

P98000024420
T & R Holding Corporation

4800 N. Federal Highway Ste. 300A
Boca Raton, FL 33431
Member 2001

Alfred Reeves, President
Tel. #1-954-258-5341
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FILED STATE
SECRETARY OF CORPORATION
DIVISION OF CORPORATION
01 SEP 25 AM 8:23

September 21, 2001

Florida Division Of Corporations
Amendment Section
P. O. Box 6327
Tallahassee, FL 32314

800004610408--1
-09/25/01--01066--001
*****52.50 *****52.50

Re: Corporation Name Change And New Address

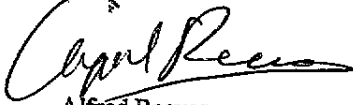
Dear Sir/Madam:

Pursuant to the provisions of section 607.1006, Florida Statutes, enclosed please find Articles of Amendment to the Articles Of Incorporation of T & R Holding Corporation under which the name of the corporation shall be changed to AccessCapital, Inc. This amendment was approved by a majority of the shareholders on September 21, 2001.

Additionally, please be advised that the offices of the Corporation have been removed to 4800 N. Federal Highway, Ste. 300A, Boca Raton, FL 33431. We request one (1) certified copy of the amendment and one (1) certificate of status. Enclosed please find our money order payable to the Department of State in the amount of \$52.50 which includes amendment filing fee of \$35.00, certified copy fee of \$8.75 and certificate of status \$8.75.

Thank you for your soonest attention to this matter.

Sincerely,



Alfred Reeves
President.

N/C

V. SHEPARD OCT 3 2001

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

T & R HOLDING CORPORATION

(present name)

P 98000024420

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

The Certificate of Incorporation of the Corporation is hereby amended by striking Article I thereof, and substituting in lieu of said Article the following new Article:

" ARTICLE I NAME The name of the corporation shall be: AccessCapital, Inc."

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: September 21, 2001.

FOURTH: Adoption of Amendment(s) (check one)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 21st day of September, 2001.

Signature

Walter R. ... President

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(BY an incorporator if adopted by the incorporators)

(Type or printed name)

(Title)