

**UPDATED COMPANY INFORMATION AND DISCLOSURE STATEMENT
PURSUANT TO
RULE 15C2-11(a) (5)**

As of December 31, 2011

GoIP Global, Inc.

Federal Employer's I.D. No. 90-0471969

CUSIP NO. 36293V 200

GoIP Global, Inc.
152 Madison Avenue, 23rd Floor
New York, New York 10016
Tel 877-730-0191
Fax 917-621-3150
www.goipglobal.com

ISSUER'S EQUITY SECURITIES AUTHORIZED AS OF DECEMBER 31, 2011:

4,800,000 shares of common stock authorized, \$0.001 par value per share

500,000 shares of Convertible Preferred Series A Stock authorized, \$0.001 par value per share

500,000 shares of Convertible Preferred Series B Stock authorized, \$0.001 par value per share

2,000,000 shares of Convertible Preferred Series C Stock authorized, \$0.001 par value per share

SHARES OF CAPITAL STOCK OUTSTANDING ON DECEMBER 31, 2011:

3,713,168,270 shares of Common Stock

100,000 shares of Convertible Preferred Series A Stock

0 shares of Convertible Preferred Series B Stock

500,000 shares of Convertible Preferred Series C Stock

March 31, 2012

GOIP GLOBAL, INC.

INITIAL INFORMATION AND DISCLOSURE STATEMENT

AS OF DECEMBER 31, 2011

All information contained in this Initial Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c2-11(a) (5) promulgated by the Securities Exchange Act of 1934, as amended. The enumerated items and captions contained herein correspond to the format set forth in the Rule.

PART A: GENERAL COMPANY INFORMATION

Item I. The exact name of the issuer and its predecessors (if any).

Our name is GoIP Global, Inc., a Nevada corporation.

GoIP Global, Inc. (“GoIP” or the “Company”) was incorporated on May 8, 2003 as E Education Network, Inc. under the laws of the State of Nevada. On August 10, 2005, the Company’s name was changed to GoIP Global, Inc.

Item II. The address of the issuer’s principal executive officers.

Our principal executive offices are located at:

GoIP Global, Inc.
152 Madison Avenue, 23rd Floor
New York, New York 10016
Tel 877-730-0191
Fax 917-621-3150
www.goipglobal.com

Item III. The jurisdiction(s) and date of issuer’s incorporation or organization:

GoIP Global, Inc. (“GoIP or the “Company”) was incorporated on May 8, 2003 as E Education Network, Inc. under the laws of the State of Nevada. On August 10, 2005, the Company’s name was changed to GoIP Global, Inc.

PART B: SHARE STRUCTURE

Item IV. The exact title and class of securities outstanding

Common Stock:

Security Symbol: GOIG.PK
CUSIP Number: 36293V 200

Convertible Preferred Series A Stock:

CUSIP: None

Trading Symbol: None

Convertible Preferred Series B Stock:

CUSIP: None

Trading Symbol: None

Convertible Preferred Series C Stock:

CUSIP: None

Trading Symbol: None

Item V. Par or stated value and description of the security.

A. Par Value:

Common Stock, \$0.001 par value per share
Convertible Series A Preferred Stock, \$0.001 par value per share
Convertible Series B Preferred Stock, \$0.001 par value per share
Convertible Series C Preferred Stock, \$0.001 par value per share

B. Common and Preferred Stock:

Common Stock

We are authorized to issue 4,800,000,000 shares of Common Stock, \$0.001 par value. The holders of Common Stock are entitled to equal dividends and distributions, with respect to the Common Stock when, as, and if declared by the Board of Directors from funds legally available for such dividends. No holder of Common Stock has any preemptive right to subscribe for any of our stock, nor is any shares subject to redemption. Upon our liquidation, dissolution or winding up, and after payment of creditors and any amounts payable to senior securities, the assets will be divided pro rata on a share-for-share basis among the holders of the shares of Common Stock. All shares of Common Stock now outstanding are, fully paid, validly issued and non-assessable.

Holders of our Common Stock do not have cumulative voting rights, so that the holders of more than 50% of the shares voting for the election of directors will be able to elect 100% of the directors if they choose to do so, and in that event, the holders of the remaining shares will not be able to elect any members to the Board of Directors. The Company has never paid any dividends to shareholders of our Common Stock. The declaration in the future of any cash or stock dividends will depend upon our capital requirements and financial position, general economic conditions and other pertinent factors. We presently intend not to pay any cash or stock dividends in the foreseeable future. Management intends to reinvest earnings, if any, in the development and expansion of our business. No dividend may be paid on the Common Stock until all preferred stock dividends are paid in full.

Preferred Stock

We are authorized by our Articles of Incorporation to issue a maximum of 10,000,000 shares of preferred stock. This preferred stock may be in one or more series and containing such rights, privileges and limitations, including voting rights, conversion privileges and/or redemption rights, as may, from time to time; be determined by our Board of Directors. Preferred stock may be issued in the future in connection with acquisitions, financings or such other matters as the Board of Directors deems to be appropriate. In the event that any such shares of preferred stock shall be issued, a Certificate of Designation, setting forth the

series of such preferred stock and the relative rights, privileges and limitations with respect thereto, shall be filed. The effect of such preferred stock is that our Board of Directors alone, within the bounds and subject to the federal securities laws and the Nevada Law, may be able to authorize the issuance of preferred stock

which could have the effect of delaying, deferring or preventing a change in control of our Company without further action by the stockholders and might adversely affect the voting and other rights of holders of Common Stock. The issuance of preferred stock with voting and conversion rights also may adversely affect the voting power of the holders of Common Stock, including the loss of voting control to others. We have authorized and issued three classes of preferred stock: Series A Preferred Stock, Series B Preferred Stock, and Series C Preferred Stock.

Series A Preferred Stock

We have authorized five hundred thousand (500,000) shares of the Preferred Stock (par value \$0.001 per share) as the Series A Preferred Stock. The voting powers, designations, preferences and relative participating, optional or other rights, if any, or the qualifications, limitations, or restrictions, are the following:

(a) DESIGNATION. The Preferred Stock subject hereof shall be designated Series A Preferred Stock ("Series A Preferred"). No other shares of Preferred Stock shall be designated as Series A Preferred stock.

(b) DIVIDENDS. The holders of the shares of Series A Preferred shall be entitled to receive dividends.

(c) CONVERSION. Each share of Series A Preferred shall, at the option of the holder thereof, at any time and from time to time, be convertible into one hundred shares of fully paid and non-assessable share of common stock of the Corporation. The conversion right of the holders of Series A Preferred Stock shall be exercised by the surrender of the certificates representing shares to be converted to the Corporation or its transfer agent for the Series A Preferred, accompanied by written notice electing conversion. No additional consideration or any other action need to be taken in order to effectively convert the Series A Preferred to the common stock of the Corporation. Immediately prior to the close of business on the date the Corporation receives written notice of conversion, each converting holder of Series A Preferred shall be deemed to be the holder of record of common stock issuable upon conversion of such holder's Series A Preferred notwithstanding that the share register of the Corporation shall then be closed or that certificates representing such common stock shall not then be actually delivered to such person.

(d) ADJUSTMENTS FOR RECLASSIFICATION AND REORGANIZATION, MERGERS, CONSOLIDATIONS or SALES OF ASSETS. If the common stock issuable upon conversion of the Series A Preferred shall be changed into the same or different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise, the conversion rate shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted so that the Series A Preferred shall be convertible into, in lieu of the number of shares of common stock which the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock equivalent to the number of shares of common stock that would have been subject to receipt by the holders upon conversion of the Series A Preferred immediately before that change.

(e) REORGANIZATIONS. If at any time or from time to time after the date of this Certificate, there is a capital reorganization of the common stock (reverse split, forward split, etc.), as a part of such capital reorganization, provision shall be made so that the holders of the Series A Preferred shall thereafter be entitled to receive upon conversion of the Series A Preferred the same number of shares of common stock to which that holder would have been entitled prior to such capital reorganization. In essence, the number of Series A Preferred Stock authorized, issued and outstanding, and the number of shares of common stock into which such Series A Preferred is convertible, shall not be affected by any such capital reorganization.

(f) NO IMPAIRMENT. The Corporation will not, by amendment of its Certificate of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out all the provisions of this Certificate and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of the Series A Preferred against impairment.

(g) **RESERVATION OF STOCK ISSUABLE UPON CONVERSION.** The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of common stock, solely for the purpose of effecting the conversion of the shares of the Series A Preferred, such number of its shares of common stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Preferred; and if at any time the number of authorized but unissued shares of common stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of common stock to such number of shares as shall be sufficient for such purpose, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Certificate.

(h) **LIQUIDATION RIGHTS.** In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of the Series A Preferred shall not be entitled to receive liquidation in preference to the holders of common shares or any other class or series of preferred stock. Rather, the Series A Preferred shall automatically be converted into common stock at the conversion rate hereinabove stated.

(i) **INVOLUNTARY LIQUIDATION.** In the event of involuntary liquidation, the shares of this series shall be entitled to the same amounts as in the event of voluntary liquidation. The Series A Preferred shall automatically be converted into common stock at the conversion rate hereinabove stated.

(j) **OTHER RESTRICTIONS.** There shall be no conditions or restrictions upon the creation of indebtedness of the Corporation, or any subsidiary or upon the creation of any other series of preferred stock with any other preferences.

(k) **VOTING.** (i) The holder of shares of Series A Preferred shall not be entitled to vote such shares (except as otherwise expressly provided herein or as required by law, voting together with the Common Stock as a single class), but shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation. (ii) The holders of Series A Preferred, voting together as a class, shall, at all time, be entitled to elect the majority of the members of the Board of Directors of the Corporation. In case of any vacancy of an office in the office of a director occurring among the directors elected by the holders of the Series A Preferred, the remaining director(s) so elected by the holders of the Series A Preferred may elect a successor to hold the office for the unexpired term of the director whose place has been vacated. Any director who shall have been elected by the holders of the Series A Preferred or any director so elected as provided in the preceding sentence hereof, may be removed, whether with or without cause, only by the affirmative vote of the holders of a majority of the Series A Preferred.

(l) **STATED VALUE.** The shares of Series A Preferred shall have a stated value of \$0.001 per share.

(m) **OTHER PREFERENCES.** The shares of the Series A Preferred shall no other preferences, rights, restrictions, or qualifications, except as otherwise provided by law or the certificate of incorporation of the Corporation.

Series B Preferred Stock

We have authorized five hundred thousand (500,000) shares of the Preferred Stock (par value \$0.001 per share) as the Series B Preferred Stock. The voting powers, designations, preferences and relative participating, optional or other rights, if any, or the qualifications, limitations, or restrictions, are the following:

(a) **DESIGNATION.** The Preferred Stock subject hereof shall be designated Series B Preferred Stock ("Series B Preferred"). No other shares of Preferred Stock shall be designated as Series B Preferred stock.

(b) **DIVIDENDS.** The holders of the shares of Series B Preferred shall be entitled to receive dividends.

(c) **CONVERSION.** Each share of Series B Preferred shall, at the option of the holder thereof, at any time and from time to time, be convertible into two hundred shares of fully paid and non-assessable share of common stock of the Corporation. The conversion right of the holders of Series B Preferred Stock shall be

exercised by the surrender of the certificates representing shares to be converted to the Corporation or its transfer agent for the Series B Preferred, accompanied by written notice electing conversion. No additional consideration or any other action need to be taken in order to effectively convert the Series B Preferred to the common stock of the Corporation. Immediately prior to the close of business on the date the Corporation receives written notice of conversion, each converting holder of Series B Preferred shall be deemed to be the holder of record of common stock issuable upon conversion of such holder's Series B Preferred notwithstanding that the share register of the Corporation shall then be closed or that certificates representing such common stock shall not then be actually delivered to such person.

