

(File this application via e-docket, or if unable to do so, file one original verified application with the Chief Clerk.)

Docket No. 11-0312
ICC Office Use Only

Please provide the appropriate information in the () areas in the heading below.

G3 Telecom USA, Inc. :
: Application for a certificate of :
: prepaid calling service provider authority :
: statewide in the State of Illinois. :
:

CHIEF CLERK'S OFFICE
2011 MAR 31 11:02
ILLINOIS COMMERCE COMMISSION

APPLICATION TO OBTAIN A
"CERTIFICATE OF PREPAID CALLING SERVICE PROVIDER AUTHORITY"
(Use additional sheets as necessary.)

GENERAL

1. Applicant's Name (including d/b/a, if any)

G3 Telecom USA, Inc.
1039 McNicoll Avenue
Toronto, Ontario
Canada M1W 3W6
Phone: (416) 499-5463
Fax: (416) 499-6612

FEIN#: 98-0595391

Please complete the following with respect to the Applicant and Underlying Carrier:

2. Please provide the Applicant's toll-free customer service number.

Toll-Free: (888) 315-3050

3. In what area or areas of the state does the Applicant propose to provide service?

State-wide

4. Please attach a sheet designating contact persons to work with Illinois Commerce Commission Staff on the following: **Please see Exhibit III**

- a) issues related to processing this application
- b) consumer issues
- c) customer service complaint resolution
- d) technical and service quality issues and compliance with service quality standards and remedies
- e) "tariff" and pricing issues
- f) security/law enforcement

Please identify each contact person's (i) name, (ii) title, (iii) mailing address, (iv) telephone number, (v) facsimile number, and (vi) e-mail address.

5. Please check type of organization.

Individual
 Partnership

Corporation
Date corporation was formed August 19, 2008
In what state? Delaware

Other (Specify)

6. Submit a copy of articles of incorporation or other organization documents, a copy of any contract with any underlying carrier(s) and a copy of certificate of authority to transact business in Illinois.

A copy of the Company's Articles of Incorporation and certificate of authority to transact business in Illinois is included as **Exhibit I**.

7. List jurisdictions (other than Illinois) in which Applicant is offering service(s).

G3 Telecom USA, Inc. is initiating operations and applying for the appropriate regulatory authority, where needed, to operate as a long-distance reseller in several other states, including Arkansas, California, Florida, Georgia, Massachusetts, Michigan, New Jersey, New York, Nevada, Ohio, Tennessee, Texas and Washington.

8. Has the Applicant, or any principal in Applicant, been denied a Certificate of Service or had its certification revoked or suspended in any jurisdiction in this or another name?

YES (Please provide details) NO

9. Have there been any complaints or judgments levied against the Applicant in any other jurisdiction?

YES NO

If YES, describe fully. _____

10. Has Applicant provided service under any other name?

YES NO

If YES, please list. _____

11. Is the Applicant seeking an expedited application pursuant to Section 13-404.1(b)?

YES NO

If YES, please provide the name of the underlying carrier(s) and the docket number of the underlying carrier(s) certification proceeding. _____

MANAGERIAL

12. Please attach evidence of the applicant's managerial and technical resources and ability to provide service. This may be in narrative form, resumes of key personnel, or a combination of these forms.

Please see Exhibit II for the Company's resumes of key personnel.

13. List officers or principals of Applicant.

Officers:

Sonia Arora	President
Ranjan Arora	Secretary / Treasurer

14. Does any officer or principals of Applicant have an ownership or other interest in any other entity, which has provided or is currently providing telecommunications services? YES ___ NO

If YES, list entity G3 Telecom Corp, which is a corporation that does not provide telecommunications services in Illinois.

15. How does Applicant propose to handle service complaints? (At a minimum, describe Applicant's internal process for complaint resolution, the complaint escalation process, the timeframe and process by which the customer is notified by Applicant that they may seek assistance from the Commission?)

Customer Service agents are available seven (7) days a week from 7 AM to 2 AM (EST) and may be reached by dialing (888) 315-3050 or via email to custserv@g3telecom.com.

If the Customer is dissatisfied with the resolution of the complaint, they may contact the Illinois Commerce Commission in writing at: 527 East Capital Avenue, Springfield, IL 62701 or by calling 1-800-524-0795 or 1-217-782-2024 outside of Illinois.

