

ACCESS POWER, INC.

INFORMATION AND DISCLOSURE STATEMENT

PART A: General Company Information

Item (I): The exact name of the Issuer and its predecessor (if any).

Access Power, Inc., hereinafter referred to as the “Issuer”, the “Company”, or “ACCR.”

Item (II): The address of its principle executive offices.

2038 Corte del Nogal, Suite 110
Carlsbad, California 92011
Telephone: (760) 804-8844
Fax: (760) 804-8845

Item (III): The state and date of incorporation.

ACCR was incorporated in the state of Florida on October 10, 1996.

Item (IV): The name and address of the transfer agent.

Atlas Stock Transfer, Inc
5899 South State Street
Salt Lake City, Utah 84107
(801) 266-7151 phone
(801) 262-0907 fax

Item (V): The nature of the Issuer’s business.

ACCR is a Florida corporation in the business of retail mattress and accessory sales. Our executive offices are currently located at 2038 Corte del Nogal, Suite 110, Carlsbad, California 92011. Our telephone number is (760) 804-8844.

(A) Business Development.

1. The form of organization of the Issuer.

ACCR is a Florida Corporation.

2. The year that the Issuer (or any predecessor) was organized.

ACCR was organized by the filing of the Articles of Incorporation with the Secretary of State of Florida on October 10, 1996.

3. Issuer’s fiscal year end date.

December 31st.

4. Whether the Issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding:

ACCR and/or any predecessor has not and is not in the process of filing bankruptcy, receivership or any similar proceeding.

5. Whether the Issuer has made a material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business;

None.

6. Any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the Issuer to make payments;

None.

7. Any change of control;

None.

8. Has there been an increase of 10% or more of the same class of outstanding equity securities?

None.

9. Describe any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization.

None.

10. Whether the Issuer has been de-listed by any securities exchange or NASDAQ.

The Issuer filed a Form 15 with the Securities and Exchange Commission on April 13, 2007, effectively suspending their duty to file reports under sections 13 and 15(d) of the Securities Exchange Act of 1934.

11. Any current, past, pending or threatened legal proceedings or administrative actions either by or against the Issuer that could have a material effect on the Issuer's business, financial condition, or operations. State the names of the principal parties, the nature and current status of the matters, and the amounts involved.

None.

(B) Business of Issuer.

ACCR is a specialty retailer of bedding with a focus on both retail and online sales of memory foam mattresses and pillows, air mattresses, and related accessories. We carry a line of memory foam mattresses and pillows, air mattresses and related accessories with a varying range of price points. Our retail store is located in Houston, Texas with a sales focus on the greater Houston area. We believe our retail store provides our customers with a unique and distinctive shopping experience due to competitive prices, superior services, professional customer service and sales and a comfortable store environment. Additionally our planned online sales store will offer customers the same benefits of the retail store combined with the ease and convenience of shopping at home. Our strategy is to improve our market share position in these markets in order to achieve a leadership position through growth and expansion. We offer our customers strong value, local delivery and superior services in a conveniently located, comfortable store environment. In addition to the retail store, we plan to maintain an internet based sales force focused on the broader online sales market.

1. Please indicate the Issuer's primary and secondary SIC codes.

The Primary SIC Code for the Issuer is 5700 and there are no other SIC codes that fit as the secondary SIC code at this time.

2. Has the Company ever conducted operations, is in the development stage, or is currently conducting operations?

The Issuer was incorporated in 1996. Our prior business was to provide collaboration services to the consumer and business markets and to provide global Internet-based communications for voice and multi-media applications, integrating the Internet and traditional telephony. Other than general winding up activities and attempts by management to settle outstanding debt, the Company was inactive from 2002 until the end of 2005 and recommenced operations in late 2005 with new management working on a part time basis. Currently, we are in the business of retail mattress and accessory sales. We currently remain in the development stage and have no operating profits to date. Our executive offices are currently located at 2038 Corte del Nogal, Suite 110, Carlsbad, California 92011. Our telephone number is (760) 804-8844.

3. Is the Issuer considered to be a “shell company” pursuant to Securities Act Rule 405.

The Issuer is not a “shell company”.

4. State the name of any parent, subsidiary or affiliated company.

There is no parent, subsidiary, or affiliated company.

5. The effect of existing or probable governmental regulation the business.

ACCR’s operations are subject to state, local and foreign consumer protection and other regulations relating to the mattress and pillow industry. These regulations vary among the states and countries in which we do business. The regulations generally impose requirements as to the proper labeling of bedding merchandise, restrictions regarding the identification of merchandise as “new” or otherwise, controls as to hygiene and other aspects of product handling and sale and penalties for violations. The U.S. Consumer Product Safety Commission and various state regulatory agencies are considering new rules relating to fire retardancy standards for the mattress and pillow industry. Required product modifications necessary to comply with these possible rules may add cost to our products.

6. An estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers.

No funds were spent on research and development activities during the last two fiscal years. The costs are not borne by customers.

7. Costs and effects of compliance with environmental laws (federal, state and local);

ACCR is not producing any products that are hazardous to the environment and does not foresee any changes that could adversely affect the environment.

8. Number of total employees and number of full time employees.

The Company currently has a total of two people offering their services as consultants and does not employ anyone full time.

(C) Investment Policies.

1. Investments in real estate or interest in real estate.

The Company has no investments and does not intend to invest in any real estate properties at this time.

2. Investments in real estate mortgages.

The Company has no investments and does not intend to invest in any type of real estate mortgages.

3. Securities of or interests in persons primarily engaged in real estate activities.

The Company has no investments and does not intend to invest in any persons primarily engaged in real estate activities.

Item (VI): The nature of products or services offered.

A. Principal products or services, and their markets:

ACCR is a specialty retailer of bedding with a focus on both retail and online sales of memory foam mattresses and pillows, air mattresses and related accessories. We carry a line of memory foam mattresses and pillows, air mattresses and related accessories with a varying range of price points.

Today's mattress consumer is concerned most with comfort. According to The International Sleep Products Association (ISPA), market research consistently shows "Comfort" is the most important attribute consumers consider in a mattress. A comparison of findings from 1996 to 2000 reveals that "comfort" has overwhelmingly replaced "firmness" as the most important attribute in mattress appeal. Additionally, all other attributes drop off precipitously in terms of importance after "comfort." The importance of a good night's sleep can't be overstated. No one functions well on lack of sleep. The majority of people in the western world are sleep-deprived, and sleep deprivation is a significant cause of accidents. Students who are sleep-deprived learn poorly. Chronic sleep deprivation affects the appetite centers of the brain, causing overeating and subsequent obesity. Any bed system conducive to a deeper, more restful sleep improves the consumer's quality of life. We believe our foam mattresses are more comfortable than standard bedding products because the pressure relieving material is temperature sensitive, has a high density and conforms to the body to therapeutically align the neck and spine, thus reducing neck and lower back pain, two of the most common complaints about other sleep surfaces.

While memory foam was developed for NASA in the 1970's, it really only hit the consumer market in topper pads, and later their memory foam mattress, in the early 1990s. Since then, however, the memory foam mattress has become one of the fastest growing segments in the mattress industry. The first company to really realize the potential of memory foam for the consumer market was Tempur-Pedic ®. They had worked on creating their own version of memory foam, and come up with a foam they called Tempur ® that was much more durable and still had the pressure reducing benefits of memory foam. Coming from this medical background, Tempur ® foam was very expensive, and has stayed that way to this day. After a few years on the consumer market, though, other foam manufacturers saw the potential of memory foam and began to produce their own versions of memory foam. Since these manufacturers came from the consumer foam business, rather than the medical business, their cost structure for memory foam was much lower and they priced their products at a fraction of the Tempur ® foam. As the years went by, memory foam became more and more popular, and the demand for memory foam mattresses has skyrocketed.

There are several advantages to memory foam over a conventional mattress: it's hypoallergenic, molds to fit anyone's body and provides some insulation on cold nights so you need fewer heavy blankets and comforters. All the pressure points that cause discomfort, and subsequent tossing and turning, are eliminated. Consumers have traditionally been unaware or uneducated as to the contents and structure of mattresses and mattress materials. Most consumers purchase these items "blind" in that they are unable to compare the structure and firmness of varying mattress designs. The foam mattress industry has revolutionized the consumer's ability to compare mattress comfort by producing standard lines of mattress firmness in varying categories. We carry a line of five types of foam mattresses varied by firmness. Consumers are able to test the mattresses side by side and compare and contrast the level of firmness in each mattress line.

B. Distribution methods of the products or services.

The storage process and methods associated with foam mattresses are quite distinct from traditional mattresses. Traditional mattresses are by their nature large, bulky, heavy, and cumbersome to both store and transport. Mattress retailers must maintain not only a large sales floor but large storage areas to accommodate their inventory. Memory foam mattresses have the advantage of needing much less space for storage and shipping. The nature of the material allows it to be vacuum sealed in plastic for storage and shipping. By vacuum sealing the materials, they shrink down to just a fraction of their original size thus needing far less space for storage. Once the foam mattress is released from the vacuum sealed package, it is restored to its original size and shape in just a few minutes. This allows us to reduce both shipping and storage costs substantially below that of competitors carrying traditional mattress materials and structures.

ACCR markets its products locally throughout the greater Houston area and plans to market nationally through its online sales and marketing. Products will be distributed locally through in house delivery and nationally through FedEx shipping channels. As explained above, the nature of the packaging and storing process allows us to significantly reduce shipping costs. We project significant revenue increase from expansion by adding additional retail outlets in various target market areas throughout the country, product placement in outside retail accounts and by expanding our online sales.

C. Status of any publicly announced new product or services.

None.

D. Competitive business conditions, the Issuer's competitive position in the industry, and methods of competition.

The mattress industry is highly competitive and fragmented. Participants in the mattress industry have traditionally competed primarily based on price. Our mattresses compete with a number of different types of premium and standard alternative and foam mattress designs. The standard mattress market in the U.S. is dominated by three large manufacturers of innerspring mattresses with nationally recognized brand names, Sealy, Serta, and Simmons. These three competitors also offer premium innerspring mattresses and collectively have a significant share of the premium mattress market in the United States. Select Comfort Corporation competes in the premium specialty mattress market and focuses on the air mattress market segment. The balance of the mattress market in the U.S. is served by a large number of other manufacturers, primarily operating on a regional basis. Many of these competitors and, in particular, the three largest manufacturers named above, have greater

financial, marketing and manufacturing resources and better brand name recognition than our products and sell their products through broader and more established distribution channels.

E. Sources and availability of raw materials and the names of principal suppliers.

The Issuer does not deal in raw material.