(d) **ADJUSTMENTS FOR RECLASSIFICATION AND REORGANIZATION, MERGERS, CONSOLIDATIONS or SALES OF ASSETS.** If the common stock issuable upon conversion of the Series B Preferred shall be changed into the same or different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise, the conversion rate shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted so that the Series B Preferred shall be convertible into, in lieu of the number of shares of common stock which the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock equivalent to the number of shares of common stock that would have been subject to receipt by the holders upon conversion of the Series B Preferred immediately before that change.

(e) **NO IMPAIRMENT.** The Corporation will not, by amendment of its Certificate of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out all the provisions of this Certificate and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of the Series B Preferred against impairment.

(f) **RESERVATION OF STOCK ISSUABLE UPON CONVERSION.** The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of common stock, solely for the purpose of effecting the conversion of the shares of the Series B Preferred, such number of its shares of common stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series B Preferred; and if at any time the number of authorized but unissued shares of common stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series B Preferred, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of common stock to such number of shares as shall be sufficient for such purpose, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Certificate.

(g) **LIQUIDATION RIGHTS.** In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of the Series B Preferred shall be entitled to receive liquidation in preference to the holders of common shares or any other class or series of preferred stock.

(h) **INVOLUNTARY LIQUIDATION.** In the event of involuntary liquidation, the shares of this series shall be entitled to the same amounts as in the event of voluntary liquidation.

(i) **OTHER RESTRICTIONS.** There shall be no conditions or restrictions upon the creation of indebtedness of the Corporation, or any subsidiary or upon the creation of any other series of preferred stock with any other preferences.

(j) **VOTING.** The holder of shares of Series B Preferred shall be entitled to vote such shares (except as otherwise expressly provided herein or as required by law, voting together with the Common Stock as a single class), and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation.

(k) **STATED VALUE.** The shares of Series B Preferred shall have a stated value of \$0.001 per share.

(l) **OTHER PREFERENCES.** The shares of the Series B Preferred shall have no other preferences, rights,

restrictions, or qualifications, except as otherwise provided by law or the certificate of incorporation of the Corporation.

Series C Preferred Stock

We have authorized two million (2,000,000) shares of the Preferred Stock (par value \$0.001 per share) as the Series C Preferred Stock. The voting powers, designations, preferences and relative participating, optional or other rights, if any, or the qualifications, limitations, or restrictions, are the following:

(a) DESIGNATION. The Preferred Stock subject hereof shall be designated Series C Preferred Stock ("Series C Preferred"). No other shares of Preferred Stock shall be designated as Series C Preferred stock.

(b) DIVIDENDS. The holders of the shares of Series C Preferred shall not be entitled to receive dividends.

(c) CONVERSION. Each share of Series C Preferred shall, at the option of the holder thereof, at any time and from time to time, be convertible into ten (10) shares of fully paid and non-assessable share of common stock of the Corporation. The conversion right of the holders of Series C Preferred Stock shall be exercised by the surrender of the certificates representing shares to be converted to the Corporation or its transfer agent for the Series C Preferred, accompanied by written notice electing conversion. No additional consideration or any other action need to be taken in order to effectively convert the Series C Preferred to the common stock of the Corporation. Immediately prior to the close of business on the date the Corporation receives written notice of conversion, each converting holder of Series C Preferred shall be deemed to be the holder of record of common stock issuable upon conversion of such holder's Series C Preferred notwithstanding that the share register of the Corporation shall then be closed or that certificates representing such common stock shall not then be actually delivered to such person.

(d) ADJUSTMENTS FOR RECLASSIFICATION AND REORGANIZATION, MERGERS, CONSOLIDATIONS or SALES OF ASSETS. If the common stock issuable upon conversion of the Series C Preferred shall be changed into the same or different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise, the conversion rate shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted so that the Series C Preferred shall be convertible into, in lieu of the number of shares of common stock which the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock equivalent to the number of shares of common stock that would have been subject to receipt by the holders upon conversion of the Series C Preferred immediately before that change.

(e) REORGANIZATIONS. If at any time or from time to time after the date of this Certificate, there is a capital reorganization of the common stock (reverse split, forward split, etc.), as a part of such capital reorganization, provision shall be made so that the holders of the Series C Preferred shall thereafter be entitled to receive upon conversion of the Series C Preferred the same number of shares of common stock to which that holder would have been entitled prior to such capital reorganization. In essence, the number of Series C Preferred Stock authorized, issued and outstanding, and the number of shares of common stock into which such Series C Preferred is convertible, shall not be affected by any such capital reorganization.

(f) NO IMPAIRMENT. The Corporation will not, by amendment of its Certificate of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out all the provisions of this Certificate and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of the Series C Preferred against impairment.

(g) RESERVATION OF STOCK ISSUABLE UPON CONVERSION. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of common stock, solely for the purpose of effecting the conversion of the shares of the Series C Preferred, such number of its shares of common stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series C Preferred; and if at any time the number of authorized but unissued shares of common stock

shall not be sufficient to effect the conversion of all then outstanding shares of the Series C Preferred, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of common stock to such number of shares as shall be sufficient for such purpose, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Certificate.

(h) **LIQUIDATION RIGHTS.** In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of the Series C Preferred shall not be entitled to receive liquidation in preference to the holders of common shares or any other class or series of preferred stock. Rather, the Series C Preferred shall automatically be converted into common stock at the conversion rate hereinabove stated.

(i) **INVOLUNTARY LIQUIDATION.** In the event of involuntary liquidation, the shares of this series shall be entitled to the same amounts as in the event of voluntary liquidation. The Series C Preferred shall automatically be converted into common stock at the conversion rate hereinabove stated.

(j) **OTHER RESTRICTIONS.** There shall be no conditions or restrictions upon the creation of indebtedness of the Corporation, or any subsidiary or upon the creation of any other series of preferred stock with any other preferences.

(k) **VOTING.** Except as otherwise expressly provided herein or as required by law, the Holders of shares of Series C Convertible Preferred Stock shall be entitled to vote on any and all matters considered and voted upon by the Corporation's Common Stock. The Holders of the Series C Convertible Preferred Stock shall be entitled to Five Thousand (5,000) votes per share of Series C Convertible Preferred Stock.

(l) **STATED VALUE.** The shares of Series C Preferred shall have a stated value of \$0.001 per share.

(m) **OTHER PREFERENCES.** The shares of the Series C Preferred shall have no other preferences, rights, restrictions, or qualifications, except as otherwise provided by law or the certificate of incorporation of the Corporation. There are no other material rights of the common or preferred stockholders other than as given herein. Certain provisions of our Articles of Incorporation and By-Laws may make it more difficult and time consuming to acquire the Company, thereby reducing our vulnerability to an unsolicited proposal for our takeover. These provisions are outlined below.

Our Articles of Incorporation authorized the issuance of 10,000,000 shares of undesignated Preferred Stock, thus providing our Board of Directors with flexibility to issue stock for proper corporate purposes, including deterring takeover bids, without further shareholder approval. Our Articles also authorize the Board of Directors to oppose a tender offer on the basis of factors other than economic benefit to our shareholders. Among the factors that may be considered are the impact our acquisition would have on the community, the effect of the acquisition upon our employees and the reputation and business practices of the tender offeror.

Our Articles of Incorporation also contain restrictions regarding certain merger, consolidations, asset sales and other "Business Combinations" involving the Company or its subsidiaries. Business Combinations are defined in the Articles as (a) any merger or consolidation by us with an Interested Stockholder, (defined as a holder of at least 10% of our voting stock with certain exceptions), or (b) any sale, lease or similar disposition to an Interested Stockholder of any of our assets constituting at least 5% of our total assets, or (c) the issuance or transfer by the Company of any of our stock to an Interested Stockholder in return for cash or other property, being at least 5% of our total assets, or (d) adoption of any plan to dissolve or liquidate the Company proposed by an Interested Stockholder, or (e) any reclassification of stock or

recapitalization of the Company or merger whereby the percentage of outstanding shares of any Interested Stockholder is increased.

Business Combinations with an interested Stockholder must be approved by the holders of 80% of the voting power of our outstanding shares, unless (a) the Business Combination is approved in advance by

those persons then on the Board of Directors who were directors immediately prior to the time the Interested Stockholder (or certain of its predecessors) first became an Interested Stockholder and who would have constituted a majority of the Board at that time (a "Majority of the Continuing Directors"), or (b) certain minimum "fair price" requirements are met. In evaluating a Business Combination, the Board of Directors may consider the financial aspects of the offer, the long-term interests of our shareholders, past and present market values of the shares, our prospects, the prospect of obtaining a better offer, the impact, if the offer is partial or two-tier, on the remaining shareholders and our future (especially with regard to the background of the offeror), the value of non-cash consideration, legal matters, the effect of the transaction on our customers and local community interests.

The above provisions could have the effect of depriving shareholders of any opportunity to sell their shares at a premium over prevailing market prices because takeovers frequently involve purchases of stock directly from shareholders at such a premium price. Further, to the extent these provisions make it less likely that a takeover attempt opposed by our incumbent Board of Directors and management will succeed; the effect could be to assist the Board of Directors and management in retaining their existing positions. In addition, our Articles of Incorporation also provide that the provisions outlined herein cannot be amended, altered, repealed, or replaced without the "super-majority" vote described above or the approval of a Majority of the Continuing Directors as defined above.

The issuer's most recent fiscal quarter ended December 31, 2011, and the issuer's fiscal year ends September 30th.

The only shareholder that has a greater than 10% interest is: Sutton Global Associates, ("SGA"), which is beneficially owned by Isaac H Sutton, the Company's CEO. SGA is the holder of 100,000 Series A Preferred and 500,000 of Series C Preferred. Mr. Sutton also had an option as part of his Employment Agreement to purchase 5,000,000 Shares of Common Stock at an option price of \$200. The options are fully vested and expire December 31, 2011. There has been no delisting of the issuer's securities by any securities exchange or deletion from the OTC Pink Sheets. There has been no current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator.

Item VI. The number of shares or total amount of the securities outstanding for each class of securities authorized:

The following table provides the information for each class of securities authorized (i) as of the end of the Company's most recent fiscal quarter and (ii) as of the end of the Company's last two fiscal years.

Class of Stock	Quarter Ended	Fiscal Year Ended	Fiscal Year Ended
	12/31/2011	09/30/11	09/30/10
Common Stock:			
Number of Shares Authorized:	4,800,000,000	4,800,000,000	2,400,000,000
Number of Shares Outstanding	3,713,168,270	3,213,168,270	1,982,626,390
Preferred Stock			
Number of Shares Authorized:	10,000,000	10,000,000	10,000,000
Number of Shares Outstanding	600,000	600,000	700,000
Series A Preferred Stock			
Number of Shares Authorized:	500,000	100,000	100,000
Number of Shares Outstanding	100,000	100,000	100,000
Freely Tradable Shares (public float):	0	0	0
Total Number of Beneficial Share Holders:	1	1	1

Total Number of Shareholders of Record:	1	1	1
Series B Preferred Stock			
Number of Shares Authorized:	500,000	100,000	100,000
Number of Shares Outstanding	0	0	100,000
Freely Tradable Shares (public float):	0	0	0
Total Number of Beneficial Share Holders:	0	0	1
Total Number of Shareholders of Record:	0	0	1
Series C Preferred Stock			
Number of Shares Authorized:	2,000,000	500,000	500,000
Number of Shares Outstanding	500,000	500,000	500,000
Freely Tradable Shares (public float):	0	0	0
Total Number of Beneficial Share Holders:	1	1	1
Total Number of Shareholders of Record:	1	1	1

PART C BUSINESS INFORMATION

Item VII. The name and address of the transfer agent is:

Manhattan Transfer Registrar Co
57 Eastwood Road
Miller Place, NY 11764.
Tel 631-928-7655
Fax 631-928-6171

Our transfer agent confirmed to us that it is registered with the Securities and Exchange Commission.