16. Does Applicant currently maintain service quality standards?

YES ___ NO

YES. -- As a toll service reseller, the Company relies on its facilities-based underlying carriers for the operation and maintenance of the network. The Company uses only reputable underlying carriers to ensure that high quality service is provided to customers. Consequently, the quality of service that G3 Telecom USA's customers receive will be at least equivalent to that provided by the underlying carrier(s).

17. Will personnel be available at Applicant's business office during regular working hours to respond to customer inquiries about service or billing? YES ___ NO

18. What telephone number(s) would a customer use to contact your company (other than the toll-free customer service number provided in response to question 1)?

(888) 315-3050

19. Is Applicant aware that it must file tariffs prior to providing service in Illinois?

YES ___ NO

FINANCIAL

20. Please attach evidence of Applicant's financial fitness through the submission of its most current income statement and balance sheet, or other appropriate documentation of applicant's financial resources and ability to provide service.

The Company submits a Financial Affidavit as Exhibit IV.

TECHNICAL

21. Does Applicant utilize its own equipment and/or facilities? _____ YES NO

If YES, please list the equipment and / or facilities Applicant intends to utilize. Also include evidence that Applicant possesses the necessary technical resources to deploy and maintain said facilities:

The Company submits Resumes as Exhibit V.

If NO, which underlying carrier's facilities does the Applicant intend to use?

The Company uses various underlying facilities-based carriers, based on leased-cost routing and service quality.

22. Please describe the nature of prepaid service to be provided (e.g., general service, location specific service, discounted rates for specific countries, etc.).

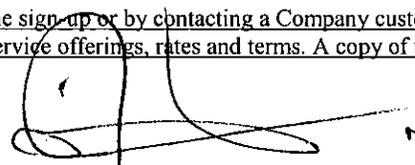
The Applicant proposes to offer pre-paid long distance service. The Applicant will not issue bills for pre-paid service, since payments are made in advance. However, the customer can view call detail and account history (payments, etc.) via the Company's secure online web portal. For pre-paid service, the Customer will have the option to contact the Company via telephone or internet to recharge the account or may opt for Auto Recharge which allows the Company to automatically recharge the Customer's account with a predetermined set amount once the account is at \$5 or lower.

23. Will technical personnel be available at all times to assist customers with service problems?

YES _____ NO

24. Please attach a copy of the front and back of any prepaid calling cards Applicant currently sells.

The Company does not provide calling cards. Service is sold via online sign-up or by contacting a Company customer service representative who will advise the Customer of the different service offerings, rates and terms. A copy of the web page is included as Exhibit IV.



Rajan Arora, Secretary / Treasurer
G3 Telecom USA, Inc.

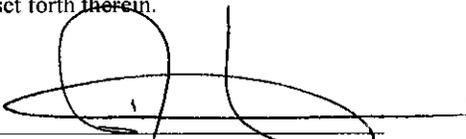
VERIFICATION

This application shall be verified under oath.

OATH

CANADA _____)
_____)ss
Ontario _____)

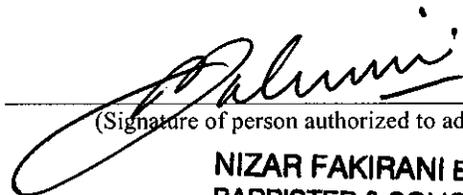
Rajan Arora makes oath and says that he is Secretary / Treasurer of G3 Telecom USA, Inc. that he has examined the foregoing application and that to the best of his knowledge, information, and belief, all statements of fact contained in the said application are true, and the said application is a correct statement of the business and affairs of the above-named applicant in respect to each and every matter set forth therein.



Rajan Arora, Secretary / Treasurer
G3 Telecom USA, Inc.

Subscribed and sworn to before me, a Notary Public/ _____
(Title of person authorized to administer oaths)

in the State and County above named, this 11th day of MARCH, 2011



(Signature of person authorized to administer oath)
NIZAR FAKIRANI B.A LL.B
BARRISTER & SOLICITOR
1065 McNICOLL AVE. 2ND FLOOR
TORONTO ONT M1W 3W6
TEL: 416-444-4043

)

APPLICATION OF
G3 Telecom USA, Inc.

EXHIBIT I

)

Secretary of State Certificate of Authority

&

Articles of Organization

i



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

FEBRUARY 15, 2011

6775-102-7

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

RE G3 TELECOM USA 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.

