

ISSUER DISCLOSURE STATEMENT
PURSUANT TO RULE 15c2-11 UNDER THE
SECURITIES EXCHANGE ACT OF 1934

Sky440, Inc.
23046 Avenida De La Carlota, Suite 600
Laguna Hills, CA 92653
Phone: (949) 460-6434
Fax: (949) 588-5777
E-Mail: info@sky440.com
Web Site: www.sky440.com

(Symbol) SKYF

Federal ID
90-0184001

CUSIP Number
83082Y102

Employees (F/PT)
6

Shareholders of Record
176

Total Shareholders
680*

ISSUER'S EQUITY SECURITIES

Par value \$.001 Common Stock authorized: 1,950,000,000 shares
Common stock issued and Outstanding: 1,567,922,087 shares
Common Stock in Float (CEDE): 393,708,963 shares

TRANSFER AGENT

First American Stock Transfer
4747 North 7th Street, Suite 170
Phoenix, Arizona 85104
(602) 485-1346
(602) 788-0423 Fax
www.firstamericanstock.com
jennifer@firstamericanstock.com

As of February 18, 2009

* Approximate based on OBO and NOBO shareholders holding stock in CEDE

SKY440, INC.
INFORMATION STATEMENT
CUSIP 83082Y102
As of February 18, 2009

THE INFORMATION FURNISHED HEREIN HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OF THE ISSUER BY THE OFFICERS AND DIRECTORS OF THE ISSUER IN ACCORDANCE WITH RULE 15c2-11 UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AND IS INTENDED ONLY AS A SECURITIES DEALER INFORMATION FILE: AND

NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION, OR TO MAKE ANY REPRESENTATIONS NOT CONTAINED HEREIN IN CONNECTION WITH THE ISSUER, SUCH INFORMATION OR REPRESENTATIONS, IF MADE, MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE ISSUER; AND

DELIVERY OF THE INFORMATION FILE, AT ANY TIMES DOES NOT IMPLY THAT THE INFORMATION CONTAINED HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE FIRST WRITTEN ABOVE.

SKY440, INC.
INFORMATION STATEMENT
As of February 18, 2009

The information contained in this Issuer Information Statement has been compiled to fulfill the disclosure requirements of Rule 15c2-11 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended. The enumerated items and captions correspond to the format set forth in the Rule. The effective date of this information statement is February 18, 2009, and no inference can or may be drawn that the information contained herein is current as of any subsequent date. The financial statements herein contained are presumed to be current for a period of six months after their date, barring extraordinary circumstances. No inference can be drawn that the financial condition of the issuer has not changed since the effective date of any financial statement contained herein.

ITEM 1 THE EXACT NAME OF THE ISSUER AND ITS PREDECESSORS:

The exact name of the Issuer is: Sky440, Inc. and its predecessors, Firesky Media Corp., until 01-08, Fahrenheit Entertainment, Inc., until 04-06, September Project III Corp., until 11-00.

ITEM 2 THE ADDRESS OF THE ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The Principal executive office of the Issuer, in the United States is located at 23046 Avenida De La Carlota, Suite 600, Laguna Hills, CA 92653.

ITEM 3 THE ISSUER'S STATE OF INCORPORATION

The state of incorporation of the Issuer is: Sky440, Inc. (a Nevada corporation) and its predecessors, Firesky Media Corp., until 01-08 (a Nevada Corporation); Fahrenheit Entertainment, Inc. until 5-06 (a Nevada Corporation); September Project III Corp. until 11-00 (a Florida Corporation).

ITEM 4 THE EXACT TITLE AND CLASS OF ISSUER'S SECURITIES:

The Issuer has two (2) classes of equity securities authorized, common and preferred. There are 2,000,000,000 total shares authorized, which is comprised of 1,950,000,000 shares designated common stock and 50,000,000 shares designated preferred stock; which is currently comprised of 10,000,0000 shares Class A Preferred Stock and 10,000,000 shares Class B Preferred Stock.

ITEM 5 THE PAR OR STATED VALUE OF ISSUER'S SECURITIES:

The par value of the Issuer's Common Stock is \$.001. The par value of the Issuer's Class A Preferred Stock is \$0.001 and the par value of the Issuer's Class B Preferred Stock is \$0.001.

ITEM 6 THE NUMBER OF SHARES OR TOTAL AMOUNT OF ISSUER'S
SECURITIES OUTSTANDING AS OF THE END OF ISSUER'S MOST
RECENT FISCAL YEAR AND OF THE DATE HEREOF:

SUMMARY

	<u>December 31, 2008</u>	<u>February 18, 2009</u>
<u>Authorized Common Stock:</u>	450,000,000	1,950,000,000
<u>Authorized Preferred Stock:</u>	50,000,000	50,000,000
<u>Total Authorized:</u>	500,000,000	2,000,000,000

SUMMARY

	<u>December 31, 2008</u>	<u>February 18, 2009</u>
Authorized common stock:	450,000,000	1,950,000,000
Outstanding common stock:	315,422,087	1,567,922,087
Float (CEDE) common stock:	228,708,963	393,708,963

SUMMARY

	<u>December 31, 2008</u>	<u>February 18, 2009</u>
Authorized Class A Preferred Stock:	10,000,000	10,000,000
Outstanding Class A Preferred Stock:	9,800,000	9,800,000

	<u>December 31, 2008</u>	<u>February 18, 2009</u>
Authorized Class B Preferred Stock:	10,000,000	10,000,000
Outstanding Class B Preferred Stock:	9,100,000	9,100,000

ITEM 7. NAME AND ADDRESS OF THE ISSUERS STOCK TRANSFER AGENCY:

First American Stock Transfer
4747 North 7th Street, Suite 170
Phoenix, Arizona 85104
(602) 485-1346
(602) 788-0423 Fax
www.firstamericanstock.com
jennifer@firstamericanstock.com

ITEM 8. THE NATURE OF THE ISSUER'S BUSINESS

Sky440 has two divisions, Sky Technologies Division and Sky440 Products Division. Sky Technologies will be concentrating on the manufacturing and distribution of electronic products and the development of new technology. The Sky Products division was set up to handle the existing Sky440 operations and to facilitate the acquisition of several small manufacturers and/or distributors of both computer related components and other non-computer related products. Sky440 is in the business of distributing networking hardware and other computer related components in North America. The company markets various IT products, inclusive of Server, Network, Software and OEM solutions to small and medium sized Solution Providers such as System Integrators (SI's) and Value Added Resellers (VAR's).

ITEM 9 THE NATURE OF ISSUER'S PRODUCTS OR SERVICES RENDERED

Sky Technologies is currently negotiating the acquisition of an international distributor of electronics and new technologies. Sky440 Products Division distributes technology products from more than 100 world-leading IT OEM suppliers to more than 2,000 resellers throughout North America. Sky440 is aligned with leading OEM suppliers in computer systems, peripherals, system components, and software and networking products. These OEM suppliers include world renowned brands such as AMD, Cisco, Emulex, HP, IBM, Intel, Microsoft, Qlogic, Seagate, Sun, 3Com, US Robotics and Western Digital.

ITEM 10 THE NATURE AND EXTENT OF THE ISSUER'S FACILITIES

The issuer occupies approximately one hundred square feet of virtual office space in Laguna Hills, California on an as needed basis. The physical space requirements of the issuer are limited due to operational parameters which necessitate minimal desk, computer and storage space on as needed basis. The issuer has no on-site inventory requirements. Because of the off-site nature of the company's day to day operations, which encompass primarily sales and distribution activities, and with personnel spread out across the Western United States, management determined that operating the main administrative functions through a virtual office structure would minimize costs while improving productivity. The issuer will have a satellite office in Sacramento, California and other distribution points as its business expands.

ITEM 11 THE NAME OF THE CHIEF EXECUTIVE OFFICER AND MEMBERS OF THE BOARD OF DIRECTORS OF THE ISSUER:

<u>Name:</u>	<u>Title(s)</u>
Robert Atwell	Interim President, Chief Executive Officer, Director
George Jackson	Interim Secretary, Director

ITEM 12 ISSUER'S MOST RECENT CONSOLIDATED BALANCE SHEET AND STATEMENTS OF INCOME AND RETAINED EARNINGS:

The issuer's most recent balance sheet and financial statements for the 12-month period ended December 31, 2008 is attached hereto as Exhibit 6.

ITEM 13 ISSUER'S FINANCIAL STATEMENT FOR THE PRECEDING FISCAL YEARS:

The Issuer's and Issuer's predecessor's financial statements for the year ended December 31, 2007 and December 31, 2006 are attached hereto as Exhibit 6.

ITEM 14 DISCLOSURE WHETHER THE BROKER/DEALER OR ANY PERSON OR PERSONS, IS AFFILIATED, DIRECTLY OR INDIRECTLY, WITH THE ISSUER:

The Issuer has no knowledge of any broker-dealer or associated person who is submitting a quotation with respect to the Issuer's common stock who may be simultaneously affiliated directly or indirectly with the Issuer. There are no members of the Board of Directors or management with any affiliation with any broker-dealer.

ITEM 15 DISCLOSURE WHETHER THE QUOTATION IS BEING PUBLISHED OR SUBMITTED ON BEHALF OF ANY OTHER BROKER-DEALER, AND IF SO, THE NAME OF SUCH OTHER BROKER OR DEALER:

The issuer has no knowledge of any quotation being published or submitted on behalf of any other broker-dealer.

ITEM 16 DISCLOSURE WHETHER THE QUOTATION IS BEING SUBMITTED OR PUBLISHED, DIRECTLY OR INDIRECTLY, ON BEHALF OF THE ISSUER OR ANY DIRECTOR OR OFFICER OF ANY PERSON, DIRECTLY OR INDIRECTLY, THE BENEFICIAL OWNER OF MORE THAN 10% OF THE OUTSTANDING SHARES OF ANY EQUITY SECURITY OF THE ISSUER:

No quotation is being submitted or is being published, directly or indirectly on behalf of the Issuer or any director or officer or any person, directly or indirectly, the beneficial owner of more than 10% of the outstanding shares of any equity security of the Issuer.

The name of the Issuer's officer attesting to the accuracy of the information contained herein is:

Robert Atwell, Interim Chief Executive Officer
Sky440, Inc.
23046 Avenida De La Carlota, Suite 600
Laguna Hills, CA 92653
Phone: (949) 460-6434
Fax: (949) 588-5777
E-Mail: bob@sky440.com
Web Site: www.sky440.com

The undersigned hereby states that she has read the information set forth herein above, and attests hereby that, to the best of his current knowledge and belief, such information is true and correct.

Sky440, Inc.