Item VIII. The nature of the issuer's business.

A. Business

Development

1. and 2. Form of Organization and Year of Organization

GoIP Global, Inc. ("GoIP or the "Company") was incorporated on May 8, 2003 as E Education Network, Inc. under the laws of the State of Nevada. On August 10, 2005, the Company's name was changed to GoIP Global, Inc.

3. Fiscal Year End Date

Our fiscal year end date is September 30.

4. Involvement in Bankruptcy or Receivership Proceedings.

The Company has never been involved in bankruptcy or receivership proceedings.

5. Material Classifications, Mergers, Consolidations or Purchases or Sales of a Significant Amount of Assets

In July 2005, E Education Network, Inc. (EEN) merged with GoIP Global, Inc. (GOIP) pursuant to an Agreement to Exchange Stock dated July 15, 2005 by and between the parties. (the "Merger Agreement"). Under terms of the Merger Agreement, GoIP exchanged all of its issued and outstanding shares for 10,000,000 shares of the Company. After the merger, the Company owned 50% of the outstanding common stock of the combined entity and became the surviving corporation to the merger. The merger has been accounted for as a reverse acquisition under the purchase method for business combinations. Accordingly, the combination of the two companies is recorded as a recapitalization of GoIP to which GoIP is treated as the continuing entity.

On August 10, 2005, the Company amended its articles of incorporation to change the name of the Company to GoIP Global, Inc.

In October 2009, GoIP Global, Inc. became the founder and shareholder of Go800, LLC. As of December 31, 2010 has an 80% interest in the company. Mr. Isaac H. Sutton, the Company's CEO, is also a beneficial shareholder of 10%. In July 2011 Go800, LLC was merged with GOCOM Corporation and was spun out of GoIP Global, Inc. as a dividend to shareholders.

On October 17, 2010, the Company entered into a Share Exchange Agreement by and between GoIP Global, Inc. ("GOIG"), Malcolm Myers and Add-On Exchange ("Agreement"). Pursuant to the Agreement, Malcolm Myers, Add-On's controlling shareholder ("Myers"), agreed to exchange 35,000,000 of Add-On's common stock owned by Myers for 100,000,000 shares of GOIG common stock. In September 2011 the Company exchanged its 35% ownership and Add-On Exchange for a debt to Sutton Global Associates, LLC. A Company continued by Isaac H. Sutton, GoIP's CEO for \$100,000 in debt.

GoIP Global offers a range of mobile media services, solutions and tools for brands, agencies, content providers, online portals, entertainment and media companies. GoIP has both creative experience and the technical knowledge to connect mobile marketers with their audiences by means of interactive campaigns and mobile content distribution. GoIP Global offers brand and content customers great flexibility in creating mobile marketing campaigns and applications.

6. Defaults of the Terms of Any Note, Loan, Lease or Other Indebtedness or Financing Arrangement requiring the Company to Make Payments

The Company is not in default of the terms of any note, loan, lease or other indebtedness or financing arrangement requiring the Company to make payments.

7. Change of Control

The Company has not been involved in a change of control.

8. Increases of 10% or More of the Same Class of Outstanding Equity Securities

The Company's officer converted 155,887,420 shares of common stock to 155,987 shares of Series A Preferred. The common stock conversion to preferred stock had no benefit upon conversion since the common stock and preferred stock were of equal value. In January 2011 this transaction was cancelled and reversed.

9. Past, Pending or Anticipated Stock Splits, Stock Dividends, Recapitalizations, Mergers, Acquisitions, Spin-offs or Reorganizations.

In March 2008, a majority of the Company's stockholders unanimously approved and ratified a 1 for 200 reverse stock split (the "Reverse Split") of the Company's common stock. The Reverse Split became effective on March 27, 2008 after the Company sent an Information Statement to all of its stockholders. Each stockholder entitled to a fractional share as a result of the reverse stock split, received a full share in lieu of any such fractional share. Accordingly, all of the references to share and per share data for the years

presented in the accompanying financial statements and these notes to the financial statements have been retroactively restated to reflect the reverse stock split.

In October 2009, GoIP Global, Inc. became the founder and shareholder of Go800, LLC. As of December 31, 2010 has an 80% interest in the company. Mr. Isaac H. Sutton, the Company's CEO, is also a beneficial shareholder of 10%.

In January 2010 the Company amended its articles of incorporation increasing its authorized shares of common stock from 988,000,000 to 2,400,000,000

In October 2010, the Company entered into a Share Exchange Agreement by and between GoIP Global, Inc. ("GOIG"), Malcolm Myers and Add-On Exchange ("Agreement"). Pursuant to the Agreement, Malcolm Myers, Add-On's controlling shareholder ("Myers"), agreed to exchange 35,000,000 of Add-On's common stock owned by Myers for 100,000,000 shares of GOIG common stock. The Company now owns 35% of Add-on Exchange and the right to obtain an additional 25%.

In December 2010 the Company amended its articles of incorporation increasing its authorized shares of common stock from 2,400,000,000 to 4,800,000.

10. Delisting of the Company's Securities By Any Securities Exchange or Deletion from the OTC Bulletin Board

The Company has not been delisted by any securities exchanges nor has it been deleted from the OTC capital markets

11. Current, Past, Pending or Threatened Legal Proceedings or Administrative Actions Either By or Against the Company That Could Have a Material Effect on the Company's Business, Financial Condition or Operations and any Current, Past or Pending Suspensions by a Securities Regulator.

The Company is unaware of any threatened legal proceedings or administrative actions

B. Business of Issuer.

1. The Company's Primary SIC Code

4899 - Communication services

2. If the Issuer Has Never Conducted Operations, Is in the Development Stage or Is Currently Conducting Operations

The Company has is currently conducting operations and is not in the Development stage.

3. Whether the Company Is or Has Been at Any Time Been a "Shell Company"

The Company is not and has not been a "Shell Company"

4. The Names of Any Parent, Subsidiary or Affiliate of the Issuer, and Its Business Purpose, Its Method of Operation, Its Ownership, and Whether It Is Included in the Financial Statements Attached to This Disclosure Statement.

NONE

5. The Effect of Existing or Probable Government Regulations on Our Business

Our business is subject to numerous governmental regulations that impact our business at the parent and

subsidiary levels. These regulations are discussed below.

Governmental Regulations That Impact Us at the Parent Level:

Section 15(g) of the Securities Exchange Act of 1934

Our shares are covered by Section 15(g) of the Securities Exchange Act of 1934 (“Exchange Act”) and Rules 15g-1 through 15g-6 promulgated thereunder. They impose additional sales practice requirements on broker-dealers who sell our securities to persons other than established customers and accredited investors (generally institutions with assets in excess of \$5,000,000 or individuals with net worth in excess of \$1,000,000 or annual income exceeding \$200,000 or \$300,000 jointly with their spouses).

Rule 15g-1 exempts a number of specific transactions from the scope of the penny stock rules (but is not applicable to us).

Rule 15g-2 declares unlawful broker-dealer transactions in penny stocks unless the broker-dealer has first provided to the customer a standardized disclosure document.

Rule 15g-3 provides that it is unlawful for a broker-dealer to engage in a penny stock transaction unless the broker-dealer first discloses and subsequently confirms to its customers current quotation prices or similar market information concerning the penny stock in question.

Rule 15g-4 prohibits broker-dealers from completing penny stock transactions for a customer unless the broker-dealer first discloses to the customer the amount of compensation or other remuneration received as a result of the penny stock transaction.

Rule 15g-5 requires that a broker-dealer executing a penny stock transaction, other than one exempt under Rule 15g-1, disclose to its customer, at the time of or prior to the transaction, information about the sales person’s compensation and the compensation of any associated person of the broker-dealer.

Rule 15g-6 requires broker-dealers selling penny stocks to provide their customers with monthly account statements.

Rule 3a51-1 of the Exchange Act establishes the definition of a “penny stock” for purposes relevant to us, as any equity security that has a minimum bid price of less than \$5.00 per share, subject to a limited number of exceptions. It is likely that our shares will be considered to be penny stocks for the immediately foreseeable future. For any transaction involving a penny stock, unless exempt, the penny stock rules require that a broker or dealer approve a person’s account for transactions in penny stocks and the broker or dealer receive from the investor a written agreement to the transaction setting forth the identity and quantity of the penny stock to be purchased.

In order to approve a person’s account for transactions in penny stocks, the broker or dealer must obtain financial information and investment experience and objectives of the person and make a reasonable determination that the transactions in penny stocks are suitable for that person and that that person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prepared by the SEC relating to the penny stock market, which, in highlight form, sets forth:

- the basis on which the broker or dealer made the suitability determination; and
- that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Disclosure also has to be made about the risks of investing in penny stocks in both public offerings and in secondary trading and commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

The above-referenced requirements may create a lack of liquidity, making trading difficult or impossible, and accordingly, shareholders may find it difficult to dispose of our shares.

6. Research and Development Activities

The company has incurred costs related to its patents. Such costs are accumulated and amortized over their recoverable periods

7. Cost and Effects of Compliance with Environmental Laws

The company does not need to comply with any environmental laws.

8. Employees

The Company has approximately no full-time employees; it uses outside consultants and contract workers.

Item IX. The nature of the products or services offered.

A. Principal products or services and their markets:

GoIP Global offers a range of mobile media services, solutions and tools for brands, agencies, content providers, online portals, entertainment and media companies. GoIP has both creative experience and the technical knowledge to connect mobile marketers with their audiences by means of interactive campaigns and mobile content distribution. GoIP Global offers brand and content customers great flexibility in creating mobile marketing campaigns and applications.

B. Sources and availability of raw materials and the names of principal suppliers:

N/A

C. Dependence on one or a few major customers:

The Company has no dependence any major customers at this time.

D. The need for any government approval of principal products or services and the status of any requested government approvals:

The services provided by GoIP currently do not require any governmental approvals.

Description of Business:

GoIP Global offers a range of mobile media services, solutions and tools for brands, agencies, content providers, online portals, entertainment and media companies. GoIP has both creative experience and the technical knowledge to connect mobile marketers with their audiences by means of interactive campaigns and mobile content distribution. GoIP Global offers brand and content customers great flexibility in creating mobile marketing campaigns and applications.

Item X. The nature and extent of the issuer's facilities:

The company currently shares approximately 1,000 square feet of office space in New York City.

RISK FACTORS

An investment in our securities involves a high degree of risk. Prospective investors should carefully consider the following risk factors and the other information in this disclosure statement before investing in our securities. Our business and results of operations could be seriously harmed by any of the following risks. The risks and uncertainties described below are those that our management currently believes may significantly affect us. If any of the following risks actually occurs, our business, financial condition and results of operations could be harmed and investors in our securities could lose part or all of their investment in our securities

PLEASE CONSIDER THE FOLLOWING RISK FACTORS BEFORE DECIDING TO INVEST IN OUR SECURITIES.

The Company's business is subject to numerous risk factors including, but not limited to the following:

We are a company with limited revenue and a limited operating history, which makes it difficult to evaluate an investment in our common stock. We have incurred substantial losses in the past and cannot give any assurances that we will ever attain profitability.