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,

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

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

FILED

FEB. 15 2011

**JESSE WHITE
 SECRETARY OF STATE**

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

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!

6775.1027
 File #

Filing Fee \$ 150- Franchise Tax \$ 25- Penalty/Interest \$ - Total \$ 175- Approved: my
 _____ Submit in duplicate _____ Type or Print clearly in black ink _____ Do not write above this line _____

1. (a) CORPORATE NAME: G3 Telecom USA 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 Delaware; Date of Incorporation 8/19/2008; Period of Duration perpetual

3. (a) Address of the principal office, wherever located: 616 Corporate Way
Suite 2
Valley Cottage, NY 10989-2050
 (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.

<i>First Name</i>	<i>Middle Initial</i>	<i>Last name</i>
Registered Office: <u>200 West Adams Street</u>	<u>Chicago, IL 60606-5230</u>	<u>Cook</u>
<i>Number</i>	<i>Street</i>	<i>Suite #</i> <small>(A P.O. Box alone is not acceptable.)</small>
<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)

DE

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	Sonia Arora	1039 McNicoll Avenue,	Toronto, Ontario,	Canada	M1W 3W6
Secretary	Rajan Arora	1039 McNicoll Avenue,	Toronto, Ontario,	Canada	M1W 3W6
Director	Sonia Arora	1039 McNicoll Avenue,	Toronto, Ontario,	Canada	M1W 3W6
Director	Rajan Arora	1039 McNicoll Avenue,	Toronto, Ontario,	Canada	M1W 3W6
Director					

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	Series	Par Value NPV	Number of Shares Authorized 1500	Number of Shares Issued 1500
Common				

(If more, attach list)

9. Paid-in Capital: \$ 100.00
("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: \$ 4,920.00
 (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: \$ 2,000,000.00
 (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: \$ 100,000.00

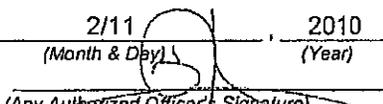
11. Interrogatories: (Important - this section must be completed.)

- (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 2/11, 2010
 (Month & Day) (Year)


 (Any Authorized Officer's Signature)
Rajan Arora, Secretary/Treasurer
 (Print Name and Title)

G3 Telecom USA 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.



First American
Title Insurance Company

UCC DIVISION

INVOICE

2/16/2011

Phyllis Miller
Technologies Management, Inc.
2600 Maitland Center Parkway
Suite 300
Maitland, FL 32751

CLIENT REFERENCE #:	TERMS	FINANCE RATE	ACCOUNT EXECUTIVE
G3 Telecom USA Inc.	Due On Receipt	1 ½ % Per Month APR=18%	DW
TYPE OF SERVICE	JURISDICTION	NAME	
Certificate of Authority	Illinois, Secretary of State	G3 Telecom USA Inc.	
Service			\$45.00
Agent fee			\$0.00
Filing fees			\$175.00
Expedite fees			\$100.00
Courier fee			\$0.00
Check to Faxxon - Number:			\$0.00
Check to Juris. - Number:			\$0.00
Sales tax			\$0.00

Total:	\$320.00
Invoice Number:	968866
Client ID Number:	1196508

Thank you for your business!

2501 Chatham Rd., Suite 110, Springfield, IL 62704
800-932-9966
FAX 800-229-7028



***First American
Title Insurance Company***

UCC DIVISION

Phyllis Miller
Technologies Management, Inc.
2600 Maitland Center Parkway Suite 300
Maitland, FL 32751

Date: February 16, 2011
Phone: 4077408575
Fax: 4077405990

Client Reference: G3 Telecom USA Inc.

Project/Item # 968866
Client ID # 1196508

Reference:
G3 Telecom USA Inc.

Special Instructions:

We have filed **Certificate of Authority** with the **Corporation Division** of the **Illinois, Secretary of State** on the above referenced name(s) and report the following:

File Date: 2/15/2011 File Number: 6775-102-7

See Attached Acknowledgement

Sincerely,

Dave Weber
Account Representative

We accept no liability for errors or omissions beyond reasonable care.

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:27 AM 08/19/2008
FILED 11:11 AM 08/19/2008
SRV 080882578 - 4589250 FILE

CERTIFICATE OF INCORPORATION
of
G3 Telecom USA Inc.

FIRST: The name of this corporation is: G3 Telecom USA Inc.

