

# SINCERITY APPLIED MATERIALS HOLDINGS CORP.

## FORM 10-Q (Quarterly Report)

Filed 07/16/12 for the Period Ending 05/31/12

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-Q**

**QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the quarterly period ended May 31, 2012

**TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT OF 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**Commission File Number 333-177500**

**HAPYKIDZ.COM, INC.**



(Exact name of registrant as specified in its charter)

**Nevada**  
(State of incorporation)

**45-2859440**  
(I.R.S. Employer Identification No.)

**6409 E. Nisbet Road  
Scottsdale, AZ 85254**  
(Address of principal executive offices)

**Phone: (480) 242-3061**  
(Registrant's telephone number)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes     No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files) .  Yes  No  
(Not required)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

**Large Accelerated Filer**   

**Accelerated Filer**   

**Non-Accelerated Filer**   

**Smaller Reporting Company**   

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act) .  Yes     No

As of July 13, 2012, there were 7,500,000 shares of the registrant's \$0.001 par value Common Stock issued and outstanding.

# HAPYKIDZ.COM, INC.

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### **Special Note Regarding Forward-Looking Statements**

Information included in this Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended ("Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended ("Exchange Act"). This information may involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of HapyKidz.com, Inc. (the "Company"), to be materially different from future results, performance or achievements expressed or implied by any forward-looking statements. Forward-looking statements, which involve assumptions and describe future plans, strategies and expectations of the Company, are generally identifiable by use of the words "may," "will," "should," "expect," "anticipate," "estimate," "believe," "intend," or "project" or the negative of these words or other variations on these words or comparable terminology. These forward-looking statements are based on assumptions that may be incorrect, and there can be no assurance that these projections included in these forward-looking statements will come to pass. Actual results of the Company could differ materially from those expressed or implied by the forward-looking statements as a result of various factors. Except as required by applicable laws, the Company has no obligation to update publicly any forward-looking statements for any reason, even if new information becomes available or other events occur in the future.

*\* Please note that throughout this Quarterly Report, and unless otherwise noted, the words "we," "our," "us," or the "Company," refers to HapyKidz.com, Inc.*

**PART I - FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

**Hapykidz.com, Inc.**  
(A Development Stage Company)

Financial Statements

(Expressed in US dollars)

May 31, 2012

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**HAPYKIDZ.COM, INC.**  
(A Development Stage Company)  
Condensed Balance Sheets  
(Expressed in US dollars)

	May 31, 2012 \$ (unaudited)	August 31, 2011 \$
<b>ASSETS</b>		
Cash	2,073	5,419
<b>Total Assets</b>	<b>2,073</b>	<b>5,419</b>
<b>LIABILITIES</b>		
Current Liabilities		
Accounts payable and accrued liabilities	28,112	107
Accrued compensation	10,000	1,000
Notes payable – related party	45,000	14,000
<b>Total Liabilities</b>	<b>83,112</b>	<b>15,107</b>
<b>STOCKHOLDERS' DEFICIT</b>		
Preferred Stock		
Authorized: 10,000,000 preferred shares with a par value of \$0.001 per share		
Issued and outstanding: nil preferred shares	–	–
Common Stock		
Authorized: 290,000,000 common shares with a par value of \$0.001 per share		
Issued and outstanding: 7,500,000 common shares	7,500	7,500
Additional paid-in capital	(7,500)	(7,500)
Accumulated deficit during the development stage	(81,039)	(9,688)
<b>Total Stockholders' Deficit</b>	<b>(81,039)</b>	<b>(9,688)</b>
<b>Total Liabilities and Stockholders' Deficit</b>	<b>2,073</b>	<b>5,419</b>

(The accompanying notes are an integral part of these condensed financial statements)

**HAPYKIDZ.COM, INC.**  
(A Development Stage Company)  
Condensed Statements of Operations  
(Expressed in US dollars)  
(unaudited)

	For the three months ended May 31, 2012 \$	For the nine months ended May 31, 2012 \$	For the period from July 29, 2011 (Date of Inception) to May 31, 2012 \$
Revenues	–	–	–
Operating Expenses			
Consulting fees	10,000	10,000	10,000
General and administrative	3,174	4,986	6,067
Management fees	3,000	9,000	10,000
Professional fees	8,300	45,600	50,600
Website expense	–	–	2,500
Total Operating Expenses	24,474	69,586	79,167
Net Loss before other expenses	(24,474)	(69,586)	(79,167)
Other Expenses			
Interest expense	(869)	(1,765)	(1,872)
Net Loss	(25,343)	(71,351)	(81,039)
Net Earnings per Share – Basic and Diluted	–	(0.01)	
Weighted Average Shares Outstanding – Basic and Diluted	7,500,000	7,500,000	