By: /s/ Robert Atwell
Robert Atwell, Interim Chief Executive Officer
Dated: February 18, 2009

The name of the Issuer's contact regarding information contained herein is:

Robert Atwell, Interim Chief Executive Officer
Sky440, Inc.
23046 Avenida De La Carlota, Suite 600
Laguna Hills, CA 92653
Phone: (949) 460-6434
Fax: (949) 588-5777
E-Mail: bob@sky440.com
Web Site: www.sky440.com

SKY440, INC.
INFORMATION STATEMENT
As of February 18, 2009

EXHIBITS INDEX

The Exhibits referred to herein above and attached hereto are more particularly described below. In addition to these Exhibits, certain other Exhibits have been described below and attached hereto as supplementary information, which may assist in a further understanding of the information presented.

DESCRIPTION OF EXHIBITS (SUPPLEMENTARY OR OTHERWISE) SUBMITTED

EXHIBIT NO.	DESCRIPTION OF EXHIBITS
1.	Overview and Executive Summary
2.	Articles of Incorporation & Amendments
3.	By-Laws as Amended
4.	Resumes of Directors and Officers
5.	Security ownership by management and owners of 5% or more of the Issuer's shares, and option agreements, if any.
6.	Issuer's most recent Balance Sheet and Financial Statements for the 12-month period ended December 31, 2008.
7.	Litigation
8.	News Releases

EXHIBIT 1

SKY440, INC. OVERVIEW AND EXECUTIVE SUMMARY As of February 18, 2009

Company Overview

Sky440 has set up two main operating divisions, Sky Technologies and Sky440 Products Division. In late 2008, our largest shareholder, Robert Atwell, took interim control of the company in order to hopefully expedite its forward progress. The prior management team will stay on as consultants. The company expects to have a new senior management team in place during 2009, following the completion of one or more planned acquisitions. In order to stabilize operations, the company recently embarked on a new fund raising plan, with the goal of raising one million dollars during 2009 for overall operations. In addition, the company will be raising additional sums to complete one or more of its planned acquisitions.

In order to effectively facilitate the company's plans in 2009, the company has adopted a virtual office set up for its administrative functions, utilizing office space on an as needed basis. This will reduce overhead and improve productivity by focusing the company's limited resources on its sales and distribution activities. The company will have satellite offices in various regions as it expands its product lines to handle distribution and marketing activities. The first of those offices will be opening soon in Sacramento, California, when the soon to be acquired Cal-Nev Safety Systems relocates there from Vacaville, California.

Sky440 is currently updating its present web site while it continues to build a completely new web site, which it hopes will be ready during the first or second quarter of 2009. The new web site will provide greater interactivity between the company, its vendors, clients, customers and shareholders.

The goal is to minimize non-revenue producing activities and costs so that revenues, once realized, can be maximized. In today's economic environment, this has become a necessity.

Sky Technologies Division

Sky Technologies is currently negotiating the acquisition of an international distributor of electronics and new technologies. The current acquisition target, based in the United States and Korea, has an existing product line in addition to ongoing development activities in the technology sector. The technology division was set up specifically for this and other similar acquisitions.

Sky440 Products Division

The Sky Products division was set up to handle the existing Sky440 operations and to facilitate the acquisition of several small manufacturers and/or distributors of both computer related components and other non-computer related products. It is responsible for launching several new product lines for Sky440 in addition to managing the company's technology distribution operations.

Cal-Nev Safety Systems

The division recently agreed to acquire Cal-Nev Safety Systems LLC, a recently formed manufacturer's distribution company. Cal-Nev Safety Systems T-Valve earthquake safety product line will be the first non-technology product sold and distributed through the Sky440 Products Division. Cal-Nev Safety Systems is currently based in Vacaville, California. It will be relocating to Sacramento, California in March, 2009.

Sky440 IT Distribution

Sky440 has been in the business of distributing networking hardware and other computer related components in North America. The company markets various IT products, inclusive of Server, Network, Software and OEM solutions to small and medium sized Solution Providers such as System Integrators (SI's) and Value Added Resellers (VAR's).

Sky440 distributes technology products from more than 100 world-leading IT OEM suppliers to more than 2,000 resellers throughout North America. Sky440 is aligned with leading OEM suppliers in computer systems, peripherals, system components, and software and networking products. These OEM suppliers include world renowned brands such as AMD, Cisco, Emulex, HP, IBM, Intel, Microsoft, Qlogic, Seagate, Sun, 3Com, US Robotics and Western Digital.

While we are a small company, we have an aggressive business plan which we hope will allow us to generate steady revenues as we implement our operating plans. To that extent, we are still in the process of hopefully acquiring a leading regional distributor located in Orange County, California. We had hoped to have a deal finalized during 2008, however, the economy and other factors delayed to transaction closing. The target company is profitable and revenues had been historically increasing prior to 2007, when they leveled off. Everything slowed considerably in 2008. However, the long term prospects of the target company are excellent. If we can complete this acquisition, we will turn our efforts into acquiring additional regional IT distributors (currently in active discussions). Our plan is to utilize these and other key roll-up acquisitions to augment our core business model and eventually attempt to reach \$100 Million in gross revenues within 2 to 3 years. This would allow us to become a key competitor to the large global distributors and leverage our business model into a potential acquisition or merger scenario.

Our strategy is to acquire additional technology distributors in different geographical regions and build a national footprint with distribution offices and warehouses in the Southwest, Northwest, Southeast, Northeast and Midwest, all while re-branding the company as Sky440 Distribution. We plan to leverage our size, scale and scope to drive revenues, larger volume purchasing agreements, increased discounts, creation of national marketing and sales demand and lead-generation campaigns, consolidated customer service and SG&A efficiencies.

In parallel with the North America acquisitions, our plan is to expand internationally by carefully researching the viability of entering the emerging growth markets in Central and South America, EMEA and Pan-Asia regions.

Company Strengths

We believe that the current technology industry environment generally favors large, financially sound distributors that have large product portfolios, economies of scale, strong business partner relationships and wide geographic reach. Small to medium sized solution providers represent 80% of the reseller base but usually go underserved by the larger global distributors. Typically, the larger, more established distributors offer preferential terms and steeper discounts to the tier-one resellers and mass merchants but provide only minimal discount levels to the smaller resellers. This void affords us a unique market opportunity to become the preferred vendor of choice to the medium and small sized solution providers by offering them similar discounts while providing superior service.

By working with us, we plan to effectively level the playing field for any reseller, no matter how large or small to remain competitive with pricing. As growth continues through additional acquisitions the same business model of low prices coupled with superior service will continue to resonate with prospective resellers and will grow our customer base.

While currently our plan revenues may pale in comparison to the larger distributors in the industry today, the industry has recently undergone, and continues to undergo, major consolidation. As the industry goes through these changes in the near future and if Sky can gain market share and build capabilities similar to the larger distributors, Sky, through its management team, domain expertise, potential financial backing and resources, could be well positioned to be the company that absorbs the smaller players in the industry. We plan to deliver value to our partners by making reseller customers more valuable to their end-user customers and suppliers more profitable. We have identified several catalysts for growth in our core business and in new markets. We believe that successful implementation of our business model could enable us to develop a leadership position in the IT distribution industry and generate sustainable, profitable growth.

We believe as the global IT spending grows, so will their sales. Forrester Research, a well respected IT research firm located in Cambridge, MA, projects US IT spending to be \$533 Billion in 2008 up 4.6% from 2007. IDC, another top tier IT research firm, issued a projection for worldwide IT market growth of 5.5% to 6% for 2008 ensuring IT spending will continue as a growth segment. These are all strong indicators that we will have the opportunity to capture market share and grow revenue.

Competition

Sky440 will compete primarily against established global IT distributors. These distributors have a significant footprint in all regions but target their sales efforts to Tier-one Solution Providers while Sky440 targets the smaller more nimble System Integrators and Resellers. Sky440's potential customer base should remain loyal if we can provide superior customer service and pricing. Sky will compete against broadline IT distributors such as Arrow Electronics, Ingram Micro, Tech Data and Synnex Corporation. At this point these competitors are much larger than Sky, although Sky should be able to compete against these larger companies as it expands its operations through acquisitions and sales growth.

We operate in a highly competitive environment here in the U.S. and will continue to operate in a highly competitive environment overseas through our planned expansion efforts. Factors that we compete on include:

- Price
- Credit terms and availability
- Product availability and speed of delivery
- Quality and breadth of products offered
- Level of positive customer service
- Technical and product information availability
- Product line breadth

Many of our competitors are substantially larger and have greater financial, operating, manufacturing and marketing resources than us. Some of our competitors may have broader geographic breadth and range of services than us and may have more developed relationships with their existing customers. Sky will attempt to offset its scale disadvantage by striving to set the benchmark for the industry in the following key areas: Customer Driven, Technology Leadership, Low Cost Provider, Strong Financial Performance, and Six Sigma Quality.

Suppliers

Sky plans to have OEM Solutions with providers such as Compaq, Toshiba, IBM, & HP. We also plan to have Cisco solutions from Cisco and server solutions from suppliers such as Emulex, AMD, HP, IBM, Intel, Microsoft, Seagate, Sun, Ologic, 3Com, US, and Western Digital.

Distribution

At present we are in the process of negotiating the potential acquisition of a regional distributor in the Orange County, California region. Our business model is of a non-franchised stocking distributor of OEM original products. Through our network of global sources, Tier One OEM's and manufactures of products, we hope to achieve customer confidence by delivering new OEM original packaged products without franchise distribution costs, with greater flexibility in policies and procedures, with greater margin opportunities, and with access to millions of OEM products to ensure same day shipping to anywhere in the North America.

Risk Factors

We have pursued and intend to continue to pursue strategic acquisitions or investments in new markets and may encounter risks associated with these activities, which could harm our business and operating results. We have in the past pursued and in the future expect to pursue acquisitions of, or investments in, businesses and assets in new markets, either within or outside the IT products industry that complement or expand our existing business.

Our acquisition strategy involves a number of risks, including: difficulty in successfully integrating acquired operations, IT systems, customers, OEM suppliers and partner relationships, products and businesses with our operations; loss of key employees of acquired operations or inability to hire key employees necessary for our expansion; diversion of our capital and management attention away from other business issues an increase in our expenses and working capital requirements in the case of acquisitions that we may make outside of the United States, difficulty in operating in foreign countries and over significant geographical distances; and other financial risks, such as potential liabilities of the businesses we acquire.

Our growth may be limited and our competitive position may be harmed if we are unable to identify, finance and complete future acquisitions. We believe that further expansion may be a prerequisite to our long-term success as some of our competitors in the IT product distribution industry have larger U.S. operations, international operations, higher revenues and greater financial resources than us.