Due to our limited financial and other historical data is available for investors to evaluate whether we will be able to fulfill our business strategy and plans. Further, financial and other limitations may force us to modify, alter, or significantly delay the implementation of such plans. We expect to continue to incur losses for the foreseeable future. Any evaluation of our business and our prospects must be considered in light of our limited operating history and the risks and uncertainties often encountered by companies in the early stage of development. If we are unable to address these risks, we likely will incur substantial losses in the future, making it difficult to implement our business plans and strategies and sustain our then current level of operations. Furthermore, no assurances can be given that our strategy will result in an improvement in operating results or that our operations will become profitable.

Since we expect to continue incurring net losses, we may not be able to implement our business strategy and the price of our stock may decline.

We expect to incur net losses for the foreseeable future. Accordingly, our ability to operate our business and implement our business strategy may be hampered by negative cash flows in the future, and the value of our stock may decline as a result. Our capital requirements may vary materially from those currently planned if, for example, we incur unforeseen capital expenditures or unforeseen operating expenses or make investments to maintain our competitive position. If this is the case, we may have to delay or abandon some or all of our development plans or otherwise forego market opportunities. We will need to generate significant additional revenues to be profitable in the future and we may not generate sufficient revenues to be profitable on either a quarterly or annual basis in the future. To address the risks and uncertainties facing our business strategy, we must, among other things:

- achieve broad customer adoption and acceptance of our products and services;
- successfully raise additional capital in the future;
- successfully integrate, leverage and expand our sales force;
- successfully scale our current operations;
- implement and execute our business and marketing strategies;
- address intellectual property rights issues that affect our business;
- develop and maintain strategic relationships to enhance the development and marketing of our existing and future products and services; and
- respond to competitive developments in the mobile entertainment services industry.

We may not be successful in achieving any or all of these business objectives in a cost-effective manner, if at all, and the failure to achieve these could have a serious adverse impact on our business, results of

operations and financial position. Each of these objectives may require significant additional expenditures on our part. Even if we ultimately do achieve profitability, we may not be able to sustain or increase profitability on a quarterly or annual basis.

Our business model is unproven and may ultimately prove to be commercially unviable.

Because of our limited history of operations, we are unable to predict whether our business model will prove to be viable, whether demand for our media content and personalization products will materialize at the prices we expect to charge, or whether forecast revenue streams and/or pricing levels will be sustainable. We will incur operating expenses based largely on anticipated revenue trends that are difficult to predict. We plan to invest a significant amount of our resources to develop, market and support our products and services in advance of generating revenues. There can be no assurances that we will be able to achieve or sustain revenue streams and/or pricing levels, the result of which would have a material, adverse effect on our business, financial condition, and results of operations. Our ability to generate future revenues will depend on a number of factors, many of which are beyond our control, including, among other things, the Risk Factors described herein. The likelihood of our success must be considered in light of the problems, expenses, complications, delays, and disruptions typically encountered in forming a new management team, hiring and training new employees, expanding into new markets and, the competitive environment in which we intend to operate.

Our failure to respond to rapid changes in technology and its applications and intense competition in the mobile entertainment services industry and related products could make our services obsolete.

The mobile services industry is subject to rapid and substantial technological development and product innovations. To be successful, we must respond to new developments in technology, new applications of existing technology and new treatment methods. Our response may be stymied if we require, but cannot secure, rights to essential third-party intellectual property. We compete against numerous companies offering alternative systems to ours, some of which have greater financial, marketing and technical resources to utilize in pursuing technological development. Our financial condition and operating results could be adversely affected if our mobile entertainment services fail to compete favorably with these technological developments, or if we fail to respond in a timely and effective manner to competitors' new services or price strategies.

Our mobile services and any of our future services may fail to gain market acceptance, which would adversely affect our competitive position.

We have not conducted any independent studies with regard to the feasibility of our proposed business plan, present and future business prospects and capital requirements. We have generated limited commercial distribution for our mobile services. Our services may fail to gain market acceptance and our infrastructure to enable such expansion is still limited. Even if adequate financing is available and our services are ready for market, we cannot be certain that our services will find sufficient acceptance in the marketplace to fulfill our long and short-term goals. Failure of our services to achieve market acceptance would have a material adverse effect on our business, financial condition and results of operations.

We cannot be certain that we will be able to protect our intellectual property, which could harm our business.

Our intellectual property is critical to our business, and we seek to protect our intellectual property through copyrights, trademarks, patents, trade secrets, confidentiality provisions in our customer, supplier, potential investors, and strategic relationship agreements, nondisclosure agreements with third-parties, and invention assignment agreements with our employees and contractors. We cannot be certain that measures we take to protect our intellectual property will be successful or that third-parties will not develop alternative solutions that do not infringe upon our intellectual property.

Further, we plan to offer our mobile services and applications to customers worldwide including customers in foreign countries that may offer less protection for our intellectual property than the United States. Our

inability to protect against misappropriation of our intellectual property, or claims that we are infringing the intellectual property of third-parties could have a negative effect on our business, results of operations and financial condition.

If our efforts to attract a large number of users and retain our users and paying customers are not successful, then our revenues and operating results would suffer.

Our future growth depends on our ability to attract a large number of customers to our service, and retain our paying customers. This in turn depends on our ability to deliver a high-quality service to these customers. As a result, we must continue to invest significant resources in order to enhance our existing services, as well as introduce new services, and applications that people will find desirable to use. If we are unable to predict user preferences or industry changes, or if we are unable to modify our products and services on a timely basis, then we may lose existing customers and may fail to attract new customers.

Our revenue and expenses would also be adversely affected if our innovations are not responsive to the needs of our customers or are not brought to market in an effective or timely manner.

The majority of the company's client relationships are on a month-to-month basis and therefore subject to cancellation termination or non-renewal at any time for any reason.

The Company does not enter into contracts with its small business clients and/or only enters into month-to month contracts. As a result, the Company's revenue will be derived from clients who could cancel or terminate their relationships with the Company without any significant notice at any time for any reason. Consequently, the Company's revenues could decrease or decline significantly and the Company could be forced to curtail or abandon its business operations, which could cause any investment in the Company to become worthless.

The life cycle of our services offerings may be short, which could limit the level of revenues achieved from advertising.

The market for wireless services is an emerging market that is changing rapidly. The emergence of new wireless products and technologies, changes in consumer preferences and other factors may limit the life cycle of our content and any future products and services that we develop. This may limit the amount of revenue we are able to achieve from the products and services we develop. If we incur significant costs to develop a product or service and are unable to sell such product or service other than for a short period of time, then our results of operations may be adversely affected. Our future performance will depend on our ability to identify emerging technological trends in the wireless content market, identify changing consumer needs, desires or tastes, develop and maintain competitive technology, including new product and service offerings, improve the performance, features and reliability of our products and services, particularly in response to technological changes and competitive offerings, and bring technology to the market quickly at cost-effective prices.

System or network failures could reduce our sales, increase costs, or result in a loss of customers.

We will rely on various third-party networks, the wireless carriers, and others to deliver our services to our customers and on their billing systems to track and account for their purchases. In certain circumstances, we also rely on our own servers to deliver services to our customers through their wireless carriers' networks. Any failure of, or technical problem with, the third-parties or our billing and delivery systems, information systems or communications networks could result in the inability to deliver services, or prevent the completion of billing for such items. If any of these systems fails, there is an interruption in the supply of power, an earthquake, fire, flood or other natural disaster, or an act of war or terrorism, our customers may be unable to access our media content and products. Any failure of, or technical problem with, the third-parties or our systems could cause us to lose customers or revenues or incur substantial repair costs and distract management from operating our business. If these billing and delivery failures or technical problems were to continue for a prolonged period of time, they could reduce our sales, increase costs, result in a loss of customers, and cause damage to our brand name.

If we are unable to protect our patents, trademarks and other proprietary rights against piracy, infringement by third-parties, or declining legal protection for intellectual property, then our reputation and brand could be impaired, and we could lose customers.

We regard our patents, trademarks, trade secrets, and similar intellectual property as valuable to our business, and rely on trademark and copyright law, trade secret protection, and confidentiality or license agreements with our employees, partners, and others to protect our proprietary rights. Despite our efforts to protect our intellectual property rights, unauthorized third-parties may attempt to copy or otherwise obtain and unlawfully use our media content, technology, services, and applications. There can be no assurance that the steps we take will be adequate to prevent misappropriation or infringement of our proprietary property, including intellectual property.

From time to time, we may need to resort to litigation to enforce our intellectual property rights, which could result in substantial costs and diversion of our management and resources. Continued enforcement efforts of our intellectual property rights may not affect revenue positively, and revenue could be adversely affected by reductions in the legal protection for intellectual property rights for software developers or medical supply manufacturers by compliance with additional legal obligations impacting these areas.

Third-parties may claim we infringe their intellectual property rights.

Third-parties may sue us for intellectual property infringement or initiate proceedings to invalidate our intellectual property, either of which, if successful, could disrupt the conduct of our business, cause us to pay significant damage awards, or require us to pay licensing fees. Possible consequences of a successful intellectual property infringement claim against us could include, but not be limited to, an injunction against using our intellectual property, significant licensing fees and the possible need to develop alternative media content, technology, services, and applications. Our failure or inability to develop noninfringing services to license the infringed services on a timely basis could force us to withdraw our services from the market or prevent us from introducing new services. In addition, even if we are able to license the infringed services, license fees could be substantial, and the terms of such licenses could be burdensome, which may adversely affect our operating results. We also may incur substantial expenses in defending against third-party infringement claims, regardless of their merit. Successful infringement or licensing claims against us may result in substantial monetary liabilities and may materially disrupt the conduct of our business.

If we are unable to obtain or maintain agreements (at all or on commercially prudent terms) for the provision of services to power our text messaging activities or secure approval by carriers of our text messaging programs we will not be able to undertake such activities.

As we do not own the technical software applications that interface with carrier networks when a message is sent to or from a phone user we are reliant upon third parties to make such back end services available to us on mutually acceptable terms. If the terms up on which such services are available to us are not acceptable to us or those services are not available to us we have no way of offering text messaging based services. The offering of content and services such as text messaging over the networks of the mobile phone service carriers requires their approval on a carrier by carrier program by program basis through a process call provisioning.

Our business will depend on our server and network hardware and software and our ability to expand network capacity.

The performance of our server and networking hardware and software infrastructure is critical to our business and reputation and our ability to attract Internet users, advertisers, members and e-commerce partners to our website. An unexpected and/or substantial increase in the use of our website could strain the capacity of our systems, which could lead to slower response times or system failures. Any slowdowns or system failures could adversely affect the speed and responsiveness of our website and diminish the experience for our customers. If the usage of our website substantially increases, then we may need to review available capacity with our distributors and possibly purchase additional server capacity,

networking equipment and bandwidth to maintain adequate data transmission speeds, the availability of which may be limited or the cost of which may be significant or prohibitive. Any system failure that causes an interruption in service or a decrease in the responsiveness of our website could reduce traffic on our website and, if sustained or repeated, could impair our reputation and the attractiveness of our brands, as well as reduce revenue and negatively impact our operating results.

Competition may decrease our market share, revenues and gross margins.

We face intense and increasing competition in the multimedia broadcast market. If we do not compete effectively or if we experience reduced market share from increased competition, our business will be harmed. In addition, the more successful we are in the emerging market for multimedia broadcast services, the more competitors are likely to emerge. We believe that the principal competitive factors in our market include:

- service functionality, quality and performance;
- ease of use, reliability and security of services;
- establishing a significant base of customers and distribution partners;
- ability to introduce new services to the market in a timely manner;
- customer service and support; and
- pricing.