F. Dependence on one or a few major customers.

ACCR is not dependent on any major customers. However, we are heavily dependent on our major supplier Great Southwest Mattress, Inc. ("GSW"). GSW is the one of the oldest and most reputable mattress store in Houston and the South Texas area with over 3 generations of family owned and operated business. GSW has longstanding existing relationships with many of the mattress industry's largest manufacturers including Simmons, Spring-Air, King-Koil, and many private label brands. In addition to mattress sales, GSW retails adjustable beds, roll-a-way beds, daybeds, futons, metal and wood headboards and footboards, frames, sleeper sofa mattress replacements, and other mattress and bedding accessories. Although we depend heavily on GSW as a sole supplier of products, this organizational association with an established mattress retailer affords us with substantial advantages in overcoming hurdles to the mattress and bedding industry. GSW is able to provide the company with manufacturer connections, an existing and substantial customer base, product distribution channels and expert marketing support.

G. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration; and

ACCR does not have any designs which are copyrighted, trademarked or patented.

H. The need for any government approval of principal products or services. Discuss the status of any requested government approvals.

See response in Item (V) B-5, above.

Item (VII): The nature and extent of the Issuer's facilities.

At present, we do not own any property. Our retail operation is located in a leased facility. We have local access to all commercial freight systems - air, rail and truck. We predominately utilize FedEx for most of our shipments. The retail facility is 16,000 square feet. This facility contains both the administrative/sales offices and retail floor sections. We estimate that this facility should be adequate for the next 36 months. The retail facility is located at 1602 West Alabama St. in Houston, Texas 77006.

PART B: Share Structure and Issuance History

Item (VIII): Exact title and class of the security.

Security Symbol:	ACCR
CUSIP Number:	00431N108
Common Stock:	500,000,000 authorized shares
Preferred stock (Series C):	9,000,000 shares authorized
Preferred stock (Series D):	1,000,000 shares authorized

Item (IX): Description of the security.

A. Par or Stated Value.

The par value of the Common stock of the Company is \$0.001.

The par value of the Series C Preferred Stock of the Company is \$0.001.

The par value of the Series D Preferred Stock of the Company is \$0.001.

B. Common or Preferred Stock.

1. If the Issuer is offering common equity, describe any dividends, voting and preemption rights.

None.

2. If the Issuer is offering preferred stock, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions.

Series C Preferred Stock

Each share of Series C Preferred Stock is convertible into one share of common stock at anytime after January 1, 2006. Upon liquidation, the holders of the Series C Preferred Stock shall be entitled to receive, subordinate to the rights of the holders of Series D Preferred Stock, and senior to the holders of the other series of Preferred Stock and prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of any other shares of stock of the corporation by reason of their ownership of such stock, an amount equal to \$0.01 per share with respect to each share of Series C Preferred Stock, plus all declared but unpaid dividends with respect to such share. The holders of Series C Preferred Stock and the holders of Common Stock shall be entitled to notice of any stockholders' meeting and to vote as a single class upon any matter submitted to the stockholders for a vote as follows: (i) the holders of Series C Preferred Stock shall have such number of votes as is determined by multiplying (a) the number of shares of Series C Preferred Stock held by such holder, (b) the number of issued and outstanding shares of the Corporation's Series C Preferred Stock and Common Stock (collectively, the "Common Stock") on a Fully-Diluted Basis (as hereinafter defined), as of the record date for the vote, or, if no such record date is established, as of the date such vote is taken or any written consent of stockholders is solicited, and (c) 0.0000002; and (ii) the holders of Common Stock shall have one vote per share of Common Stock held as of such date. "Fully-Diluted Basis" shall mean that the total number of issued and outstanding shares of the Corporation's Common Stock shall be calculated to include (a) the shares of Common Stock issuable upon exercise and/or conversion of all of the following securities (collectively, "Common Stock Equivalents"): all outstanding (a) securities convertible into or exchangeable for Common Stock, whether or not then convertible or exchangeable (collectively, "Convertible Securities"), (b) subscriptions, rights, options and warrants to purchase shares of Common Stock, whether or not then exercisable (collectively, "Options"), and (c) securities convertible into or exchangeable or exercisable for Options or Convertible Securities and any such underlying Options and/or Convertible Securities.

Series D Preferred Stock

Each share of Series D Preferred Stock is convertible into one share of common stock at anytime after June 1, 2006. Upon liquidation, the holders of the Series D Preferred Stock shall be entitled to receive, prior to the holders of the other series of Preferred

Stock and prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of any other shares of stock of the corporation by reason of their ownership of such stock, an amount equal to \$0.10 per share with respect to each share of Series D Preferred Stock, plus all declared but unpaid dividends with respect to such share. The holders of Series D Preferred Stock shall have no voting rights.

3. Describe any other material rights of common or preferred stockholders.

None.

4. Describe any provision in Issuer's charter or by-laws that would delay, defer or prevent a change in control of the Issuer.

None.

Item (X): The number of shares or total amount of the securities outstanding for each class of securities outstanding.

For Fiscal Year ending December 30, 2006

# of shares authorized	# of shares authorized	# of shares outstanding	Public float	Total # of shareholders
Common	500,000,000	129,144,121	114,641,475 (Approx.)	515 (Approx.)
Series C Preferred Stock	9,000,000	9,000,000	N/A	2
Series D Preferred Stock	1,000,000	0	N/A	0

For period ending March 31, 2007

# of shares authorized	# of shares authorized	# of shares outstanding	Public float	Total # of shareholders
Common	500,000,000	129,144,121	114,641,475 (Approx.)	515 (Approx.)
Series C Preferred Stock	9,000,000	9,000,000	N/A	2
Series D Preferred Stock	1,000,000	0	N/A	0

Item (XI): List of securities offerings and shares issued for services in the past two years.

The common stock issued for services in the last two years to Issuers December 30, 2006 financial year end and issued since that date to present is as follows:

None

Securities issued as private placements.

The Company conducted private placements in October 2005 in which we sold 4,500,000 shares of Series C Preferred Stock to Firle Trading, S.A. and 4,500,000 shares of Series C Preferred Stock to Thunderbird Global Corporation.

PART C: Management and Control Structure

Item (XII): The name of the chief executive officer, members of the board of directors, as well as control persons.

A. Officers and Directors.

Mr. Mark L. Baum, Esq. - President , CEO and Director

Mr. Baum is one of our Directors. He is not a full time employee and has other outside commitments. In 2002, Mr. Baum founded Business Consulting Group Unlimited, Inc., a Southern California-based merchant banking firm. Mr. Baum is a licensed attorney in the State of California and the principal attorney for The Baum Law Firm, P.C. a firm which he founded in 1998 and has been operating on an ongoing basis. Mr. Baum has more than 11 years experience in creating, financing and growing development stage enterprises in a variety of industries. Mr. Baum has participated in numerous public spin-offs, venture fundings, private-to-public mergers, corporate restructurings, asset acquisitions and asset divestitures. Mr. Baum's law practice focuses on securities laws and related issues for small-cap and micro-cap publicly reporting companies. Mr. Baum is also a director of PNG Ventures, Inc. a publicly traded company.

Mr. James B. Panther - Secretary

Mr. Panther, II is one of our directors. Mr. Panther, II is not a full time employee and has other outside commitments. His career has focused on managing fund raising, financing, M & A, and advisory services in a merchant banking environment. In addition to acting as our director, Mr. Panther, II heads, and is a principal of, Business Consulting Group Unlimited, Inc.'s Capital Markets Group where he brings a combination of corporate finance, operational, and strategic experience to the firm since joining in 2001. Prior to BCGU, Mr. Panther, II was Managing Director of Brighton Capital Partners, LLC, a merchant banking firm, from 1998 to 2001. Prior to joining Brighton Capital Partners, LLC, Mr. Panther, II was Managing Partner of Bristol Partners from 1994 to 1998 where he was responsible for portfolio investments. Mr. Panther, II holds B.A. in Finance from Boston College and a General Course Degree in Economics from the University of Granada, Granada, Spain. He is fluent in English and Spanish.

B. Legal/Disciplinary History.

None of the above persons have in the last 5 years been:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or
4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

C. Disclosure of Certain Relationships.

None.

D. Disclosure of Conflicts of Interest.

None.

Item (XIII): Beneficial Owners.

Provide a list of the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the Issuer's equity securities. To the extent not otherwise disclosed, if any of the above shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Beneficial Owner	Address	% of Common Stock	% of Series C Preferred Stock
Patrick J. Jensen	777 Brickell Ave, Suite 1201 Miami, Florida 33131	11%	0%
Thunderbird Global Corporation	PO Box 816-04174 Ave. Balboa, Panama 5 Republic of Panama	0%	50%
Firle Trading, S.A	Suite 1-A Calle Eusebio A Morales El Canjrejo Panama City Panama	0%	50%

Item (XIV): The name, address, telephone number, and email address of each of the following outside providers that advise the Issuer on matters relating to the operations, business development and disclosure:

1. Investment Banker.

None.

2. Promoters.

None.

3. Counsel.

None.

4. Accountant or Auditor - the information shall clearly (i) describe if an outside accountant provides audit or review services, (ii) state the work done by the outside accountant and (iii) describe the responsibilities of the accountant and the responsibilities of management (i.e. who audits, prepares or reviews the Issuer's financial statements, etc.). The information shall include the accountant's phone number and email address and a description of the accountant's licensing and qualifications to perform such duties on behalf of the Issuer.

None.

5. Public Relations Consultant(s).

None.

6. Investor Relations Consultant.

None.

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure documentation - the information shall include the telephone number and email address of each advisor.

