

P 95 0000 48914

FILED

95 JUN 22 PM 3:20

SECRET
TALLAHASSEE

LAZARUS CORPORATE INDUSTRIES, INC.
(Requestor's Name)

890 S.W. 87 AVENUE, SUITE: 16
(Address)

MIAMI, FLORIDA 33174 (305) 552-5973
(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

(904) 385-6715

OFFICE USE ONLY

900001521993
-06/23/95 -01085--004
****122.50 ****122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. PhoneChange Corp
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:08 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

W95-12215
95 JUN 15 AM 11:26
DIVISION OF CORPORATION
TALLAHASSEE

NANCY HENDRICKS JUN 22 1995

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 15, 1995

LAZARUS

TALLAHASSEE, FL

SUBJECT: PHONECHANGE CORP.
Ref. Number: W95000012215

We have received your document for PHONECHANGE CORP. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular corporate name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 695A00029463

*Anthony Nunez Filed reservation
for Oscar Duran, but lost our
Reservation letter.*

6-19-95

TO WHOM IT MAY CONCERN;

I ANTHONY NUNEZ AS A REGISTERED OFFICER OF PHONE CHANGE CORPORATION AM REQUESTING THE FOLLOWING. THE RELEASE OF THE NAME MENTIONED ABOVE, TO THE SAID NEW OFFICER OSCAR DURAN AS OFFICIAL OFFICER OF PHONE CHANGE CORPORATION.

SINCERELY YOURS,

ANTHONY NUNEZ.

#305. 821.8385

ARTICLES OF INCORPORATION
OF
PHONECHANGE CORP.

FILED
95 JUN 22 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the Laws of the State of Florida, under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities for a Corporation, for profit, generally, and hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a Corporation under the Laws of the State of Florida.

ARTICLE ONE
Name of the Corporation

The name of this Corporation shall be:
PHONECHANGE CORP.

ARTICLE TWO
Nature of Business

The general nature of the business to be transacted by this corporation is:

Any activity and business permitted under the laws of the state of Florida.

ARTICLE THREE
Capital Stock

The maximum number of shares of capital stock authorized to be issued by this Corporation shall be 500 shares, each having a par value of \$1.00 per share of said shares of stock shall entitle the holder thereof to one (one) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the incorporator, or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

ARTICLE FOUR
Initial Capital

The amount of capital with which this Corporation shall begin business shall be : Five Hundred Dollars (\$500.00)

ARTICLE FIVE
Term of Existence

This Corporation shall be perpetual existence.

ARTICLE SIX
Principal Office

The following shall be the street address and the principal office for this Corporation, but the Corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at such other places within or without the state of Florida that may be deemed expedient:

10550 NW 77 CT. #306
HIALEAH, FLORIDA 33016

ARTICLE SEVEN
Directors

There shall be a Board of Directors for this Corporation which consist of ONE persons. The number of Directors may be increased or diminished from time to time as determined by the By-Laws, but shall never be less than ONE. Each of said Directors shall be of full age and all of them shall be residents of the United States. Any Director may be removed at any annual or special meeting of stockholder called in accordance with the By-Laws of the Corporation, by the same vote as that required to elect a Director.

ARTICLE EIGHT
Initial Board of Directors

The names and addresses for the first Board of Directors is as follows:

NAMES	ADDRESSES	OFFICE
OSCAR J. DURAN	10550 NW 77 CT. #306 HIALEAH, FLORIDA 33016	PRESIDENT

ARTICLE NINE
Subscribers

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares of stock each agrees to purchase are:

Names	Addresses	No. of Shares
OSCAR J. DURAN	10550 NW 77 CT. #306 HIALEAH, FLORIDA 33016	500

The private property of the stockholders shall not be subject to the payment of the Corporation's debt to any extent whatsoever.

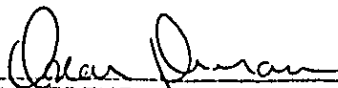
ARTICLE TEN
Conflict of Interest

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other Corporation: any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors of this Corporation, with like force and effect as if he were not such a Director or officer of such other Corporation or not so interested.

ARTICLE ELEVEN
Amendment

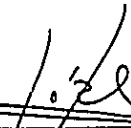
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, WE, the undersigned, have executed these Articles of Incorporation for the uses and purposes stated therein this 13 day of JUNE, 1995.

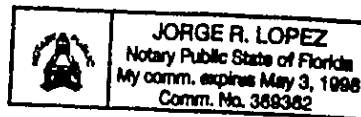


PRESIDENT

Sworn to and subscribed before me this 13 day of JUNE.