All of our competitors have substantially more capital, longer operating histories, greater brand recognition, larger customer bases and significantly greater financial, technical and marketing resources than we do. These competitors may also engage in more extensive development of their technologies, adopt more aggressive pricing policies and establish more comprehensive marketing and advertising campaigns than we can. Our competitors may develop products and service offerings that we do not offer or that are more sophisticated or more cost effective than our own. For these and other reasons, our competitors' products and services may achieve greater acceptance in the marketplace than our own, limiting our ability to gain market share and customer loyalty and to generate sufficient revenues to achieve a profitable level of operations. Our failure to adequately address any of the above factors could harm our business and operating results.

The technology underlying our services and applications is complex and may contain unknown defects that could harm our reputation, result in product liability or decrease market acceptance of our services and applications.

The technology underlying our services and applications is complex and includes software that is internally developed and software licensed from third-parties. These software products may contain errors or defects, particularly when first introduced or when new versions or enhancements are released. We may not discover software defects that affect our current or new services and applications or enhancements until after they are sold. Furthermore, because our digital media services are designed to work in conjunction with various platforms and applications, we are susceptible to errors or defects in third-party applications that can result in a lower quality product for our customers. Because our customers depend on us for digital media management, any interruptions could:

- damage our reputation;
- cause our customers to initiate product liability suits against us;
- decrease our product development resources;
- cause us to lose revenues; and
- delay market acceptance of our services and applications.

Our business will suffer if our systems fail or our third-party facilities become unavailable.

A reduction in the performance, reliability and availability of our systems and network infrastructure may harm our ability to distribute our products and services to our customers and other users, as well as harm

our reputation and ability to attract and retain customers and content providers. Our systems and operations are susceptible to, and could be damaged or interrupted by, outages caused by fire, flood, power loss, telecommunications failure, Internet breakdown, earthquake and similar events. We may not have any redundancy in our Internet multimedia broadcasting facilities and therefore any damage or destruction to these would significantly harm our multimedia broadcasting business. Our systems are also subject to human error, security breaches, power losses, computer viruses, break-ins, "denial of service" attacks, sabotage, intentional acts of vandalism and tampering designed to disrupt our computer systems, Websites and network communications. This could lead to slower response times or system failures. Our operations also depend on receipt of timely feeds from our content providers, and any failure or delay in the transmission or receipt of such feeds could disrupt our operations. We also depend on Web browsers, ISPs and online service providers to provide access over the Internet to our product and service offerings.

Many of these providers have experienced significant outages or interruptions in the past, and could experience outages, delays and other difficulties due to system failures unrelated to our systems. These types of interruptions could continue or increase in the future.

Our digital distribution activities are managed by sophisticated software and computer systems. We must continually develop and update these systems. Over time as our business and business needs grow and change, these systems may not adequately reflect the current needs of our business. We may encounter delays in developing these systems, and the systems may contain undetected errors that could cause system failures. Any system error or failure that causes interruption in availability of products or content or an increase in response time could result in a loss of potential or existing business services, customers, users, advertisers or content providers. If we suffer sustained or repeated interruptions, our products, services and Websites could be less attractive to such entities or individuals and our business could be harmed.

Significant portions of our business are dependent on providing customers with efficient and reliable services to enable customers to connect on a live or on-demand basis. Our operations are dependent in part upon transmission capacity provided by third-party telecommunications network providers. Any failure of such network providers to provide the capacity we require may result in a reduction in, or interruption of, service to our customers. If we do not have access to third-party transmission capacity, we could lose customers and, if we are unable to obtain such capacity on terms commercially acceptable to us our business and operating results could suffer.

Our computer and communications infrastructure is located at a single leased facility. We do not have fully redundant systems, and we may not have adequate business interruption insurance to compensate us for losses that may occur from a system outage. Despite our efforts, our network infrastructure and systems could be subject to service interruptions or damage and any resulting interruption of services could harm our business, operating results and reputation.

Government regulation could adversely affect our business prospects.

We do not know with certainty how existing laws governing issues such as property ownership, copyright and other intellectual property issues, taxation, personal privacy and data protection will apply to our services. Most of these laws were adopted before the advent of related technologies and therefore do not address the unique issues associated with these related technologies. Depending on how these laws are developed and are interpreted by the judicial system, they could have the effect of:

- increasing our costs due to new or changes in tax legislation;
- limiting the growth of mobile telecommunications or the Internet;
- creating uncertainty in the marketplace that could reduce demand for our products and services;
- limiting our access to new markets which may include countries and technology platforms;
- increasing our cost of doing business;

- exposing us to significant liabilities associated with content distributed or accessed through our products or services; or

- leading to increased product and applications development costs, or otherwise harming our business.

Because of this rapidly evolving and uncertain regulatory environment, both domestically and internationally, we cannot predict how existing or proposed laws and regulations might affect our business.

In addition, these uncertainties make it difficult to ensure compliance with the laws and regulations governing digital music. These laws and regulations could harm us by subjecting us to liability or forcing us to change our business.

We are not diversified.

Our efforts will be concentrated in the multimedia mobile telecommunications industry. To the extent we invest a relatively high percentage of our assets in this industry, we may be more affected by any single adverse economic, political or regulatory event.

The loss of third party suppliers of key services would adversely affect our business.

We will rely on a number of third parties to provide content and technical services. These include services for our bandwidth, streaming media, advertising servers, order handling, customer services, customer account record keeping and data processing services. We cannot assure you that any of these providers will be able to continue to provide these services in an efficient, cost-effective manner or that they will be able to adequately expand their services to meet our needs. An interruption in or the cessation of service by any third-party service provider as a result of systems failures or capacity constraints or for any other reason, and our inability to make alternative arrangements in a timely manner, if at all, would have a material adverse effect on our business, financial condition and operating results.

The loss of any of our executive officers and key personnel could adversely affect our business.

Our continued success will depend to a significant extent on the efforts and abilities of certain of our senior executive officers. The loss of a senior executive officer could have a material adverse effect on our business, financial condition and results of operations. While we intend to enter into employment agreements and incentive programs with certain of our key senior executives, we cannot assure you that any of such persons will not voluntarily terminate his or her employment with us.

We are highly dependent on the services of Isaac H. Sutton, our sole officer and sole director.

Our success depends on the efforts and abilities of Isaac H. Sutton, our sole officer and sole director. The loss of the services of Mr. Sutton would have a material adverse effect on us. Our success also depends upon our ability to attract and retain qualified personnel required to fully implement our business plan. There can be no assurance that we will be successful in these efforts.

We depend on key personnel and will require additional skilled employees to execute our growth plans. We could fail to attract or retain key personnel.

Our potential for success depends significantly on our executive officers. We do not carry key-man life insurance on any executive. Given the early stage of our development and our plans for rapid expansion, the loss of the services of any executive or the services of any other key employees we may hire in the future would have a substantial, adverse effect on our business. We believe that our future success will depend in large part on our ability to attract and retain highly skilled technical, content, sales, marketing and management personnel. If we are unable to hire the necessary personnel, the development of our business would likely be delayed or prevented. Competition for these highly skilled employees is intense.

As a result, we cannot assure you that we will be successful in retaining our key personnel or in attracting and retaining the personnel we require for expansion. As a development stage company, we will be at a

disadvantage in attracting and retaining key personnel.

Risks Relating to Our Industry

Wireless communications technology is changing rapidly, and we may not be successful in working with these new technologies.

Wireless network and mobile phone technologies are undergoing rapid innovation. New mobile phones with more advanced processors and supporting advanced programming languages continue to be introduced in the market. We have no control over the demand for, or success of, these products. However, if we fail to anticipate and adapt to these and other technological changes, our market share and our operating results may suffer. Our future success will depend on our ability to adapt to rapidly changing technologies, develop media content and personalization products to accommodate evolving industry standards and improve the performance and reliability of our applications. In addition, the widespread adoption of networking or telecommunications technologies or other technological changes could require substantial expenditures to modify or adapt our media content and personalization products.

The markets for our services are also characterized by frequent new mobile phone model introductions and shortening mobile phone model life cycles. The development of new, technologically advanced applications to match the advancements in mobile phone technology is a complex process requiring significant research and development expense, as well as the accurate anticipation of technological and market trends. As the life cycle of mobile phone models and other wireless devices shortens, we will be required to develop and adapt our existing media content and personalization products and create new media content and personalization products more quickly. These efforts may not be successful. Any failure or delay in anticipating technological advances or developing and marketing new media content and personalization products that respond to any significant change in technology or customer demand could limit the available channels for our applications and limit or reduce our sales.

Our business depends on the growth and maintenance of wireless communications infrastructure.

Our success will depend on the continued growth and maintenance of wireless communications infrastructure in the United States and around the world. This includes deployment and maintenance of reliable next-generation digital networks with the necessary speed, data capacity and security for providing reliable wireless communications services. Wireless communications infrastructure may be unable to support the demands placed on it if the number of customers continues to increase, or if existing or future customers increase their bandwidth requirements. In addition, viruses, worms and similar break-ins and disruptions from illicit code or unauthorized tampering may harm the performance of wireless communications. If a well-publicized breach of security were to occur, general mobile phone usage could decline, which could reduce the demand for and use of our media content and personalization products.

Wireless communications experience a variety of outages and other delays as a result of infrastructure and equipment failures, and could face outages and delays in the future. These outages and delays could reduce the level of wireless communications usage as well as our ability to distribute our media content and personalization products successfully.

The complexity and incompatibilities among next-generation mobile phones and wireless technologies may require us to use additional resources for the development of our media content and personalization products.

To reach large numbers of wireless subscribers, wireless entertainment publishers such as us must support (whether directly through our distributors or otherwise) numerous mobile phone models and technologies.

However, keeping pace with the rapid innovation of mobile phone technologies together with the continuous introduction of new, and often incompatible, mobile phone models by wireless carriers requires significant investments in research and development, including personnel, technologies and equipment. In the future, we may be required to make substantial, additional investments in our development to address

this issue.

Next-generation mobile phones may significantly reduce or eliminate the wireless carriers' control over delivery of our media content and personalization products, and force us to further rely on alternative sales channels which, if not successful, could require us to significantly increase our sales and marketing expenses.

We expect that a significant portion of our media content and personalization products will be sold through the branded e-commerce services of our distributors. However, a small number of mobile phone models currently available include operating systems that allow consumers to browse the Internet and, in some cases, download applications from sources other than a carrier's branded e-commerce service. In addition, the development of other application delivery mechanisms such as premium short message services (SMS) will enable consumers to download applications without necessarily having to access the carrier's branded e-commerce service. Increased use by consumers of open operating system handsets or premium-SMS delivery systems will enable them to bypass wireless carriers' branded e-commerce services, and could reduce the market power of wireless carriers. This could force us to reevaluate our decision not to fulfill our media content and personalization products outside of carrier billing services, and could jeopardize our relationships with carriers, if we made the decision to service customers bypassing carrier billing systems.

As well as affecting our overall sales and distribution, such a decision could require us to significantly increase our sales and marketing expenses.

Actual or perceived security vulnerabilities in mobile phones could adversely affect our revenues.

Maintaining the security of mobile phones and wireless networks is critical for our business. There are individuals and groups who develop and deploy viruses, worms and other malicious software programs that may attack wireless networks and mobile phones. For example, security experts have identified computer "worms" that target mobile phones. We believe future threats could lead some customers to curtail their use of our media content and personalization products, reduce or delay future purchases of the same or reduce or delay the use of their mobile phones. Wireless carriers and mobile phone manufacturers may also increase their expenditures on protecting their wireless networks and mobile phone products from attack, which could delay adoption of new mobile phone models. Any of these activities could adversely affect our revenues.