We have incurred costs and encountered difficulties in the past in connection with our acquisitions and investments. Future acquisitions may result in dilutive issuances of equity securities, the incurrence of additional debt, large write-offs, a decrease in future profitability, or future losses. The incurrence of debt in connection with any future acquisitions could restrict our ability to obtain working capital or other financing necessary to operate our business.

Our recent and future planned acquisitions or investments may not be successful; and if we fail to realize the anticipated benefits of these acquisitions or investments, our business and operating results could be harmed.

We will be dependent on a variety of IT and telecommunications systems, and any failure of these systems could adversely impact our business and operating results. We depend on IT and telecommunications systems for our operations. These systems support a variety of functions,

including inventory management, order processing, shipping, shipment tracking and billing. Failures or significant downtime of our IT or telecommunications systems could prevent us from taking customer orders, printing product pick-lists, shipping products or billing customers.

Sales also may be affected if our reseller customers are unable to access our price and product availability information. We also rely on the Internet, and in particular electronic data interchange, or EDI, for a large portion of our orders and information exchanges with our OEM suppliers and reseller customers.

The Internet and individual websites have experienced a number of disruptions and slowdowns, some of which were caused by organized attacks. In addition, some websites have experienced security breakdowns. If we were to experience a security breakdown, disruption or breach that compromised sensitive information, it could harm our relationship with our OEM suppliers or reseller customers. Disruption of our website or the Internet in general could impair our order processing or more generally prevent our OEM suppliers or reseller customers from accessing information. The occurrence of any of these events could have an adverse effect on our business and operating results.

We rely on independent shipping companies for delivery of products, and price increases or service interruptions from these carriers could adversely affect our business and operating results. We rely almost entirely on arrangements with independent shipping companies, such as FedEx and UPS, for the delivery of our products from OEM suppliers and delivery of products to reseller customers. Freight and shipping charges can have a significant impact on our gross margin. As a result, an increase in freight surcharges due to rising fuel cost or general price increases will have an immediate adverse effect on our margins, unless we are able to pass the increased charges to our reseller customers or renegotiate more favorable terms with our OEM suppliers.

In addition, in the past, UPS has experienced work stoppages due to labor negotiations with management. The termination of our arrangements with one or more of these independent shipping companies, the failure or inability of one or more of these independent shipping companies to deliver products, or the unavailability of their shipping services, even temporarily, could have an adverse effect on our business and operating results.

Volatility in the IT industry could have a material adverse effect on our business and operating results. The IT industry in which we operate has experienced decreases in demand. Softening demand for our products and services may be caused by an economic downturn and over-capacity, as well as problems with the salability of inventory and collection of reseller customer receivables. Any such volatility in the IT industry could have an adverse effect on our business and operating results.

Our distribution business may be adversely affected by some OEM suppliers' strategies to increase their direct sales, which in turn could cause our business and operating results to suffer. Consolidation of OEM suppliers may result in fewer sources for some of the products that we distribute. This consolidation could also result in larger OEM suppliers that have significant operating and financial resources. Some OEM suppliers could start selling a greater volume of products directly to end-users, thereby limiting our business opportunities.

If large OEM suppliers continue to sell directly to resellers, rather than use Sky as a distributor of their products, our business and operating results will suffer. OEMs could limit the number of supply chain service providers with which they do business, which in turn could negatively impact our business and operating results. A determination by any of our primary OEMs to consolidate their business with other distributors or contract assemblers would negatively affect our business and operating results.

The IT industry is subject to rapidly changing technologies and process developments, and we may not be able to adequately adjust our business to these changes, which in turn would harm our business and operating results. Dynamic changes in the IT industry, including the consolidation of OEM suppliers and reductions in the number of authorized distributors used by OEM suppliers, will result in new and increased responsibilities for management personnel and place a significant strain upon the management, operating and financial systems and other resources. We may be unable to successfully respond to and manage our business in light of industry developments and trends. Also crucial to our success in managing our operations will be our ability to achieve additional economies of scale. Our failure to achieve these additional economies of scale or to respond to changes in the IT industry could adversely affect our business and operating results.

Compliance with changing regulation of corporate governance and public disclosure may result in additional expenses. Changing laws, regulations and standards relating to corporate governance and public disclosure, including the Sarbanes-Oxley Act of 2002, new Securities and Exchange Commission, or SEC, regulations and NASDAQ Exchange rules, are creating uncertainty for companies such as ours. These new or changed laws, regulations and standards are subject to varying interpretations in many cases due to their lack of specificity, and as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies, which could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and corporate governance practices. As a result, our efforts to comply with evolving laws, regulations and standards may result in, and are likely to continue to result in, increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities.

Industry

The worldwide technology products and services distribution industry generally consists of two types of business: traditional distribution business and the fee-based supply chain services business.

Within the traditional distribution model, the distributor buys, holds title to, and sells products and/or services to resellers who, in turn, typically sell directly to end-users, or other resellers. Product manufacturers and publishers, which we collectively call suppliers or vendors, sell directly to distributors, resellers and end-users. While some vendors have elected to pursue direct sales strategies for particular customer and product segments, we believe that suppliers continue to embrace traditional distributors that have a global presence and are able to manage a large number of products and multiple resellers worldwide and to deliver products to market in an efficient manner.

Resellers in the traditional distribution model are able to build efficiencies and reduce costs by depending on distributors for a number of services, including product availability, marketing, credit, technical support, and inventory management, which includes direct shipment to end-users and, in some cases, allows end-users to directly access distributors' inventory data. Those distributors that work with resellers to offer enhanced value-added solutions and services customized to the needs of their specific customer base are better able to succeed in this environment.

Fee-based supply chain services encompass the end-to-end functions of the supply chain, taking a product from the point of concept through delivery to the customer. Suppliers choosing to sell direct present opportunities for distributors to supply logistics, fulfillment, and marketing services, as well as third-party products in a fee-based model. Similarly, retailers and Internet resellers seek fulfillment services, inventory management, reverse logistics, and other supply chain services that do not necessarily require a traditional distribution model. In summary, distributors continue to evolve their business models to meet customers' needs (both suppliers and resellers) through provision of fee-for-services programs while maintaining an efficient and low-cost means of delivery for technology hardware, software, and services.

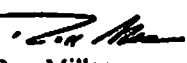
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EXHIBIT 2

**ARTICLES OF INCORPORATION
AND AMENDMENTS**



ROSS MILLER
Secretary of State
204 North Carson Street, Ste 1
Carson City, Nevada 89701-4289
(775) 684 6708
Website: www.nvsos.gov

Filed in the office of	Document Number
	20090093396-21
Ross Miller Secretary of State State of Nevada	Filing Date and Time 02/02/2009 3:00 PM
	Entity Number C22953-2001

Certificate of Amendment
(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Sky440, Inc.

2. The articles have been amended as follows: (provide article numbers, if available)

ARTICLE FOURTH: The corporation shall be authorized to issue Two Billion (2,000,000,000) Shares of Stock, as follows: One Billion Nine Hundred Fifty Million (1,950,000,000) shares of Common Stock, having a \$.001 par value, and Fifty Million (50,000,000) shares of Preferred Stock having a \$.001 par value. The Common Stock and/or Preferred Stock of the Company may be issued from time to time without prior approval by the stockholders. The Common Stock and/or Preferred Stock may be issued for such consideration as may be fixed from time to time by the Board of Directors. The Board of Directors may issue such shares of Common and/or Preferred Stock in one or more series, with such voting powers, designations, preferences and rights or qualifications, limitations or restrictions thereof as shall be stated in the resolution authorizing the issuance of shares, except as expressly limited by this Article. **CONTINUED**

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: 73%

4. Effective date of filing: (optional)

2/2/09

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

x 

Signature of Officer

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit After
Revised: 7-1-08

CONTINUED:

ITEM 2. The Articles have been amended as follows (CONTINUED FROM PAGE 1 CERTIFICATE OF AMENDMENT)

ARTICLE FOURTH (CONTINUED):

...Stockholders shall not have pre-emptive rights or be entitled to cumulative voting in connection with the shares of the corporation's Common or Preferred Stock.

A handwritten signature or mark, possibly a stylized 'W' or a checkmark, located in the lower right quadrant of the page.



ROSS MILLER
Secretary of State
204 North Carson Street, Ste 1
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

Certificate of Amendment

(PURSUANT TO NRS 78.385 AND 78.390)

Filed in the office of 	Document Number 20080027481-52
Ross Miller Secretary of State State of Nevada	Filing Date and Time 01/15/2008 8:16 AM
	Entity Number C22953-2001

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation For Nevada Profit Corporations

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

1. Name of corporation:

FIRESKY MEDIA CORP.

2. The articles have been amended as follows (provide article numbers, if available):

ARTICLE 1: NAME OF CORPORATION:

The name of the Corporation is hereby amended to read SKY440, Inc.

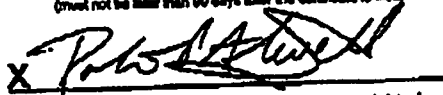
3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of Incorporation have voted in favor of the amendment is:

N/A

4. Effective date of filing (optional):

(must not be later than 90 days after the certificate is filed)

5. Officer Signature (Required):



*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.



DEAN HELLER
Secretary of State
304 North Carson Street, Suite 1
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

Entity #
C22953-2001
Document Number:
20060297042-12

Date Filed:
5/9/2006 4:00:46 PM
In the office of

Dean Heller

Dean Heller
Secretary of State

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment

(PURSUANT TO NRS 78.385 and 78.390)

Certificate of Amendment to Articles of Incorporation For Nevada Profit Corporations

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

1. Name of corporation:
FIRESKY MEDIA CORP.

2. The articles have been amended as follows (provide article numbers, if available):

ARTICLE FOURTH:

The corporation shall be authorized to issue Five Hundred Million (500,000,000) shares of Stock, as follows: Four Hundred Fifty Million (450,000,000) shares of Common Stock having a \$.001 per value, and Fifty Million (50,000,000) shares of Preferred Stock having a \$.001 per value.

The Common Stock and/or Preferred Stock of the Company may be issued from time to time without prior approval by the stockholders. The Common stock and/or Preferred Stock may be issued for such consideration as may be fixed from time to time by the Board of Directors. The Board of Directors may issue such shares of Common and/or Preferred Stock in one or more series, with such voting powers, designations, preferences and rights or qualifications, limitations or restrictions thereof as shall be stated in the resolution authorizing the issuance of shares, except as expressly limited by this Article.