None

PART D: Financial Information

Item (XV) Adequate disclosure of the Issuer's (or its predecessor's) current financial position, which shall include the most recent fiscal year and any interim quarters

A. Financial Statements

ACCESS POWER, INC.	
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ACCESS POWER, INC.
Condensed Balance Sheet
As of December 31, 2006 and March 31, 2007

	December 31, 2006 (unaudited)	March 31, 2007 (unaudited)
Assets		
Assets		
Cash	\$ —	—
Accounts Receivable	3,494	3,494
	<u>3,494</u>	<u>3,494</u>
Total Assets	\$ <u>3,494</u>	<u>3,494</u>
Liabilities and Shareholders' Deficit		
Current Liabilities		
Accounts payable	\$ —	—
Accounts payable - other	—	—
Convertible Notes payable	1,006,333	1,006,333
	<u>1,006,333</u>	<u>1,006,333</u>
Total Current Liabilities	1,006,333	1,006,333
Shareholders' Deficit		
Common stock, \$.001 par value; 500,000,000 shares authorized, 129,144,121 shares issued and outstanding	129,144	129,144
Preferred Stock, Convertible Series C, 10,000,000 shares authorized, 9,000,000 shares issued and outstanding	9,000	9,000
Additional paid-in capital	13,900,924	13,900,924
Retained Earnings (deficit)	(15,041,907)	(15,041,907)
Total shareholder's equity	<u>(1,002,839)</u>	<u>(1,002,839)</u>
Total Current Liabilities and Shareholder's Deficit	\$ <u>3,494</u>	<u>3,494</u>

See accompanying notes to financial statements

ACCESS POWER, INC.
Condensed Statements of Operations
Year Ended December 31, 2006 and Quarter Ended March 31, 2007

	2006	March, 31 2007
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Revenues:		
Sales	\$ —	\$ —
Operating expenses:		
Total operating expenses	—	—
Net Operating loss	—	—
Other Income/Expenses:		
Gain on settlement of judgements	1,063,997	
Net Income:	1,063,997	—
Basic and diluted earnings per share	\$ 0.01	\$ -
Basic weighted average common shares outstanding	129,144,121	129,144,121

See accompanying notes to financial statements

ACCESS POWER, INC.
Statement of Changes in Shareholders' Deficit
Year ended December 31, 2006 and March 31, 2007
(unaudited)

	Common Stock		Preferred Stock		Additional	Retained
	Shares	Par Value	Shares	Par Value	Paid-In Capital	Earnings Deficit
Balance at January 1, 2005	129,144,121	\$ 129,144	—	\$ —	13,900,924	\$ (16,105,904)
Issuance of Preferred C shares		—	9,000,000	9,000	—	—
Balance at December 31, 2005	129,044,121	\$ 129,144	9,000,000	\$ 9,000	\$ 13,900,924	\$ (16,105,904)
Net Income	—	—	—	—	—	1,063,997
Balance at December 31, 2006	129,144,121	\$ 129,144	9,000,000	\$ 9,000	\$ 13,900,924	\$ (15,041,907)
Net Income	—	—	—	—	—	—
Balance at March 31, 2007	129,144,121	\$ 129,144	9,000,000	\$ 9,000	\$ 13,900,924	\$ (15,041,907)

See accompanying notes to financial statements

ACCESS POWER, INC.
Statement of Cash Flows
Year Ended December 31, 2006 and Quarter Ended March 31, 2007 (unaudited)

	<u>2006</u>	<u>March 31,</u> <u>2007</u>
Cash flows from operating activities:		
Net profit/loss	\$ 1,063,997	\$ —
Change in A/R	5,506	—
Change in A/P - other	\$ (1,069,503)	\$ —
Net change in cash	—	—
Cash flows from financing activities:		
Proceeds from the sale of preferred stock	—	—
Cash, beginning of period	<u>—</u>	<u>—</u>
Cash, end of period	\$ <u>—</u>	\$ <u>—</u>

See accompanying notes to financial statements

ACCESS POWER, INC.
(A Development Stage Company)
Notes to the Financial Statements
March 31, 2007 and 2006

NOTE 1. SUMMARY OF ACCOUNTING POLICIES

a. **Organization**

Access Power, Inc. is a Florida corporation that was formed in 1996. Prior business was to provide collaboration services to the consumer and business markets and to be a pioneer provider of global Internet-based communications for voice and multi-media applications, integrating the Internet and traditional telephony. Other than general winding up activities and attempts by management to settle outstanding debt, the Company was inactive from 2002 until the end of 2005 and recommenced operations in late 2005 with new management working on a part time basis. Currently, the Company remains in the development stage and has no operating profits to date. The Company's executive offices are currently located at 2038 Corte Del Nogal, Suite 110, Carlsbad, CA 92008. Their telephone number is (760) 804-8844.

b. **Accounting Method**

The Company's policy is to use the accrual method of accounting to prepare and present financial statements, which conform to generally accepted accounting principles ("GAAP"). The company has elected a December 31, year-end.

c. **Cash and Cash Equivalents**

The Company considers all highly liquid investments with maturities of three months or less when purchased to be cash equivalents.

d. **Loss Per Share**

Basic net loss per share of common stock is computed based on the weighted average shares outstanding and excludes any potential dilution. Diluted loss per share reflects the potential dilution from the exercise or conversion of dilutive securities into common stock. For the periods ended December 31, 2006 and March 31, 2007 2005, the preferred shares were considered into common shares for determining the diluted earnings per share.

e. **Provision for Taxes**

No provision for income taxes has been recorded due to net operating loss carryforwards that will be offset against future taxable income. These NOL carryforwards begin to expire in the year 2017. No tax benefit has been reported in the financial statements because the Company believes there is a 50% or greater chance the carryforward will expire unused.

f. **Recent Accounting Pronouncements**

In February 2006, the FASB issued SFAS No. 155, Accounting for Certain Hybrid Financial Instruments — an amendment of FASB Statements No. 133 and 140. SFAS No. 155 resolves issues addressed in SFAS No. 133 Implementation Issue No. D1, Application of Statement 133 to

Beneficial Interests in Securitized Financial Assets. SFAS No. 155 will become effective for the Company's fiscal year after September 15, 2006. The impact of SFAS No. 155 will depend on the nature and extent of any new derivative instruments entered into after the effective date.

In March 2006, the FASB issued SFAS No. 156, Accounting for Servicing of Financial Assets, an Amendment of FASB No. 140. SFAS 156 requires that all separately recognized servicing assets and servicing liabilities be initially measured at fair value, if practicable. The statement permits, but does not require, the subsequent measurement of servicing assets and liabilities at fair value. SFAS No. 156 is effective as of the beginning of the first fiscal year that begins after September 15, 2006, with earlier adoption permitted.

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements. SFAS No. 157 defines fair value and establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurement. This statement applies under other accounting pronouncements that require or permit fair value measurements and does not require any new fair value measurements. SFAS No. 157 is effective for the fiscal year beginning after November 15, 2007. The company is currently assessing the impact that SFAS No. 157 will have on the consolidated financial statements.

Effective for fiscal year 2006, the company adopted the provisions of SFAS No. 158. SFAS No. 158 requires that the funded status of defined-benefit postretirement plans be recognized on the company's consolidated balance sheets, and changes in the funded status be reflected in comprehensive income. SFAS No. 158 also requires the measurement date of the plan's funded status to be the same as the company's fiscal year-end.

In February 2007, FASB issued FAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* ("FAS 159"), which gives companies the option to measure eligible financial assets, financial liabilities and firm commitments at fair value (i.e., the fair value option), on an instrument-by-instrument basis, that are otherwise not permitted to be accounted for at fair value under other accounting standards. The election to use the fair value option is available when an entity first recognizes a financial asset or liability or upon entering into a firm commitment. Subsequent changes in fair value must be recorded in earnings. FAS 159 is effective for financial statements issued for fiscal year beginning after November 15, 2007. We do not expect adoption of FAS 159 will have a material impact on our consolidated results of operations or financial position.

The adoption of these pronouncements will not have a material effect on the Company's financial position or results of operation.

g. Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures and contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

h. Financial Instruments

The Company includes fair value information in the notes to consolidated financial statements when the fair value of its financial instruments is different from the book value. When the book value approximates fair value, no additional disclosure is made.

NOTE 2. GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company has had substantial operating losses for the past years and is dependant upon outside financing to continue operations. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. It is management's plans to raise necessary funds from shareholders to satisfy the expense requirements of the joint venture and eventually derive revenues there from.

NOTE 3. DEVELOPMENT STAGE COMPANY

The Company is a development stage company as defined in Financial Standards Board Statement No. 7. It is concentrating substantially all of its efforts in raising capital and developing its business operations.

NOTE 4. RELATED PARTY TRANSACTIONS

None.

NOTE 5. COMMON STOCK

The Company has not issued any Common Stock during the last two fiscal years

During October 2005, the Board of Directors approved the issuance of 9,000,000 shares of Preferred Series C shares in exchange for a receivable of \$9,000. \$5,506 of this was used to settle the Sprint and Sunrise judgements.

NOTE 6. STOCKHOLDERS' EQUITY

The stockholders' equity section of the Company contains the following classes of capital stock as of March 31, 2007:

Common stock, \$0.001 par value; 500,000,000 shares authorized: 129,144,121 shares issued and outstanding.

Preferred Series C, \$0.001 par value, 9,000,000 shares authorized: 9,000,000 shares issued and outstanding.

Preferred Series D, \$0.001 par value, 1,000,000 shares authorized: 0 shares issued and outstanding.

NOTE 7. ISSUANCE OF SHARES FOR SERVICES – STOCK OPTIONS

The Company does not have a nonqualified stock option plan.

NOTE 8. CONVERTIBLE NOTES

In April and July of 2002, the Company issued convertible notes in the aggregate principal balance of \$1,006,333 to Glenn and Kirke Smith, the former CEO and CFO (the "Debentures"). The Debentures were issued to guarantee their employment agreements executed concurrently and to settle previously unpaid wages. The Debentures accrue no interest, are due in four years, and are convertible at the option of the holder into the Company's common stock anytime before

maturity. The holders of the Debentures have the right to convert their debentures plus accrued interest into shares of the Company's common stock at the lesser of \$0.01 per share or 50% of the average of the three lowest bid prices for the thirty consecutive trading days immediately preceding the date of conversion.

The Debentures are redeemable by the Company, in whole or in part, at the Company's option, at the then outstanding principal amount of the Debentures. Monthly principal payments are required under the terms of the Debentures. No principal payments have been made, the notes have matured and the company is in technical default. The owners of the notes have not declared a default or attempted to accelerate or otherwise collect the amounts due.

B. The Issuer shall provide a summary of the types of information that the issuer will provide to security holders in the future and the schedule for providing this information.

The Issuer plans, over the course of the next fiscal year, to begin filing with the Securities and Exchange Commission all reports required under the Securities Act of 1934.

Item (XVI) Similar financial information for such part of the two preceding fiscal years as the issuer or it predecessor has been in existence.

Financial information is not available for these periods as the Issuer has been inactive from 2002 to 2005.

Item (XVII) Management's Discussion and Analysis or Plan of Operation

The following discussion and analysis should be read in conjunction with our financial statements and related notes included in this report. This report contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. The statements contained in this report that are not historic in nature, particularly those that utilize terminology such as "may," "will," "should," "expects," "anticipates," "estimates," "believes," or "plans" or comparable terminology are forward-looking statements based on current expectations and assumptions.

Various risks and uncertainties could cause actual results to differ materially from those expressed in forward-looking statements. Factors that could cause actual results to differ from expectations include, but are not limited to, those set forth under the section "Risk Factors" set forth in this report.

The forward-looking events discussed in this prospectus, the documents to which we refer you and other statements made from time to time by us or our representatives, may not occur, and actual events and results may differ materially and are subject to risks, uncertainties and assumptions about us. For these statements, we claim the protection of the "bespeaks caution" doctrine. All forward-looking statements in this document are based on information currently available to us as of the date of this report, and we assume no obligation to update any forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results to differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements.

A. Plan of Operation.

The Issuer is a specialty retailer of memory foam mattresses and pillows, air mattresses, and related accessories. We carry a line of memory foam mattresses and pillows, air mattresses, and related accessories with a varying range of price points. Our retail store is currently located in

Houston, Texas. Over the next 12 months we plan to expand our current retail sales operation, promote to both consumers and outside retailers and build and promote our online sales website.

