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2010 OCT 15 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** TOT Energy, Inc.  
Name of Corporation

**DOCUMENT NUMBER:** F08000001647

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JON NEW  
Name of Contact Person

NET ELEMENT, INC.  
Firm/Company

1450 S. MIAMI AVENUE  
Address

MIAMI, FL 33130  
City/State and Zip Code

JNEW@NETELEMENT.COM  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JON NEW at ( 305 ) 588-0122  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- |   |   |   |   |
|---|---|---|---|
| <input type="checkbox"/> \$35.00 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(Additional copy is<br>enclosed) |
|---|---|---|---|

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F08000001647

(Document number of corporation (if known))

1. TOT ENERGY, INC.  
(Name of corporation as it appears on the records of the Department of State)

2. DELAWARE  
(Incorporated under laws of)

3. 04/11/2008  
(Date authorized to do business in Florida)

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**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 10/13/2010 (October 13, 2010)

5. NET ELEMENT, INC.  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

N/A  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A  
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Mike Zoi  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

MIKE ZOI  
(Typed or printed name of person signing)

CEO  
(Title of person signing)

**AMENDMENT TO CERTIFICATE OF INCORPORATION  
OF TOT ENERGY, INC.**

Pursuant to Section 141 and Section 242 of the General Corporation Law of the State of Delaware, the undersigned, being the Chief Executive Officer of TOT ENERGY, INC., a Delaware corporation bearing document number 3762193 (the "Corporation"), does hereby certify:

IN WITNESS WHEREOF, said Corporation has caused this Amendment to be signed in its name by its Chief Executive Officer on September 6, 2010.

FIRST: At a meeting of the Board of Directors of the Corporation held on September 6, 2010, the Board unanimously approved an amendment to the Corporation's Certificate of Incorporation changing the name of the Corporation to and RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered First so that, as amended, said Article shall be and read as follows: The name of the corporation is: NET ELEMENT, INC.

SECOND: Except as hereby amended, the Certificate of Incorporation of the Corporation shall remain the same.

THIRD: This Amendment shall be effective as of the date and time of filing.

FOURTH: This Amendment has been approved and adopted by the stockholders of the Corporation holding a majority of the votes entitled to be cast on the amendment, by Written Consent of the Stockholders dated September 6, 2010 pursuant to Section 228 of the General Corporation Law of Delaware. Therefore, the number of votes cast for the amendment to the Corporation's Certificate of Incorporation by the stockholders of the Corporation were sufficient for approval.

**TOT ENERGY, INC.**

/s/ Mike Zoi

Mike Zoi  
Chief Executive Officer

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:51 PM 10/13/2010  
FILED 02:43 PM 10/13/2010  
SRV 100992003 - 3762193 FILE