Changes in government regulation of the media and wireless communications industries may adversely affect our business.

It is possible that a number of laws and regulations may be adopted in the United States and elsewhere which could restrict the media and wireless communications industries, including customer privacy, taxation, content suitability, copyright, distribution and antitrust. Furthermore, the growth and development of the market for electronic commerce may prompt calls for more stringent consumer protection laws that may impose additional burdens on companies such as ours, conducting business through wireless carriers. We anticipate that regulation (including self-regulation requirements arising from the industry's attempts to police itself and create best practice guidelines) of our industry will increase, and we will be required to devote legal and other resources to addressing such regulation. Changes in current laws or regulations or the imposition of new laws and regulations in the United States or elsewhere regarding the media and wireless communications industries may lessen the growth of wireless communications services, and may materially reduce our ability to increase or maintain sales of our applications.

A decline in, or limitation on, the use of mobile phones would negatively impact our business.

A number of public and private entities have begun to restrict the use of mobile phones on their premises. For example, many places of worship, restaurants, hospitals, medical offices, libraries, museums, concert halls and other private and public businesses restrict the use of mobile phones due to privacy concerns, the inconvenience caused by mobile phone users to other patrons and the disruption mobile phones may cause to other electronic equipment at these locations.

Legislation has also been proposed in the United States Congress and by many states and municipalities to restrict or prohibit the use of mobile phones while driving motor vehicles. Some states and municipalities in the United States have already passed laws restricting the use of mobile phones while driving, and similar laws have been enacted in other countries. These laws and other potential laws prohibiting or restricting the use of mobile phones could reduce demand for mobile phones generally and, accordingly, the demand for our media content and personalization products, which could reduce our ability to increase or maintain sales of our media content and personalization products.

A number of studies have examined the health effects of mobile phone use and the results of some of the studies have been interpreted as evidence that mobile phone use causes adverse health effects. The establishment of a link between the use of mobile phone services, and health problems, and any media reports suggesting such a link, could reduce demand for mobile phones and, accordingly, the demand for our media content and personalization products.

The complexity of and incompatibilities among mobile handsets may require us to use additional resources for the development of our content

To reach large numbers of wireless subscribers, mobile entertainment publishers like us must support numerous mobile handsets and technologies. However, keeping pace with the rapid innovation of handset technologies together with the continuous introduction of new, and often incompatible, handset models by wireless carriers requires us to make significant investments in research and development, including personnel, technologies and equipment. In the future, we may be required to make substantial investments in our development if the number of different types of handset models continues to proliferate. In addition, as more advanced handsets are introduced that enable more complex, feature-rich content, we anticipate that our development costs will increase, which could increase the risks associated with the failure of any one channel and could materially harm our operating results and financial condition.

Our operating results may fluctuate significantly.

Our operating results may fluctuate significantly, including from quarter to quarter. These fluctuations may cause volatility in the market price of our securities. We may also be unable to sustain our revenue growth or improve our operating results or sustain profitability from quarter to quarter. In addition, our operating results in future periods may be below the expectations of securities analysts and investors. In that event, the market price of our common stock may decline.

Our net revenues may fluctuate primarily due to the securities market risks described in this section. If our revenues decline and we are unable to adjust our cost structure on a timely basis, we may experience losses.

Risks Inherent in the Company

We indemnify our officers and directors.

Our By-Laws provide for the indemnification of officers and directors relating to their activities for the Company to the fullest extent permitted under the Nevada General Corporation Code. These provisions may have the effect of providing indemnity in connection with suits brought by parties other than the Company against an officer or director who has been grossly negligent, though he acted in good faith and in the Company's interests.

Certain provisions of our Articles of Incorporation may affect us.

Certain provisions of our Articles of Incorporation and By-Laws may make it more difficult and time consuming to acquire us. This may reduce our vulnerability to an unsolicited proposal for our takeover. Our Articles also contain restrictions regarding certain mergers, consolidations, asset sales and other business combinations. The above provisions could have the effect of depriving shareholders of any opportunity to sell their shares at a premium over prevailing market prices because takeovers frequently involve purchases

of stock directly from shareholders at such a premium price. Further, to the extent these provisions make it less likely that a takeover attempt opposed by our incumbent Board of Directors and management will succeed, the effect could be to assist the Board of Directors and management in retaining their existing positions. In addition, our Articles also provide that the provisions outlined herein cannot be amended, altered, repealed, or replaced without a "super-majority" vote or the approval of a Majority of Continuing Directors.

The liability of our directors and officers is limited.

Our Articles of Incorporation include provisions to eliminate, to the full extent permitted by Nevada corporate law as in effect from time to time, the personal liability of our directors for monetary damages arising from a breach of their fiduciary duties as directors. The Articles of Incorporation also include provisions to the effect that (subject to certain exceptions) the Company shall, to the maximum extent permitted from time to time under Nevada law, indemnify, and upon request shall advance expenses to, any director or officer to the extent that such indemnification and advancement of expenses is permitted under such law, as it may from time to time be in effect. In addition, our By-Laws require us to indemnify, to the full extent permitted by law, any of our directors, officers, employees or agents for acts which such person reasonably believes are not in violation of our corporate purposes as set forth in the Articles of Incorporation. As a result of such provisions in the Articles of Incorporation and the By-Laws, stockholders may be unable to recover damages against our directors and officers for actions taken by them which constitute negligence, gross negligence or a violation of their fiduciary duties, which may reduce the likelihood of stockholders instituting derivative litigation against directors and officers and may discourage or deter stockholders from suing our directors, officers, employees and agents for breaches of their duty of care, even though such action, if successful, might otherwise benefit us and our stockholders.

Because we are not subject to compliance with rules requiring the adoption of certain corporate governance measures, our stockholders have limited protections against interested director transactions, conflicts of interest and similar matters.

The Sarbanes-Oxley Act of 2002, as well as rule changes proposed and enacted by the SEC, the New York and American Stock Exchanges and the Nasdaq Stock Market, as a result of Sarbanes-Oxley, require the implementation of various measures relating to corporate governance. These measures are designed to enhance the integrity of corporate management and the securities markets and apply to securities that are listed on those exchanges or the Nasdaq Stock Market. Because we are not presently required to comply with many of the corporate governance provisions and because we chose to avoid incurring the substantial additional costs associated with such compliance any sooner than legally required, we have not yet adopted these measures.

Because our Directors are not independent directors, we do not currently have independent audit or compensation committees. As a result, our Directors have the ability to, among other things, determine their own level of compensation. Until we comply with such corporate governance measures, regardless of whether such compliance is required, the absence of such standards of corporate governance may leave our stockholders without protections against interested director transactions, conflicts of interest, if any, and similar matters and any potential investors may be reluctant to provide us with funds necessary to expand our operations.

We intend to comply with all corporate governance measures relating to director independence as and when required. However, we may find it very difficult or be unable to attract and retain qualified officers, Directors and members of board committees required to provide for our effective management as a result of the Sarbanes-Oxley Act of 2002. The enactment of the Sarbanes-Oxley Act of 2002 has resulted in a series of rules and regulations by the SEC that increase responsibilities and liabilities of Directors and executive officers. The perceived increased personal risk associated with these recent changes may make it more costly or deter qualified individuals from accepting these roles.

Our securities may be thinly traded on the over-the-counter market, which may severely limit or altogether prohibit your ability to resell your shares of our common stock.

There may be extremely limited liquidity in our common stock and its price may be subject to fluctuation. We plan to seek approval to have the price of our common stock quoted on the over-the-counter market. The over-the-counter market is an inter-dealer market that provides significantly less liquidity than the NASDAQ Stock Market or national or regional exchanges. Securities traded on the over-the-counter market is usually thinly traded, highly volatile, have fewer market makers and typically are not followed by securities market analysts. The SEC's order-handling rules, which apply to NASDAQ-listed securities do not apply to securities quoted on the over-the-counter market. Prices for securities traded solely on the over-the-counter market may be difficult to obtain, and holders of our securities may be unable to resell their securities at or near their original acquisition price, or at all.

The development of an active public trading market depends upon the existence of willing buyers and sellers who are able to sell their shares and market makers that are willing to make a market in the shares. Under these circumstances, the bid and ask prices for the shares of our common stock may be significantly influenced by the decisions of the market makers to buy or sell the shares for their own account, which may be critical for the establishment and maintenance of a liquid public market in our common stock. Market makers are not required to maintain a continuous two-sided market and are free to withdraw firm quotations at any time. It is unlikely that an active public trading market for our common stock will develop or be sustained, especially in the early stages of our development.

Further, our securities will be quoted on the Pink Sheets. This company has experienced difficulties in its computer systems in the past and such problems may affect the market for our stock. The Pink Sheets also may place the Company in its "Caveat Emptor" status for reasons entirely in its discretion and refuse to quote our stock price causing investors to avoid our stock. We would have little or no control over this action. This would have a serious adverse impact on our stock price.

Investors must contact a broker-dealer to trade over-the-counter market securities. As a result, you may not be able to buy or sell our securities at the times that you may wish.

Although our securities may become traded on the over-the-counter market, nevertheless, the over-the counter market may not permit our investors to sell securities when and in the manner that they wish.

Because there are no automated systems for negotiating trades on the over-the-counter market, trades are conducted typically via telephone. In times of heavy market volume, the limitations of this process may result in a significant increase in the time it takes to execute investor orders. Therefore, when investors place market orders to buy or sell a specific number of shares at the current market price it is possible for the price of a stock to go up or down significantly during the lapse of time between placing a market order and its execution.

We may not be able to attract the attention of major brokerage firms, which could have a material adverse impact on the market value of our common stock.

Security analysts of major brokerage firms may not provide coverage of our common stock since there is no incentive to brokerage firms to recommend the purchase of our common stock. The absence of such coverage limits the likelihood that an active market will develop for our common stock, and likely makes it more difficult to attract new investors at times when the Company may require additional capital.

The price of our common stock is expected to be volatile, which may cause investment losses for our shareholders.

The market for our common stock is expected to be highly volatile. The trading price of our common stock is potentially subject to wide fluctuations in possible reaction to various factors, including, but not limited to, and among other factors which we cannot anticipate (1) our ability to provide customers with the novel media content that we believe they want to purchase, (2) variations in our annual or quarterly financial results, (3) announcements of key developments that we or our competitors make, (4) loss of key personnel, (5) unfavorable publicity affecting us or our industry, (6) supply of and demand for our common stock in

the market, and (7) the limited amount of information that might be publicly available about our company.

In addition, statements or changes in opinions, ratings, or earnings estimates made by brokerage firms or industry analysts relating to our market or relating to our company could result in an immediate and adverse effect on the market price of our common stock. The highly volatile nature of our stock price may cause investment losses for our shareholders.

Our common stock is subject to the "penny stock" rules of the SEC and the trading market in our securities is expected to be limited for the foreseeable future, which makes transactions in our securities cumbersome and may limit the ability to buy or sell our securities, and, therefore, reduce the value of an investment in our securities.