SECOND: The address of its registered office in the State of Delaware and the name of its registered agent is Agents and Corporations, Inc., 1201 Orange Street, Suite 600, Wilmington, New Castle County, Delaware 19801.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares which the corporation is authorized to issue is 1,500 shares of no par common voting stock.

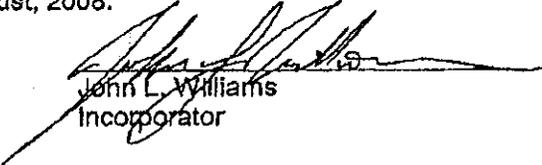
FIFTH: The name and mailing address of the incorporator is: John L. Williams, 1201 Orange Street, Suite 600, Wilmington, Delaware 19801.

SIXTH: The corporation is to have perpetual existence.

SEVENTH: The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the corporation.

EIGHTH: No director shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware; or (iv) for any transaction from which the director derived an improper personal benefit. This Article Eighth shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date when this Article Eighth became effective.

I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed, and the facts therein stated are true and, accordingly, I have hereunto set my hand and seal this 19th day of August, 2008.


John L. Williams
Incorporator

MINUTES OF MEETING OF INCORPORATOR
OF
G3 Telecom USA Inc.

The meeting of the incorporator of the above-named corporation was called and held on August 19, 2008 at 1201 Orange Street, Suite 600, Wilmington, Delaware, 19801 pursuant to a written waiver of notice signed by the incorporator, fixing time and place.

The following incorporator, being the only incorporator of the corporation, was present in person: John L. Williams.

Said incorporator served as both chairman and secretary of the meeting.

The chairman reported that the Certificate of Incorporation was filed in the Office of the Secretary of State of Delaware on August 19, 2008 and that a certified copy thereof will be forwarded by the Office of the Secretary of State of Delaware to the Office of the Recorder of Deeds in and for New Castle County, Delaware, and that the secretary was instructed to cause a copy of such Certificate of Incorporation to be inserted in the minute book.

The secretary presented a form of By-Laws for the regulation of the affairs of the corporation, which was read, section by section.

Upon motion duly made, seconded and carried it was:

RESOLVED, That the By-Laws submitted at and read to this meeting be and the same hereby are adopted as and for the By-Laws of this corporation, and that the secretary be and hereby is instructed to cause the same to be inserted in the minute book immediately following a copy of the Certificate of Incorporation.

The Chairman stated that the next business before the meeting was the election

of the Board of Directors.

The following persons were nominated to hold office for the ensuing year or until their respective successors are elected:

Sonia Arora

Rajan Arora

No other nominations having been made, the polls were duly opened and the incorporator having voted by ballot, the chairman declared the polls closed.

Thereupon, the secretary canvassed the vote cast and made and presented to the chairman the results of the election. The nominees were found to have received the number of votes opposite their names:

<u>NAME</u>	<u>NUMBER OF VOTES</u>
Sonia Arora	-1- Vote
Rajan Arora	-1- Vote

The chairman thereupon declared the following persons elected directors of the corporation to hold office until the first annual meeting of stockholders or until their successors are elected and qualified:

Sonia Arora

Rajan Arora

Upon motion duly made, seconded and carried, it was:

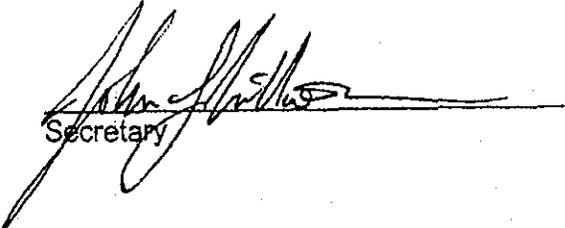
RESOLVED, That the Board of Directors be and is hereby authorized, in its discretion, to issue the shares of the capital stock of this corporation to the full amount or number of shares authorized by the Certificate of Incorporation, in such amount and for such consideration as from time to time shall be determined by the Board and as

may be permitted by law.

The secretary was instructed to file with the minutes of this meeting, the following:

1. Waiver of notice of this meeting; and
2. Ballot of Directors.

Upon motion duly made, seconded and carried, the meeting thereupon adjourned.



