

LAW OFFICES OF
HENDRY, STONER, SAWICKI & BROWN

PROFESSIONAL ASSOCIATION

200 E. ROBINSON STREET, SUITE 500

ORLANDO, FLORIDA 32801

TELEPHONE (407) 843-5880

FAX (407) 425-7905

E-MAIL: HSSB@gdl.net

120 BROADWAY AVENUE, SUITE 201

KISSIMMEE, FLORIDA 34741

TELEPHONE (407) 944-1900

FAX (407) 944-1918

PLEASE REPLY TO ORLANDO OFFICE

ROBERT R. HENDRY
BOARD CERTIFIED IN INTERNATIONAL
LAW

RICHARD D. STONER
BOARD CERTIFIED IN REAL ESTATE

STEPHEN C. SAWICKI
CERTIFIED MEDIATOR

G. STEVEN BROWN
BOARD CERTIFIED IN TAXATION

OF COUNSEL

DEBORAH J. TOWNSEND
BOARD CERTIFIED IN IMMIGRATION

LAURA A. QUIGLEY
BOARD CERTIFIED IN TAXATION

CARL-CHRISTIAN THIER
ADMITTED IN NEW YORK & GERMANY
ONLY

MARCOS A. CIGAGNA
ADMITTED IN BRAZIL ONLY

JACQUELINE E. DANZER
ADMITTED IN VENEZUELA ONLY

P99000109161

December 13, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

300003073113--4

-12/16/99--01081--012

*****78.75 *****78.75

RE: GLOBAL ACCESS TECHNOLOGIES, INC.

EFFECTIVE DATE

01-01-00

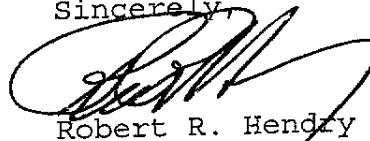
Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Please have the original Articles filed as soon as you receive them but they are to be effective on January 1, 2000.

Please confirm filing of the Articles and forward the certified copy of the Articles to us by regular mail.

Please do not hesitate to contact me if you have any questions and thank you for your assistance in this regard.

Sincerely,


Robert R. Hendry

RRH/mes
Enclosures

al\GLOBAL\incorporation\CAPCONN.LTR

FILED
99 DEC 16 PM 2:18
TALLAHASSEE, FLORIDA

ag 12/17

ARTICLES OF INCORPORATION
OF
GLOBAL ACCESS TECHNOLOGIES, INC.

FILED
99 DEC 16 PM 2:18
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: GLOBAL ACCESS TECHNOLOGIES, INC. The principal office of the Corporation is 445 Bluejay Way, Orlando, Florida 32828. The mailing address of the Corporation is 200 E. Robinson Street, Suite 500, Orlando, Florida 32801.

Article 2. Duration. The duration of the Corporation is perpetual. EFFECTIVE DATE
01-01-00

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares at a par value of One Dollar (\$1.00) per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 445 Bluejay Way, Orlando, Florida 32828 and the name of the initial Registered Agent at that address is George A. Tunaya, Jr.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is five (5). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Directors of the Corporation are as follows:

George A. Tunaya, Jr.	445 Bluejay Way, Orlando, Fl 32828
Dante Gabriel	Orlando, Florida

Mike Clark
Ralph Malone
Melodioso Nabor

Vero Beach, Florida
Orlando, Florida
Orlando, Florida

Article 7. Incorporators. The name and address of each Incorporator is as follows:

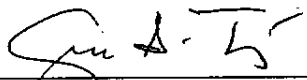
George A. Tunaya, Jr. 445 Bluejay Way, Orlando, FL 32828

Article 8. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 9. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 10. Commencement of Existence. The Corporation shall commence its existence on January 1, 2000 at 12:01 A.M.

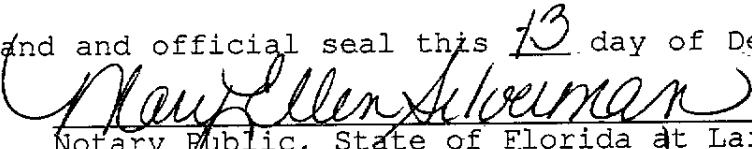
IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 13th day of December, 1999.


George A. Tunaya, Jr.

STATE OF FLORIDA)
COUNTY OF ORANGE)

Before me personally appeared George A. Tunaya, Jr., to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 13 day of December, 1999.

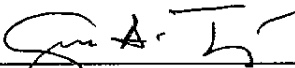

Notary Public, State of Florida at Large

Typed Name of Notary Public: MARY ELLEN SILVERMAN
Commission No.: Notary Public, State of Florida
(NOTARY SEAL) My Comm. Expires Feb. 15, 2002
Comm. No. CC 716777

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of GLOBAL ACCESS TECHNOLOGIES, INC. which is contained in the foregoing Articles of Incorporation. I am familiar with and accept the obligations of Section 607.0505 F.S.

DATED this 13 th day of DECEMBER, 1999.



George A. Tunaya, Jr.

AL\GLOBAL\INCORPORATION\ART.INC

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TALLAHASSEE, FLORIDA

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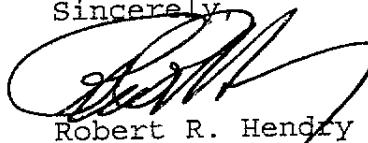
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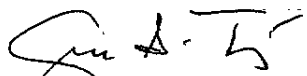
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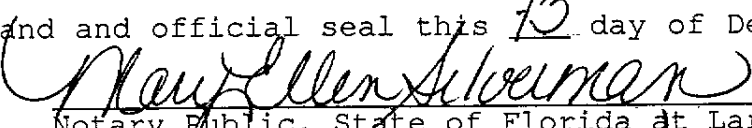
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George A. Tunaya, Jr.

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COUNTY OF ORANGE)

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WITNESS my hand and official seal this 13 day of December, 1999.

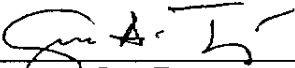

Notary Public, State of Florida at Large

Typed Name of Notary Public MARY ELLEN SILVERMAN
Commission No.: Notary Public, State of Florida
(NOTARY SEAL) My Comm. Expires Feb. 15, 2002
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George A. Tunaya, Jr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA