



DEAN HELLER  
Secretary of State  
208 North Carson Street  
Carson City, Nevada 89701-4299  
(775) 684 5708  
Website: secretaryofstate.biz

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*Dean Heller*

Dean Heller  
Secretary of State

## Articles of Incorporation

(PURSUANT TO NRS 78)

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1. <b>Name of Corporation:</b>	NB Telecom, Inc.		
2. <b>Resident Agent Name and Street Address:</b> <small>(must be a Nevada address where process may be served)</small>	ISL, Inc. Name 318 N. Carson Street, Suite 208 Street Address Carson City City Nevada State 89701 Zip Code Optional Mailing Address City State Zip Code		
3. <b>Shares:</b> <small>(number of shares corporation authorized to issue)</small>	Number of shares with par value: 110,000,000 Par value: \$ .0001 Number of shares without par value:		
4. <b>Names &amp; Addresses of Board of Directors/Trustees:</b> <small>(attach additional page, there is more than 3 directors/trustees)</small>	1. Joseph J. Passalacqua Name 7325 Oswego Road Street Address Liverpool City NY State 13090 Zip Code 2. Craig Burton Name 7325 Oswego Road Street Address Liverpool City NY State 13090 Zip Code 3. Lewis A. McGuinness Name 5543 Fairway Drive Street Address Ridge Manor City FL State 33523 Zip Code		
5. <b>Purpose:</b> <small>(optional-see instructions)</small>	The purpose of this Corporation shall be:		
6. <b>Names, Address and Signature of Incorporator:</b> <small>(attach additional page, there is more than 1 incorporator)</small>	Richard W. Jones Name Signature 115 Perimeter Center Place, Suite 170 Address Atlanta City GA State 30346 Zip Code		
7. <b>Certificate of Acceptance of Appointment of Resident Agent:</b>	I hereby accept appointment as Resident Agent for the above named corporation. <b>SEE ATTACHED CERTIFICATE</b> Authorized Signature of R. A. or On Behalf of R. A. Company 11/28/05 Date		

This form must be accompanied by appropriate fees.

**ADDITIONAL INFORMATION TO THE  
ARTICLES OF INCORPORATION  
OF  
NB TELECOM, INC.**

**I.**

The total number of shares of all classes which the Corporation has authority to issue is 110,000,000, of which 100,000,000 shares shall be designated as "Common Stock" with a par value of \$.0001 per share, and 10,000,000 shares shall be designated as "Preferred Stock" with a par value of \$.0001 per share.

The designations and the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption of the shares of each class of stock are as follows:

**A. Preferred Stock**

The Preferred Stock may be issued from time to time by the Board of Directors as shares of one or more series. The description of shares of Preferred Stock, including any preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption shall be as set forth in resolutions adopted by the Board of Directors, and Articles of Amendment shall be filed as required by law with respect to issuance of such Preferred Stock, prior to the issuance of any shares of Preferred Stock.

The Board of Directors is expressly authorized, at any time, by adopting resolutions providing for the issuance of, dividing of such shares into series or providing for a change in the number of, shares of any Preferred Stock and, if and to the extent from time to time required by law, by filing Articles of Amendment which are effective without Shareholder action to increase or decrease the number of shares included in the Preferred Stock, but not below the number of shares then issued, and to set or change in any one or more respects the designations, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms and conditions of redemption relating to the shares of Preferred Stock. Notwithstanding the foregoing, the Board of Directors shall not be authorized to change the rights of holders of the Common Stock of the Corporation to vote one vote per share on all matters submitted for shareholder action. The authority of the Board of Directors with respect to the Preferred Stock shall include, but not be limited to, setting or changing the following:

1. the annual dividend rate, if any, on shares of Preferred Stock, the times of payment and the date from which dividends shall be accumulated, if dividends are to be cumulative;
2. whether the shares of Preferred Stock shall be redeemable and, if so, the redemption price and the terms and conditions of such redemption;

3. the obligation, if any, of the Corporation to redeem shares of Preferred Stock pursuant to a sinking fund;
4. whether shares of Preferred Stock shall be convertible into, or exchangeable for, shares of stock of any other class or classes and, if so, the terms and conditions of such conversion or exchange, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;
5. whether the shares of Preferred Stock shall have voting rights, in addition to the voting rights provided by law, and, if so, the extent of such voting rights;
6. the rights of the shares of Preferred Stock in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation; and
7. any other relative rights, powers, preferences, qualifications, limitations or restrictions thereof relating to the Preferred Stock.

The shares of Preferred Stock of any one series shall be identical with each other in all respects except as to the dates from and after which dividends thereon shall cumulate, if cumulative.

#### **B COMMON STOCK**

Subject to all of the rights of the Preferred Stock as expressly provide herein, by law or by the Board of Directors pursuant to this Article I, the Common Stock of the Corporation shall possess all such rights and privileges as are afforded to capital stock by applicable law in the absence of any express grant of rights or privileges in the Corporation's Articles of Incorporation, including, but not limited to, the following rights and privileges:

- (1) dividends may be declared and paid or set apart for payment upon the Common Stock out of any assets or funds of the Corporation legally available for the payment of dividends;
- (2) the holders of Common Stock shall have the unlimited right to vote for the election of directors and on all other matters requiring stockholder action, each share being entitled to one vote; and
- (3) upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation the net assets of the Corporation available for distribution shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests.

## II.

The governing board of the corporation shall be styled as a "Board of Directors", and any member of said Board shall be styled as a "Director."

The number of members constituting the first Board of Directors of the corporation is three; and the name and the post office box or street address, either residence or business, of each of said members are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joseph Passalacqua	7325 Oswego Road Liverpool, NY 13090
Craig Burton	7325 Oswego Road Liverpool, NY 13090
Lewis A. McGuinness	5543 Fairway Drive Ridge Manor, Florida 33523

The number of directors of the corporation may be increased or decreased in the manner provided in the Bylaws of the corporation; provided, that the number of directors shall never be less than one. In the interim between elections of directors by stockholders entitled to vote, all vacancies, including vacancies caused by an increase in the number of directors and including vacancies resulting from the removal of directors by the stockholders entitled to vote which are not filled by said stockholders, may be filled by the remaining directors, though less than a quorum.

## III.

The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by the General Corporation Law of the State of Nevada, as the same may be amended and supplemented.

## IV.

The corporation shall, to the fullest extent permitted by the General Corporation Law of the State of Nevada, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Law from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said Law, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

V.

The Board of Directors of the Corporation may, from time to time, and at its discretion, cause the Corporation to purchase its own shares and such shares may be reissued by the Corporation.

VI.

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

VIII.

The Board of directors is hereby authorized to take any and all actions without shareholder approval, which are allowed by the General Corporation Law of the state of Nevada.