

TRANSMITTAL LETTER

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NOTE: Please provide the original and one copy of the articles.

2/7/97
JB

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

ACCESS CAPITAL, CORP.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1333 SNELL ISLE BLVD., STE. 332

ST. PETERSBURG, FLORIDA 33704

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 SHARES

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

NICHOLAS KYRIAKIDES

1333 SNELL ILSE BLVD. STE. 332

ST. PETERSBURG, FLORIDA 33704

FILED
91 FEB - 6 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

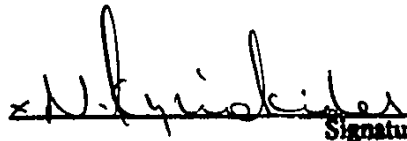
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

NICHOLAS KYRIAKIDES

1333 SNELL ILSE BLVD. STE. 332

ST. PETERSBURG, FLORIDA 33704

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

3 day of FEBRUARY, 19 97.

Signature_____
Signature_____
Signature**NOTE:** Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ACCESS CAPITAL, CORP.
2. The name and address of the registered agent and office is:

NICHOLAS KYRIAKIDES
(Name)

1333 SNELL ISLE BLVD., STE. 332
(P.O. Box or Mail Drop Box ~~NOT~~ ACCEPTABLE)

ST. PETERSBURG, FLORIDA 33704
(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

x N. Kyriakides
(Signature)

FEBRUARY 3, 1997
(Date)