohibited or unenforceable for any reason, the remaining provisions and parts hereof shall not be in any way impaired and shall remain in full force and effect and enforceable to the fullest extent permitted by law.

ARTICLE 7

Stock Split

Each share of the Corporation is outstanding common stock, \$.10 par value per share, shall be and they are hereby automatically changed (without any further act) into 200 shares of common stock, \$.001 par value per share.

The foregoing stock split shall be accomplished in the following manner:

(1) All certificates representing issued shares which are in existence as of the close of business on the date hereof (the "Record Date") shall thereafter, without any further action being taken, represent the same number of shares as they theretofore represented.

(2) The appropriate officers of the Corporation are authorized and directed, as soon as practicable after the close of the business on the Record Date, to cause to be issued and delivered to each shareholder of record as of the close of business on

the Record Date certificates representing the additional shares of the Corporation's common stock to which they shall be entitled pursuant to the foregoing stock split.

The Board of Directors of the Corporation or any executive committee thereof is empowered to adopt further rules and regulations concerning the foregoing change and to appropriately adjust any outstanding options, warrants or other securities which are convertible into shares of the Corporation's common stock, \$.10 par value.

Dated: November 25, 1996

AMERICAN ACCESS
TECHNOLOGY, INC.

By: Victor E. Murray
President