Secretary

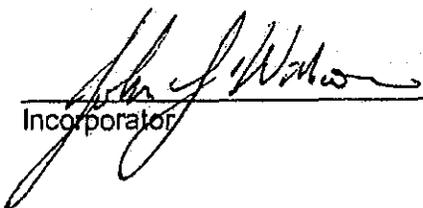
Date: August 19, 2008

CALL AND WAIVER OF NOTICE
OF
MEETING OF INCORPORATOR
OF
G3 Telecom USA Inc.

I, the undersigned, being the incorporator of the above-captioned corporation, incorporated under the laws of the State of Delaware, hereby waive notice of the time, place and purpose of the first meeting of this corporation and call said meeting as follows:

Date: August 19, 2008
Place: 1201 Orange Street, Suite 600
Wilmington, DE 19801

I do hereby waive all the requirements of the statutes of Delaware, both as to notice of this meeting and publication thereof; and I do consent to the transaction of such business as may come before the meeting.



Incorporator

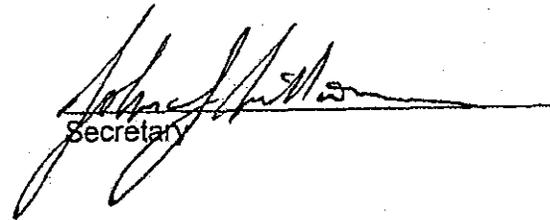
Date: August 19, 2008

BALLOT FOR DIRECTORS
OF
G3 Telecom USA Inc.

Sonia Arora - 1- Vote

Rajan Arora - 1- Vote

Votes in Person - 1


Secretary

Date: August 19, 2008

G3 Telecom USA Inc.
UNANIMOUS ACTION OF DIRECTORS

The undersigned, being all of the directors of G3 Telecom USA Inc. pursuant to the provisions of Section 141 of the Delaware General Corporation Law, agree that the following action shall be deemed duly taken as if taken at a regularly called meeting and entered into the minutes of the corporation:

RESOLVED:

1. The following persons are nominated officers of the corporation to serve until their successors are chosen and qualify:

Sonia Arora -President
Rajan Arora -Treasurer
Rajan Arora -Secretary

2. The form of stock certificate presented and read is hereby approved and adopted and the Secretary is instructed to insert a specimen thereof in the minute book.

3. The TREASURER (specify Pres., Tres., Secy.) is authorized to open a business bank account on behalf of the corporation with HSBC, a banking corporation of the state of NEW YORK and that, until otherwise ordered, said bank be and hereby is authorized and directed to make payment from such account on deposit to it with the checks of this corporation signed by the PRESIDENT OR (specify Pres., Tres., Secy.)

TREASURER SECRETARY

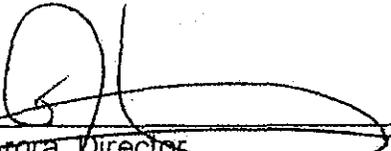
4. The fiscal year of this corporation shall end the thirty-first day of December in each year.

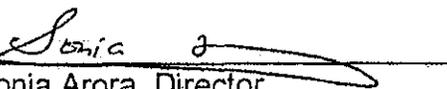
5. The Board of Directors wishes to offer for sale and to issue 1500 shares of its no par common voting stock as authorized by its Certificate of Incorporation for \$ 0.10 per share. The President and Secretary are and hereby authorized and directed to issue a stock certificate to Sonia Arora evidencing ownership of 100% shares of fully paid and unassessable no par common voting stock of G3 Telecom USA Inc.

6. If, in the course of its operations, the corporation finds it necessary to obtain additional funds for operation of for capital expenditure, the President and Secretary are hereby authorized and directed to obtain on behalf of the corporation loans of such amounts and to agree to terms to such loans as appear appropriate to them at the time the loan is obtained and in the circumstances then prevailing.

7. The registered office of the corporation is established and maintained at 1201 Orange Street, Suite 600, Wilmington, Delaware 19801, and the registered agent at that address is Agents and Corporations, Inc. Meetings of the Board of Directors from time to time may be held either at the registered office or at such office as the Board of Directors shall elect from time to time.

8. For purposes of authorizing a corporation to do business in any state, territory or dependency of the United States or any foreign country in which it is necessary or expedient for this corporation to transact business, the proper officers of this corporation are hereby authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices and, under the corporate seal, to make and file all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of such state, territory, dependency or country to authorize the corporation to cease transact business therein and withdraw there from, to revoke any appointment of agent or attorney for service of process, and to file such certificates, reports, revocation of appointment, or surrender of authority as may be necessary to terminate the authority of the corporation to do business in any state, territory, dependency or country.


