

10/25/96

FLORIDA DIVISION OF CORPORATIONS
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((H96000015085 9)))

TO: DIVISION OF CORPORATIONS FAX #: (904) 922-4001
FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A. ACCT#: 076247002423
CONTACT: BEVERLY F BRYAN
PHONE: (954) 763-1200 FAX #: (954) 523-1952

NAME: EASY ACCESS INTERNATIONAL, INC.
AUDIT NUMBER.....H96000015085
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

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FILED
96 OCT 28 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W96-22811

RECEIVED
96 OCT 28 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/28/96
JD

396A-49579



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

October 28, 1996

ATLAS PEARLMAN TROP BORKSON PA

SUBJECT: EASY ACCESS INTERNATIONAL, INC.
REF: W96000022841

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

PLEASE PUT THE TELEPHONE NUMBER IN THE PREPARER'S STATEMENT.

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 call (904) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: H96000015085
Letter Number: 196A00049538

ARTICLES OF INCORPORATION
OF
EASY ACCESS INTERNATIONAL, INC.

FILED
OCT 28 PM 12:03
SECRET
FALLS CHURCH, VA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: EASY ACCESS INTERNATIONAL, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 751 Park of Commerce Drive, Suite 112, Boca Raton, Florida 33487.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

Charles B. Pearlman, FL BAR # 235547
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301
(954) 763-1200

ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 10,000,000 shares of common stock, par value \$.001 per share and 2,500,000 shares of preferred stock, par value \$.001 per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

Charles B. Pearlman
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially.

ARTICLE VIII
INITIAL DIRECTOR

The name and address of the Initial Director of this Corporation are:

Milton Barbarosh
Stenton Leigh Group
1900 Corporate Boulevard, Suite 305W
Boca Raton, Florida 33431

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Charles B. Pearlman, Atlas, Pearlman, Trop & Borkson, P.A., 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301.


ARTICLE X
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE XI
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 25th day of October, 1996.


Charles B. Pearlman, Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS

EASY ACCESS INTERNATIONAL, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 751 Park of Commerce Drive, Suite 712, Boca Raton, Florida 33487 has named South Florida Registered Agents, Inc. whose address is c/o 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

SOUTH FLORIDA REGISTERED AGENTS, INC.
a Florida corporation

By: Beverly F. Bryan
Beverly F. Bryan, President

FILED
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SECRET
FALL 1996

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12/17/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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1:32 PM

((H96000017666 4))

TO: DIVISION OF CORPORATIONS FAX #: (904) 922-4000
FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A. ACCT#: 076247002423
CONTACT: BEVERLY F BRYAN
PHONE: (954) 763-1200 FAX #: (954) 523-1952

NAME: EASY ACCESS INTERNATIONAL, INC.
AUDIT NUMBER.....H96000017666
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 4
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$87.50

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12/17/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

1:32 PM

((H96000017666 4))

TO: DIVISION OF CORPORATIONS FAX #: (904) 922-4000
FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A. ACCT#: 076247002423
CONTACT: BEVERLY F BRYAN
PHONE: (954) 763-1200 FAX #: (954) 523-1952

NAME: EASY ACCESS INTERNATIONAL, INC.
AUDIT NUMBER.....H96000017666
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 4
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C. Craskey
Florida

FILED
DEC 17 PM 4:30
ALLAHASSEE, FLORIDA

December 17, 1996

EASY ACCESS INTERNATIONAL, INC.
751 PARK OF COMMERCE DRIVE STE 112
BOCA RATON, FL 33487

SUBJECT: EASY ACCESS INTERNATIONAL, INC.
REF: P96000088471

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please specify the name of the corporation the shares of which will be acquired and the name of the acquiring corporation.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

The FAX audit number must be on the top and bottom of each page of the document.

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 call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000017666
Letter Number: 896A00056234

ARTICLES OF SHARE EXCHANGE

FILED
96 DEC 17 PM 4:30
SECRET
TALLAHASSEE, FLORIDA

THESE ARTICLES OF SHARE EXCHANGE (the "Articles") are dated December 13, 1996 between Easy Access International, Inc., a Florida corporation ("International"), and each of the shareholders of Easy Access, Inc., a Florida corporation ("EAI"), as set forth on Exhibit A to this agreement (collectively, the "Shareholders" and individually the "Shareholder").

