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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

LocalPhone, Inc.

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**ARTICLES OF INCORPORATION
OF
LOCALPHONE, INC.**

ARTICLE I

Name

The name of the Corporation is LocalPhone, Inc.

ARTICLE II

Principal Office

The street address and mailing address of the principal office of the Corporation is 4203 Vineland Road, Suites K5 & K6, Orlando, Florida 32811.

ARTICLE III

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act for which corporations may be organized under the Florida Business Corporation Act.
2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE IV

Capital Stock

The total number of shares of stock that the Corporation has the authority to issue is two million (2,000,000) shares.

ARTICLE V

Initial Registered Agent and Office

The name and street address in the State of Florida of the registered agent of the Corporation is Tim Shaw at 4203 Vineland Road, Suites K5 & K6, Orlando, Florida 32811.

ARTICLE VI

Initial Directors and Officers

1. The names and addresses of the persons that shall serve as the initial directors of the Corporation until the first annual meeting of the shareholders are as follows:

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<u>Name</u>	<u>Address</u>
Paul Cusack	13420 Bonica Way Windermere, Florida 34786
Tim Shaw	3214 Villa Strada Way Orlando, Florida 32835
Bob Armao	12735 Ashley Falls Drive San Diego, California 92130

2. The names, addresses and specific titles of the persons that shall serve as the initial officers of the Corporation until their successor shall have been chosen and qualified or until their earlier resignation or removal are as follows:

<u>Name</u>	<u>Address</u>	<u>Title(s)</u>
Paul Cusack	13420 Bonica Way Windermere, Florida 34786	CEO and President
Tim Shaw	3214 Villa Strada Way Orlando, Florida 32835	Vice President and Secretary
Bob Armao	12735 Ashley Falls Drive San Diego, California 92130	COO

ARTICLE VII
Incorporator

The name and address of the incorporator of the Corporation is Paul Cusack at 13420 Bonica Way, Windermere, Florida 34786.

The undersigned, for purposes of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

Dated: August 31, 2007.

INCORPORATOR:



PAUL CUSACK

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REGISTERED AGENT ACCEPTANCE

Having been named registered agent and to accept service of process for the above stated Corporation, at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and the obligations to act in such capacity.

Dated: August 31, 2007.

REGISTERED AGENT:



TIM SHAW

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