

# P960000/2272

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

100001710321

-02/08/96--01055--001

\*\*\*\*122.50 \*\*\*\*122.50

Office Use Only

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

1. MARCH BILLING, INC.  
(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 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

RECEIVED  
 96 FEB - 8 AM 11: 08  
 DIVISION OF CORPORATION

Examiner's Initials g/2/8/96

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be  
**MARCH BILLING, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
5 FEB - 9 PM 2:12

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida

ARTICLE III

The maximum shares of stock, with 1.00 per value, that this Corporation is authorized to have outstanding at any time is FIVE THOUSAND ( 5000 ) Shares.

ARTICLE IV

The amount of capital with which this corporation will begin business not be less than \$ 500.00 Dollars. FIVE THOUSAND DOLLARS

ARTICLE V

This Corporation is to have perpetual existence.

#### ARTICLE VI

The principal office of this Corporation shall be

3675 W 16 AVE.  
HIALEAH ,FL. 33012

#### ARTICLE VII

The number of the board of Directors of the Corporation shall not be less than one person. The names and post office addresses of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, the By-laws and the acts of legislature, shall hold office for the first year of the Corporation's existence, or until their successors are elected and shall be duly qualified, are:

ALEJANDRINA N. MARCH	2831 SW 117 AVE	PRESIDENT	100%
	MIAMI FL. 33175	DIRECTOR	SHARES

#### ARTICLE VIII

The names of post office addresses of each subscriber to the Certificate of Incorporation are as follows:

ALEJANDRINA N. MARCH	2831 SW 117 AVE.	PRESIDENT_DIRECTOR
	MIAMI FL. 33175	

## ARTICLE IX

No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors of this corporation is or are interested in, or is a Director or officer of, or are Directors or Officers of, such other corporation.

The Corporation shall have the further right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than the stock book, or any of them, shall be open to the inspection of the stockholders, and no stockholders shall have any right of inspection any account book or document of this corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors. The Corporation, in its By-laws, confers powers upon its Board of Directors or Officers, in addition to the powers authorized and expressly conferred by Statute. Both stockholders and Directors shall have the power, if the By-laws so provide, to hold their respective meeting and to have one or more offices, within or without the State of Florida, and to keep the books of this Corporation subject to the provisions of the Statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors.

The Corporation reserves the right to amend, alter, change or pool any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

The Corporation shall have power to purchase or otherwise acquire, directly and or through ownership of stock in any corporation, all or any part of the business, good will, rights, property and assets of any individual, and to pay for the same in cash with the stock of this corporation, bonds or otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased, or to conduct in any lawful manner the whole or any part of the business so acquired, provided that such business is within the authorization of the laws of the State of Florida, and any Acts amendatory thereto; and to exercise all the powers necessary or convenient in or about the conducting and management of such business.

To enter into general partnerships, limited partnerships (whether the corporation be a limited or general partnership), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth herein jointly or in common with others, so long as the corporation would have the power to do so alone.

We, the undersigned, being each and all of the original subscribers to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe and acknowledge and file this Certificate hereby declaring and certifying that the facts herein stated are true, and do respectively agree to abide by the Articles as herein stated.

Subscribed at Miami, Dade County, Florida, this 6 day of FEBRUARY, 1996.

*March*

\_\_\_\_\_  
ALEJANDRINA N. MARCH

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

CERTIFICATE DESIGNATING CHANGE OF  
PLACE OF BUSINESS OF DOMICILE  
FOR SERVICE OF PROCESS WITHIN THE  
STATE OF FLORIDA

In pursuance of Chapter 40.091, Florida Statutes, the following is submitted in accordance  
with said Act:

That **MARCH BILLING, INC.**  
is qualified to do business under the laws of the State of Florida, with its principal office at:  
**3675 W 16th AVE.  
HIALEAH FL. 33012**

and has appointed

**ALEJANDRINA N. MARCH**  
**2831 SW 1117 AVE.**  
**MIAMI FL. 33175**  
as its agent to accept service of process within this State.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB -8 PM 2:12

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the  
place designated in the Certificate I hereby accept to act in this capacity and agree to  
comply with the provisions of said Act relative to keeping open said office.

  
ALEJANDRINA N. MARCH

P96000012772

ROBERT M. STEENBERGH, P.A.  
ATTORNEY & COUNSELOR AT LAW

ADMITTED TO THE BARS OF FL, NY & CT

905 FLORIDA AVE., SUITE A  
LONGWOOD, FL 32780

PHONE 407-200-2533  
FAX 407-200-5071  
E MAIL INTERNET: rma@posqallaw.com

February 7, 1997

State of Florida  
Division of Corporations  
Post Office Box 1300  
Tallahassee, FL 323302-1300

500002092265--9  
-02/19/97--01079--011  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

Re: Articles of Amendment

Dear Sirs:

Enclosed please find the Articles of Amendment for the corporation known as 900Net.Com Incorporated. Also enclosed is a firm check for \$96.25 for the filing fee, certificate of status and certified copy of the amended Articles of Incorporation.

Your cooperation in this matter is appreciated. If you have any questions or comments, please do not hesitate to contact me.

Sincerely,

/s/ Robert M. Steenbergh  
Signed in his absence to  
avoid delay

ROBERT M. STEENBERGH, P.A.

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97 FEB 19 AM 9:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RMS/tb  
Enclosures

N/c

VS FEB 21 1997

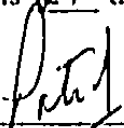
ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
900NET.COM INCORPORATED

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97 FEB 19 AM 9:09  
ALL  
TALLAHASSEE FLORIDA

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 Adopted: Change of corporate name to **SOCIAL TELECOM, INC.**
- SECOND: The date of the amendment's adoption: Adopted by corporate resolution on January 24, 1997.
- THIRD: The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 24<sup>th</sup> day of JANUARY, 1997.

  
\_\_\_\_\_  
Patrick Miller, President/Director