PREAMBLE

WHEREAS, International is a corporation duly organized and existing under the laws of the State of Florida and located in Palm Beach County, Florida, having been incorporated on October 28, 1996, and having authorized capital stock consisting of ten million (10,000,000) shares of Common Stock and two million five hundred thousand (2,500,000) shares of Preferred Stock, each having a par value of \$.001 per share; and

WHEREAS, EAI is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on November 15, 1994, and having authorized capital stock consisting of one thousand (1,000) shares of Common Stock having a no par value per share; and

WHEREAS, as of the date of this Agreement, International has issued and outstanding three hundred twenty six thousand six hundred and sixty six (326,666) shares of Common Stock and EAI has issued and outstanding one thousand (1,000) shares of Common Stock; and

WHEREAS, the Shareholders own all of the issued and outstanding shares of Common Stock of EAI; and

WHEREAS, the laws of the State of Florida permit the Shareholders to exchange their shares of stock in EAI for shares of Common Stock in International; and

WHEREAS, it is intended that this transaction be a tax-free exchange pursuant to the rules and regulations of the Internal Revenue Code, as amended.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements and covenants herein contained, as of the "Effective Date," as hereinafter defined, it is agreed that the Shareholders shall exchange their shares of stock in EAI for shares of Common Stock in International, subject to the terms and conditions set forth and the mode of carrying it into effect are and shall be as follows:

Gayle Coleman, Esq., FL BAR #857327
Atlas, Pearlman, Trop & Borkson, P.A.
200 E Las Olas Boulevard, Suite 1900
Fort Lauderdale, FL 33301
(954) 766-7819

96/4989.100/66350.1

HD6000017666

SECTION 1

Recitals

The above recitals are true, correct and are herein incorporated by reference.

SECTION 2

Exchange of Shares

2.1 The Shareholders hereby agree to transfer to International at the Closing referred to in Section 3 below one thousand (1,000) shares of Common Stock held by the Shareholders in EAI and International agrees to deliver to the Shareholder certificates representing two million six hundred seventy three thousand three hundred thirty three (2,673,333) shares of Common Stock of International.

The Shareholders agree to deliver, as applicable, certificates representing the one thousand (1,000) shares of Common Stock held by the Shareholders. All share certificates to be delivered at the Closing by the Shareholders hereto shall be in negotiable form, and the certificates to be delivered at the Closing shall be subject to restrictions on transferability pursuant to federal and state securities laws, including but not limited to, Rule 144 of the Securities Act of 1933, as amended or as applicable. The name of the acquiring corporation is Easy Access International, Inc. and the corporation the shares of which will be acquired is Easy Access, Inc.

SECTION 3

Effective Date

3.1. These Articles have been submitted to the Shareholders of EAI entitled to vote thereon, as provided by the applicable laws of the State of Florida. These Articles have been duly adopted by the requisite consent or vote of the directors and the Shareholders of EAI and the directors and shareholders of International on December 12, 1996, and have been executed in accordance with the laws of the State of Florida and shall be filed with the Secretary of the State of Florida. The Effective Date of the Share Exchange shall be December 12, 1996.

SECTION 4

Covenants and Agreements

4.1. Each of the parties to these Articles hereby covenants to mutually assist the other and to take all action reasonably necessary to accomplish and effectuate the terms hereof.

4.2. The parties to these Articles have entered into a Share Exchange Agreement (the "Agreement") which has been approved, adopted, certified, executed and acknowledged by each of the parties in accordance with Florida Business Corporation Act and the laws of the State of Florida. Said Agreement thereto is on file at the principal place of business of International located in Palm Beach County, Florida.

SECTION 5


Amendment, Termination and Counterpart Signatures

5.1. At any time prior to the filing of these Articles with the Secretary of State of the State of Florida, these Articles may be amended, terminated or abandoned by the Boards of Directors of International and EAI, or by the Shareholders to the extent permitted by state law notwithstanding favorable action on the Share Exchange by the shareholders of International or by the Shareholders with respect to any of the terms contained herein except the terms of exchange provided for in Section 1.1 hereof.

5.2. These Articles may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Share Exchange to be executed on the day first above written.

