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KARL A. BURGUNDER, P.A.
ATTORNEY AT LAW
1757 W. BROADWAY, SUITE 4
OVIDO, FL 32765

CORPORATE AND BUSINESS LAW
REAL PROPERTY LAW
WILLS, TRUSTS, AND ESTATE ADMINISTRATION

TELEPHONE (407) 366-3555
FACSIMILE (407) 366-0605
EMAIL KAB217@MAGICNET.NET

August 7, 1998

Division of Corporations
Attention: New Filings Department
P.O. Box 6327
Tallahassee, FL 32314


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-08/10/98--01062--003
*****70.00 *****70.00

RE: Access Options, Inc.

Dear Sir or Madam:

Enclosed are the articles of incorporation for the above-referenced entity, and a check for the \$70.00 incorporation and registered agent fee. Please return a conformed copy of the articles and the filing receipt in the enclosed envelope, and please let me know if you have any questions.

Sincerely,



Ruth M. Cuthbert
Legal Assistant

/rmc
Enclosure

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
of
ACCESS OPTIONS, INC.

The undersigned, as incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is ACCESS OPTIONS, INC.

ARTICLE II - COMMENCEMENT OF EXISTENCE AND DURATION

The date of commencement of the existence of the corporation shall be upon the filing of these Articles, and the corporation shall exist perpetually.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is:

450 Washington Drive
Oviedo, FL 32765

The corporation may, from time to time, change the principal office of the corporation or may designate such other offices and places of business as it deems necessary to carry out its purposes.

ARTICLE IV - PURPOSE

This corporation is organized for, and may conduct business for, any lawful purpose without limitation.

ARTICLE V - CAPITAL STOCK

This corporation shall have one class of shares, designated as "common shares". The number of shares of stock that this corporation is authorized have outstanding at

Prepared by

1

and return to:

Karl A. Burgunder,

Attorney at Law

Karl A. Burgunder, P.A.

1757 W. Broadway, Suite 4

Oviedo, FL 32765

(407) 366-3555

Fla. Bar No. 980935

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any one time is: one thousand and no/100 shares. The shares shall have no designated par value. Shares of this corporation shall be represented by share certificates duly issued according to Florida law. The holder of each common share shall be entitled to one vote as to all matters to which voting is required by law, and shall be issued as the corporation shall determine.

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is Karl A. Burgunder, P.A., Attorney at Law, whose address is 1757 W. Broadway, Suite 4, Oviedo, FL 32765.

ARTICLE VIII - MANAGEMENT

Pursuant to Florida Statute §607.0732, the management of the corporation shall be carried out directly by the shareholders and no board of directors shall exist. A vote of the majority of shares issued and outstanding shall be required for all corporate actions. The shareholders managing the business of the corporation shall be vested with the same powers as otherwise would be vested in a board of directors, without limitation, and shall specifically retain the power to: create, empower, and dissolve a board of directors; declare dividends; make distributions (whether proportional to share ownership or otherwise); adopt, amend, or repeal bylaws; appoint, empower, compensate, and terminate officers; enter into contracts; indemnify officers and agents; delegate executive authority; establish procedures for resolving deadlock; or to dissolve the corporation. Notwithstanding the foregoing, no shareholder shall be entitled to vote his shares in any corporate matter unless such shareholder is 18 years of age in the case of natural persons. Voting rights of shareholders who are natural persons under age 18 shall instead be vested in such person's natural or legal guardian. On account of there being no common shares of stock issued by the corporation and no shares subject to any subscription agreement at the time of the filing of these Articles, the undersigned, being the sole incorporator, and pursuant to Florida Statute §§607.0732 (2)(a)1 and

Prepared by
and return to:
Karl A. Burgunder,
Attorney at Law
Karl A. Burgunder, P.A.
1757 W. Broadway, Suite 4
Oviedo, FL 32765
(407) 366-3555
Fla. Bar No. 980935

607.0732(7), hereby deems these Articles to constitute a shareholder's agreement as required by F.S. §607.0732

ARTICLE IX - INITIAL OFFICERS

The initial officers of the corporation are as set forth below. The officers shall serve at the pleasure of, and in such manner as, the shareholders shall determine.

1. Leighsah Jones, President and Treasurer
2. Patrick Pass, Secretary

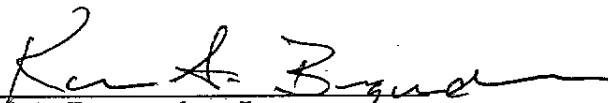
ARTICLE X - INCORPORATOR

The name and address of the incorporator signing these articles is: Karl A. Burgunder, Attorney at Law, 1757 W. Broadway, Suite 4, Oviedo, FL 32765.

ARTICLE XI - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of August, 1998 at Oviedo, Florida.


Karl A. Burgunder, Incorporator

Prepared by
and return to:
Karl A. Burgunder,
Attorney at Law
Karl A. Burgunder, P.A.
1757 W. Broadway, Suite 4
Oviedo, FL 32765
(407) 366-3555
Fla. Bar No. 980935

DESIGNATION AND ACCEPTANCE OF
REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent in the State of Florida:

1. The name of the corporation is ACCESS OPTIONS, INC.
2. The name of the registered agent is Karl A. Burgunder, P.A.,
Attorney at Law
3. The address of the registered office is 1757 West Broadway, Suite 4, Oviedo,
Florida 32765.

Having been named as registered agent and designated to accept service of process for the above corporation at the above named registered office, the undersigned hereby accepts appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provision of all statutes relating to the proper and complete performance of the duties, and states that the undersigned is familiar with and accepts the obligations of registered agent.

Dated this 7th day of August, 1998

Karl A. Burgunder, P.A.
Attorney at Law

BY: Karl A. Burgunder
Karl A. Burgunder, its President

Prepared by
and return to:
Karl A. Burgunder,
Attorney at Law
Karl A. Burgunder, P.A.
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