

Edgar Filing: VOIP INC - Form SB-2/A

VOIP INC  
Form SB-2/A  
December 30, 2004

As filed with the Securities and Exchange Commission on December 29, 2004

Registration No. 333-121211

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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Amendment No. One  
FORM SB-2  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

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VoIP, Inc.

(Name of Small Business Issuer as Specified in its Charter)

Texas	3661	75-278/5941
(State or Other Jurisdiction	(Primary Standard	(I.R.S. Employer
of	Industrial Classification	Identification Number)
Incorporation or Organization)	Code Number)	

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12330 SW 53rd Street, Suite 712  
Ft. Lauderdale, FL 33330  
(954) 434-2000

(Address and Telephone Number of Principal Executive Offices  
and Principal Place of Business)

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Steven Ivester  
President and Chief Executive Officer  
VoIP, Inc.  
12330 SW 53rd Street, Suite 712  
Ft. Lauderdale, FL 33330  
(954) 434-2000

(Name, Address and Telephone Number of Agent for Service)

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Copies to:  
Ronald L. Brown, Esq.  
Andrews Kurth LLP  
1717 Main Street, Suite 3700  
Dallas, TX 75201  
(214) 659-4400

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Approximate date of commencement of proposed sale to the public:  
As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box.

### Item 27. Exhibits

#### (b) Exhibits

- |     |        |                                                                                                         |
|-----|--------|---------------------------------------------------------------------------------------------------------|
| (3) | 2.1.1  | Stock Contribution Agreement dated May 25, 2004, between Registrant and Steven Ivester                  |
| (1) | 3.1.1  | Articles of Incorporation                                                                               |
| (3) | 3.1.2  | Amendment to Articles of Incorporation                                                                  |
| (3) | 4.1    | Specimen Stock Certificate                                                                              |
| (8) | 5.1    | Opinion of Andrews Kurth LLP                                                                            |
| (3) | 10.1   | 2004 Stock Option Plan                                                                                  |
| (2) | 10.2   | Stock Purchase Agreement dated February 27, 2004 between Registrant and Steven Ivester                  |
| (4) | 10.3   | Stock Purchase Agreement dated June 25, 2004 among Registrant, DTNet Technologies and Marc Moore        |
| (5) | 10.4   | Stock Purchase Agreement among Carlos Rivas, Albert Rodriguez, Registrant and Vox Consulting Group Inc. |
| (6) | 10.5.1 | Subscription Agreement                                                                                  |
| (6) | 10.5.2 | Form of Class A Warrant                                                                                 |
| (6) | 10.5.3 | Form of Class B Warrant                                                                                 |
| (7) | 21.1   | Subsidiaries of the Registrant                                                                          |
| (7) | 23.1   | Consent of Tschopp, Whitaker and Orr                                                                    |
| (8) | 23.2   | Consent of Andrews Kurth LLP, contained in Exhibit 5.1                                                  |
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- |     |                                                                    |
|-----|--------------------------------------------------------------------|
| (1) | Filed as exhibits to Registrant's Form 10SB filed January 19, 2000 |
| (2) | Filed as exhibit to Form 8-K filed March 3, 2004                   |
| (3) | Filed as exhibit to Form 8-K filed June 9, 2004                    |
| (4) | Filed as exhibit to Form 8-K filed on July 7, 2001                 |
| (5) | Filed as exhibit to Form 8-K filed on September 16, 2004           |
| (6) | Filed as exhibit to Form 8-K filed on November 17, 2004            |
| (7) | Filed as exhibit to original registration statement filing         |
| (8) | Filed herewith                                                     |

#### SIGNATURES

In accordance with the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form SB-2 and authorized this registration statement to be signed on its behalf by the undersigned, in the City of Fort

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Lauderdale, State of Florida, on December 29, 2004.

VoIP, INC.

By: /s/ Steven Ivester

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Steven Ivester, President and Chief  
Executive Officer

In accordance with requirements of the Securities Act of 1933, this registration statement was signed by the following persons in the capacities and on the dates stated:

SIGNATURE	TITLE	DATE
/s/ Steven Ivester ----- Steven Ivester	Chairman, Chief Executive Officer, Director, and President (Principal executive officer)	December 29, 2004
/s/ Osvaldo Pitters ----- Osvaldo Pitters	Chief Financial Officer (Principal financial and accounting officer)	December 29, 2004