EASY ACCESS INTERNATIONAL, INC.

By: 
President

EASY ACCESS, INC.

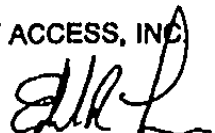
By: 
President

EXHIBIT A

SHAREHOLDERS OF EASY ACCESS, INC.

<u>Name</u>	<u>EAI Common Stock</u>	<u>International Common Stock</u>
Atlas, Pearlman, Trop & Borkson	26.96	72,076
Beswir Properties, Inc.	256.13	684,719
Colton Berger	5.48	14,858
Shorri Berger	5.48	14,858
Taryn Berger	5.48	14,858
James Brown	1.87	5,000
William Cella, in trust for Daniel Cella	3.74	10,000
Deborah Coryell	1.87	5,000
Wayne Dall	1.87	5,000
Betty Dals	11.29	30,179
Steven V. Gallo	53.92	144,152
Paul Kaplan, as trustee for Nathaniel Jay Kaplan	3.74	10,000
Irene Laplace	1.35	3,604
Carl Muracco	134.81	360,379
Gina Mia Sabatino	53.92	144,152
Cora Sciacchetano	80.89	216,227
Celestine F. Spoden	8.55	22,846
Edward R. Tinari	256.13	684,719
Michael Tinari	40.44	108,114
Jeff Weller	13.22	35,346
John A. Widlicka	13.22	35,346
Oscar Zimmerman	14.96	40,000
Terry Zwang	<u>4.68</u>	<u>12,500</u>
	1000.00	2,783,333

P96000088471

1/28/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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11:29 AM

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.
CONTACT: BEVERLY F BRYAN
PHONE: (954)763-1200

ACCT#: 076247002423

FAX #: (954)766-7800

NAME: EASY ACCESS INTERNATIONAL, INC.
AUDIT NUMBER.....H97000001574
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....1

PAGES..... 1
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EST.CHARGE.. \$87.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
EASY ACCESS INTERNATIONAL, INC.

FILED

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Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned President of EASY ACCESS INTERNATIONAL, INC., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, bearing document number P96000088471, does hereby certify that:

First: That pursuant to Unanimous Written Consent of the Board of Directors of said Corporation dated January 21, 1997, the Shareholders and Directors approved the amendment to the Corporation's Certificate of Incorporation as follows:

Article IV of the Certificate of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 30,000,000 shares of common stock, par value \$.001 per share and 5,000,000 shares of preferred stock, par value \$.001 per share.

The foregoing amendment was adopted by the Board of Directors of the Corporation pursuant to Unanimous Written Consent of the Board of Directors, and by the Shareholders of the Corporation dated January 21, 1997 acting unanimously by Written Consent pursuant to Section 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Certificate of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of January 21, 1997.

EASY ACCESS INTERNATIONAL, INC.

By: 
Sonny F. Spoden, CFO

GAYLE COLEMAN, ESQ., FL BAR # 857327
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301
(954) 763-1200

H97000001574

P96000088471

Section 215.26, Florida Statutes, allows in part applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued, else such right shall be barred. Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: EASY Access International, Inc. EIN or SS#: 165-0768075

Address: 751 Park of Commerce Dr. Suite 112
Boca Raton, FL 33487

Amount: \$385.00 Date Paid 07/02/97

Reason for claim: Overpayment of Annual Report
Fees P96-88471

Certified true and correct this _____ day of _____, 19 _____.

Signature Kathy Snow

* Must be completed if authority is other than Section 215.26, Florida Statutes.

For Agency Use Only	
Agency recommends approval of above claim and submits the following information to substantiate the claim:	
Amount of recommended refund \$	<u>385.00</u>
The amount requested above was originally deposited into the State Treasury as a part of the funds deposited on State Treasurer's Receipt No. <u>97927020</u> dated <u>07/02/97</u>	
Name of Account	<u>45202130001453000000000010000</u>
Statutory Authority for Collection	<u>1007</u>
It is requested that payment be made from the following account:	
NAME OF ACCOUNT	<u>452021300014530000000022002000</u>
Certified true and correct this _____ day of _____, 19 _____	
Department of State, Division of Corporations	(Agency)
(Authorized Signature and Title)	