Stockholders shall not have pre-emptive rights or be entitled to cumulative voting in connection with the shares of the corporation's Common or Preferred Stock.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: 78%

4. Effective date of filing (optional): 5/10/06

(Must not be later than 90 days after the certificate is filed)

5. Officer Signature (required):

John P. [Signature]

"If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Form 78-385 Amend 5/03
Revised at 06/25/05



DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4288
(775) 684-5705
Website: secretaryofstate.biz

Entity #
C22953-2001
Document Number:
20060266124-59

Date Filed:
4/27/2006 10:15:45 AM
In the office of

Dean Heller

Dean Heller
Secretary of State

Certificate of Amendment
(PURSUANT TO NRS 78.386 AND 78.390)

NOTE: SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations

(Pursuant to NRS 78.386 and 78.390 - After Issuance of Stock)

1. Name of corporation:
FAHRENHEIT ENTERTAINMENT, INC.

2. The articles have been amended as follows (provide article numbers, if available):

ARTICLE 1. NAME OF CORPORATION:

The name of the Corporation is hereby amended to read Fuzzy Media Corp.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: N/A

4. Effective date of filing (optional): 5/1/06

5. Officer Signature (required):

[Signature]

If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form MUST be accompanied by appropriate fees.

Nevada Secretary of State Form 78.386 Amended 2000
Revised 04/15/2001

04/28/2006 17:02 [TX/RX NO 8302] 002



DEAN HELLER
Secretary of State

202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684 5708

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

FILED # C-22953-01

DEC 13 2002

IN THE OFFICE OF
DEAN HELLER, SECRETARY OF STATE

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)
- Remit in Duplicate -

1. Name of corporation:

Fahrenheit Holdings Inc.

2. The articles have been amended as follows (provide article numbers, if available):

Article 1. Name of Corporation;

The name of the Corporation is hereby amended to read Fahrenheit Entertainment Inc.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: 100%

4. Officer Signature (Required):

[Signature] as CEO
PRESIDENT

[Signature] as Sec.
SECRETARY

* If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and remit the proper fees may cause this filing to be rejected.

ARTICLES OF INCORPORATION
OF
FAHRENHEIT HOLDINGS, INC.

FILED # 022553-01

AUG 21 2001

IN THE OFFICE OF
JAN HILL
COUNTY CLERK OF SOOT

FIRST. The name of the corporation is: FAHRENHEIT HOLDINGS, INC.

SECOND. While its registered office in the State of Nevada is located at 2533 North Carson Street, Carson City, Nevada 89706, this Corporation may maintain an office, or offices, in such other place within or without the State of Nevada as may be from time to time designated by the Board of Directors, or by the By-Laws of said Corporation, and this Corporation may conduct all Corporation business of every kind and nature, including the holding of all meetings of Directors and Stockholders, outside the State of Nevada as well as within the State of Nevada.

THIRD. The objects for which this Corporation is formed are: To engage in any lawful activity, including, but not limited to the following:

- (A) Shall have such rights, privileges and powers as may be conferred upon corporations by any existing law.
- (B) May at any time exercise such rights, privileges and powers, when not inconsistent with the purposes and objects for which this corporation is organized.
- (C) Shall have the power to have succession by its corporate name for the period limited in its certificate or articles of incorporation, and when no period is limited, perpetually, or until dissolved and its affairs wound up according to law.
- (D) Shall have the power to sue and be sued in any court of law or equity.
- (E) Shall have the power to make contracts.
- (F) Shall have the power to hold, purchase and convey real and personal estate and to mortgage or lease any such real and personal estate with its franchises. The power to hold real and personal estate shall include the power to take the same by devise or bequest in the State of Nevada, or in any other state, territory or country.
- (G) Shall have the power to appoint such officers and agents as the affairs of the corporation shall require, and to allow them suitable compensation.
- (H) Shall have the power to make By-Laws not inconsistent with the constitution or laws of the United States, or of the State of Nevada, for the management, regulation and government of its affairs and property, the transfer of its stock, the transaction of its business, and the calling and holding of meetings of its stockholders.
- (I) Shall have the power to wind up and dissolve itself, or be wound up or dissolved.

- (J) Shall have the power to adopt and use a common seal or stamp, and alter the same at pleasure. The use of a seal or stamp by the corporation on any corporate documents is not necessary. The corporation may use a seal or stamp, if it desires, but such use or nonuse shall not in any way affect the legality of the document.
- (K) Shall have the power to borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed, or in payment for property purchased, or acquired, or for any other lawful object.
- (L) Shall have the power to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of the indebtedness created by, any other corporation of the State of Nevada, or any other state or government, and, while owners of such stock, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote, if any.
- (M) Shall have the power to purchase, hold, sell and transfer shares of its own capital stock, and use therefor its capital, capital surplus, surplus, or other property or fund.
- (N) Shall have the power to conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in the State of Nevada, and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and any foreign countries.
- (O) Shall have the power to do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate or articles of incorporation, or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in the certificate or articles of incorporation of the corporation, or any amendment thereof.
- (P) Shall have the power to make donations for the public welfare or for charitable, scientific or educational purposes.
- (Q) Shall have the power to enter into partnerships, general or limited, or joint venture, in connection with any lawful activities, as may be allowed by law.

FOURTH. Section 1. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 60,000,000, of which 50,000,000 shares shall

be Common Stock with a par value of \$0.001 per share, and 10,000,000 shares shall be Serial Preferred Stock with a par value of \$0.001 per share.

Section 2. The holders of the Common Stock are entitled at all times to one vote for each share and to such dividends as the Board of Directors may in their discretion from time to time legally declare, subject, however, to the voting and dividend rights, if any, of the holders of the Serial Preferred Stock. In the event of any liquidation, dissolution or winding up of the Corporation, the remaining assets of the Corporation after the payment of all debts and necessary expenses, subject, however, to the rights of the holders of the Serial Preferred Stock then outstanding, shall be distributed among the holders of the Common Stock pro rata in accordance with their respective holdings. The Common Stock is subject to all of the terms and provisions of the Serial Preferred Stock as fixed by the Board of Directors as hereinafter provided.

Section 3. The Serial Preferred Stock shall be issued from time to time in one or more series with such distinctive serial designations and (a) may have such voting powers, full or limited, or may be without voting powers; (b) may be subject to redemption at such time or times and at such prices; (c) may be entitled to receive dividends (which may be cumulative or non-cumulative) at such rate or rates, on such conditions, and at such times and payable in preference to, or in such relation to, the dividends payable on any other class or classes or series of stock; (d) may have such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; (e) may be made convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation, at such price or prices or at such rates of exchange, and with such adjustments; and (f) shall have such other relative, participating, optional or special rights, qualifications, limitations or restrictions thereof, all as shall hereafter be stated and expressed in the resolution or resolutions providing for the issuance of such Serial Preferred Stock from time to time adopted by the Board of Directors pursuant to authority to do so which is hereby vested in the Board.

FIFTH. The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such a manner as shall be provided by the By-Laws of this Corporation, providing that the number of directors shall not be reduced to fewer than one (1).

The name and post office address of the first Board of Directors shall be one (1) in number and listed as follows:

NAME
Roger A. Kimmel, Jr.

POST OFFICE ADDRESS
114 Barrington Towne Square
Suite 159
Aurora, Ohio 44202

SIXTH. The capital stock, after the amount of the subscription price, or par value, has been paid in, shall not be subject to assessment to pay the debts of the corporation.

SEVENTH. The name and post office address of the Incorporator signing the Articles of Incorporation is as follows:

NAME
Roger A. Kimmel, Jr.

POST OFFICE ADDRESS
114 Barrington Towne Square
Suite 159
Aurora, Ohio 44202

EIGHTH. The resident agent for this corporation shall be:

LAUGHLIN ASSOCIATES, INC.

The address of said agent, and, the registered or statutory address of this corporation in the State of Nevada, shall be:

2533 North Carson Street
Carson City, Nevada 89706

NINTH. The corporation is to have perpetual existence.

TENTH. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

Subject to the By-Laws, if any, adopted by the Stockholders, to make, alter or amend the By-Laws of the Corporation.

To fix the amount to be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed, mortgages and liens upon the real and personal property of his Corporation.

By resolution passed by a majority of the whole Board, to designate one (1) or more committees, each committee to consist of one or more of the Directors of the Corporation, which, to the extent provided in the resolution, or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation. Such committee, or committees, shall have such name, or names, as may be stated in the By-Laws of the Corporation, or as may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of the Stockholders holding stock entitling them to exercise at least a majority of the voting power given at a Stockholders meeting called for that purpose, or when authorized by the written consent of the holders

of at least a majority of the voting stock issued and outstanding, the Board of Directors shall have the power and authority at any meeting to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions as its Board of Directors deems expedient and for the best interests of the Corporation.

The Board of Directors may, by resolution or resolutions, use authorized but unissued shares of Common Stock and Preferred Stock without shareholder approval in order to acquire businesses, to obtain additional financing or for other corporate purposes. Purchases of Convertible Preferred Stock shall be treated in all respects as equivalent to purchases of common stock, such that, upon acquisition, the requisite holding period for Rule 144 purposes shall begin when the Convertible Preferred Stock is acquired, and not when it is converted from Preferred to Common Stock. Accordingly, if Preferred Stock has been held for longer than two years and the holder is not an affiliate, it shall be eligible for the safe harbor afforded by Rule 144 immediately upon conversion from Preferred to Common, as tacking shall be explicitly permitted between the Preferred Stock Certificate and its equivalent Common Stock Certificate (or Certificates).

The Board of Directors shall have the right to reincorporate the Company, to declare splits or reverse splits of the stock of the Company, increase or decrease the number of Common and/or Preferred shares authorized to be issued and outstanding, or otherwise act on matters concerning the corporate status and capital structure of the Company, without shareholder approval.

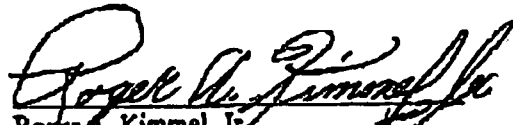
ELEVENTH. No shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the Corporation, whether now or hereafter authorized, or any bonds, debentures or securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

TWELFTH. No director or officer of the Corporation shall be personally liable to the Corporation or any of its stockholders for damages for breach of fiduciary duty as a director or officer involving any act or omission of any such director or officer; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer (i) for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or (ii) the payment of dividends in violation of Section 78.300 of the Nevada Revised Statutes. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

THIRTEENTH. This corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or

hereafter prescribed by statute, or by the Articles of Incorporation, and all rights conferred upon Stockholders herein are granted subject to this reservation.

I, Roger A. Kimmel, Jr., the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation under the laws of the State of Nevada do make and file these Articles of Incorporation, and do hereby certify that this is my act and deed and that the facts herein stated are true; and I have, accordingly, signed below this 20th day of August, 2001.