Our long-term objectives are to increase brand awareness of our privately labeled memory foam mattresses and pillows, air mattresses, and related accessories in existing markets and identify and enter new target markets. These objectives are designed to grow to a position as the leading specialty retailer of foam bedding in the United States. The company's plan of operation for the next three years is to expand operations, subject to availability of capital, on the retail level initially in Texas, then later throughout the Southwest and nationwide markets. While our primary growth strategy will continue to be through organic growth, we would consider, under certain circumstances, acquiring bedding specialty store competitors, in either existing or new markets, or our own franchise operations. In addition we plan to expand the sales of our privately labeled products through distribution to outside sales accounts throughout the country.

The company plans, subject to availability of capital, on adding additional sales staff that will seek out new retail customers.

B. Off-balance Sheet Arrangements.

The company maintains no significant off-balance sheet arrangements

Part E: Exhibits

Item (XVIII) Material Contracts

A. Every material contract, not made in the ordinary course of business, that will be performed after the disclosure document is posted on the Pink Sheets News Service or was entered into not more than two years before such posting. Also include the following contracts:

1. Any contract to which directors, officers, promoters, voting trustees, security holders named in the disclosure document, or the designated advisors for disclosure are parties other than contract involving only the purchase or sale of current assets having a determinable market price, at such market price;

None.
2. Any contract upon which the Issuer's business is substantially dependent, including, but not limited to contract with principal customers, suppliers, and franchise agreements;

None.
3. Any contract for the purchase or sale of any property, plant or equipment for consideration exceeding 15 percent of such assets of the issuer;

None.
4. Any material lease under which a part of the property described in the disclosure document is held by the Issuer.

None.

B. Any management contract or any compensatory plan, contract or arrangement.

None.

Item (XIX) Articles of Incorporation and Bylaws

A. Issuer's Articles of Incorporation

See Exhibit A attached hereto.

B. Issuer's Bylaws

See Exhibit B attached hereto.

Part F Miscellaneous

Item (XX) Purchases of Equity Securities by the Issuer and Affiliated Purchasers

None

INFORMATION AND DISCLOSURE STATEMENT

The undersigned hereby certifies that the information herein is true and correct to the best of their knowledge and belief.

ACCESS POWER, INC.

/s/ Mark L. Baum, Esq.
By: Mark L. Baum, Esq.
Its: President and Chief Executive Officer

EXHIBIT A
ARTICLES OF INCORPORATION AND AMENDMENTS

STATE OF FLORIDA
DEPARTMENT OF STATE
ARTICLES OF INCORPORATION
OF
ACCESS POWER, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ACCESS POWER, INC.

The address of the principal office of this corporation shall be 61 South Roscoe Road, Ponte Vedra Beach, Florida 32082, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTING

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these

Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Glenn A. Smith 61 South Roscoe Road
Ponte Vedra Beach, Florida
32082

Michael L. Pitts 108 Nautilus Lane
Ponte Vedra Beach, Florida
32082

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on October 10, 1996.

Incorporator
It's Agent, Deborah D. Skipper

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ACCESS POWER, INC.**

Article III of the articles of incorporation of ACCESS POWER, INC. was amended by the corporation's board of directors on May 23, 1997. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 607.06J2.

1. The name of the corporation is ACCESS POWER, INC.
2. Article III of the articles of incorporation of ACCESS POWER, INC. was amended as follows:

ARTICLE III. CAPITALIZATION

The total number of shares of capital stock which the Corporation has the authority to issue is fifty million (50,000,000). The total number of shares of common stock which the Corporation is authorized to issue is forty million (40,000,000) and the par value of each share of such common stock is one-tenth of one cent (\$.001) for an aggregate par value of forty thousand (\$40,000). The total number of shares of preferred stock which the Corporation is authorized to issue is ten million (10,000,000) and the par value of each share of such preferred stock is one-tenth of one cent (\$.001) for an aggregate par value of ten thousand dollars (\$10,000). The voting powers, designations, preferences and relative, participating, optional or other rights, if any, and the qualifications, limitations or restrictions, if any, of the preferred stock, in one or more series, shall be fixed by one or more resolutions providing for the issuance of such stock adopted by the Corporations' board of directors (the "Board of Directors"), in accordance with the provisions of the General Corporation Law of the State of Florida and the Board of Directors is expressly vested with authority to adopt one or more such resolutions.

3. The foregoing amendment in articles of incorporation was duly adopted by the board of directors on May 23, 1997.

In witness whereof, the undersigned Director of this corporation has executed these articles of amendment on May 23, 1997.

Glenn A. Smith, Chairman

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ACCESS POWER, INC.
A Florida Corporation**

Pursuant to Section 607.1006 of the 2005 Florida Statutes, on March 31, 2006, the board of directors of Access Power, Inc., a Florida corporation (the “**Corporation**”), approved the following amendment to the Corporation’s articles of incorporation. Shareholder action was not required.

**ARTICLE III
CAPITALIZATION**

The total number of shares of capital stock which the Corporation has the authority to issue is five hundred ten million (510,000,000). The total number of shares of common stock with the Corporation is authorized to issue is five hundred million (500,000,000) and the par value of each share of such common stock is one-tenth of one cent (\$.001) for an aggregate par value of five hundred thousand dollars (\$500,000). The total number of shares of preferred stock which the Corporation is authorized to issue is ten million (10,000,000) and the par value of each share of such preferred stock is one-tenth of one cent (\$.001) for an aggregate par value of ten thousand dollars (\$10,000). The voting powers, designations, preferences, and relative, participating, optional, or other rights, if any, and the qualifications, limitations, or restrictions, if any, of the preferred stock, in one or more series, shall be fixed by one or more resolutions providing for the issuance of such stock adopted by the Corporation’s board of directors (the “**Board of Directors**”), in accordance with the provisions of the General Corporation Law of the State of Florida and the Board of Directors is expressly vested with authority to adopt one or more such resolutions.

**Rights, Preferences, Privileges and Restrictions
of
Series C Convertible Preferred Stock**

The Series C Convertible Preferred Stock (“**Series C Preferred Stock**”) of the Corporation is authorized by its Articles of Incorporation. The rights, preferences, privileges, and restrictions granted to and imposed upon the Series C Preferred Stock, which shall consist of Nine Million (9,000,000) shares are set forth herein. Subject to compliance with applicable protective voting rights which have been or may be granted to any other preferred stock, or series thereof in the Articles of Incorporation (“**Protective Provisions**”), but notwithstanding any other rights of any other preferred stock or any series thereof, the rights, preferences, privileges and restrictions of any such additional series may be subordinated to, *pari passu* with (including, without limitation, inclusion in provisions with respect to dividend, liquidation and acquisition preferences, redemption and/or approval of matters by vote or written consent), or senior to any of those of any present or future class or series of Preferred Stock or Common Stock. Subject to compliance with applicable Protective Provisions, the Board of Directors is also authorized to increase or decrease the number of shares of any series, prior or subsequent to the issue of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

Dividend Rate and Rights. Holders of the Series C Preferred Stock shall be entitled to receive dividends or other distributions with the holders of the Common Stock on an as converted basis when, as, and if declared by the Directors of the Corporation.

Conversion into Common Stock.

Right to Convert. Each share of Series C Preferred Stock shall be convertible, at the option of the holder thereof and subject to notice requirements described herein, at any time after January 1, 2006, into one (1) share of Common Stock.

Notice of Conversion. Each Series C Preferred Stock stockholder who desires to convert into the Corporation's Common Stock must provide a ten (10) day written notice to the Corporation of its intent to convert one or more shares of Series C Preferred Stock into Common Stock. The Corporation may, in its sole discretion, waive the written notice requirement and allow the immediate exercise of the right to convert.

Mechanics of Conversion. No fractional shares of Common Stock shall be issued upon conversion of Series C Preferred Stock and the number of shares of Common Stock to be issued shall be determined by rounding to the nearest whole share (a half share being treated as a full share for this purpose). Such conversion shall be determined on the basis of the total number of shares of Series C Preferred Stock the holder is at the time converting into Common Stock and such rounding shall apply to the number of shares of Common Stock issuable upon aggregate conversion. Before any holder shall be entitled to convert, he shall surrender the certificate or certificates representing Series C Preferred Stock to be converted, duly endorsed or accompanied by proper instruments of transfer, at the office of the Corporation or of any transfer agent, and shall given written notice to the Corporation at such office that he elects to convert the same. The Corporation shall, as soon as practicable thereafter, issue a certificate or certificates for the number of shares of Common Stock to which the holder shall be entitled. The Corporation shall, as soon as practicable after delivery of such certificates, or such agreement and indemnification in the case of a lost, stolen or destroyed certificate, issue and deliver to such holder of Series C Preferred Stock a certificate or certificates for the number of shares of Common Stock to which such holder is entitled as aforesaid and a check payable to the holder in the amount of any cash amounts payable as the result of a conversion into fractional shares of Common Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series C Preferred Stock to be converted.

Adjustments to Conversion Price - Merger or Reorganization. In case of any consolidation or merger of the Corporation as a result of which holders of Common Stock become entitled to receive other stock or securities or property, or in case of any conveyance of all or substantially all of the assets of the Corporation to another corporation, the Corporation shall mail to each holder of Series C Preferred Stock at least thirty (30) days prior to the consummation of such event a notice thereof, and each such holder shall have the option to either (i) convert such holder's shares of Series C Preferred Stock into shares of Common Stock pursuant to this Section 2 and thereafter receive the number of shares of stock or other securities or property to which a holder of the number of shares of Common Stock of the Corporation deliverable upon conversion of such Series C Preferred Stock would have been entitled upon such consolidation, merger or conveyance, or (ii) exercise such holder's rights pursuant to Section 3 hereof.

No Impairment. The Corporation will not, by amendment of its Articles of Incorporation, or through any reorganization transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 2 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series C Preferred Stock against impairment.

Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Price of the Series C Preferred Stock pursuant to this Section 2, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series C Preferred Stock a certificate setting forth such adjustment or readjustment and the calculation on which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series C Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting

forth (i) such adjustments and readjustments, and (ii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of the Series C Preferred Stock.

Notices of Record Date. In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend which is the same as cash dividends paid in previous quarter) or other distribution, the Corporation shall mail to each holder of Series C Preferred Stock at least ten (10) days prior to the date specified herein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution.

Common Stock Reserved. The Corporation shall take such action as is necessary to amend the Articles of Incorporation to authorize such number of shares of Common Stock as shall from time to time be sufficient to effect (a) conversion of the Series C Preferred Stock, and (b) issuance of Common Stock pursuant to any outstanding option, warrant, or other rights to acquire Common Stock.

Liquidation Preference.

