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USA TELECOM SOLUTIONS, INC.

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Amended & Restated

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective October 23, 2008 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name. If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: USA TELECOM SOLUTIONS, INC.

Old Name:

Article II. Address. The Corporation's mailing address is:

USA TELECOM SOLUTIONS, INC.
1500 West Cypress Creek RD Suite 101
Fort Lauderdale FL 33309

Article III. Registered Agent. The Corporation's registered agent is:

CLARK, THOMAS M
2400 EAST COMMERCIAL BLVD., SUITE 820
FT. LAUDERDALE FL 33308

Article IV. Officers. The names and addresses of the Corporation's officers are:

President	Lisa Iorri	1500 West Cypress Creek RD Suite 101 Fort Lauderdale FL 33309
Secretary	Robert Oddo	1500 West Cypress Creek RD Suite 101 Fort Lauderdale FL 33309
Treasurer	Robert Oddo	1500 West Cypress Creek RD Suite 101 Fort Lauderdale FL 33309

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
T (561) 694-8107 F (561) 694-1639

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Article V. Board of Directors. The Corporation's affairs shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Corporation's Bylaws. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

The name of each member of the Corporation's Board of Directors is:

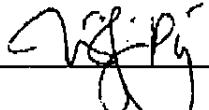
Lisa Iorri 1500 West Cypress Creek RD Suite 101 Fort Lauderdale FL 33309
Robert Oddo 1500 West Cypress Creek RD Suite 101 Fort Lauderdale FL 33309

Article VI. Capital Stock. The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VII. Corporate Existence. The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

USA TELECOM SOLUTIONS, INC.

By:  _____

Name: Robert Oddo _____

Title: President _____

Date: October 23, 2008 _____

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**


CORPORATION:

USA TELECOM SOLUTIONS, INC.

REGISTERED AGENT/OFFICE:

**CLARK, THOMAS M
2400 EAST COMMERCIAL BLVD., SUITE 820
FT. LAUDERDALE FL 33308**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CLARK, THOMAS M
by Veronica Paez as attorney-in-fact

Date: 10/23/200

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