Roger A. Kimmel, Jr.

STATE OF OHIO)
)
COUNTY OF PORTAGE)

BE IT REMEMBERED that on this 20 day of August, 2001, personally came before me, a Notary Public for the State of Ohio, Roger A. Kimmel, Jr. party to the foregoing Articles of Incorporation, known to me personally to be such, and acknowledged the said Articles to be his act and deed and that the facts stated therein are true.

GIVEN under my hand and seal of office the day and year aforesaid.



KATHY R. MOORE
Notary Public, State of Ohio
09NT 00181
My Commission Expires May 6, 2002

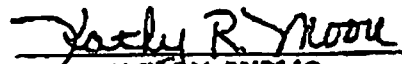

NOTARY PUBLIC

EXHIBIT 3

BY-LAWS AS AMENDED

**BYLAWS
OF
SKY440, INC.**

**ARTICLE I
OFFICES**

1.1 Principal Executive Office. The Board of Directors shall designate the location of the principal executive office of the Corporation at any place within or without the State of Nevada. The principal executive offices are located at 438 E. Katella Ave., #227, Orange, California 92867.

1.2 Other Offices. The Board of Directors, Board Chair, and President from time to time may designate branch or subordinate offices as appropriate.

**ARTICLE II
MEETINGS OF SHAREHOLDERS**

2.1 Place of Meetings. All meetings of shareholders of the Corporation shall be held at the principal executive office of the Corporation, or at any other place, within or without the State of Nevada, specified by the Board of Directors. The place of any meeting of shareholders shall be specified in the notice calling the meeting.

2.2 Annual Meeting. The annual meeting of shareholders shall be held each year on a date and at a time specified by the Board of Directors. The annual meeting shall be held within twelve (12) months following the last day of the Corporation's fiscal year and within eighteen (18) months following the last annual meeting. At the annual meeting, Directors shall be elected, reports of the affairs of the Corporation shall be considered, and any other business properly within the power of the shareholders may be transacted.

2.3 Special Meetings. A special meeting of the shareholders may be called by the Board of Directors, the Board Chair, the President, the Treasurer, the Secretary, or by one or more holders of shares entitled to cast ten percent (10%) or more of the votes at that meeting.

Any authorized person or persons (other than the Board of Directors) requesting a special meeting of the shareholders shall deliver to the Board Chair, the President, a Vice President, or the Secretary of the Corporation, personally or by registered mail, overnight courier, or facsimile transmission a written request specifying the time and date of the meeting (which shall be not less than ten (10) nor more than sixty (60) days after the receipt by the officer of the request) and the general nature of the business to be transacted. Within twenty (20) days following the officer's receipt of the request, the officer shall cause notice of the meeting to be given to the shareholders entitled to vote, pursuant to Section 2.4 of these Bylaws. If the notice is not given within twenty (20) days, then the person or persons requesting the meeting may give the notice. This paragraph shall in no way affect or restrict the Board of Directors' ability to call a special shareholders' meeting.

EXHIBIT 3

BY-LAWS AS AMENDED

**BYLAWS
OF
SKY440, INC.**

**ARTICLE I
OFFICES**

1.1 Principal Executive Office. The Board of Directors shall designate the location of the principal executive office of the Corporation at any place within or without the State of Nevada. The principal executive offices are located at 23046 Avenida De La Carlota, Suite 600, Laguna Hills, California 92653.

1.2 Other Offices. The Board of Directors, Board Chair, and President from time to time may designate branch or subordinate offices as appropriate.

**ARTICLE II
MEETINGS OF SHAREHOLDERS**

2.1 Place of Meetings. All meetings of shareholders of the Corporation shall be held at the principal executive office of the Corporation, or at any other place, within or without the State of Nevada, specified by the Board of Directors. The place of any meeting of shareholders shall be specified in the notice calling the meeting.

2.2 Annual Meeting. The annual meeting of shareholders shall be held each year on a date and at a time specified by the Board of Directors. The annual meeting shall be held within twelve (12) months following the last day of the Corporation's fiscal year and within eighteen (18) months following the last annual meeting. At the annual meeting, Directors shall be elected, reports of the affairs of the Corporation shall be considered, and any other business properly within the power of the shareholders may be transacted.

2.3 Special Meetings. A special meeting of the shareholders may be called by the Board of Directors, the Board Chair, the President, the Treasurer, the Secretary, or by one or more holders of shares entitled to cast ten percent (10%) or more of the votes at that meeting.

Any authorized person or persons (other than the Board of Directors) requesting a special meeting of the shareholders shall deliver to the Board Chair, the President, a Vice President, or the Secretary of the Corporation, personally or by registered mail, overnight courier, or facsimile transmission a written request specifying the time and date of the meeting (which shall be not less than ten (10) nor more than sixty (60) days after the receipt by the officer of the request) and the general nature of the business to be transacted. Within twenty (20) days following the officer's receipt of the request, the officer shall cause notice of the meeting to be given to the shareholders entitled to vote, pursuant to Section 2.4 of these Bylaws. If the notice is not given within twenty (20) days, then the person or persons requesting the meeting may give the notice. This paragraph shall in no way affect or restrict the Board of Directors' ability to call a special shareholders' meeting.

2.4 Notice of Meetings; Waivers. Written notice of a meeting at which shareholders are required or permitted to take any action shall be given to each shareholder entitled to vote not less than ten (10) (or, if sent by third-class mail if permitted by Section 2.5, not less than fifteen (15)) nor more than sixty (60) days before the date of the meeting. The notice shall state the place, date, and hour of the meeting. In the case of a special meeting, the notice shall specify the general nature of the business to be transacted and that no other business may be transacted at the meeting. In the case of the annual meeting, the notice shall specify those matters that the Board of Directors, at the time of the mailing of the notice, intends to present for action by the shareholders. The notice of any meeting at which the Directors are to be elected shall include the names of the nominees intended at the time of the notice to be presented by the Board of Directors for election. The notice shall also state the general nature of any proposed action for shareholder approval required by Title 7, Chapter 78 of the Nevada Revised Statutes (the "NRS") Section 140 (transactions between the Corporation and one or more Directors), Section 390 (amendments to the Articles of Incorporation), Section 655 (corporate reorganizations), Section 565 (voluntary dissolutions), and Section 580 (plan of distribution upon dissolution).

The transactions of any meeting of any shareholders, however called and noticed, and wherever held, shall be as valid as though conducted at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting, or an approval of the meeting's minutes. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance of a person at a meeting shall constitute a waiver of notice of and presence at the meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened; and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by law to be included in the notice but not so included, if such objection is expressly made at the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of shareholders need be specified in any written waiver of notice, consent to the holding of the meeting, or approval of the minutes, except that any shareholder approval at a meeting, other than unanimous approval by those entitled to vote, pursuant to Sections 140, 390, 655, 565, or 580 of the NRS shall be valid only if the general nature of the proposal so approved is stated in the notice of meeting or in any written waiver of notice.

2.5 Manner of Notice. Notice of a shareholders' meeting shall be given either personally or by first-class mail, or electronically, or in the case of a corporation with outstanding shares held of record by more than five hundred (500) persons (determined as provided in Section 370 of the NRS) on the record date for the shareholders' meeting, notice may be sent by third-class mail, or other means of written communication, addressed to the shareholder at the address of the shareholder appearing on the books of the Corporation or given by the shareholder to the Corporation for the purpose of notice; or if no address appears or is given, at the place where the principal executive office of the Corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal executive office is located. The notice or report shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication. If any notice or report referenced in Article VIII of these Bylaws addressed to the shareholder at the address appearing on the books of the Corporation is returned to the Corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice or report to the shareholder at this address, all future notices or reports shall be deemed to have been duly given without further mailing if the notice or report is made available for the shareholder upon written demand of the shareholder at the principal executive office of the Corporation for a period of one (1) year from the date of the giving of the notice or report to all other shareholders. An affidavit of the mailing or other authorized means of delivery of any notice to shareholders may be executed by the Corporation's Secretary, Assistant Secretary, or transfer agent and, if executed, may be filed and maintained in the minute book of the Corporation, and shall be prima facie evidence of the giving of the notice or report.

2.6 Adjourned Meetings. Any shareholders' meeting, whether or not a quorum is present, may be adjourned from time to time by a vote of the majority of the shares represented at that meeting. When a shareholders' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting. If the adjournment is for more than forty-five (45) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each shareholder of record entitled to vote at the meeting.

2.7 Quorum. Except as otherwise provided in the Articles of Incorporation, a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

The shareholders present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the shares required to constitute a quorum.

In the absence of a quorum, any meeting of shareholders may be adjourned from time to time by the vote of a majority of the shares represented either in person or by proxy, but no other business may be transacted, except as provided in the preceding paragraph.

2.8 Voting. Except as otherwise provided by law and except as otherwise may be provided in the Articles of Incorporation, each outstanding common share shall be entitled to one (1) vote on each matter submitted to a vote of shareholders. Further, except as otherwise provided by law and except as otherwise may be provided in the Articles of Incorporation, each outstanding preferred share shall be entitled to the number of votes provided for in any specific preferred stock designation on each matter submitted to a vote of shareholders. Any holder of shares entitled to vote on any matter may vote part of the shares in favor of the proposal and refrain from voting the remaining shares or vote them against the proposal, but, if the shareholder fails to specify the number of shares the shareholder is voting, it will be conclusively presumed that the shareholder's vote is with respect to all shares the shareholder is entitled to vote. Except as otherwise provided in the Articles of Incorporation, or as required by law, the affirmative vote of the majority of the shares represented and voting at a duly held meeting at which a quorum is present (which shares voting affirmatively also constitute at least a majority of the required quorum) or any action by written consent of the shareholders as provided in Section 2.12 shall be the act of the shareholders.

Subject to the provisions of the next sentence, every shareholder entitled to vote at any election of Directors may cumulate such shareholder's votes and give one (1) candidate a number of votes equal to the number of Directors to be elected multiplied by the number of votes to which the shareholder's shares are normally entitled, or distribute the shareholder's votes on the same principle among as many candidates as the shareholder directs. No shareholder shall be entitled to cumulate votes unless a shareholder has given notice at the meeting, prior to the voting, of the shareholder's intention to cumulate the shareholder's votes and has placed in nomination, prior to the voting, the names of the candidate or candidates such shareholder proposes to elect. If any one shareholder has given such a notice, all shareholders may cumulate their votes for candidates in nomination. In any election of Directors, the candidates receiving the highest number of votes of the shares entitled to be voted for them, up to the number of Directors to be elected by such shares, are elected.

Elections for Directors need not be by ballot unless a shareholder demands election by ballot at the meeting and before the voting begins.