The Securities and Exchange Commission has adopted regulations which generally define "penny stock" to be any equity security that has a market price less than \$5.00 per share or an exercise price of less than \$5.00 per share, subject to certain exceptions. Our common stock is currently a "penny stock" as defined in the Exchange Act. As a result, an investor may find it more difficult to dispose of or obtain accurate quotations as to the price of the shares of the common stock being registered hereby. In addition, the "penny stock" rules adopted by the SEC under the Exchange Act subject the sale of the shares of the common stock to certain regulations which impose sales practice requirements on broker-dealers. For example, broker-dealers selling such securities must, prior to effecting the transaction, provide their customers with a document that discloses the risks of investing in such securities. Included in this document are the following:

- the bid and offer price quotes for the penny stock, and the number of shares to which the quoted prices apply;
- the brokerage firm's compensation for the trade; and
- the compensation received by the brokerages firm's salesperson for the trade.

In addition, the brokerage firm must send to the investor:

- monthly account statement that gives an estimate of the value of each penny stock in the investor's account; and
- a written statement of the investor's financial situation and investment goals;

Legal remedies, which may be available to an investor, are as follows:

- if penny stocks are sold in violation of the investor's rights listed above, or other federal or state securities laws, the investor may be able to cancel his purchase and get back his money, and
- if the stocks are sold in a fraudulent manner, the investor may be able to sue the persons and firms that caused the fraud for damages.
- if the investor has signed an arbitration agreement with the brokerage firm, then the investor may need to pursue a claim through arbitration.

If the person purchasing the securities is someone other than an accredited investor or an established customer of the broker-dealer, the broker-dealer must also approve the potential customer's account by obtaining information concerning the customer's financial situation, investment experience and investment objectives. The broker-dealer must also make a determination whether the transaction is suitable for the customer and whether the customer has sufficient knowledge and experience in financial matters to be reasonably expected to be capable of evaluating the risk of transactions in such securities.

These disclosure and other requirements may have the effect of reducing the level of trading activity in the secondary market for the stock that is subject to these penny stock rules. Consequently, these penny stock

rules may affect the ability of broker-dealers to trade our securities. We believe that the penny stock rules may discourage investor interest in and limit the marketability of our common stock.

Resale restrictions on transferring "penny stocks" are sometimes imposed by some states, which may make transactions in our stock cumbersome and may reduce the value of an investment in our stock.

Various state securities laws impose restrictions on transferring "penny stocks" and as a result, investors in the common stock may have their ability to sell their shares of the common stock impaired. For example, the Utah Securities Commission prohibits brokers from soliciting buyers for "penny stock," which makes selling such securities more difficult.

Volatility in the price of our common stock may subject us to securities litigation, thereby diverting our resources, which may have a material adverse, affect on our results of operations.

The market for our common stock is expected to be characterized by significant price volatility when compared to seasoned issuers, and we expect that our share price will continue to be more volatile than a seasoned issuer for the indefinite future. In the past, plaintiffs have often initiated securities class action litigation against a company following periods of volatility in the market price of its securities. We may in the future become targets of similar litigation. Securities litigation could result in substantial costs and liabilities and could divert management's attention and resources.

The ownership of our common stock is concentrated in the hands of our current officers and directors, and they have the power to make many decisions regarding the management and operations of the business without investor consent.

Our principal shareholders, directors and executive officers beneficially own, in the aggregate, more than 50% of our outstanding shares of common stock and preferred stock as of December 31, 2011. These persons, acting together, will be able to exercise significant influence over all matters requiring stockholder approval, including, but not limited to, the election and removal of directors, any merger, consolidation, sale of all or substantially all of our assets, and the terms of additional financings. In addition, these persons, acting together, have the ability to control the management and affairs of the company. This concentration of ownership may harm the market price of our common stock by delaying or preventing a change in control of the company at a premium price even if beneficial to other stockholders. As a result of management's control, investors may have limited input into the company.

We anticipate future losses and negative cash flow, which may limit or delay our ability to become profitable.

We have incurred losses since our inception and expect to experience operating losses and negative cash flow for the foreseeable future. Our ability to become profitable depends on our ability to generate and sustain substantially higher net sales while maintaining reasonable expense levels. If we do achieve profitability, we cannot be certain that we would be able to sustain or increase profitability on a quarterly or annual basis in the future.

Addition financing will result in further dilution and depression to our common stock market price.

We have issued hundreds of millions of shares of common stock over the past two years which has resulted in extreme dilution and depression of our common stock price. We will be required to obtain additional financing to continue to operate our business. This will undoubtedly result in further dilution to our stock price, which may never recover as a result. This must be considered a serious risk of investment.

There is No Minimum Number of Shares we have to sell in this Offering.

This disclosure is not being made as part of an offering .

Our controlling shareholders may act in their own interests

The Company's officers, directors and current principal stockholders together own a material amount of the Company's outstanding voting securities. Consequently, these stockholders, if they act individually or together, may exert a significant degree of influence over the Company's management and affairs and over matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions. Furthermore, the interests of this concentration of ownership may not always coincide with the Company's interests or the interests of other stockholders.

Acquisitions present many risks, and we may not realize the anticipated financial and strategic goals of any of our acquisitions.

Although we do not currently have any present commitments or agreements regarding acquisitions, we may in the future acquire complementary companies, products and technologies. Any such acquisition may involve a number of risks, including:

- we may find that the acquired company does not or acquired assets do not further our business strategy, or that we overpaid for the company or assets, or that economic conditions have changed, all of which may result in a future impairment charge;
- we may have difficulty integrating the operations and personnel of an acquired business and may have difficulty retaining its customers and/or key personnel;
- our ongoing business and management's attention may be disrupted or diverted by transition or integration issues and the complexity of managing diverse locations;
- we may have difficulty maintaining uniform standards, controls, procedures and policies across locations; and
- we may have difficulty incorporating and integrating acquired technologies into our business.

An ill-advised acquisition could hurt our business, results of operations and financial condition or cash flows, particularly in the case of a significant acquisition or multiple acquisitions in a short period of time. From time to time, we may enter into negotiations for acquisitions that are not ultimately consummated. Such negotiations could result in significant diversion of management's time from our business as well as significant out-of-pocket costs.

The consideration that we pay in connection with an acquisition could affect our financial condition. If we were to proceed with one or more significant acquisitions in which the consideration included cash, we could be required to use a substantial portion of our available cash, including some of the proceeds of this offering, to consummate such acquisitions. To the extent we issue shares of stock or other rights to purchase stock, including options or other rights, our then-existing stockholders may experience dilution in their share ownership in our company and their earnings per share may decrease. In addition, acquisitions may result in the incurrence of debt, large one-time write-offs (such as of acquired in-process research and development costs) and restructuring charges. Acquisitions may also result in goodwill and other intangible assets that are subject to impairment tests, which could result in future impairment charges. Any of these factors may negatively affect our operating results and weaken our financial condition.

Our market niche is ripe for competition.

We expect competition in our targeted markets to be even more intense in the future as new competitors enter our industry. Competing companies and technologies may render some or all of the Company's products noncompetitive or obsolete, and the Company may not be able to make the enhancements to its technology necessary to compete successfully with newly-emerging technologies. Some of our competitors may be well established companies, larger and with significantly greater name recognition, assets, personnel, sales and financial resources. These entities may be able to respond more quickly to changing

market conditions by developing new products that meet customer requirements or are otherwise superior to the Company's products and may be able to more effectively market their products than the Company.

While we believe our ability to offer quality products and a variety of services at lower prices will provide a competitive advantage, aggressive price competition by any existing or new company in our industry could have a material adverse effect on our results of operation. We may not be successful in competing against our current and future competitors, whether based on price, attractiveness of product offerings, or otherwise. To the extent the Company is unable to successfully compete against existing and future competitors, our expected revenues and profitability could be greatly reduced and, consequently, our business, operating results and financial condition would be materially and adversely affected.

We trade on the Pink Sheets OTC Market which entails numerous risks.

We trade on the Pink Sheets OTC Market which entails numerous risks, including but not limited to the following: Pink Sheets has experienced computer failures and malfunctions in the past, causing securities quoted there to be misquoted or not quoted at all. Pink Sheets has a system of rating companies and can rate our stock "Caveat Emptor" for many reasons which are out of our control, or for no reason at all. Pink Sheets can label us "Caveat Emptor" or "Toxic" for the actions of others, such as short selling, or making unauthorized spam promotional campaigns. There are no clear standards for being placed on Caveat Emptor and no clear standards for being removed. Generally, stock buyers will avoid buying Caveat Emptor stocks and the stocks experience substantial market declines after being so labeled. Finally, if the Company is unable to obtain the necessary audited financial statements, the Company may be unable to escape the Pink Sheets.

The market for penny stocks has experienced numerous frauds and abuses which could adversely impact investors in our stock.

Pink Sheets securities are frequent targets of fraud or market manipulation, both because of their generally low prices and because reporting requirements are less stringent than those of the stock exchanges or NASDAQ. Patterns of fraud and abuse include: (1) Control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer; (2) Manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases; (3) "Boiler room" practices involving high pressure sales tactics and unrealistic price projections by inexperienced sales persons; (4) Excessive and undisclosed bid-ask differentials and markups by selling broker-dealers; and (5) Wholesale dumping of the same securities by promoters and broker-dealers after prices have been manipulated to a desired level, along with the inevitable collapse of those prices with consequent investor losses.

THERE ARE RISKS ASSOCIATED WITH FORWARD LOOKING STATEMENTS

This disclosure statement contains certain forward looking statements regarding management's plans and objectives for future operations including plans and objectives relating to our planned marketing efforts and future economic performance. The forward looking statements and associated risks set forth in this disclosure statement include or relate to, among other things, (a) our projected sales and profitability, (b) our growth strategies, (c) anticipated trends in our industry, (d) our ability to obtain and retain sufficient capital for future operations and (e) our anticipated needs for working capital. These statements may be found throughout this disclosure statement, generally. Actual events or results may differ materially from those discussed in forward looking statements as a result of various factors, including, without limitation, the risks outlined under "Risk Factors" and matters described in this disclosure statement, generally. In light of these risks and uncertainties, there can be no assurance that the forward looking statements contained in this disclosure statement will, in fact, occur.

FOR ALL OF THE FOREGOING REASONS AND OTHER REASONS SET FORTH HEREIN, AN INVESTMENT IN OUR SECURITIES IN THE EXISTING MARKET AND IN ANY MARKET THAT MAY DEVELOP IN THE FUTURE WILL INVOLVE A HIGH DEGREE OF RISK.

PART D. MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION:
Item XI. The name of the chief executive officer, members of the board of directors, as well as control persons.

A. Officer and Directors:

Our executive officers are elected by the board of directors and serve at the discretion of the board. All of the current directors serve until the next annual shareholders' meeting or until their successors have been duly elected and qualified. The following table sets forth certain information regarding our current directors and executive officers:

Chief Executive Officer:

Name: Isaac H. Sutton

Age: 58

Address: 152 Madison Avenue,, 23rd Floor, New York, New York 10016

Telephone number: 877-730-0191

Facsimile number: 917-621-3150

Email: isutton@goipglobal.com

Mr. Sutton is Chief Executive Officer of GoIP Global, Inc and sole director. He has served since March 2006. Mr. Sutton has been a successful entrepreneur ever since his involvement with the Sutton family business during his college years. Since the late 70's, Sutton has been a founding member and served in executive roles of many ventures including: Aprica Juvenile Products, Inc. (1980 - 1982), Fusen Usagi, Inc. (1982 -1989), IHS Inc. (1990 - 1997), and CEO of Starinvest Group (1997 - 2006). A world traveler for over 30 years, Mr. Sutton has lived in and conducted business in a variety of countries including Taiwan, Korea, the Philippines, Poland and Uzbekistan. Mr. Sutton has extensive experience in a variety of industries including import and export, telecommunications, information technology and capital markets.