In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a “Liquidation”), the assets of the Corporation available for distribution to its stockholders shall be distributed as follows:

The holders of the Series C Preferred Stock shall be entitled to receive, subordinate to the rights of the holders of Series D Convertible Preferred Stock, and senior to the holders of the other series of Preferred Stock and prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of any other shares of stock of the corporation by reason of their ownership of such stock, an amount equal to \$0.01 per share with respect to each share of Series C Preferred Stock, plus all declared but unpaid dividends with respect to such share.

If upon occurrence of a Liquidation the assets and funds thus distributed among the holders of the Series C Preferred Stock shall be insufficient to permit the payment to such holders of the full preferential amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of the Series C Preferred Stock ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

After payment of the full amounts to the holders of Series C Preferred Stock as set forth above in paragraph (1), any remaining assets of the Corporation shall be distributed pro rata to the holders of the Preferred Stock and Common Stock (in the case of the Preferred Stock, on an “as converted” basis into Common Stock).

For purposes of this Section 3, and unless a majority of the holders of the Series C Preferred Stock affirmatively vote or agree by written consent to the contrary, a Liquidation shall be deemed to include (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) and (ii) a sale of all or substantially all of the assets of the Corporation, unless the Corporation’s stockholders of record as constituted immediately prior to such acquisition or sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation’s acquisition or sale or otherwise) hold at least fifty percent (50%) of the voting power of the surviving or acquiring entity.

If any of the assets of the Corporation are to be distributed other than in cash under this Section 3, then the board of directors of the Corporation shall promptly engage independent competent appraisers to determine the value of the assets to be distributed to the holders of Preferred Stock or Common Stock. The Corporation shall, upon receipt of such appraiser’s valuation, give prompt written notice to each holder of shares of Preferred Stock or Common Stock of the appraiser’s valuation.

Voting Rights. Except as otherwise required by law, the holders of Series C Preferred Stock and the holders of Common Stock shall be entitled to notice of any stockholders' meeting and to vote as a single class upon any matter submitted to the stockholders for a vote as follows: (i) the holders of Series C Preferred Stock shall have such number of votes as is determined by multiplying (a) the number of shares of Series C Preferred Stock held by such holder, (b) the number of issued and outstanding shares of the Corporation's Series C Preferred Stock and Common Stock (collectively, the "**Common Stock**") on a Fully-Diluted Basis (as hereinafter defined), as of the record date for the vote, or, if no such record date is established, as of the date such vote is taken or any written consent of stockholders is solicited, and (c) 0.0000002; and (ii) the holders of Common Stock shall have one vote per share of Common Stock held as of such date. "**Fully-Diluted Basis**" shall mean that the total number of issued and outstanding shares of the Corporation's Common Stock shall be calculated to include (a) the shares of Common Stock issuable upon exercise and/or conversion of all of the following securities (collectively, "**Common Stock Equivalents**"): all outstanding (a) securities convertible into or exchangeable for Common Stock, whether or not then convertible or exchangeable (collectively, "**Convertible Securities**"), (b) subscriptions, rights, options and warrants to purchase shares of Common Stock, whether or not then exercisable (collectively, "**Options**"), and (c) securities convertible into or exchangeable or exercisable for Options or Convertible Securities and any such underlying Options and/or Convertible Securities.

Covenants.

In addition to any other rights provided by law, the Corporation shall not, without first obtaining the affirmative vote or written consent of the holders of a majority of the outstanding shares of Series C Preferred Stock, do any of the following:

take any action which would either alter, change or affect the rights, preferences, privileges or restrictions of the Series C Preferred Stock or increase the number of shares of such Series C Preferred Stock authorized hereby or designate any other series of Preferred Stock;

increase the size of any equity incentive plan(s) or arrangements;

make fundamental changes to the business of the Corporation;

make any changes to the terms of the Series C Preferred Stock or to the Corporation's Articles of Incorporation or Bylaws, including by designation of any stock;

create any new class of shares having preferences over or being on a parity with the Series C Preferred Stock as to dividends or assets, unless the purpose of creation of such class is, and the proceeds to be derived from the sale and issuance thereof are to be used for, the retirement of all Series C Preferred Stock then outstanding;

make any change in the size or number of authorized directors;

repurchase any of the Corporation's Common Stock;

sell, convey or otherwise dispose of, or create or incur any mortgage, lien, charge or encumbrance on or security interest in or pledge of, or sell and leaseback, all or substantially all of the property or business of the Corporation or more than 50% of the stock of the Corporation in a single transaction; or

make any payment of dividends or other distributions or any redemption or repurchase of stock or options or warrants to purchase stock of the Corporation.

make any sale of additional Preferred Stock.

VI. **Reissuance.** No share or shares of Series C Preferred Stock acquired by the Corporation by reason of conversion or otherwise shall be reissued as Series C Preferred Stock, and all such shares thereafter shall be returned to the status of undesignated and unissued shares of Preferred Stock of the Corporation.

VII. **Notices.** Unless otherwise specified in the Corporation's Articles of Incorporation or Bylaws, all notices or communications given hereunder shall be in writing and, if to the Corporation, shall be delivered to it as its principal executive offices, and if to any holder of Series C Preferred Stock, shall be delivered to it at its address as it appears on the stock books of the Corporation.

Rights, Preferences, Privileges and Restrictions of Series D Preferred Stock

The Series D Preferred Stock ("Series D Preferred Stock") of the Corporation is authorized by its Articles of Incorporation. The rights, preferences, privileges, and restrictions granted to and imposed upon the Series D Preferred Stock, which shall consist of One Million (1,000,000) shares are set forth herein. Subject to compliance with applicable protective voting rights which have been or may be granted to any other preferred stock, or series thereof in the Articles of Incorporation ("Protective Provisions"), but notwithstanding any other rights of any other preferred stock or any series thereof, the rights, preferences, privileges and restrictions of any such additional series may be subordinated to, *pari passu* with (including, without limitation, inclusion in provisions with respect to dividend, liquidation and acquisition preferences, redemption and/or approval of matters by vote or written consent), or senior to any of those of any present or future class or series of Preferred Stock or Common Stock. Subject to compliance with applicable Protective Provisions, the Board of Directors is also authorized to increase or decrease the number of shares of any series, prior or subsequent to the issue of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

I. **Dividend Rate and Rights.** Holders of the Series D Preferred Stock shall be entitled to receive dividends or other distributions with the holders of the Common Stock on an as converted basis when, as, and if declared by the Directors of the Corporation.

II. **Liquidation Preference.**

A. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation"), the assets of the Corporation available for distribution to its stockholders shall be distributed as follows:

1. The holders of the Series D Preferred Stock shall be entitled to receive, prior to the holders of the other series of Preferred Stock and prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of any other shares of stock of the corporation by reason of their ownership of such stock, an amount equal to \$0.10 per share with respect to each share of Series D Preferred Stock, plus all declared but unpaid dividends with respect to such share.

2. If upon occurrence of a Liquidation the assets and funds thus distributed among the holders of the Series D Preferred Stock shall be insufficient to permit the payment to such holders of the full preferential amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of the Series D Preferred Stock ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

3. After payment of the full amounts to the holders of Series D Preferred Stock as set forth above in paragraph (1), any remaining assets of the Corporation shall be distributed *pro rata* to the holders of the Preferred Stock and Common Stock (in the case of the Preferred Stock, on an "as converted" basis into Common Stock).

4. For purposes of this Section 3, and unless a majority of the holders of the Series D Preferred Stock affirmatively vote or agree by written consent to the contrary, a Liquidation shall be deemed to include (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) and (ii) a sale of all or substantially all of the assets of the Corporation, unless the Corporation's stockholders of record as constituted immediately prior to such acquisition or sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least fifty percent (50%) of the voting power of the surviving or acquiring entity.

5. If any of the assets of the Corporation are to be distributed other than in cash under this Section 3, then the board of directors of the Corporation shall promptly engage independent competent appraisers to determine the value of the assets to be distributed to the holders of Preferred Stock or Common Stock. The Corporation shall, upon receipt of such appraiser's valuation, give prompt written notice to each holder of shares of Preferred Stock or Common Stock of the appraiser's valuation.

No Voting Rights. Except as otherwise required by law, the holders of Series D Preferred Stock and the holders of Common Stock shall be entitled to notice of any stockholders' meeting. The holders of Series D Preferred Stock shall have no voting rights.

Covenants.

In addition to any other rights provided by law, the Corporation shall not, without first obtaining the affirmative vote or written consent of the holders of a majority of the outstanding shares of Series D Preferred Stock, do any of the following:

take any action which would either alter, change or affect the rights, preferences, privileges or restrictions of the Series D Preferred Stock or increase the number of shares of such Series D Preferred Stock authorized hereby or designate any other series of Preferred Stock;

Reissuance. No share or shares of Series D Preferred Stock acquired by the Corporation by reason of conversion or otherwise shall be reissued as Series D Preferred Stock, and all such shares thereafter shall be returned to the status of undesignated and unissued shares of Preferred Stock of the Corporation.

Notices. Unless otherwise specified in the Corporation's Articles of Incorporation or Bylaws, all notices or communications given hereunder shall be in writing and, if to the Corporation, shall be delivered to it as its principal executive offices, and if to any holder of Series D Preferred Stock, shall be delivered to it at its address as it appears on the stock books of the Corporation.

VII. **Repurchase.** At its sole option, the Corporation shall have the right to repurchase the Series D Preferred Stock from the holders thereof at any time for a purchase price of \$0.10 per share.

IN WITNESS WHEREOF, the undersigned has executed these articles of amendment on March 31, 2006.

Glenn Duggins
President

EXHIBIT B

BYLAWS

ARTICLE I: STOCKHOLDERS

SECTION 1.1. ANNUAL MEETING. There shall be an annual meeting of the stockholders of ACCESS POWER, INC. (the "Corporation") on the second Tuesday in May of each year at 10:00 a.m. local time, or at such other date or time as shall be designated from time to time by the board of directors of the Corporation (the "Board of Directors") and stated in the notice of the meeting, for the election of directors and for the transaction of such other business as may come before the meeting.

SECTION 1.2. SPECIAL MEETINGS. A special meeting of the stockholders of the Corporation may be called at anytime by the written resolution or other request of a majority of the members of the Board of Directors. Such written resolution or request shall specify the purpose or purposes for which such meeting shall be called.

SECTION 1.3. NOTICE OF MEETINGS. Written notice of each meeting of stockholders, whether annual or special, stating the date, hour and place thereof, shall be served either personally or by mail, not less than ten nor more than sixty days before the meeting, upon each stockholder of record entitled to vote at such meeting and upon any other stockholder to whom the giving of notice of such a meeting may be required by law. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called and shall indicate that such notice is being issued by or at the direction of the Board of Directors. If, at any meeting, action is proposed to be taken that would, if taken, entitle stockholders to receive payment for their stock pursuant to the General Corporation Law of the State of Florida, the notice of such meeting shall include a statement of that purpose and to that effect. If mailed, notice shall be deemed to be delivered when deposited in the United States mail or with any private express mail service, postage or delivery fee prepaid, and shall be directed to each such stockholder at its address as it appears on the records of the Corporation, unless such stockholder shall have previously filed with the secretary of the Corporation a written request that notices intended for such stockholder be mailed to some other address, in which case, it shall be mailed to the address designated in such request.