(The accompanying notes are an integral part of these condensed financial statements)

**HAPYKIDZ.COM, INC.**  
(A Development Stage Company)  
Condensed Statements of Cashflows  
(Expressed in US dollars)  
(unaudited)

	For the nine months ended May 31, 2012 \$	For the period from July 29, 2011 (Date of Inception) to May 31, 2012 \$
<hr/>		
Operating Activities		
Net loss for the period	(71,351)	(81,039)
Changes in operating assets and liabilities:		
Accounts payable and accrued liabilities	28,005	28,112
Accrued compensation	9,000	10,000
<b>Net Cash Used In Operating Activities</b>	<b>(34,346)</b>	<b>(42,927)</b>
<hr/>		
Financing Activities		
Proceeds from issuance of notes payable to a related party	31,000	45,200
Repayment of notes payable to a related party	-	(200)
<b>Net Cash Provided by Financing Activities</b>	<b>31,000</b>	<b>45,000</b>
<hr/>		
Increase (Decrease) in Cash	(3,346)	2,073
Cash – Beginning of Period	5,419	-
<b>Cash – End of Period</b>	<b>2,073</b>	<b>2,073</b>
<hr/>		
<b>Supplemental Disclosures</b>		
Interest paid	-	-
Income tax paid	-	-
<hr/>		

(The accompanying notes are an integral part of these condensed financial statements)

## **HAPYKIDZ.COM, INC.**

(A Development Stage Company)

Notes to the Condensed Financial Statements

(Expressed in US dollars)

(unaudited)

### **1. Nature of Operations and Continuance of Business**

Hapykidz.com, Inc. (the "Company") was incorporated in the state of Nevada on July 29, 2011. The Company is a development stage company, as defined by Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 915, *Development Stage Entities*.

#### Going Concern

These financial statements have been prepared on a going concern basis, which implies that the Company will continue to realize its assets and discharge its liabilities in the normal course of business. As of May 31, 2012, the Company has not recognized any revenue, and has a working capital deficit and an accumulated deficit of \$81,039. The continuation of the Company as a going concern is dependent upon the continued financial support from its management, and its ability to identify future investment opportunities and obtain the necessary debt or equity financing, and generating profitable operations from the Company's future operations. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

### **2. Summary of Significant Accounting Policies**

#### a) Reclassification

Certain balances in previously issued financial statements have been reclassified to be consistent with the current period presentation.

#### b) Basis of Presentation

The financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States ("US GAAP") and are expressed in U.S. dollars. The Company's fiscal year end is August 31.

#### c) Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions related to the deferred income tax asset valuation allowances. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

#### d) Basic and Diluted Net Loss per Share

The Company computes net loss per share in accordance with ASC 260, *Earnings per Share*. ASC 260 requires presentation of both basic and diluted earnings per share ("EPS") on the face of the income statement. Basic EPS is computed by dividing net loss available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti dilutive. As of May 31, 2012, the Company did not have any potentially dilutive shares.



**HAPYKIDZ.COM, INC.**

(A Development Stage Company)

Notes to the Condensed Financial Statements

(Expressed in US dollars)

(unaudited)

**2. Summary of Significant Accounting Policies** (continued)

e) Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

**3. Related Party Transactions**

- a) During the nine month period ended May 31, 2012, the Company received \$31,000 in additional cash loans from the President of the Company. Total related party notes payable as of May 31, 2012 were \$45,000. Of this total, \$41,000 is unsecured, bears interest at 10 percent annum, and is due on demand. The remaining \$4,000 is unsecured, bears no interest, and is due on demand.
- b) During the periods ended May 31, 2012 and August 31, 2011, the Company incurred \$9,000 and \$1,000, respectively, of management fees payable to the President and Director of the Company. The resulting compensation expense is included in accrued compensation of \$10,000 and \$1,000 at May 31, 2012 and August 31, 2011, respectively.

**4. Subsequent Events**

We have evaluated subsequent events through the date of issuance of the financial statements, and did not have any material recognizable subsequent events.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION OR PLAN OF OPERATION

### FORWARD-LOOKING STATEMENTS

This Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) contains forward-looking statements that involve known and unknown risks, significant uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed, or implied, by those forward-looking statements. You can identify forward-looking statements by the use of the words may, will, should, could, expects, plans, anticipates, believes, estimates, predicts, intends, potential, proposed, or continue or the negative of those terms. These statements are only predictions. In evaluating these statements, you should consider various factors which may cause our actual results to differ materially from any forward-looking statements. Although we believe that the exceptions reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. We undertake no obligation to revise or update publicly any forward-looking statements for any reason.

