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Florida Department of State

Division of Corporations

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BASIC AMENDMENT

TOTAL DATA SOLUTIONS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

Amendment
5/2/00
DC

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ARTICLES OF INCORPORATION

OF

TOTAL DATA SOLUTIONS, INC.

I, the undersigned, upon Motion duly made, seconded and carried at the Annual Meeting, February 16, 2000 at 10:00 a.m., do hereby execute the following Amended Articles Of Incorporation of Total Data Solutions, Inc., pursuant to the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a Corporation For Profit.

ARTICLE I.
NAME

The name of the Corporation shall be TOTAL DATA SOLUTIONS, INC.

ARTICLE II.
DURATION

The corporation shall have perpetual existence.

ARTICLE III.
PURPOSE

The corporation shall be entitled to engage in any and all lawful activities or business regarding telecommunications permitted under the laws of the United States and of this State. This

Prepared By

Gary J. Rotella, Esquire
Florida Bar No 281115
Gary J. Rotella & Associates, P.A.
New River Center, Suite 1850
200 East Las Olas Boulevard
Fort Lauderdale, FL 33301-2276

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corporation reserves the right if it so wishes to elect to be a 1361 Subchapter S corporation under Section 1361 of the Internal Revenue Code and the right to elect to approve and adopt a plan to offer shares of common stock for sale under said section of the Internal Revenue Service Code and all other rights contained therein and may elect to receive all rights granted under any other Section of the Internal Revenue Service Code of 1954 as amended.

ARTICLE IV.
CAPITAL STOCK

The maximum number of shares of stock with One Dollar (\$1.00) par value that this Corporation is authorized to issue and have outstanding at one time is One Thousand (1000) shares.

ARTICLE V.
CAPITALIZATION

The corporation began business with not less than One Thousand Dollars (\$1,000).

ARTICLE VI.
REGISTERED AGENT

On February 16, 2000, the corporation adopted to amend its "Registered Agent" to reflect the new mailing address as follows: The name and address of the registered agent of the corporation is Gary J. Rotella, Esquire, Gary J. Rotella & Associates, P.A., whose address is New River Center, Suite 1850, 200 East Las Olas Boulevard, Fort Lauderdale, Florida 33301-2276.

ARTICLE VII.
REGISTERED OFFICE

On February 16, 2000, the corporation adopted to amend its "Registered Office" to reflect the new mailing address as follows: The registered office of this Corporation shall be:

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New River Center, Suite 1850
200 East Las Olas Boulevard
Fort Lauderdale, Florida 33301-2276

ARTICLE VIII.
CORPORATE OFFICES

The principal place of business of the Corporation shall be 851 Alta Vista Terrace, Fort Lauderdale, Florida 33325, but the Corporation may maintain offices and transact business in such places within and without the State of Florida as may, from time to time, be designated by the Board of Directors.

ARTICLE IX.
DIRECTORS

- A. The Corporation shall have not less than one (1) nor more than five (5) Directors. Vacancies in the Board of Directors occurring at any time for any reason shall only be filled for the unexpired time by the stockholders at a meeting called for the purpose in the manner prescribed by the By-Laws.
- B. On February 16, 2000, it was adopted to amend "Directors" to reflect the members of the Board of Directors as follows: The names and addresses of the members of the Board of Directors, who subject to the By-Laws of the Corporation, or until their successors are elected or appointed and have qualified, are as follows:

PHILIP TALBOTT

851 Alta Vista Terrace
Fort Lauderdale, Florida 33325

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CHRISTOPHER LAWRENCE

19 Sycamore Dr.
Mechanicsburg, PA 17055

LESLIE VERES

17110 Drawdy Ct.
Orlando, FL 32820

C. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

1. To adopt or amend by-laws not inconsistent with any by-laws that may have been adopted by the stockholders.
2. To purchase and sell real and/or personal property, and to authorize and cause to be executed mortgages or other instruments upon or encumbering the real and personal property of the Corporation.
3. When, and as authorized by affirmative vote given at a meeting or by the written consent of stockholders of record holding at least a majority of the stock, to sell, lease or exchange all of the real and personal property and assets of the corporation, excluding its good will and its corporate business, upon such terms and conditions as the Board of Directors deem expedient.

ARTICLE X
INCORPORATOR

The name and address of the person signing these Amended Articles is:

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PHILIP TALBOTT

851 Alta Vista Terrace
Fort Lauderdale, Florida 33325

ARTICLE XI
OFFICERS

The names and addresses of the officers of this Corporation are as follows:

PHILIP TALBOTT
President, Secretary, Treasurer

851 Alta Vista Terrace
Fort Lauderdale, Florida 33325

ARTICLE XII
AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in the Amended Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon Stockholders herein are granted subject to this reservation.

The amendments above were approved by the shareholders and the number of votes cast for the amendments by shareholders was sufficient for approval.

I, the undersigned, being the Director and Officer hereinabove named, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set my hand and seal this 27th day of April, 2000.


PHILIP TALBOTT, President, Secretary and Treasurer

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STATE OF FLORIDA }
SS.
COUNTY OF BROWARD }

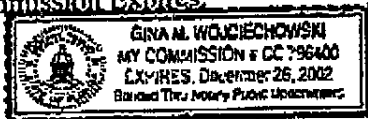
I HEREBY CERTIFY that before the undersigned authority, fully authorized to administer oaths and take acknowledgments, personally appeared PHILIP TALBOTT, who is personally known to me to be the person who made and executed the same for the uses and purposes therein expressed, and who did/did not take an oath.

WITNESS my hand and notarial seal at Fort Lauderdale, Broward County, Florida, this 27th day of April, 2000.

Gina M. Wojciechowski
NOTARY PUBLIC, State of Florida at Large

GINA M. WOJCIECHOWSKI
Printed/Typed Name of Notary Public

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:


That TOTAL DATA SOLUTIONS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Amended Articles of Incorporation at 851 Alta Vista Terrace, Fort Lauderdale, Florida 33325, has named Gary J. Rotella, Esquire, Gary J. Rotella & Associates, P.A., whose address is New River Center, Suite 1850, 200 East Las Olas Boulevard,

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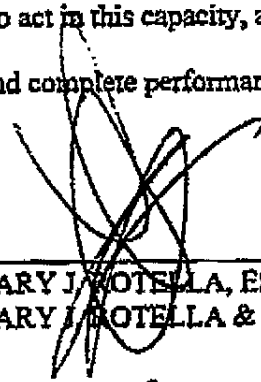
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Fort Lauderdale, Florida 33301-2276, as its Registered Agent to accept service of process within this State.


PHILIP TALBOTT, President, Secretary and Treasurer

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.


GARY J. ROTELLA, ESQUIRE
GARY J. ROTELLA & ASSOCIATES, P.A.

DATED: April 27, 2000

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