2.9 Proxies. Every person entitled to vote shares for the election of Directors or otherwise may authorize another person or persons to act with respect to such shares by duly executing a written proxy and filing it with the Secretary of the Corporation. In reference to shares held in "CEDE", or what is commonly known as being held in "street name", unless a specific proxy representing those shares is received prior to the adjournment of a regular or special shareholders meeting, the Board of Directors shall vote those shares to the affirmative of any action presented to the shareholders by the Board of Directors. Unless a proxy is stated to be irrevocable, it shall continue in full force and effect unless it is revoked by the maker prior to the vote (i) by delivering a writing to the Corporation stating that the proxy is revoked; (ii) by duly executing a subsequent proxy and presenting it to the meeting; or (iii) by attendance at the meeting by the maker and voting in person. A proxy is not revoked by the death or incapacity of the maker unless, before the vote is counted, written notice of the death or incapacity is received by the Corporation. Notwithstanding the above, no proxy shall be valid after the expiration of eleven (11) months from the date thereof unless expressly provided in the proxy. If a proxy states that it is irrevocable, it shall be governed by Section 355 of the NRS.

Any form of proxy or written consent distributed to ten (10) or more shareholders of the Corporation at a time when the Corporation has outstanding shares held of record by one hundred (100) or more persons shall afford an opportunity on the proxy or form of written consent to specify a choice between approval and disapproval of each matter or group of related matters intended to be acted upon at the meeting for which the proxy is solicited or by the written consent, other than elections to the Board of Directors, and shall provide (subject to reasonable specified conditions) that where the person solicited specifies a choice with respect to any such matter the shares will be voted in accordance therewith. In any election of Directors, any form of proxy in which the Directors to be voted upon are named as candidates and which is marked by a shareholder "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld, shall not be voted either for or against the election of a director. This paragraph shall not apply if the Corporation has an outstanding class of securities registered under Section 12(g) of the Securities Exchange Act of 1934 or whose securities are exempt from registration by Section 12(g)(2) under that act.

2.10 Determination of Shareholders of Record. In order that the Corporation may determine the shareholders entitled to notice of any meeting, to vote, to receive payment of any dividend or other distribution or allotment of any rights, or to exercise any rights in respect of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty (60) nor less than ten (10) days prior to the date of the meeting, nor more than sixty (60) days prior to any other action.

If no record date is fixed, the record date for determining shareholders entitled to notice of, or to vote at, a meeting of shareholders shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held. The record date for determining shareholders entitled to give consent to corporate action in writing without a meeting when no prior action by the Board of Directors has been taken, shall be the day on which the first written consent is given. The record date for determining shareholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto, or the sixtieth (60th) day prior to the date of such other action, whichever is later.

A determination of shareholders of record entitled to notice of, or to vote at, a meeting of shareholders shall apply to any adjournment of the meeting unless the Board of Directors fixes a new record date for the adjourned meeting; provided, however, that the Board of Directors shall fix a new record date if the meeting is adjourned for more than forty-five (45) days from the date set for the original meeting.

Shareholders at the close of business on the record date are entitled to notice and to vote, or to receive the dividend, distribution, or allotment of rights, or to exercise the rights, as the case may be, notwithstanding any transfer of any shares on the books of the Corporation after the record date, except as otherwise provided in the Articles of Incorporation, by law, or by agreement.

For the purpose of determining whether the Corporation has outstanding shares held of record by one hundred (100) or more persons, shares shall be deemed to be "held of record" by each person who is identified as the owner of the shares on the record of shareholders maintained by or on behalf of the Corporation, in accordance with Section 350 of the NRS.

2.11 Inspectors of Elections. In advance of any meeting of shareholders, the Board of Directors may appoint inspectors of election to act at the meeting and any adjournment. If inspectors of election are not so appointed, or if any persons so appointed shall fail to appear or refuse to act, the Chair of the meeting of shareholders may, and on the request of any shareholder or a shareholder's proxy shall, appoint inspectors of election (or persons to replace those who so fail or refuse) at the meeting. The number of inspectors shall be either one (1) or three (3). If appointed at a meeting on the request of one (1) or more shareholders or proxies, the holder of a majority of shares represented in person or by proxy shall determine whether one (1) or three (3) inspectors are to be appointed.

The inspectors of election shall determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies; shall receive votes, ballots, or consents; shall hear and determine all challenges and questions in any way arising in connection with the right to vote; shall count and tabulate all votes or consents; shall determine when the polls shall close and the result; and shall do all other acts as may be proper to conduct the election or vote in order to ensure fairness to all shareholders.

2.12 Shareholders' Action by Written Consent. Unless otherwise provided in the Articles of Incorporation, any action that may be taken at any annual or special meeting of shareholders, may be taken without a meeting and without prior notice, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Unless the consents of all shareholders entitled to vote have been solicited in writing, notice of the following shall be given to those shareholders entitled to vote who have not consented in writing: (i) shareholder approval pursuant to Section 140 (transactions between the Corporation and one or more of the Directors), Section 138 (indemnification of an officer, director, or employee), Section 655 (corporate reorganizations), or Section 580 (plan or distribution upon dissolution) of the NRS (notice to be given at least ten (10) days before the consummation of the action authorized by the approval) and (ii) approval of the taking of any other corporate action by shareholders without a meeting by less than unanimous written consent. Directors may not be elected by written consent except by unanimous written consent of all shares entitled to vote for the election of Directors, unless otherwise provided in Section 3.4 of these Bylaws. All shareholder consents shall be filed with the Secretary of the Corporation, maintained as a part of the corporate records of the Corporation, and filed with the minutes of the shareholders' meetings. A written consent may be revoked by a properly executed writing received by the Corporation prior to the time that written consents of the number of shares required to authorize the proposed action have been filed with the Secretary, but not thereafter.

ARTICLE III DIRECTORS

3.1 Powers and Duties. Subject to the provisions of the NRS and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the shareholders or by the outstanding shares, the business and affairs of the Corporation shall be managed by, and all corporate powers shall be exercised by or under, the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the business of the Corporation to a management company or other person provided that the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

A director shall perform the duties of a director, including duties as a member of any committee of the Board of Directors upon which the director may serve, in good faith, in a manner the director believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

3.2 Number of Directors. The number of directors which shall constitute the whole board shall be seven (7). The number of directors may from time to time be increased or decreased to not less than one nor more than fifteen by action of the Board of Directors. In accordance with Section 115 of the NRS, the Corporation shall allow for a minimum of one (1) Director, until changed by amendment of the Articles of Incorporation or by amendment of this section of the Bylaws adopted by the approval of the outstanding shares; provided that if the number of Directors of the Corporation is set forth in the Articles of Incorporation, the number may only be changed by an amendment of the Articles of Incorporation. The number set forth in the Articles of Incorporation shall govern in the event of any conflict with the number set in the Bylaws.

3.3 Election; Term of Office. At each annual meeting of shareholders, Directors shall be elected to hold office until the next annual meeting; but if the annual meeting is not held, or the Directors are not elected, the Directors may be elected at any special meeting of shareholders held for that purpose. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified, except upon the death, resignation, or removal of the director. No reduction of the authorized number of Directors shall have the effect of removing any director before that director's term of office expires.

3.4 Vacancies; Resignation; Removal. A vacancy or vacancies in the Board of Directors shall be deemed to exist in the event of (i) the death, resignation, or removal of any director in accordance with Section 130 of the NRS; (ii) action by the Board of Directors to declare vacant the office of a director who has been convicted of a felony or declared of unsound mind by a court order; (iii) an increase in the authorized number of Directors; or (iv) the failure of the shareholders (at a meeting for election of Directors at which one (1) or more Directors are elected) to elect the full authorized number of Directors.

Any director may resign effective upon giving written notice to the Board Chair, the President, the Secretary, or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Subject to the further requirements of Section 335 of the NRS, no director may be removed (unless the entire Board of Directors is removed) when the votes cast against removal, or not consenting in writing to the removal, would be sufficient to elect the director if voted cumulatively at an election at which the same total number of votes were cast (or, if the action is taken by written consent, all shares entitled to vote were voted) and the entire number of Directors authorized at the time of the director's most recent election were then being elected.

Except for a vacancy created by the removal of a director, vacancies on the board may be filled by approval of the Board of Directors or, if the number of Directors then in office is less than a quorum, by (i) the unanimous written consent of the Directors then in office; (ii) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with Section 307 of the NRS; or (iii) a sole remaining director. The shareholders may elect a director at any time to fill any vacancy not filled by the Directors. Any election (other than to fill a vacancy created by removal) which is accomplished by written consent shall require the consent of a majority of the outstanding shares entitled to vote. A vacancy on the Board of Directors resulting from the removal of a director may be filled only by the approval of the shareholders in accordance with Section 2.8 or by the unanimous written consent of the shareholders.

If, after the filling of any vacancy by the Directors, the Directors then in office who have been elected by the shareholders shall constitute less than a majority of the Directors then in office, any holder or holders of an aggregate of five percent (5%) or more of the total number of shares at the time outstanding having the right to vote for those Directors may call a special meeting of shareholders to be held to elect the entire Board of Directors. The term of office of any director shall terminate upon the election of a successor.

3.5 Meetings: Location. Meetings of the Board of Directors may be called by the Chair of the Board, the President, any Vice President, the Secretary, or any two (2) Directors.

The Board of Directors shall hold a regular meeting immediately after the meeting of shareholders at which it is elected and at the place where that meeting is held, for the purpose of appointing officers of the Corporation and for the transaction of other business. Notice of this board meeting is dispensed with unless the location of the meeting is other than the location of the shareholders' meeting. Other regular meetings of the Board of Directors may be held without notice if the time and place of the meetings are fixed by the Board of Directors.

Special meetings of the Board of Directors may be held upon at least four (4) days' notice by mail or at least twenty-four (24) hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. A notice, or waiver of notice, need not specify the purpose of any regular or special meeting of the Board of Directors. Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Meetings of the Board of Directors may be held at any place within or without the state, which has been designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at the principal executive office of the Corporation or as otherwise designated by the Board of Directors.

Members of the Board of Directors may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all members participating in the meeting can hear each other. Participation in a meeting pursuant to the provisions of Section 315 of the NRS shall constitute presence in person at the meeting.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were ~~not present at the time~~ of the adjournment.

3.6 Quorum; Vote of Directors. A majority of the authorized number of Directors shall constitute a quorum of the Board of Directors for the transaction of business (except as provided in Section 3.5 concerning adjournment of a meeting); provided, however, that the number of Directors constituting a quorum shall not be less than one-third (1/3) of the authorized number of Directors, or less than two (2) Directors, whichever is larger, unless there shall be only one (1) authorized director, in which case that director shall constitute the quorum.