### RESULTS OF OPERATIONS

#### *Working Capital*

	May 31, 2012	August 31, 2011
	\$	\$
Current Assets	2,073	5,419
Current Liabilities	83,112	15,107
Working Capital Deficit	(81,039)	(9,688)

#### *Cash Flows*

	Nine months ended May 31, 2012
	\$
Cash Flows used in Operating Activities	(34,346)
Cash Flows used in Financing Activities	31,000
Net decrease in Cash During Period	(3,346)

#### *Operating Revenues*

From the company's inception on July 29, 2011 to May 31, 2012, the Company did not record any sales revenue.

#### *Operating Expenses and Net Loss*

Operating expenses for the nine months ended May 31, 2012 were \$69,586, which was comprised of \$45,600 for accounting, audit, and legal services, \$9,000 for management fees to the President and director of the Company at a rate of \$1,000 per month, consulting fees of \$10,000, and \$4,986 of general and administrative costs relating to general operating costs.

Net loss for the period ended May 31, 2012 was \$71,351. In addition to operating expense, the Company also incurred interest of \$1,765 of interest expense relating to interest accrued on notes payable of \$41,000 that is unsecured, due interest at 10% per annum, and due on demand.

#### *Liquidity and Capital Resources*

As at May 31, 2012, the Company has a cash and total asset balance of \$2,073 and total liabilities of \$83,112. Liabilities are comprised of \$45,000 of note payable owed to President and Director of the Company, of which \$41,000 is unsecured, bears interest at 10% per annum, and is due on demand, \$28,112 of accounts payable and accrued liabilities for general expenditures and professional fees, and \$10,000 owing to the President and Director of the Company for management fees which is unsecured, non-interest bearing, and due on demand.

As at August 31, 2011, the Company has a cash and total asset balance of \$5,419 and total liabilities of \$15,107. Liabilities are comprised of \$14,000 of note payable owed to President and Director of the Company, of which \$11,000 is unsecured, bears interest at 10% per annum, and is due on demand, \$1,000 owing to the President and Director of the Company for management fees which is unsecured, non-interest bearing, and due on demand. As at August 31, 2011, the Company recorded \$107 of accrued interest relating to the note payable.

As at May 31, 2012, the Company had a working capital deficit of \$81,039 compared with a working capital deficit of \$9,688 as at August 31, 2011. The increase in working capital deficit was attributed to the lack of sufficient cash flows to pay outstanding day-to-day obligations and amounts due to a related party.

#### ***Cashflow from Operating Activities***

During the nine months ended May 31, 2012, the Company used cash of \$34,346 for operating activities which were financed by proceeds received from financing activities. The cash for operating activities were used for payment of outstanding professional fees and general expenditures.

#### ***Cashflow from Investing Activities***

During the nine months ended May 31, 2012, the Company did not have any investing activities.

#### ***Cashflow from Financing Activities***

During the nine months ended May 31, 2012, the Company received \$31,000 of cash financing from the issuance of a note payable to a related party.

#### ***Going Concern***

We have not attained profitable operations and are dependent upon obtaining financing to pursue any extensive acquisitions and activities. For these reasons, our auditors stated in their report on our audited financial statements that they have substantial doubt that we will be able to continue as a going concern without further financing.

#### ***Off-Balance Sheet Arrangements***

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to stockholders.

#### ***Future Financings***

We will continue to rely on equity sales of our common shares in order to continue to fund our business operations. Issuances of additional shares will result in dilution to existing stockholders. There is no assurance that we will achieve any additional sales of the equity securities or arrange for debt or other financing to fund our operations and other activities.

#### ***Critical Accounting Policies***

Our financial statements and accompanying notes have been prepared in accordance with United States generally accepted accounting principles applied on a consistent basis. The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods.

We regularly evaluate the accounting policies and estimates that we use to prepare our financial statements. A complete summary of these policies is included in the notes to our financial statements. In general, management's estimates are based on historical experience, on information from third party professionals, and on various other assumptions that are believed to be reasonable under the facts and circumstances. Actual results could differ from those estimates made by management.