Mr. Sutton holds Bachelor's Degree in Business Administration from Pace University. Mr. Sutton was born and raised in New York City and is 58 years old.

Mr. Sutton has not, in the last five years, been the subject of a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses), the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities, a finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated, or the entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

Control Persons:

See Part C. Item XIII. A. 7, above for information related to control persons of the Company, which is incorporated herein by this reference.

B. Legal/Disciplinary History:

During the past five years, no present director, executive officer or person nominated to become a director or an executive officer of the Company:

1. was a general partner or executive officer of any business against which any bankruptcy

- petition was filed, either at the time of the bankruptcy or two years prior to that time;
2. was convicted in a felony criminal proceeding or is named in a pending felony criminal proceeding (excluding traffic violations and other minor offenses);
 3. was subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities; or
 4. was found by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission or the Commodity Futures Trading Commission to have violated a Federal or state securities or commodities law, and the judgment has not been reversed, suspended or vacated.

C. Family Relationships

No family relationship exists between or among any of our officers and directors.

D. Disclosure of Related Party Transactions.

Sutton Global Associates, Inc. is a company controlled by the Company's officer.

In September 2010, the Company increased its interest in its subsidiary Go800, LLC to 80% by issuing 100,000,000 shares of its stock in exchange for the additional 35%. These shares were issued to Sutton Global Associates, an entity controlled by the Company's CEO. Go800, LLC was spun off in July 2011 to GoIP Global shareholders.

As of December 31, 2011, the Company owed an affiliate of the company, controlled by the Company's CEO, \$207,534 related to advances made to the Company for working capital purposes. The amounts due to officer are non-interest bearing and are payable on demand.

E. Disclosure of Conflicts of Interest

Although we have not adopted formal procedures for the review, approval or ratification of transactions with related persons, we adhere to a general policy that such transactions should only be entered into if they are on terms that, on the whole, are no more favorable, or no less favorable, than those available from unaffiliated third parties and their approval is in accordance with applicable law. Such transactions require the approval of our board of directors.

EXECUTIVE COMPENSATION.

In March 2006, the Company entered into an employment agreement with Isaac H. Sutton, to serve as Chief Executive Officer of the Company. The term of the employment agreement commences as of April 1, 2006 and expires on December 31, 2011. The employment agreement provides for an annual salary of \$240,000 together with annual increases of at least 10% per annum. In addition, Mr. Sutton shall receive as additional compensation .75% of the Company's gross revenues in excess of \$20,000,000. The employment agreement provides that Mr. Sutton is eligible to receive incentive bonus compensation, at the discretion of the board of directors. The employment agreement provides for termination based on death, disability or other termination and for severance payments upon termination. The severance payments range from the compensation payable pursuant to the agreement or up to two times the annual compensation over sixty months in the event that Mr. Sutton is terminated in the event of a change in control as described in the agreement. Pursuant to the employment agreement Mr. Sutton was granted the option to purchase up to 5,000,000 shares of common stock at an exercise of \$200, exercisable up to one year after the expiration of the employment agreement.

Mr. Sutton is the holder of 100,000 Series A Preferred and 500,000 of Series C Preferred Shares.

Item XII. Financial Information for the issuer’s most recent fiscal period:

The unaudited consolidated financial statements of the Company for the three months ended December 31, 2010 are incorporated herein by reference.

Item XIII. Similar financial information for such part of the preceding fiscal year as the issuer or its predecessor has been in existence:

The unaudited consolidated financial statements of the Company for the Year ended September 30, 2009 are incorporated herein by reference

Item XIV. Beneficial Owners

The following persons beneficially own more than five percent (5%) of any class of the issuer’s equity securities:

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

To our knowledge, the following table sets forth, as of February 28, 2011, information regarding the ownership of our common stock by:

- Persons who own more than 5% of our common stock
- each of our directors and each of our executive officers; and
- all directors and executive officers as a group.

Each person has sole voting and investment power with respect to the shares shown, except as otherwise noted.

<u>Name of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u>	
	<u>Number</u>	<u>Percent</u>
Isaac H. Sutton – Common Stock	18,000,009	.004%
Sutton Global Associates, Inc	155,887,411	.042 %
Isaac H. Sutton – Series A Preferred	100,000	100%
Isaac H. Sutton – Series C Preferred	500,000	100%

(1) Sutton Global Associates, Inc. is a company controlled by the Company’s officer, Isaac H. Sutton.

(2) These shares were issued upon the conversion of 155,887 shares of Series A Preferred stock.

Item XV. The name, address, telephone number and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure:

Investment Banker:

None

Promoters:

None

Legal Counsel:

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330 East Maple Road, Ste 289
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Accounting Firm/Auditors:

Edward Steinback
Steinback & Associates
7760 E State Road 69, #C5-371
Prescott Valley, AZ 86314
928-772-7082 voice
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Investor Relations and Public Relations Firm:

None

Other Advisors/Financing and Business Consulting:

None

Item XVI. Management's Discussion and Analysis or Plan of Operations

CAUTIONARY FORWARD – LOOKING STATEMENT

The following discussion should be read in conjunction with our financial statements and related notes.

Certain matters discussed herein may contain forward-looking statements that are subject to risks and uncertainties. Such risks and uncertainties include, but are not limited to, the following:

- * the volatile and competitive nature of our industry,
- * the uncertainties surrounding the rapidly evolving markets in which we compete,
- * our dependence on its intellectual property rights,
- * the success of marketing efforts by third parties,
- * the changing demands of customers, and
- * the arrangements with present and future customers and third parties.

Should one or more of these risks or uncertainties materialize or should any of the underlying assumptions prove incorrect, actual results of current and future operations may vary materially from those anticipated.

Overview

GoIP Global, Inc. ("GoIP or the "Company") was incorporated on May 8, 2003 as E Education Network, Inc. under the laws of the State of Nevada. On August 10, 2005, the Company's name was changed to GoIP Global, Inc.

In July 2005, E Education Network, Inc. (EEN) merged with GoIP Global, Inc. (GOIP) pursuant to an Agreement to Exchange Stock dated July 15, 2005 by and between the parties. (the "Merger Agreement"). Under terms of the Merger Agreement, GoIP exchanged all of its issued and outstanding shares for 10,000,000 shares of the Company. After the merger, the Company owned 50% of the outstanding common stock of the combined entity and became the surviving corporation to the merger. The merger has been accounted for as a reverse acquisition under the purchase method for business combinations. Accordingly,

the combination of the two companies is recorded as a recapitalization of GoIP to which GoIP is treated as the continuing entity.

On August 10, 2005, the Company amended its articles of incorporation to change the name of the Company to GoIP Global, Inc.

In October 2009, GoIP Global, Inc. became the founder and shareholder of Go800, LLC. In September 2010, the Company purchased an additional 35% of Go800, LLC for a value of \$500,000 which is being carried on the Company's balance sheet as an investment. As of December 31, 2010 has an 80% interest in the company. Mr. Isaac H. Sutton, the Company's CEO, is also a beneficial shareholder of 10%. In July 2011 Go800, LLC was merged with GOCOM Corporation and was spun out of GoIP Global as a dividend to shareholders.

Financial Results and Outlook

GoIP provides mobile media services, specializing in connecting brands, enterprises, and local businesses with consumers. GoIP's portfolio of services, solutions, and tools combined with its retailing ethos offers brands, agencies, entertainment, and media companies greater flexibility in creating mobile marketing campaigns and applications to engage consumers and drive sales and loyalty.

Three Month Period Ended December 31, 2011

Revenue

The Company recognizes revenues when the related services are performed. For the three months ended December 31, 2011, the Company realized \$ 0 for services rendered.

Operating Expenses

Operating expenses consist of general and administrative expenses and Professional and Consulting expenses. General and administrative expenses were \$18,209 and professional and consulting expenses were \$84,860 for the three months ended December 31, 2011.

Liquidity and Capital Resources

For the past three months, our operations have been funded through the sale of securities. As of December 31, 2011, we had cash and cash equivalents of \$96.

Net cash used in operating activities was \$25,145 for the three months ended December 31, 2011.

Cash flows used in investing activities for the three months ended December 31, 2011 was \$-0- and consisted primarily off capital expenditures

Cash provided by financing activities was \$24,999 for the three months ended December 31, 2011 and consisted of \$25,001 from the issuance of capital stock.

Our capital needs are currently being funded through the sale of the Company's securities. We believe that our current cash resources will not be sufficient to sustain our current operations for the next 12 months.

Off-Balance Sheet Arrangements

As of December 31, 2011, we did not have any relationships with unconsolidated entities or financial partners, such as entities often referred to as structured finance or special purpose entities that had been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. As such, we are not materially exposed to any financing, liquidity, market or credit risk that could arise if we had engaged in such relationships.

PART E. ISSUANCE HISTORY

Item XVII List of securities offerings and shares issued for services in the past two years and through the date of disclosure statement.

Detailed below are all events, in chronological order, that resulted in changes in total shares of Common Stock for the Company within the -year period ending on the last day of our most recent fiscal year (20010) and through December 31, 2011:

Fiscal Year	Description	Total # of Shares Issued	
Year ended September 30, 2011	Stock issued for cash	455,103,132	
Year ended September 30, 2011	Stock issued for services	69,500,000	
Year ended September 30, 2011	Stock issued to retire Debt		
Year ended September 30, 2011	Stock issued for conversion of Convertibles notes	585,938,762	
Year ended September 30, 2011	Issuance of share to acquire additional 35% interest in subsidiary	100,000,000	
Quarter ended December 31, 2011	Stock issued for cash	0	
Quarter ended December 31, 2011	Stock issued for services	0	
Quarter ended December 31, 2011	Stock issued for conversion of Convertibles notes	500,000,000	
Quarter ended December 31, 2011	Issuance of share to acquire additional 35% interest in Add-On Exchange	0	

Series A – As of December 31, 2011 there are 100,000 shares issued and outstanding to the Company’s officer and CEO.

Series B – As of December 31, 2011 there are 0 shares issued and outstanding.

Series C - As of December 31, 2011 there are 500,000 shares issued and outstanding to the Company’s officer and CEO

PART F. EXHIBITS

Item XVIII. Material Contracts:

The Company’s material contracts are attached to this filing as Exhibit XVIII and are hereby incorporated herein by reference.

Item XIX. Articles of Incorporation and Bylaws.

The Company’s articles of incorporation and bylaws, as amended from time to time are attached to this filing are hereby incorporated herein by reference.

Item XX. Purchase of Equity Securities by the Issuer and Affiliated Purchasers:

The Company did not purchase or repurchase any of its equity securities during the periods reported on in this disclosure statement.

Item XXI. Issuer's Certifications.

I, Isaac H. Sutton CEO of GoIP Global, Inc., certify that:

1. I have reviewed this information and disclosure statement of GoIP Global, Inc.;
2. Based upon my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results or operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: March 31, 2012

By: /s/ Isaac H. Sutton
Isaac H. Sutton
CEO
GoIP Global, Inc.

Exhibit XVIII. MATERIAL CONTRACTS

The following material contracts are a part of this Exhibit XVIII:

Exhibit XIX. Articles of Incorporation and Bylaws of GoIP Global, Inc.:

1. **Certificate of Amendment to Articles of Incorporation filed January, 2010, with the Nevada Secretary of State increasing the authorized shares of common stock from 998,000,000 to 2,400,000,000 (incorporated by reference)**
2. **Certificate of Amendment to Articles of Incorporation filed January, 2011, with the Nevada Secretary of State, increasing the authorized shares of common stock from 2,400,000,000 to 4,800,000 (incorporated by reference)**