

**APPLICATION OF
DOLLAR PHONE ENTERPRISE INC. D/B/A DPE**

EXHIBIT I

Articles of Organization
Secretary of State Certificate of Authority

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
November 30, 2007.

Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

F050503000 240

CERTIFICATE OF INCORPORATION
OF
DOLLAR PHONE ENTERPRISE INC.

2005 MAY -3 AM 11:13
FILED

Under Section 402 of the Business Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED

MAY 03 2005

MAY -3 2005

TAXES _____
BY: Red King

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2005 MAY -3 AM 9:01

FILER:
Moses Greenfield
232 Broadway
Brooklyn, NY 11211

Red 10

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CERTIFICATE OF INCORPORATION

OF

DOLLAR PHONE ENTERPRISE INC.

Under Section 402 of the Business Corporation Law

IT IS HEREBY CERTIFIED THAT:

(1) The name of the Corporation is:

DOLLAR PHONE ENTERPRISE INC.

(2) The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized pursuant to the Business Corporation Law of the State of New York. The Corporation is not to engage in any act or activity required any consents of approvals by law without such consent or approval first being obtained.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the Corporation shall have, and may exercise, all of the powers conferred by the Business Corporation Law upon corporations formed thereunder, subject to any limitations contained in Article 2 of said law or in accordance with the provisions of any other statute of the State of New York.

(3) The number of shares which the Corporation shall have the authority to issue is 200 Shares at no par value.

(4) The corporation is to be located in the County of Kings, State of New York.

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(5) The Secretary of State is designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is:

DOLLAR PHONE ENTERPRISE INC.

Moses Greenfield
232 Broadway
Brooklyn, NY 11211

The undersigned incorporator is of the age of eighteen years or older.

IN WITNESS WHEREOF, this certificate has been subscribed this 2nd day of May, 2005 by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

Bruce B. Hubbard

77 East John Street, Hicksville, NY 11801

Bruce B. Hubbard, Incorporator
President, Hubbard Inc.
d/b/a Hubco Incorporation Services

Address

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OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JULY 14, 2008

6620-628-9

FAXXON LEGAL INFORMATION SERVICES, INC.
2501 CHATHAM RD SUITE 110
SPRINGFIELD, IL 62704

RE DOLLAR PHONE ENTERPRISE INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

FORM **BCA 13.15** (rev. Dec. 2003)
**APPLICATION FOR AUTHORITY TO
 TRANSACT BUSINESS IN ILLINOIS**
 Business Corporation Act

Jesse White, Secretary of State
 Department of Business Services
 Springfield, IL 62756
 Telephone (217) 782-1834
 www.cyberdriveillinois.com

FILED

JUL 14 2008

JESSE WHITE
 SECRETARY OF STATE

COPY

Remit payment in the form of a cashier's
 check, certified check, money order
 or an Illinois attorney's or CPA's check
 payable to the Secretary of State.
SEE NOTE 1 CONCERNING PAYMENT!

66206289
 File #

Filing Fee \$ 150.00 Franchise Tax \$ 25,000 Penalty/Interest \$ - Total \$ 175,000 Approved: RP

Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. (a) CORPORATE NAME: DOLLAR PHASE ENTERPRISE INC.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____
 (By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the
 transaction of business in Illinois. Form BCA 4.15 is attached.)

2. State or Country of Incorporation NY; Date of Incorporation 05/03/2005; Period of Duration Perpetual

3. (a) Address of the principal office, wherever located: 232 Broadway
Brooklyn, NY 11211
 (b) Address of principal office in Illinois: None
 (If none, so state)

4. Name and address of the registered agent and registered office in Illinois.
 Registered Agent: National Registered Agents, Inc.
 Registered Office: 200 West Adams Street

<i>First Name</i>	<i>Middle Initial</i>	<i>Last name</i>
<u>Chicago, IL</u>	<u>60606</u>	<u>Ste 2007</u>
<i>Number</i>	<i>Street</i>	<i>Suite #</i> (A.P.O. Box address is not acceptable.)
<u>Chicago, IL</u>	<u>60606</u>	<u>Cook County</u>
<i>City</i>	<i>ZIP Code</i>	<i>County</i>

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
NY, FL, GA

6. Name and addresses of officers and directors: (If more than 3 directors and/or additional officers, attach list.)

Name	No. & Street	City	State	ZIP
President Abraham Greenfield	232 Broadway,	Brooklyn,	NY	11211
Secretary Elisha Hisiger	232 Broadway,	Brooklyn,	NY	11211
Director Abraham Greenfield	232 Broadway,	Brooklyn,	NY	11211
Director Josh Cohen	232 Broadway,	Brooklyn,	NY	11211
Director Abraham Landau	232 Broadway,	Brooklyn,	NY	11211

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7. The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state: (If not sufficient space to cover this point, add one or more sheets of this size)

Telecommunications services.

8. Authorized and issued shares:

Class Common	Series	Par Value NPV	Number of Shares Authorized 200	Number of Shares Issued 200
(If more, attach list)				

9. Paid-in Capital: \$ 1000.00
 ("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

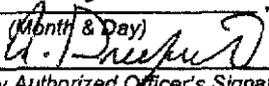
10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 0.00
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0.00
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 300,000,000.00
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 16,000.00

11. Interrogatories: (Important - this section must be completed.)

- (a) Is the corporation transacting business in this state at this time? **NO**
- (b) If the answer to item 11(a) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated 6/6 2008
 (Month & Day) (Year)

 (Any Authorized Officer's Signature)
Abraham Greenfield, President
 (Print Name and Title)

Dollar Phone Enterprise Inc.
 (Exact Name of Corporation)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney or CPA's check or money order made payable to the "Secretary of State". The minimum fee due upon qualification is \$175. Any additional fees will be billed and must be paid before this application can be filed.

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