### ***Recently Issued Accounting Pronouncements***

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

### **ITEM 4. CONTROLS AND PROCEDURES**

**4.**

#### ***Evaluation of Disclosure Controls and Procedures***

Disclosure controls and procedures are controls and procedures that are designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by our company in the reports that it files or submits under the Exchange Act is accumulated and communicated to our management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Our management carried out an evaluation under the supervision and with the participation of our Principal Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rules 13a-15(e) and 15d-15(e) under the Exchange Act. Based upon that evaluation, our Principal Executive Officer and Principal Financial Officer have concluded that our disclosure controls and procedures were not effective as of May 31, 2012, due to the material weaknesses resulting from the Board of Directors not currently having any independent members and no director qualifies as an audit committee financial expert as defined in Item 407(d)(5)(ii) of Regulation S-K, and controls were not designed and in place to ensure that all disclosures required were originally addressed in our financial statements.

#### ***Changes in Internal Control over Financial Reporting***

Our management has also evaluated our internal control over financial reporting, and there have been no significant changes in our internal controls or in other factors that could significantly affect those controls subsequent to the date of our last evaluation.

The Company is not required by current SEC rules to include, and does not include, an auditor's attestation report. The Company's registered public accounting firm has not attested to Management's reports on the Company's internal control over financial reporting.

## **PART II - OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

We know of no material, existing or pending legal proceedings against our company, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which our director, officer or any affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to our interest.

### **ITEM 1A. RISK FACTORS**

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

### **ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

#### **1. Quarterly Issuances:**

During the quarter, we did not issue any unregistered securities other than as previously disclosed.

#### **2. Subsequent Issuances:**

Subsequent to the quarter, we did not issue any unregistered securities other than as previously disclosed.

### **ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

### **ITEM 4. MINE SAFETY DISCLOSURES**

Not Applicable.

### **ITEM 5. OTHER INFORMATION**

**None.**

**ITEM 6. EXHIBITS**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>	<b>Filing</b>
3.01	Articles of Incorporation	Filed with the SEC on October 25, 2011 as part of our Registration Statement on Form S-1.
3.02	Bylaws	Filed with the SEC on October 25, 2011 as part of our Registration Statement on Form S-1.
10.01	Promissory Note between the Company and Holli Morris dated August 10, 2011	Filed with the SEC on October 25, 2011 as part of our Registration Statement on Form S-1.
10.02	Promissory Note between the Company and Holli Morris dated August 10, 2011	Filed with the SEC on October 25, 2011 as part of our Registration Statement on Form S-1.
10.03	Promissory Note between the Company and Holli Morris dated December 6, 2011	Filed with the SEC on December 9, 2011 as part of our Amended Registration Statement on Form S-1/A.
10.04	Promissory Note between the Company and Holli Morris dated April 18, 2012	Filed with the SEC on April 30, 2012 as part of our Quarterly Report on Form 10-Q.
14.01	Code of Ethics	Filed with the SEC on October 25, 2011 as part of our Registration Statement on Form S-1.
31.01	Certification of Principal Executive Officer Pursuant to Rule 13a-14	Filed herewith.
31.02	Certification of Principal Financial Officer Pursuant to Rule 13a-14	Filed herewith.
32.01	CEO and CFO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act	Filed herewith.
101.INS*	XBRL Instance Document	Filed herewith.
101.SCH*	XBRL Taxonomy Extension Schema Document	Filed herewith.
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document	Filed herewith.
101.LAB*	XBRL Taxonomy Extension Labels Linkbase Document	Filed herewith.
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document	Filed herewith.
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document	Filed herewith.

\*Pursuant to Regulation S-T, this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

**SIGNATURES**

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**HAPYKIDZ.COM, INC.**

Dated: July 16, 2012

/s/ Holli Morris  
**By: Holli Morris**  
 Its: President and CEO

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated.

Dated: July 16, 2012

/s/ Holli Morris  
 By: Holli Morris  
 Its: Director

**CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER PURSUANT TO RULE 13a-14**

I, Holli Morris, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of HapyKidz.com, Inc.;
2. Based on my knowledge, this report 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 16, 2012

/s/ Holli Morris  
By: Holli Morris  
Its: Chief Executive Officer

**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13a-14**

I, Holli Morris, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of HapyKidz.com, Inc.;

2. Based on my knowledge, this report 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 16, 2012

/s/ Holli Morris  
By: Holli Morris  
Its: Chief Financial Officer



**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of HapyKidz.com, Inc. (the "Company") on Form 10-Q for the period ending May 31, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Holli Morris, Chief Executive Officer and Chief Financial Officer, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

*/s/ Holli Morris*

By: Holli Morris

Chief Executive Officer and Chief Financial Officer

Dated: July 16, 2012

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.