SECTION 1.4. PLACE OF MEETING. The Board of Directors may designate any place, either in the State of Florida or outside the State of Florida, as the place a stockholder meeting shall be held for any annual meeting or any special meeting called by the Board of Directors. If no designation is made, the place of such meeting shall be the principal office of the Corporation.

SECTION 1.5. FIXING DATE OF RECORD. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, the Board of Directors may fix a record date which: (a) shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and (b) shall not be less than ten nor more than sixty days before the date of such meeting. If no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of such meeting; PROVIDED, HOWEVER, that the Board of Directors may fix a new record date for the adjourned meeting.

In order that the Corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the stockholders entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix a record date which: (a) shall not precede the date upon which the resolution fixing the record date is adopted, and (b) shall be not more than sixty days prior to such action. If no record date is fixed by the Board of

Directors, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

SECTION 1.6. INSPECTORS. At each meeting of the stockholders, the polls shall be opened and closed, the proxies and ballots shall be received and be taken in charge, and all questions touching the qualification of voters, the validity of proxies and the acceptance or rejection of votes shall be decided by one or more inspectors. Such inspectors shall be appointed by the Board of Directors before or at such meeting or, if no such appointment shall have been made, then by the presiding corporate officer at the meeting. If, for any reason, any of the inspectors previously appointed shall fail to attend the meeting or shall refuse or be unable to serve, inspectors in place of any inspectors so failing to attend or refusing or being unable to serve shall be appointed in like manner.

SECTION 1.7. QUORUM. At any meeting of the stockholders, the holders of one-third of the outstanding shares of each class and series, if any, of the capital stock of the Corporation present in person or represented by proxy, shall constitute a quorum of the stockholders for all purposes, unless the representation of a larger number shall be required by law, in which case, the representation of the number so required shall constitute a quorum.

If the holders of the amount of stock necessary to constitute a quorum shall fail to attend in person or by proxy at the time and place fixed in accordance with these Bylaws for an annual or special meeting, a majority in interest of the stockholders present in person or by proxy may adjourn, from time to time, without notice other than by announcement at the meeting, until the requisite holders of the amount of stock necessary to constitute a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

SECTION 1.8. BUSINESS. The chairman, if any, of the Board of Directors, the president of the Corporation or, in his absence the vice-chairman, if any, of the Board of Directors or an executive vice- president of the Corporation, in the order named, shall call meetings of the stockholders to order and shall act as the chairman of such meeting; provided, HOWEVER, that the Board of Directors or the executive committee, if any, may appoint any stockholder to act as the chairman of any meeting in the absence of the chairman of the Board of Directors. The secretary of the Corporation shall act as secretary at all meetings of the stockholders, but in the absence of the secretary at any meeting of the stockholders, the presiding corporate officer may appoint any person to act as the secretary of the meeting.

SECTION 1.9. STOCKHOLDER PROPOSALS. No proposal by a stockholder shall be presented for vote at an annual meeting of stockholders unless such stockholder shall, not later than the close of business on the first business day of the month of January, provide the Board of Directors or the secretary of the Corporation with written notice of its intention to present a proposal for action at the forthcoming meeting of stockholders. No proposal by a stockholder shall be presented for vote at a special meeting of stockholders unless such stockholder shall, not later than the close of business on the tenth calendar day following the date on which notice of such meeting is first given to stockholders, provide the Board of Directors or the secretary of the Corporation with written notice of its intention to present a proposal for action at the forthcoming special meeting of stockholders. Any such notice shall be given by personal delivery or shall be sent via first class certified mail, return receipt requested, postage prepaid and shall include the name and address of such stockholder, the number of voting securities that such stockholder holds of record and a statement that such stockholder holds beneficial (or if such stockholder of record does not own such shares beneficially, including the executed consent and authorization of the beneficial stockholder), the text of the proposal to be presented for vote at the meeting and a statement in support of the proposal.

Any stockholder who was a stockholder of record on the applicable record date may make any other proposal at an annual or special meeting of stockholders and the same may be discussed and considered; PROVIDED, HOWEVER, that unless stated in writing and filed with the Board of Directors or the secretary prior to the date set forth hereinabove, such proposal shall be laid over for action at an adjourned, special, or annual meeting of the stockholders taking place sixty days or more thereafter, at a time, place and date to be determined by the Board of Directors. This provision shall not prevent the consideration and approval or disapproval at an annual meeting of

reports of officers, directors, and committees, but in connection with such reports, no new business proposed by a stockholder, QUA stockholder, shall be acted upon at such annual meeting unless stated and filed as herein provided.

Notwithstanding any other provision of these Bylaws, the Corporation shall be under no obligation to include any stockholder proposal in its proxy statement materials or otherwise present any such proposal to stockholders at a special or annual meeting of stockholders if the Board of Directors reasonably believes the proponents thereof have not complied with Sections 13 and 14 of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder; nor shall the Corporation be required to include any stockholder proposal not required to be included in its proxy materials to stockholders in accordance with any such section, rule or regulation.

SECTION 1.10. VOTING; PROXIES. At all meetings of stockholders, a stockholder entitled to vote may vote either in person or by proxy executed in writing by the stockholder or by his duly authorized attorney-in-fact. Such proxy shall be filed with the secretary of the Corporation at or before the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

SECTION 1.11. VOTING BY BALLOT. The votes for directors, and upon the demand of any stockholder or when required by law, the votes upon any question before the meeting, shall be by ballot.

SECTION 1.12. VOTING LISTS. The corporate officer who has charged of the stock ledger of the Corporation shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares of stock registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to such meeting, during ordinary business hours for a period of at least ten days prior to the meeting, either at a place within the city in which such meeting is to be held, which place shall be specified in the notice of the meeting, or if not so specified, at the place where such meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof and may be inspected by any stockholder who is present.

SECTION 1.13. VOTING OF STOCK OF CERTAIN HOLDERS. Shares of capital stock of the Corporation standing in the name of another corporation, domestic or foreign, may be voted by such officer, agent or proxy as the bylaws of such corporation may prescribe, or in the absence of such provision, as the board of directors of such corporation may determine.

Shares of capital stock of the Corporation standing in the name of a deceased person, a minor ward or an incompetent person may be voted by such person's administrator, executor, court-appointed guardian or conservator, either in person or by proxy, without a transfer of such stock into the name of such administrator, executor, court-appointed guardian or conservator. Shares of capital stock of the Corporation standing in the name of a trustee may be voted by such trustee, either in person or by proxy.

Shares of capital stock of the Corporation standing in the name of a receiver may be voted by such receiver, either in person or by proxy, and stock held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if authority to do so is contained in any appropriate order of the court by which such receiver was appointed.

A stockholder whose stock is pledged shall be entitled to vote such stock, either in person or by proxy, until the stock has been transferred into the name of the pledgee; thereafter, the pledgee shall be entitled to vote, either in person or by proxy, the stock so transferred.

Shares of its own capital stock belonging to the Corporation shall not be voted, directly or indirectly at any meeting and shall not be counted in determining the total number of outstanding shares of capital stock at any given time; however, shares of the Corporation's own capital stock held by it in a fiduciary capacity may be voted and shall be counted in determining the total number of shares of outstanding capital stock at any given time.

SECTION 1.14. PROHIBITION AGAINST STOCKHOLDER ACTION BY CONSENT. Effective January 1, 1997, the stockholders of the Corporation may only take action by vote at an annual or special meeting of the stockholders. The stockholders of the Corporation may not take any action by consent (written or otherwise) in lieu of taking action at an annual or special meeting of stockholders.

ARTICLE II: BOARD OF DIRECTORS

SECTION 2.1. NUMBER AND TERM OF OFFICE. The business and the property of the Corporation shall be managed and controlled by the Board of Directors. The Board of Directors shall consist of no fewer than one director (one if there is one stockholder) and no more than twelve directors. Within the limits above specified, the number of directors shall be determined by the Board of Directors pursuant to a resolution adopted by a majority of the directors then in office. Each director shall hold office for the term for which elected and until his or her successor shall be elected and shall qualify. Directors need not be stockholders.

SECTION 2.2. CLASSIFICATION. If there shall be more than one director, the directors shall be classified, in respect solely to the time for which they shall severally hold office, by dividing them into three classes (two classes if there are only two directors), each such class to be as nearly as possible equal in number of directors to each other class. If there are three or more directors: (i) the first term of office of directors of the first class shall expire at the first annual meeting after their election, and thereafter such terms shall expire on each three year anniversary of such date; (ii) the term of office of the directors of the second class shall expire on the one year anniversary of the first annual meeting after their election, and thereafter such terms shall expire on each three year anniversary of such one year anniversary; and (iii) the term of office of the directors of the third class shall expire on the two year anniversary of the first annual meeting after their election, and thereafter such terms shall expire on each three year anniversary of such two year anniversary. There are two directors: (i) the first term of office of directors the first class shall expire at the first annual meeting after their election, and thereafter such terms shall expire on each two year anniversary of such date; and (ii) the term of office of the directors of the second class shall expire on the one year anniversary of the first annual meeting after their election, and thereafter such terms shall expire on each two year anniversary of such one year anniversary. If there is one director, the term of office such director shall expire at the first annual meeting after his election. At each succeeding annual meeting, the stockholders of the Corporation shall elect directors for a full term or the remainder thereof, as the case may be, to succeed those whose terms have expired. Each director shall hold office for the term for which elected and until his or her successor shall be elected and shall qualify, or until he or she shall resign or be removed as set forth below.

SECTION 2.3. REMOVAL. Any director, any class of directors or the entire Board of Directors may be removed at any time, with or without cause, but only by the affirmative vote of the holders of two-thirds (2/3) or more of the outstanding shares of capital stock of the corporation entitled to vote generally in the election of directors cast at a meeting of the stockholders called for that purpose.