NOTARY PUBLIC



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
95 JUN 22 PM 3:30
SECRET
TALLAHASSEE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE
OF FLORIDA SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:

PHONECHANGE CORP.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

OSCAR J. DURAN
10550 NW 77 CT. #306
HTALEAH, FL. 33016

SIGNATURE

Oscar Duran

TITLE

PRESIDENT

DATE

6-13-95

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATING TO PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE
OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Oscar Duran

DATE

6-13-95

P95000048914

OSCAR J. DURAN
10550 N.W. 77 Court
Suite #306
Hialeah, Florida 33016

September 28, 1995

Secretary of State
Division of Corporations (Amendments)
P.O. Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 27 AM 11:06

RE: ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF PHONECHANGE, CORP.

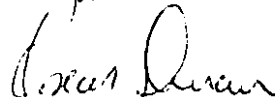
100001623071
-10/30/95--01023--017
*****35.00 *****35.00

Dear Sir,

Enclosed please find the executed Articles of Amendment to Articles of Incorporation of PHONECHANGE, CORP. Please file at your earliest opportunity. Also enclosed is a self addressed stamped envelope for any correspondence or verification of filing.

Thank you for your prompt and courteous attention to this matter. If you should have any questions, please do not hesitate to contact the undersigned.

Sincerely,



OSCAR J. DURAN
President of La Nueva Phonechange, Corp.

OJD/ih
Encls.

12C
TLL OCT 30 1995

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 27 AM 11:06

PHONECHANGE CORP.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this 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)*

Article One (Name of the Corporation) shall be amended as follows:

LA NUEVA PHONECHANGE, CORP.

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:

N/A

THIRD: The date of each amendment's adoption: September 28, 1995

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 not required.

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

Signed this day 28th of September, 19 95.

Signature _____

(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)

OSCAR J. DURAN

Typed or printed name

President

Title

P95000048914

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 S.W. 87 AVENUE SUITE: 16

Address

MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip

Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. LA NUEVA PHONECHANGE CORP.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:00

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

NC
CFC
4-3

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

LA NUEVA PHONECHANGE CORP.

(Present Name)

Pursuant to the provisions of section 607.1006, Florida Statutes,
the undersigned corporation adopts the following articles of
amendment to its articles of incorporation:
FIRST: Amendment(s) adopted:

ARTICLE ONE

NAME OF THE CORPORATION

The name of this corporation shall be:
PHONECHANGE CORP.

SECOND: If an amendment provides for an exchange, reclassification or
cancellation of issued shares, provisions for implementing the
amendment if no contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 03-27-1996

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

_____ The amendment(s) was/were adopted by the incorporators or
board of directors without shareholder action and shareholder
action was not required.

X_____ 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)

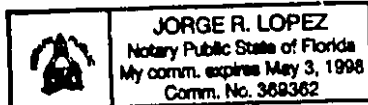
Signed this 27 day of March, 1996

LA NUEVA PHONECHANGE CORP

(Corporation Name)

By Oscar Duran
OSCAR DURAN - PRESIDENT

Sworn to and subscribed before me this 27 of March 1996.



[Signature]
NOTARY PUBLIC

FOR
REINSTATEMENT



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # **P95000048914**

1 Corporation Name
PHONECHANGE CORP.

Principal Place of Business

10550 N.W. 77TH CT.
#306
HIALEAH FL 33016

Mailing Address

10550 N.W. 77TH CT.
#306
HIALEAH FL 33016

If above addresses are incorrect in any way, line through incorrect information and enter correction below.

2 New Principal Office Address, If Applicable

Suite, Apt. #, etc

City & State

Zip

Country

3 New Mailing Office Address, If Applicable

Suite, Apt. #, etc

City & State

Zip

Country

REINSTATEMENT

6. CERTIFICATE OF STATUS DESIRED ☐ \$8.75 Additional Fee required for a Certificate of Status

5. FEI Number

65-0589272

Applied For

Not Applicable

06/22/1995

7 Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

Title(s)

Name of Officers and/or Directors

3 Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)

4 City / State / Zip

1 PD. DURAN, OSCAR J

10550 N.W. 77TH CT., #306

HIALEAH FL 33016

300002003673--4

11/13/96--01182--005

****375.00 ****375.00

8. Name and Address of Current Registered Agent

DURAN, OSCAR J
10550 N.W. 77TH CT.
#306
HIALEAH FL 33016

9. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, Etc.

City

State
FL

Zip Code

10 I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of Registered Agent

Oscar Duran

REGISTERED AGENT MUST SIGN

Date **10-20-96**

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes ☐ No ☐

(See other side for information on intangible tax.)

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(i), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE:

Oscar Duran

OSCAR DURAN

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date **10-20-96**

(305) 825-2377
Daytime Phone #