Rajan Arora, Director


Sonia Arora, Director

Dated: August 19, 2008

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:27 AM 08/19/2008
FILED 11:11 AM 08/19/2008
SRV 080882578 - 4589250 FILE

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THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares which the corporation is authorized to issue is 1,500 shares of no par common voting stock.

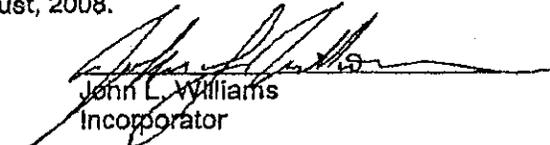
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SIXTH: The corporation is to have perpetual existence.

SEVENTH: The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the corporation.

EIGHTH: No director shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware; or (iv) for any transaction from which the director derived an improper personal benefit. This Article Eighth shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date when this Article Eighth became effective.

I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed, and the facts therein stated are true and, accordingly, I have hereunto set my hand and seal this 19th day of August, 2008.


John L. Williams
Incorporator

MINUTES OF MEETING OF INCORPORATOR
OF
G3 Telecom USA Inc.

The meeting of the incorporator of the above-named corporation was called and held on August 19, 2008 at 1201 Orange Street, Suite 600, Wilmington, Delaware, 19801 pursuant to a written waiver of notice signed by the incorporator, fixing time and place.

The following incorporator, being the only incorporator of the corporation, was present in person: John L. Williams.

Said incorporator served as both chairman and secretary of the meeting.

The chairman reported that the Certificate of Incorporation was filed in the Office of the Secretary of State of Delaware on August 19, 2008 and that a certified copy thereof will be forwarded by the Office of the Secretary of State of Delaware to the Office of the Recorder of Deeds in and for New Castle County, Delaware, and that the secretary was instructed to cause a copy of such Certificate of Incorporation to be inserted in the minute book.

The secretary presented a form of By-Laws for the regulation of the affairs of the corporation, which was read, section by section.

Upon motion duly made, seconded and carried it was:

RESOLVED, That the By-Laws submitted at and read to this meeting be and the same hereby are adopted as and for the By-Laws of this corporation, and that the secretary be and hereby is instructed to cause the same to be inserted in the minute book immediately following a copy of the Certificate of Incorporation.

The Chairman stated that the next business before the meeting was the election

of the Board of Directors.

The following persons were nominated to hold office for the ensuing year or until their respective successors are elected:

Sonia Arora

Rajan Arora

No other nominations having been made, the polls were duly opened and the incorporator having voted by ballot, the chairman declared the polls closed.

Thereupon, the secretary canvassed the vote cast and made and presented to the chairman the results of the election. The nominees were found to have received the number of votes opposite their names:

<u>NAME</u>	<u>NUMBER OF VOTES</u>
Sonia Arora	-1- Vote
Rajan Arora	-1- Vote

The chairman thereupon declared the following persons elected directors of the corporation to hold office until the first annual meeting of stockholders or until their successors are elected and qualified:

Sonia Arora

Rajan Arora

Upon motion duly made, seconded and carried, it was:

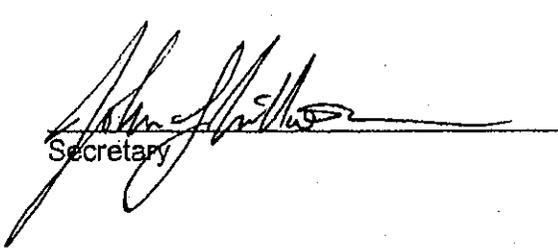
RESOLVED, That the Board of Directors be and is hereby authorized, in its discretion, to issue the shares of the capital stock of this corporation to the full amount or number of shares authorized by the Certificate of Incorporation, in such amount and for such consideration as from time to time shall be determined by the Board and as

may be permitted by law.

The secretary was instructed to file with the minutes of this meeting, the following:

1. Waiver of notice of this meeting; and
2. Ballot of Directors.

Upon motion duly made, seconded and carried, the meeting thereupon adjourned.