SECTION 2.4. VACANCIES. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of directors, shall be filled only by the affirmative vote a majority of the remaining directors then in office, although the same may represent less than a quorum; except that vacancies resulting from removal from office by a vote of the stockholders may be filled by the stockholders at the same meeting at which such removal occurs; PROVIDED, HOWEVER, that the holders of not less than two-thirds (2/3) of the outstanding shares of each class and series, if any, of the capital stock of the Corporation entitled to vote upon the election of directors shall vote for each replacement director. All directors elected to fill vacancies shall hold office for a term expiring at the time at which the term of the class to which they have been elected expires. No decrease in the number of directors constituting the Board of Directors shall shorten the term of an incumbent director. If there are no directors in office, then an election of directors may be held in the manner provided by statute. If, at any time of filling any vacancy or any newly created directorship, the directors then in office shall constitute less than a majority of the Board of Directors (as constituted immediately prior to any applicable increase), the Court of Chancery may, upon application of any stockholder or stockholders holding at least ten

percent of the total number of the shares of capital stock at the time outstanding, taken together as a class, having the right to vote for such directors, summarily order an election to be held to fill any such vacancies or newly created directorships, or to replace the directors chosen by the directors then in office.

SECTION 2.5. PLACE OF MEETINGS, ETC. The Board of Directors may hold its meetings, and may have an office and keep the books of the Corporation (except as otherwise may be provided by law), in such place or places in the State of Florida or outside of the State of Florida, as the Board of Directors may determine from time to time. Any director may participate telephonically in any meeting of the Board of Directors and such participation shall be considered to be the same as his physical presence thereat.

SECTION 2.6. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held on the day of the annual meeting of stockholders after the adjournment thereof and at such other times and places as the Board of Directors may fix. No notice shall be required for any such regular meeting of the Board of Directors.

SECTION 2.7. SPECIAL MEETINGS. Special meetings of the Board of Directors shall be held whenever called by direction of the chairman of the Board of Directors, the president of the Corporation, an executive vice-president of the Corporation or two-thirds (2/3) of the directors then in office. The secretary of the Corporation shall give notice of each special meeting, stating the date, hour and place thereof, by delivering the same personally or by mail, at least five days before such meeting, to each director; however, such notice may be waived by any director. If mailed, notice shall be deemed to be delivered when deposited in the United States mail or with any private express document delivery service, postage or delivery fee prepaid. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting. At any meeting at which every director shall be precept, even though without any notice, any business may be transacted.

SECTION 2.8. QUORUM; ACTIONS BY BOARD. A majority of the total number of directors then in office shall constitute a quorum for the transaction of business; however, if at any meeting of the Board of Directors there be less than a quorum present, a majority of those present may adjourn the meeting from time to time. At any meeting of the Board of Directors at which a quorum is present, action may be taken by the affirmative vote of at least a majority of the members of the Board of Directors in attendance at such meeting, unless otherwise set forth herein.

SECTION 2.9. BUSINESS. Business shall be transacted at meetings of the Board of Directors in such order as the Board of Directors may determine. At all meetings of the Board of Directors, the chairman, if any, of the Board of Directors, the president of the Corporation, or in his absence the vice-chairman, if any, of the Board of Directors, or an executive vice-president of the Corporation, in the order named, shall preside.

SECTION 2.10. CONTRACTS. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of the Corporation's directors or officers have a financial interest or are directors or officers, shall be void or voidable solely for this reason or solely because such director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes such contract or transaction or solely because his or their votes are counted for such purpose, if:

(A) The material facts relating to such officer's or director's relationship or interest and relating to the contract or transaction are disclosed or are known to the Board of Directors or committee thereof, and the Board of Directors or committee thereof in good faith authorizes the contract or transaction by the affirmative vote of majority of the disinterested directors, although the disinterested directors may represent less than a quorum; or

(B) The material facts relating to such officer's or director's relationship or interest and relating to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or

(C) The contract or transaction is fair with respect to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors, a committee thereof or the stockholders.

For purposes of the foregoing provisions, interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes such

SECTION 2.11. COMPENSATION OF DIRECTORS. Each director of the Corporation who is not a salaried officer or employee of the Corporation or of a subsidiary of the Corporation shall receive such allowances for serving as a director and such fees for attendance at meetings of the Board of Directors, the executive committee or any other committee appointed by the Board of Directors as the Board of Directors may from time to time determine.

SECTION 2.12. ELECTION OF OFFICERS AND COMMITTEES. At the first regular meeting of the Board of Directors in each year (at which a quorum shall be present) held next after the annual meeting of stockholders, the Board of Directors shall elect the principal officers of the Corporation and members of the executive committee, if any, to be elected by the Board of Directors under the provisions of Article III and Article IV of these Bylaws. The Board of Directors may designate such other committees with such power and authority (to the extent permitted by law, the Corporation's Certificate of Incorporation, as in effect, and these Bylaws), as may be provided by resolution of the Board of Directors.

SECTION 2.13. NOMINATION. Subject to the rights of holders of any class or series of stock having a preference over the common stock of the Corporation as to dividends or upon liquidation, nominations for the election of directors may be made by the Board of Directors or by any stockholder entitled to vote in the election of directors generally. However, any stockholder entitled to vote in the election of directors generally may nominate one or more persons for elections directors at a meeting only if written notice of such stockholder's intention to make such nomination or nominations has been given, either by personal delivery or by United States first class certified mail, postage prepaid, return receipt requested and to the secretary of the Corporation not later than: (a) with respect to an election to be held at an annual meeting of stockholders, the close of business on the last day of the month of January, and (b) with respect to an election to be held at a special meeting of stockholders for the election of directors, the close of business on the tenth day following the date on which notice of such meeting is first given to stockholders.

Each such notice shall set forth: (i) the name and address of the stockholder who intends to make the nomination and of the person or persons to be nominated; (ii) a representation that the stockholder is a holder of record of capital stock of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice; (iii) a description of all arrangements or understandings between the stockholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the stockholder; (iv) such other information regarding each such nominee as would be required to be included in a proxy statement filed pursuant to the proxy rules of the Securities and Exchange Commission had the nominee been nominated, or intended to be nominated by the Board of Directors; and (v) the consent of each such nominee to serve as a director of the Corporation if so elected. The presiding corporate officer at the meeting may refuse to acknowledge the nomination of any person not made in compliance with the foregoing procedure.

SECTION 2.14. ACTION BY WRITTEN CONSENT. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board of Directors or such committee, as the case may be, consent thereto in writing and such writing is filed with the minutes of the proceedings of the Board of Directors or the committee.

SECTION 2.15. PARTICIPATION BY CONFERENCE TELEPHONE. Members of the Board of Directors or any committee thereof may participate in regular or special meeting of the Board of Directors or committee thereof by means of conference telephone or similar communications equipment by means of which all persons

participating in such meeting can hear one another and such participation shall constitute presence in person at such meeting.

ARTICLE III: EXECUTIVE COMMITTEE

SECTION 3.1. NUMBER AND TERM OF OFFICE. The Board of Directors, by resolution adopted by the affirmative vote of a majority of the members of the Board of Directors, create an executive committee and elect the members thereof from among the directors then in office. The executive committee shall consist of such number of members as maybe fixed from time to time by resolution of the Board of Directors in accordance with and as permitted by applicable law. Those directors who serve as officers of the Corporation, by virtue of their offices, shall be members of the executive committee. Unless otherwise ordered by the Board of Directors, each elected member of the executive committee shall continue to be a member thereof until the expiration of his term of service as a director.

Section 3.2. Powers. The executive committee may, while the Board of Directors is not in session, exercise all or any of the powers of the Board of Directors in all cases in which specific directions shall not have been given by the Board of Directors; provided, however, that the executive committee shall not have the power or authority of the Board of Directors with respect to amending the Corporation's Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the stockholders a dissolution of the Corporation or a revocation of a dissolution, amending the Bylaws, declaring a dividend, authorizing the issuance of stock or adopting a certificate of ownership and merger.

SECTION 3.3. MEETINGS. Regular meetings of the executive committee may be held without notice at such times and places as the executive committee may fix from time to time by resolution. Special meetings of the executive committee may be called by any member thereof upon delivery of not less than five days notice, given in person, by mail, by telegraph or by facsimile (if allowed by law), stating the place, date and hour of the meeting, but such notice maybe waived by any member of the executive committee. If mailed, notice shall be deemed to be delivered when deposited in the United States mail or with any private express mail service, postage or delivery fee prepaid. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting. At any meeting at which every member of the executive committee shall be present, in person or by telephone, even though without any notice, any businessman be transacted.

SECTION 3.4. PRESIDING OFFICER. At all meetings of the executive committee the chairman of the executive committee, who shall be designated by the Board of Directors from among the members of the committee, shall preside, and the Board of Directors shall designate a member of such committee to preside in the absence of the chairman thereof. The Board of Directors may also similarly elect from its members one or more alternate members of the executive committee to serve at the meetings of such committee in the absence or disqualification of any regular member or members, and, in case more than one alternate is elected, shall designate at the time of election the priorities as between them.

SECTION 3.5. VACANCIES. The Board of Directors, by the affirmative vote of a majority of the members of the Board of Directors then in office, shall fill vacancies in the executive Committee by election from the directors.

SECTION 3.6. RULES OF PROCEDURE; QUORUM. All action by the executive committee shall be reported to the Board of Directors at the next succeeding meeting of the Board of Directors after such action has been taken and shall be subject to revision or alteration by the Board of Directors; **PROVIDED, HOWEVER,** that no rights or acts of third parties shall be affected by any such revision or alteration. The executive committee shall fix its own rules of procedure, and shall meet where and as provided by such rules or by resolution of the Board of Directors, but in every case the presence of a majority of the total number of members of the executive committee shall be necessary to constitute a quorum. In every case, the affirmative vote of majority of all of the members of the executive committee present at the meeting shall be necessary for the adoption of any resolution.

ARTICLE IV: OFFICERS

SECTION 4.1. NUMBER AND TERM OF OFFICE. The officers of the Corporation shall be a president, a chief executive officer, one or more executive vice-presidents, a secretary, a treasurer, and such other officers as may be elected or appointed from time to time by the Board of Directors, including such additional vice-presidents with such designations, if any, as may be determined by the Board of Directors and such assistant secretaries and assistant treasurers as may be determined by the Board of Directors. In addition, the Board of Directors may elect a chairman thereof and may also elect a vice-chairman as officers of the Corporation (each of whom shall be director). Any two or more offices may be held by the same person, except that the offices of president and secretary may not be held by the same person. In its discretion, the Board of Directors may leave unfilled any office except those of president, treasurer and secretary.

The officers of the Corporation shall be elected or appointed annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of stockholders. Each officer shall hold office until his or her successor shall have been duly elected or appointed, until his or her death or until he or she shall resign or shall have been removed by the Board of Directors.

SECTION 4.2. VACANCIES. Vacancies or new offices may be filled at any time by the affirmative vote of a majority of the members of the Board of Directors.

Each of the salaried officers of the Corporation shall devote his entire time, skill and energy to the business of the Corporation, unless the contrary is expressly consented to by the Board of Directors or the executive committee, if any.

SECTION 4.3. REMOVAL. Any officer may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby.