Unless otherwise provided by law, or unless a greater number is required by the Articles of Incorporation or these Bylaws, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for the meeting.

3.7 Action Without A Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Any action by written consent shall have the same force and effect as a unanimous vote of Directors.

3.8 Fees and Compensation. Directors and members of committees may receive compensation, if any, for their services, and reimbursement of expenses, as may be determined by resolution of the Board of Directors. This section shall not preclude any officer or director from serving the Corporation in any other capacity as an officer, employee, agent, or otherwise and receiving compensation for those services and reimbursement of related expenses.

ARTICLE IV COMMITTEES OF DIRECTORS

4.1 Appointment of Committees. The Board of Directors may, by resolution adopted by a majority of the authorized number of Directors, designate one or more committees, each consisting of two (2) or more Directors, to serve at the pleasure of the Board of Directors. The Board of Directors may designate one (1) or more Directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the authorized number of Directors.

Any committee, to the extent provided in the resolution of the Board of Directors or in these Bylaws, shall have all the authority of the Board of Directors, except with respect to: (i) the approval of any action for which shareholder approval or approval of the outstanding shares is required by law; (ii) the filling of vacancies on the Board of Directors or in any committee; (iii) the fixing of compensation of the Directors for serving on the Board of Directors or on any committee; (iv) the amendment or repeal of these Bylaws or the adoption of new Bylaws; (v) the amendment or repeal of any resolution of the Board of Directors, which by its express terms is not so amendable or repealable; (vi) the declaration of or making of a distribution to the shareholders of the Corporation, except at a rate or in a periodic amount or within a price range determined by the Board of Directors; or (vii) the appointment of other committees of the Board of Directors or the members thereof.

4.2 Committee Meetings. Unless the Board of Directors shall otherwise provide, meetings of, and actions by, committees shall be governed by the provisions of Article III of these Bylaws, as modified to substitute the committee and its members for the Board of Directors and its members. The time and place of regular meetings may be set by resolution of the Board of Directors or the committee, and when notice of regular meetings has been given to each member and alternate member of the committee, no further notice of regular meetings need be given thereafter. In addition to those authorized to call a special meeting by Section 3.5, special committee meetings may be called by any two (2) members of the committee. Notice of special meetings shall be given to all committee members and alternate members. A majority of the authorized number of members of any committee shall constitute a quorum for the transaction of business.

ARTICLE V OFFICERS

5.1 Designation of Officers; Removal and Resignation. The officers of the Corporation shall consist of a Chairman of the Board ("Chair") or a President, or both, a Secretary, and a Treasurer, and each of them shall be appointed by the Board of Directors. The Corporation may also have such other officers as may be appointed by the Board of Directors or, if authorized by the Board of Directors, by the Board Chair and President (hereafter the "Appointing Officers"), with those titles and duties as may be determined by the Board of Directors or the Appointing Officers and as may be necessary to enable the Corporation to sign instruments and share certificates. If the Board of Directors or the Appointing Officers shall name one (1) or more persons as Vice President, the order of their seniority shall be in the order of their nomination, unless otherwise determined by the Board of Directors or the Appointing Officers. Any number of offices may be held by the same person.

All officers of the Corporation shall hold office from the date appointed to the date of the next succeeding regular meeting of the Board of Directors following the meeting of shareholders at which the Board of Directors is elected, and until their successors are elected; provided that all officers may be removed at any time at the pleasure of the Board of Directors. Upon the removal, resignation, death, or incapacity of any officer, the Board of Directors may declare the office vacant and fill the vacancy. Any officer may resign at any time upon written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. The salary and other compensation of the officers shall be fixed from time to time by resolution of the Board of Directors.

5.2 Duties of the Board Chair. The Board Chair, if one exists, shall preside at all meetings of the Board of Directors. The Board Chair shall have those powers and perform those duties as the Board of Directors shall designate from time to time. If there is no President, then the Board Chair shall be the President of the Corporation and shall perform the duties of President.

5.3 Duties of the President. Subject to any supervisory powers given by the Board of Directors to the Board Chair, if one exists, the President shall be the general manager and chief executive of the Corporation and, subject to the direction of the Board of Directors, shall have general supervision, direction, and authority over the business, affairs, and officers of the Corporation, and shall perform all the duties commonly incident to that office. The President shall preside at all meetings of the shareholders and, in the absence of the Board Chair, or, if there is none, at all meetings of the Board of Directors. The President shall have such other powers and perform such other duties as the Board of Directors shall designate from time to time.

5.4 Duties of Vice Presidents. The Vice Presidents, if any, in the order of their seniority (unless otherwise established by the Board of Directors or the Appointing Officers) may assume and perform the duties of the President in the absence or disability of the President or whenever the office of the President is vacant. The Vice Presidents shall have those titles, and those powers, and shall perform those duties as the Board of Directors or the Appointing Officers shall designate from time to time.

5.5 Duties of the Secretary. The Secretary shall keep, or cause to be kept, at the principal executive office (or any other place that the Board of Directors may order) a minute book of all meetings of the shareholders, Board of Directors, and committees appointed pursuant to Article IV. The minutes shall contain all acts and proceedings of the meetings, the time and location of meetings, whether the meetings are regular or special (and, if special, how authorized and the notice given), the names of those present at Directors' or committee meetings, and the number of shares present or represented at shareholders' meetings. The Secretary shall give, or cause to be given, notice (in conformity with law and these Bylaws) of all meetings of the shareholders, and of any meetings of the Board of Directors or any committee requiring notice. The Secretary shall keep, or cause to be kept, at the principal executive office or at the office of the Corporation's transfer agent, a share register, or a duplicate share register, showing the names of the shareholders and their addresses; the number and classes of shares held by each; the number and date of share certificates issued; and the number and date of cancellation of every certificate surrendered for cancellation. The Secretary shall keep any seal of the Corporation in safe custody and shall perform such other duties and have such other powers as the Board of Directors shall designate from time to time. The President may direct any Assistant Secretary to assume and perform the duties of the Secretary in the absence or disability of the Secretary, and each Assistant Secretary shall perform such other duties and have such other powers as the Board of Directors shall designate from time to time.

5.6 Duties of the Treasurer. The Treasurer shall keep, or cause to be kept, the books of account of the Corporation in a thorough and proper manner, and shall render statements of the financial affairs of the Corporation in such form and as often as required by the Board of Directors. The Treasurer, subject to the order of the Board of Directors, shall have the custody of all funds and securities of the Corporation. The Treasurer shall perform all other duties commonly incident to that office and shall perform such other duties and have such other powers as the Board of Directors shall designate from time to time. The President may direct any Deputy Financial Officer to assume and perform the duties of the Treasurer in the absence or disability of the Treasurer, and each Deputy Financial Officer shall perform such other duties and have such other powers as the Board of Directors shall designate from time to time.

ARTICLE VI INDEMNIFICATION

6.1 Mandatory Indemnification. The Corporation shall, to the maximum extent and in the manner specified in the NRS, indemnify each of its Directors and officers against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was a director or officer of the Corporation. The Corporation shall have the power to advance expenses incurred in defending any proceeding prior to the disposition of the proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay that amount if it shall be determined ultimately that the person is not entitled to indemnification, as provided in Sections 7502 and 751 of the NRS. All rights to indemnification under this Section 6.1 shall be deemed to be a contract between the Corporation and each director or officer of the Corporation who serves or served in such capacity at any time while this Article VI is in effect.

6.2 Permissive Indemnification. The Corporation shall, to the extent and in the manner specified in the NRS, have the power to indemnify each of its Agents (other than those for whom indemnification is mandatory, as provided in Section 6.1) against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an Agent of the Corporation. The Corporation shall have the power to advance expenses incurred in defending any proceeding prior to the disposition of the proceeding upon receipt of an undertaking by or on behalf of the Agent to repay that amount if it shall be determined ultimately that the person is not entitled to indemnification, as provided in Section 751 of the NRS.

6.3 Definitions. For the purpose of this Article VI, the terms "director" and "officer" of the Corporation shall mean any person who is or was a director or officer, respectively, of the Corporation, or is or was serving at the request of the Corporation as a director or officer, respectively, of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director or officer, respectively, of a foreign or domestic corporation that was a predecessor corporation of the Corporation or of another enterprise at the request of the predecessor corporation.

6.4 Successful Defense. To the extent that an Agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Section 7502 of the NRS, or in defense of any claim, issue, or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection therewith.

6.5 Other Rights; Continuation of Right to Indemnification. The indemnification provided by this Article VI shall not be deemed exclusive of any additional rights to which an Agent may be entitled under any law (common or statutory), agreement, vote of shareholders or disinterested Directors, or otherwise, both as to action in an official capacity and as to action in another capacity while holding office, and shall continue as to a person who has ceased to be an Agent, and shall inure to the benefit of the estate, heirs, executors, and administrators of the Agent. Nothing contained in this Section 6.5 shall affect any right to indemnification to which persons other than Directors or officers may be entitled by contract or otherwise. The Board of Directors is authorized to enter into an agreement providing indemnification rights similar to or, if permitted by applicable law, greater than those provided or authorized under this Article VI.

6.6 Insurance. The Corporation may purchase and maintain insurance on behalf of any Agent against any liability asserted against the Agent or incurred by or on behalf of the Agent in any such capacity, or arising out of the Agent's status as such, whether or not the Corporation would have the power to indemnify the Agent against liability under the provisions of this Article VI.

6.7 No Impairment. Any repeal or modification of this Article VI, or any repeal or modification of relevant provisions of the Nevada General Corporation Law or any other applicable laws, shall not in any way diminish any rights to indemnification of any Agent or the obligations of the Corporation arising hereunder.

6.8 Savings Clause. If this Article VI, or any part of it, shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation nevertheless shall indemnify or have the power to indemnify, as appropriate, each Agent of the Corporation to the full extent required by any applicable part of this Article VI that shall not have been invalidated.

ARTICLE VII SHARES OF STOCK

7.1 Form of Certificates. Every holder of shares in the Corporation shall be entitled to have a certificate signed in the name of the Corporation by the Board Chair or the President or a Vice President and by the Treasurer or a Deputy Financial Officer or the Secretary or an Assistant Secretary, certifying the number of shares and the class or series of shares owned by the shareholder. Any or all of the signatures on the certificate may be facsimile. In the event that any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be an officer, transfer agent, or registrar before the certificate is issued, the issuance of the certificate by the Corporation shall have the same effect as if that person were an officer, transfer agent, or registrar at the date of issue.

