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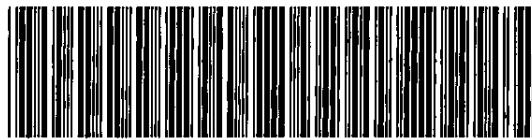
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. WHITE AUG 16 2006

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT: TSG Global, Inc.**

**(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)**

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00

Filing Fee

\$78.75

Filing Fee

& Certificate of Status

\$78.75

Filing Fee

& Certified Copy

\$87.50

Filing Fee,

Certified Copy

& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM: Mark Lammert, CPA**

Name (Printed or typed)

**740 Florida Central Parkway, Suite 2008**

Address

**Longwood, FL 32750**

City, State & Zip

**407-260-1011 phone ; 407-260-1033 fax**

Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

## **ARTICLES OF INCORPORATION**

The undersigned incorporator and subscriber to these articles of incorporation adopts these articles to form a corporation in compliance with Chapter 607 and/or Chapter 621, F.S. (Profit), and other laws of the State of Florida.

### **Article I Name**

The name of the corporation is: TSG Global, Inc.

### **Article II Address**

The street address of the initial principal office and mailing address of the corporation is:

78 Cape Cod Avenue  
Plymouth, MA 02360

### **Article III Purpose**

The corporation is formed to engage in every phase and aspect of wholesale and retail telecommunications services, sales of equipment, billing services, operator services and any other area to provide a full range of products and services. In addition, the corporation may invest the funds of the corporation in real estate mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of residential & commercial maintenance and improvement service to customers.

### **Article IV Terms of Existence**

The corporation is to exist perpetually.

### **Article V Capital Stock**

The corporation shall have the authority to issue 10,000 shares of common capital stock with a par value of \$0.01 per share.

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### **Article VI Initial Officers and/or Directors**

The corporation shall have three (3) officers and directors initially. The number of directors may be increased or diminished from time to time, by bylaws adopted by the stockholder(s). Each of the said officers and directors shall be of legal age.

The name and street address of the initial Officers are:

<u>Officer</u>	<u>Position</u>	<u>Street Address</u>
Noah E. Rafalko	President, Treasurer	78 Cape Cod Ave., Plymouth, MA 02360
Cristen Morrissey	Secretary	78 Cape Cod Ave., Plymouth, MA 02360
Thomas Sullivan	Vice President	3916 37th Street East, Palmetto, FL 34221

The name and street address of the initial Directors are:

Noah E. Rafalko	78 Cape Cod Ave., Plymouth, MA 02360
Cristen Morrissey	78 Cape Cod Ave., Plymouth, MA 02360
Thomas Sullivan	3916 37th Street East, Palmetto, FL 34221

### **Article VII Initial Registered Agent**

The initial registered agent for the corporation is Thomas Sullivan. The street address of the registered agent is 3916 37th Street East, Palmetto, FL 34221.

### **Article VIII Incorporator**

The Incorporator for the corporation is Noah E. Rafalko. The street address of the Incorporator is 78 Cape Cod Ave., Plymouth, MA 02360.

### **Article IX Restraint on Alienation of Shares**

The stockholders of the corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the stockholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the corporation by any of its shareholders, or in the event of death of any of its stockholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the stockholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions are plainly noted on the certificate evidencing the ownership of such stock. No stockholder of the corporation may sell or transfer stock in the corporation unless the sale or transfer has been approved at a stockholder meeting especially called for that purpose.

**Article X      Indemnification**

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by law.

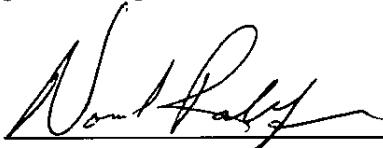
**Article XI      Amendment**

These articles of incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

**Article XII      Effective Date**

The existence of the corporation shall commence at 12:01 a.m. on August 14, 2006.

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation on August 14, 2006.

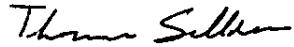
  
Noah E. Rafalko, Incorporator

8/14/06

Date

**REGISTERED AGENT'S ACCEPTANCE**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Thomas Sullivan, Registered Agent

8-14-06

Date

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