SECTION 4.4. THE CHAIRMAN OF THE BOARD OF DIRECTORS. The chairman, if any, of the Board of Directors shall preside at all meetings of stockholders and of the Board of Directors and shall have such other authority and perform such other duties as are prescribed by law, by these Bylaws and by the Board of Directors. The Board of Directors may designate the chairman thereof as chief executive officer, in which case he shall have such authority and perform such duties as are prescribed by these Bylaws and the Board of Directors for the chief executive officer.

SECTION 4.5. THE VICE-CHAIRMAN OF THE BOARD OF DIRECTORS. The vice-chairman, if any, of the Board of Directors shall have such authority and perform such other duties as are prescribed by these Bylaws and by the Board of Directors. In the absence or inability to act of the chairman of the Board of Directors and of the president of the Corporation, the vice-chairman shall preside at the meetings of the stockholders and of the Board of Directors and shall have and exercise all of the powers and duties of the chairman of the Board of Directors. The Board of Directors may designate the vice-chairman as chief executive officer, in which case he shall have such authority and perform such duties as are prescribed by these Bylaws and the Board of Directors for the chief executive officer.

SECTION 4.6. THE PRESIDENT. The president of the Corporation shall have such authority and perform such duties as are prescribed bylaw, by these Bylaws, by the Board of Directors and by the chief executive officer (if the president is not the chief executive officer). If there is no chairman of the Board of Directors, or in the chairman's absence or the chairman's inability to act as the chairman of the Board of Directors, the president shall preside at all meetings of stockholders and of the Board of Directors. Unless the Board of Directors designates the chairman of the Board of Directors or the vice-chairman as chief executive officer, the president shall be the chief executive officer, in which case he shall have such authority and perform such duties as are prescribed by these Bylaws and the Board of Directors for the chief executive officer.

SECTION 4.7. THE CHIEF EXECUTIVE OFFICER. Unless the Board of Directors designates the chairman of the Board of Directors or the vice-chairman as chief executive officer, the president shall be the chief executive officer of the Corporation. Subject to the supervision and direction of the Board of Directors, the chief executive officer of the Corporation shall have general supervision of the business, property and affairs of the Corporation, including the power to appoint and discharge agents and employees, and the powers vested in him or her by the Board of Directors, by law or by these Bylaws or which usually attach or pertain to such office.

SECTION 4.8. THE EXECUTIVE VICE-PRESIDENTS. In the absence of the chairman of the Board of Directors, if any, the president of the Corporation, and in the event of the inability or refusal of the president of the Corporation to act, the vice-chairman, if any, of the Board of Directors, or in the event of the inability or refusal of either of them to act, the executive vice-president of the Corporation (or in the even there is more than one executive vice-president of the Corporation, the executive vice-presidents thereof in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the chairman of the Board of Directors, of the president of the Corporation and of the vice-chairman of the Board of Directors, and when so acting, shall have all the powers of and be subject to all the restrictions upon the chairman of the Board of Directors, the president of the Corporation and the vice-chairman of the Corporation. Any executive vice-president of the Corporation may sign, with the secretary of the Corporation or unauthorized assistant secretary, certificates for stock of the Corporation and shall perform such other duties as from time to time may be assigned to him or her by the chairman of the Board of Directors, the president of the Corporation, the vice-chairman of the Board of Directors, the Board of Directors or these Bylaws.

SECTION 4.9. THE VICE-PRESIDENTS. The vice-presidents of the Corporation, if any, shall perform such duties as may be assigned to them from time to time by the chairman of the Board of Directors, the president, the vice-chairman, the Board of Directors, or these Bylaws.

SECTION 4.10. THE TREASURER. Subject to the direction of the chief executive officer of the Corporation and the Board of Directors, the treasurer of the Corporation shall: (a) have charge and custody of all the funds and securities of the Corporation; (b) when necessary or proper, endorse for collection or cause to be endorsed on behalf of the Corporation, checks, notes and other obligations, and cause the deposit of the same to the credit of the Corporation in such bank or banks or depository as the Board of Directors may designate or as the Board of Directors by resolution may authorize; (c) sign all receipts and vouchers for payments made to the Corporation other than routine receipts and vouchers, the signing of which he or she may delegate; (d) sign all checks made by the Corporation (provided, however, that the Board of Directors may authorize and prescribe by resolution the manner in which checks drawn on banks or shall be signed, including the use of facsimile signatures, and the manner in which officers, agents or employees shall be authorized to sign); (e) unless otherwise provided by resolution of the Board of Directors, sign with an officer-director all bills of exchange and promissory notes of the Corporation; (f) sign with the president or an executive vice-president all certificates representing shares of the capital stock; (g) whenever required by the Board of Directors, render a statement of his or her cash account; (h) enter regularly full and accurate account of the Corporation in books of the Corporation to be kept by the treasurer for that purpose; (i) exhibit, at all reasonable times, his or her books and accounts to any director of the Corporation upon application at the treasurer's office during regular business hours; and (j) perform all acts incident to the position of treasurer. If required by the Board of Directors, the treasurer of the Corporation shall give a bond for the faithful discharge of his or her duties in such sum as the Board of Directors may require.

SECTION 4.11. THE SECRETARY. The secretary of the Corporation shall: (a) keep the minutes of all meetings of the Board of Directors, the minutes of all meetings of the stockholders and (unless otherwise directed by the Board of Directors) the minutes of all committees, in books provided for that purpose; (b) attend to the giving and serving of all notices of the Corporation; (c) sign with an officer-director or any other duly authorized person, in the name of the Corporation, all contracts authorized by the Board of Directors or by the executive committee, and, when so ordered by the Board of Directors or the executive committee, affix the seal of the Corporation thereto; (d) have charge of the certificate books, transfer books and stockledgers, and such other books and papers as the Board of Directors or the executive committee may direct, all of which shall, at all reasonable times, be open to the examination of any director, upon application at the secretary's office during

regular business hours; and (e) in general, perform all of the duties incident to the office of the secretary, subject to the control of the chief executive officer and the Board of Directors.

SECTION 4.12. THE ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. The assistant treasurers of the Corporation shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors may determine. The assistant secretaries of the Corporation as "hereunto authorized by the Board of Directors may sign with the chairman of the Board of Directors, the president of the Corporation, the vice-chairman of the Board of Directors or an executive vice-president of the Corporation, certificates for stock of the Corporation, the issue of which shall have been authorized by a resolution of the Board of Directors. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary, respectively, or chief executive officer, the Board of Directors, or these Bylaws.

SECTION 4.13. SALARIES. The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the Corporation.

SECTION 4.14. VOTING UPON STOCKS. Unless otherwise ordered by the Board of Directors or by the executive committee, any officer-director or any person or persons appointed in writing by any of them, shall have full power and authority on behalf of the Corporation to attend, to act and to vote at any meetings of stockholders of any Corporation in which the Corporation may hold stock, and at any such meeting shall possess and may exercise any and all the rights and powers incident to the ownership of such stock, and which, as the owner thereof, the Corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person or persons.

ARTICLE V: CONTRACTS AND LOANS

SECTION 5.1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract and execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 5.2. LOANS. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

ARTICLE VI: CERTIFICATES FOR STOCK AND THEIR TRANSFER

SECTION 6.1. CERTIFICATES FOR STOCK. Certificates representing shares of capital stock of the Corporation shall be in such form as may be determined by the Board of Directors. Such certificates shall be signed by the chairman of the Board of Directors, the president of the Corporation, the vice-chairman of the Board of Directors or an executive vice-president of the Corporation and by the secretary or an authorized assistant secretary and shall be sealed with the seal of the Corporation. The seal may be a facsimile. If a stock certificate is countersigned: (i) by a transfer agent other than the Corporation or its employee, or (ii) by a registrar other than the Corporation or its employee, any other signature on the certificate may be facsimile. In the event that any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue. All certificates for capital stock shall be consecutively numbered or otherwise identified. The name of the person to whom the shares of capital stock represented thereby are issued, with the number of shares of capital stock and date of issue, shall be entered on the books of the Corporation. All certificates surrendered to the Corporation for transfer shall be canceled and no new certificates shall be issued until the former certificate for a like number of shares of capital stock shall have been surrendered and canceled, except that in the event of a lost,

destroyed or mutilated certificate, a new one may be issued therefor upon such terms and indemnity to the Corporation as the Board of Directors may prescribe.

SECTION 6.2. TRANSFERS OF STOCK. Transfers of capital stock of the Corporation shall be made only on the books of the Corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his attorney” hereunto authorized by power of attorney duly executed and filed with the secretary of the Corporation, and on surrender for Bylaws of cancellation of the certificate for such capital stock. The person in whose name capital stock stands on the books of the Corporation shall be deemed to be the owner thereof for all purposes as regards the Corporation.

ARTICLE VII: FISCAL YEAR

SECTION 7.1. FISCAL YEAR. The fiscal year of the Corporation shall begin on, the first day of January in each year and end on the last day of December in each year.

ARTICLE VIII: SEAL

SECTION 8.1 SEAL. The Board of Directors shall approve a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation.

ARTICLE IX: WAIVER OF NOTICE

SECTION 9.1. WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Certificate of Incorporation or under the provisions of the General Corporation Law of the State of Florida, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of any person at meeting for which any notice is required to be given under the provisions of these Bylaws, the Certificate of Incorporation or the General Corporation Law of the State of Florida shall constitute a waiver of notice of such meeting except when the person attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any businesses because the meeting is not lawfully called or convened.

ARTICLE X: AMENDMENTS

SECTION 10.1. AMENDMENTS. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any meeting of the Board of Directors by the affirmative vote of at least two-thirds (2/3) of the members of the Board of Directors or by the affirmative vote of the holders of two-thirds (2/3) of the outstanding shares of each class and series, if any, of capital stock of the Corporation entitled to vote in the election of directors cast at a meeting of the stockholders called for that purpose.

ARTICLE XI: INDEMNIFICATION AND ADVANCEMENT OF COSTS

SECTION 11.1 INDEMNIFICATION AND ADVANCEMENT OF COSTS. The Corporation shall indemnify its officers, directors, employees and agents to the fullest extent permitted by the Certificate of Incorporation consistent with General Corporation Law of the State of Florida, as amended from time to time; and the Corporation may advance costs incurred by. officers, directors, employees and agents of the Corporation or another corporation, partnership, joint venture, trust or other enterprise, in their defenses of any civil, criminal, administrative or investigative action or proceeding asserted against one or more of them by reason of the fact of his, her, or their serving or having served in such capacity or capacities at the request of the Corporation and in advance of a final disposition of such action, suit or proceeding to the fullest extent permitted by the Certificate of Incorporation consistent with the General Corporation Law of the State of Florida, as amended from time to time, provided that the terms and conditions of such advancement of costs is approved by the Board of Directors.

Nothing herein is intended to limit the Corporation's authority to indemnify its officers, directors, employees and agents or to advance funds in connection therewith, under the General Corporation Law of the State of Florida, as amended from time to time.