Secretary

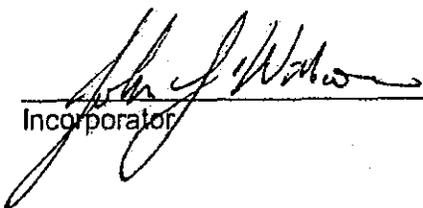
Date: August 19, 2008

CALL AND WAIVER OF NOTICE
OF
MEETING OF INCORPORATOR
OF
G3 Telecom USA Inc.

I, the undersigned, being the incorporator of the above-captioned corporation, incorporated under the laws of the State of Delaware, hereby waive notice of the time, place and purpose of the first meeting of this corporation and call said meeting as follows:

Date: August 19, 2008
Place: 1201 Orange Street, Suite 600
Wilmington, DE 19801

I do hereby waive all the requirements of the statutes of Delaware, both as to notice of this meeting and publication thereof; and I do consent to the transaction of such business as may come before the meeting.



Incorporator

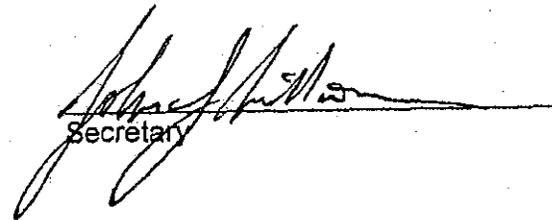
Date: August 19, 2008

BALLOT FOR DIRECTORS
OF
G3 Telecom USA Inc.

Sonia Arora - 1- Vote

Rajan Arora - 1- Vote

Votes in Person - 1


Secretary

Date: August 19, 2008

G3 Telecom USA Inc.
UNANIMOUS ACTION OF DIRECTORS

The undersigned, being all of the directors of G3 Telecom USA Inc. pursuant to the provisions of Section 141 of the Delaware General Corporation Law, agree that the following action shall be deemed duly taken as if taken at a regularly called meeting and entered into the minutes of the corporation:

RESOLVED:

1. The following persons are nominated officers of the corporation to serve until their successors are chosen and qualify:

Sonia Arora -President
Rajan Arora -Treasurer
Rajan Arora -Secretary

2. The form of stock certificate presented and read is hereby approved and adopted and the Secretary is instructed to insert a specimen thereof in the minute book.

3. The TREASURER (specify Pres., Tres., Secy.) is authorized to open a business bank account on behalf of the corporation with HSBC, a banking corporation of the state of NEW YORK and that, until otherwise ordered, said bank be and hereby is authorized and directed to make payment from such account on deposit to it with the checks of this corporation signed by the PRESIDENT OR (specify Pres., Tres., Secy.)

TREASURER SECRETARY

4. The fiscal year of this corporation shall end the thirty-first day of December in each year.

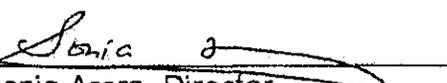
5. The Board of Directors wishes to offer for sale and to issue 1500 shares of its no par common voting stock as authorized by its Certificate of Incorporation for \$ 0.10 per share. The President and Secretary are and hereby authorized and directed to issue a stock certificate to Sonia Arora evidencing ownership of 100% shares of fully paid and unassessable no par common voting stock of G3 Telecom USA Inc.

6. If, in the course of its operations, the corporation finds it necessary to obtain additional funds for operation of for capital expenditure, the President and Secretary are hereby authorized and directed to obtain on behalf of the corporation loans of such amounts and to agree to terms to such loans as appear appropriate to them at the time the loan is obtained and in the circumstances then prevailing.

7. The registered office of the corporation is established and maintained at 1201 Orange Street, Suite 600, Wilmington, Delaware 19801, and the registered agent at that address is Agents and Corporations, Inc. Meetings of the Board of Directors from time to time may be held either at the registered office or at such office as the Board of Directors shall elect from time to time.

8. For purposes of authorizing a corporation to do business in any state, territory or dependency of the United States or any foreign country in which it is necessary or expedient for this corporation to transact business, the proper officers of this corporation are hereby authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices and, under the corporate seal, to make and file all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of such state, territory, dependency or country to authorize the corporation to cease transact business therein and withdraw there from, to revoke any appointment of agent or attorney for service of process, and to file such certificates, reports, revocation of appointment, or surrender of authority as may be necessary to terminate the authority of the corporation to do business in any state, territory, dependency or country.


Rajan Arora, Director


Sonia Arora, Director

Dated: August 19, 2008