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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Preston Sorenson
7827 Brockbank Dr.
Orlando, FL 32809-6364

97 JUN 30 AM 8:32

EFFECTIVE DATE
16-28-97

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Gentlemen:

With respect to the formation of a new Florida corporation, ACCESS ALL ASSURANCE
FINANCIAL, INC., we submit the following:

1. Our check for \$122.50 to cover filing fees, etc.
2. Two copies of the Articles of Incorporation.
3. Certificate Designating Place of Business or Domicile For
The Service of Process Within Florida, Naming Agent Upon
Whom Process May Be Served.

We would greatly appreciate your prompt action as numerous licenses,
applications, etc. require a certified copy of the Articles of Incorporation
and the assigned Florida Charter number.

Please advise if you need any additional information.

Very truly yours, 600002226096--6
-06/30/97--01043--017
***122.50 ***122.50

P. Sorenson
President

Enclosures

RF
7-1-97

ARTICLES OF INCORPORATION
OF
ACCESS ALL ASSURANCE FINANCIAL, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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EFFECTIVE DATE
6-28-97

Article I - Name

The name of this corporation is ACCESS ALL ASSURANCE FINANCIAL, INC.

Article II - Duration

This corporation shall exist perpetually commencing on the date of execution of these Articles, if they shall be filed with the Department of State within five days after execution, and if not, commencing on the date of such filing.

Article III - Purpose

This corporation is organized:

1. To manufacture, construct, purchase or otherwise acquire and to own, mortgage, pledge, sell assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class and description.
2. To engage in any activity or business permitted under the laws of the United States and of this State, as the same may be from time to time amended.

Article IV - Capital Stock

This corporation is authorized to issue 5,000,000 shares of \$0.001 par value common stock, which shall be designated "Common Shares". No shareholder shall be entitled to preemptive rights.

Article V - Initial Registered Office and Agent

The street address of the initial registered office and principal office of this corporation is 7627 Brockbank Dr., Orlando, FL 32809 and the name of the registered agent of this corporation at that address is Preston Sorenson. The mailing address of this corporation is PO Box 590611, Orlando, FL 32859-0611.

Article VI - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the by-laws adopted by the stockholders, but shall never be less than one.

The name and address of the initial director of this corporation is:

Preston Sorenson, 7627 Brockbank Dr., Orlando, FL 32809

The mailing address of the Director of this corporation is:

PO Box 590611, Orlando, FL 32859-0611

Article VII - Incorporators

The names and addresses of the persons signing these Articles is:

Preston Sorenson, 7627 Brockbank Dr., Orlando, FL 32809

The mailing address is:

PO Box 590611, Orlando, FL 32859-0611

Article VIII - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

Article IX - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article X - Action by Directors without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

Article XI - Indemnification

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

Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 28th day of June, 1997.



Preston Sorenson

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Preston Sorenson, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 28 day of June, 1997.



Notary Public - State of Florida

My commission expires:



DAVID CREAMER
My Commission CC450060
Expires Apr 26, 1999
Bonded by AND
800-852-5878

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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STATE OF FLORIDA

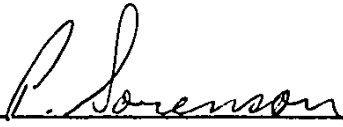
Certificate Designating Place of Business or Domicile for the Service of Process Within This State,
Naming Agent Upon Whom Process May be served and Names and Addressees of the Officers and
Directors.

The following is submitted, in compliance with
Chapter 48.091, Florida Statutes

ACCESS ALL ASSURANCE FINANCIAL, INC., a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 7627 Brockbank Drive, Orlando, FL 32809 has named Preston Sorenson, whose mailing address is PO Box 590611, Orlando, FL 32859-0611, and whose physical address is 7627 Brockbank Dr., Orlando, FL 32809, as its agent to accept service of process within this state.

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process for the above stated corporation, at the place designated in this certificate and I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Registered Agent