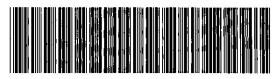
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(Re	questor's Name)				
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#### COVER LETTER

TO:	Amendment Sect Division of Corpo	ion orations		
SUBJ	ECT:	TO	T Energy, Inc.	
			•	
DOC	UMENT NUMBE	R:	F08000001647	
The e	nclosed Amendmer	nt and fee are submi	tted for filing.	
Please	e return all correspo	ondence concerning	this matter to the following:	
	Name o	JON NEW f Contact Person		
	NET E	ELEMENT, INC. rm/Company		
	1450 S	MIAMI AVENUE Address		
	MIA City/S	MI, FL 33130 tate and Zip Code		
E	JNEW -mail address: (to be	@NETELEMENT. used for future annua	COM al report notification)	
For fu	orther information c	concerning this matt	er, please call:	
<del></del>	JON N Name of Contact	EW Person	at ( <u>305</u> ) <u>58</u> Area Code & Daytime Telep	8-0122 bhone Number
Enclo	sed is a check for the	he following amoun	ut:	
	\$35.00 Filing Fee	\$43.75 Filing Fee & Certificate of Status	\$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)	\$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)
Amen Divisi P.O. I	ng Address: dment Section ion of Corporations Box 6327 nassee, FL 32314	i	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)

	F080	0000164	7				
	(Document number			-			
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1	TOT EN	NERGY, I	NC.		3m- 5m		
	(Name of corporation as it appears	on the record	ls of the Department of	f State)			ere er
						5	e ( a la Malace
2	DELAWARE	3	(Date authorized t	04/11/20	08	200	777
	(Incorporated under laws of)		(Date authorized t	o do busine	essun Flo	ori <u>da</u> )	
					골드	: 23	
	CD4	OTHER II			300	w	
	SEG (4-7 COMPLETE ONLY	CTION II THE APPLIC	CABLE CHANGES)				
	,		,				
4. If	f the amendment changes the name of the corporation	on, when w	as the change effe	cted unde	er the la	ws of	
	ts jurisdiction of incorporation? 10/12	k/2010	(October 13	2010	o)		
	<u> </u>	/.· <u></u>	1	,			
5	NET EL	<u>EMENT, I</u>	NC.	** ***			
(1	NET EL Name of corporation after the amendment, adding s appropriate abbreviation, if not contained in new na	antix "corp ame of the	oration," "compai corporation)	ny,'' or "11	ncorpor	'ated,"	or
/T-	f		1	.1			<del> </del>
(II	f new name is unavailable in Florida, enter alternate ousiness in Florida)	e corporate	name adopted for	tne purpo	ose of ti	ansacı	ing
	,						
6. If	f the amendment changes the period of duration, inc	dicate new	period of duration.				,
	,	•	•				
		N/A					
	(Ne	w duration)		,			
7. If	f the amendment changes the jurisdiction of incorpo	oration, indi	icate new jurisdict	ion.			
		Ν/Δ					
	(New	jurisdiction)		,			
8. A	ttached is a certificate or document of similar impo	ort, evidenc	ing the amendmen	it, authen	ticated:	not mo	re than
h:	Attached is a certificate or document of similar impo 0 days prior to delivery of the application to the De aving custody of corporate records in the jurisdiction	partment of on under the	e laws of which it	retary of a is incorpo	State or or orated.	otner	official
				•			
	(Signature of a director, president or other officer - if in	n the hands					
	of a receiver or other court appointed fiduciary, by tha	it fiduciary)					
	MIKE ZOI		CE	<b>EO</b>			
	(Typed or printed name of person signing)		(Title of pe	rson signin	ıg)		

### 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