# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

## FORM 8-K

# CURRENT REPORT Pursuant to Section 13 OR 15(d) of the Securities and Exchange Act of 1934

Date of Report (Date of earliest reported event): April 7, 2006

#### YP CORP.

(Exact name of registrant as specified in charter)

(Commission File Number)

**Nevada** (State or other jurisdiction of incorporation) 000-24217

**85-0206668** (IRS Employer Identification No.)

4840 East Jasmine Street, Suite 105, Mesa, Arizona

85205

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (480) 654-9646

Copies to:
Gregory Sichenzia, Esq.
Yoel Goldfeder, Esq.
Sichenzia Ross Friedman Ference LLP
1065 Avenue of the Americas
New York, New York 10018
Phone: (212) 930-9700

Fax: (212) 930-9725

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

#### Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

At the 2006 Annual Meeting of Stockholders of YP Corp., held on April 7, 2006, the stockholders of YP Corp. re-elected both Elizabeth DeMarse and Joseph Cunningham to the Board of Directors.

### Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

In addition, at the 2006 Annual Meeting of Stockholders of YP Corp., the stockholders of YP Corp., by an affirmative vote of  $66^2/_3\%$  of its outstanding shares of common stock, agreed to amend the Amended and Restated Articles of Incorporation of YP Corp. The purpose of the foregoing amendment was adopted in order to de-classify the board of directors, providing for the annual election of all of its directors.

#### **Item 9.01 Financial Statements and Exhibits**

(c) Exhibits

Exhibit Number	Description
3.1	Amended and Restated Articles of Incorporation of YP Corp.
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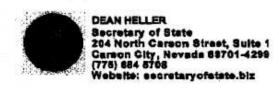
### **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

YP CORP.

Date: April 12, 2006 By: /s/ Gary Perschbacher

Gary Perschbacher Chief Financial Officer



# Certificate of Amendment (PURSUANT TO NRS 78.385 and 78.390)

ABOVE SPACE IS FOR OFFICE USE ONLY

# Certificate of Amendment to Articles of Incorporation For Nevada Profit Corporations

(Pursuant to NR8 78.385 and 78.390 - After Issuance of Stock)

YP Corp.					
2. The articles have been amended as follows (provide article numbers, if available):					
See attached Exhibit A	E.	V. =			
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at least a majority of the voting pow equired in the case of a vote by de		ay be required by the provisions			
incres of incorporation have voted		<del>)</del>			
Fifective date of filing (optional):	41V2/06 (muguet be	later ham 50 days after the certificate is field)			
. Effective date of filing (optional):	(mugaet be	leter than 80 days after the contilicate is flest)			
	change any preference or any nust be approved by the vote. It is of the vote o	elative or other right given to any class or	e require		

This form must be accompanied by appropriate feet.

Neverte Secretary of State AM 78.385 Areand 2003 Revised on: 06/29/65

#### Exhibit A

Article FIVE of the Amended and Restated Articles of Incorporation be amended to read as follows:

- 5. Board of Directors. The affairs of the Corporation shall be governed by a Board of Directors. Subject to any rights to elect directors ("Preferred Stock Directors") granted to the holders of any series of Preferred Stock as set forth in the Certificate of Designation for such series or class of Preferred Stock, the number of persons to serve on the Board of Directors, and the number of directors in each class of directors, shall be fixed as set forth in the Bylaws and such number may be increase or decreased from time to time in such manner as provided by the Bylaws, but the number of directors shall never be less than three. Directors of the Corporation need not be residents of the State of Nevada and need not own shares of the Corporation's stock.
- 5.1 Terms of Directors. Beginning with the Corporation's annual meeting of stockholders to be held in 2007, the directors shall be elected for terms lasting until the next annual meeting of stockholders following their election, and until their successors are elected and qualified, subject to their earlier death, resignation or removal from the board of directors.
- Amended and Restated Articles of Incorporation or the Bylaws of the Corporation, any director of the Corporation may be removed at any time, but only for cause and only by the affirmative vote of the holders of at least 66 2/3% of the voting power of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors (considered for this purpose as one class) cast at a meeting of the stockholders called for that purpose. Notwithstanding the foregoing, whenever the holders of any one or more series of preferred stock of the Corporation shall have the right, voting separately as a class, to elect one or more directors of the Corporation, the preceding provisions of this Article 5 shall not apply with respect to the director or directors elected by such holders of preferred stock.

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