If the shares of the Corporation are classified, or if any class of shares has two or more series, there shall appear on the certificate one of the following: (i) a statement of the rights, preferences, privileges, and restrictions granted to or imposed upon each class or series of shares authorized to be issued and upon the holders thereof; (ii) a summary of rights, preferences, privileges, and restrictions with reference to the provisions of the Articles of Incorporation and any Certificates of Determination establishing the same; or (iii) a statement setting forth the office or agency of the Corporation from which shareholders may obtain, upon request and without charge, a copy of the statement referred to in (i) above.

There shall also appear on the certificate the following statements (if applicable): (i) that the shares are subject to restrictions upon transfer; (ii) if the shares are assessable or are not fully paid, that they are assessable or, on partly paid shares, the total amount of the consideration to be paid and the amount previously paid; (iii) that the shares are subject to a close corporation voting agreement, or an irrevocable proxy, or restrictions upon voting rights contractually imposed by the Corporation; (iv) that the Corporation is a close corporation, whose shareholders of record cannot exceed a specified amount; (v) that the shares are redeemable; and (vi) that the shares are convertible and the period for conversion. Any statement on the face of the certificate required by this paragraph shall be conspicuous.

When the Articles of Incorporation are amended in any way affecting the statements contained in the certificates for outstanding shares, or it becomes desirable for any reason, in the discretion of the Board of Directors, to cancel any outstanding certificate for shares and issue a new certificate therefor conforming to the rights of the holder, the Board of Directors may order any holders of outstanding certificates for shares to surrender and exchange them for new certificates within a reasonable time to be fixed by the Board of Directors.

7.2 Transfer of Shares. Shares of the Corporation may be transferred in any manner permitted or provided by law. Before any transfer of shares is entered upon the books of the Corporation, or any new certificate is issued, the old certificate (properly endorsed) shall be surrendered and canceled, except when a certificate has been lost or destroyed.

7.3 Lost Certificates. The Corporation shall issue a new share certificate or a new certificate for any other security in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, provided that, prior to the issuance of the new certificate, the Corporation may require the owner of the lost, stolen, or destroyed certificate or the owner's legal representative to give the Corporation a bond (or other adequate security) sufficient to indemnify it against any claim that may be made against it (including any expense or liability) on account of the alleged loss, theft, or destruction of the certificate or the issuance of such new certificate.

7.4 Electronic Securities Recordation. Notwithstanding the provisions of Sections 7.1 through 7.3, and as permitted by law, the Corporation may adopt a system of issuance, recordation, and transfer of its shares by electronic or other means not involving any issuance of certificates.

ARTICLE VIII REPORTS, RECORDS, AND INSPECTIONS

8.1 Financial Reports. The Board of Directors shall cause an annual report to be sent to the shareholders not later than one hundred twenty (120) days after the close of the Corporation's fiscal year. That report shall be sent to the shareholders at least fifteen (15) (or, if sent by third-class mail, thirty-five (35)) days prior to the annual meeting of shareholders to be held during the next fiscal year. That report shall contain a balance sheet as of the end of that fiscal year and an income statement and statement of changes in financial position for that fiscal year. If the Corporation has less than three hundred (300) shareholders of record, the requirements of this paragraph are expressly waived.

If no annual report for the last fiscal year has been sent to shareholders, the Corporation shall, upon the written request of any shareholder made more than one hundred twenty (120) days after the close of that fiscal year, deliver or mail to the person making the request within thirty (30) days thereafter, the financial statements, if any, required by the first paragraph of this Section 8.1 for that year.

A shareholder or shareholders holding at least five percent (5%) of the outstanding shares of any class of the Corporation may make a written request to the Corporation for (i) an income statement of the Corporation for the three-month, six-month, or nine-month period of the current fiscal year ended more than thirty (30) days prior to the date of the request; (ii) a balance sheet of the Corporation as of the end of the period; and (iii) if no annual report for the last fiscal year has been sent to shareholders, the statements referred to in the first paragraph of this Section 8.1 for the last fiscal year. The statements shall be delivered or mailed to the person making the request within thirty (30) days. A copy of the statements shall be kept on file in the principal executive office of the Corporation for twelve (12) months, and it shall be exhibited at all reasonable times to any shareholder demanding an examination of the statements or a copy shall be mailed to the shareholder.

The income statements and balance sheets referred to in this Section 8.1 shall be accompanied by the report of independent accountants engaged by the Corporation, if any, or by the certificate of an authorized officer of the Corporation that the financial statements were prepared without audit from the books and records of the Corporation.

8.2 Location and Inspection of Bylaws. The Corporation shall keep at its principal executive office in this state, or if its principal executive office is not in this state at its principal business office in this state, the original or a copy of its Bylaws as amended to date, which shall be open to inspection by the shareholders at all reasonable times during normal office hours. If the principal executive office of the Corporation is outside this state and the Corporation has no principal business office in this state, upon the written request of any shareholder, the Corporation shall furnish to the shareholder a copy of the Bylaws as amended to date.

8.3 Location and Inspection of Record of Shareholders. The Corporation shall keep at its principal executive office, or at the office of its transfer agent or registrar, a record of its shareholders, giving the names and addresses of all shareholders and the number and class of shares held by each.

A shareholder or shareholders holding at least five percent (5%) in the aggregate of the outstanding voting shares of the Corporation or holding at least one percent (1%) of such voting shares and having filed a Schedule 14A with the United States Securities and Exchange Commission shall have an absolute right to do either or both of the following: (i) inspect and copy the record of shareholders' names and addresses and shareholdings during usual office hours upon five (5) business days' prior written demand upon the Corporation; or (ii) obtain from the transfer agent for the Corporation, upon written demand and upon the tender of its usual charges for such a list (the amount of which charges shall be stated to the shareholder by the transfer agent upon request), a list of the shareholders' names and addresses who are entitled to vote for the election of Directors, and their shareholdings, as of the most recent record date for which it has been compiled or as of a date specified by the shareholder subsequent to the date of demand. The list shall be made available on or before the later of five (5) business days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

The record of shareholders shall also be open to inspection and copying by any shareholder or holder of a voting trust certificate at any time during usual business hours upon written demand on the Corporation, for a purpose reasonably related to the holder's interest as a shareholder or holder of a voting trust certificate.

Any inspection and copying under this Section 8.3 shall be made in person or by agent or attorney of the person seeking inspection and copying.

8.4 Location and Inspection of Other Corporate Records. The Corporation shall keep correct books and records of account and shall keep minutes of the proceedings of its shareholders, Board of Directors, and committees. The minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form.

The accounting books and records and minutes of proceedings of the shareholders, the Board of Directors, and committees shall be open to inspection upon the written demand on the Corporation of any shareholder or holder of a voting trust certificate at any reasonable time during usual office hours, for a purpose reasonably related to the holder's interests as a shareholder or as the holder of the voting trust certificate. The right of inspection created by this section shall extend to the records of each subsidiary of the Corporation. Inspection by a shareholder or holder of a voting trust certificate may be made in person or by agent or attorney, and the right of inspection includes the right to copy and make extracts.

8.5 Directors' Right to Inspect. Every director of the Corporation shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of the Corporation of every kind and to inspect the physical properties of the Corporation and of its subsidiary corporations. Inspection by a director may be made in person or by agent or attorney, and the right of inspection includes the right to copy and make extracts.

ARTICLE IX GENERAL

9.1 Execution of Corporate Documents and Instruments. Except as otherwise provided by law or in these Bylaws, the Board of Directors, in its discretion, may designate and authorize any director, officer, employee, agent, or other person to execute any corporate agreement, document, or instrument, or to otherwise sign, in the name and on behalf of the Corporation. Properly authorized execution or signature shall be binding upon the Corporation. Unless so authorized or ratified by the Board of Directors, no director, officer, employee, agent, or other person shall have the power to act on behalf of the Corporation, to execute any agreement, document, or instrument in the name and on behalf of the Corporation, or to otherwise bind the Corporation unless the action, execution, or binding activity is within the agency power of the officer. No officer shall sign any instrument or document unless the Board of Directors has approved the underlying transaction.

All checks, drafts, orders for payment of money, notes, or other indebtedness issued by or payable to the Corporation, shall be signed or endorsed only by those persons that the Board of Directors shall authorize from time to time.

9.2 Voting of Shares Owned by Corporation. The Board Chair, the President, or any Vice President, or, if authorized by the Board of Directors, the Treasurer, the Secretary, any Assistant Secretary, or any other person, shall be authorized to vote, and exercise all rights incident to, the shares and any proxies of other corporations owned, held by, or standing in the name of the Corporation.

9.3 Corporate Seal. The corporate seal, if authorized by the Board of Directors, shall consist of a circular die bearing the name of the Corporation and the state and date of its incorporation. If and when authorized, a duplicate of the corporate seal may be kept and used by any officer or person that the Board of Directors may designate. Failure to affix any corporate seal will not affect the validity of any instrument of the Corporation.

9.4 Interpretation. Unless the context otherwise requires, these Bylaws shall be construed and interpreted in accordance with the provisions of the NRS, as amended.

ARTICLE X AMENDMENT

10.1 Procedure. The Bylaws of the Corporation shall be subject to amendment, and the Bylaws may be amended by the vote or written consent of the Board of Directors, or if subject to repeal and new Bylaws may be adopted by the vote or written consent of the holders of a majority of the outstanding shares entitled to vote; provided, however, that if the number of authorized Directors is specified in the Articles of Incorporation then amendment of the authorized number of Directors shall require the amendment of the Articles of Incorporation.

After the issuance of shares, a Bylaw specifying or changing a fixed number of Directors or the maximum or minimum number of Directors, or changing from a fixed to a variable board or vice versa may only be adopted by approval of the outstanding shares. Subject to the right of the shareholders to adopt, amend, or repeal the Bylaws, the Bylaws (other than a Bylaw or amendment changing the authorized number of Directors) may be adopted, amended, or repealed by action of the Board of Directors. Notwithstanding the foregoing section 10.1, any amendment to the By-Laws may be subject to ratification by the vote or written consent of the holders of a majority of the outstanding shares entitled to vote, and if such ratification is not received, stated amendment shall be subject to revocation.

10.2 Record. Whenever these Bylaws are amended or new Bylaws are adopted, the amendment or new Bylaw shall be inserted with the original Bylaws in the corporate records of the Corporation. The fact of any repeal of any Bylaw shall also be duly noted with the records of the Bylaws.

CERTIFICATE OF SECRETARY

I, the undersigned, the duly elected Secretary of Sky440, Inc., a Nevada corporation, do hereby certify:

That the foregoing Bylaws were adopted as the Bylaws of the Corporation by the by the Board of Directors of the Corporation on February 18, 2009, and that the same do now constitute the Bylaws of the Corporation.

IN WITNESS WHEREOF, I have subscribed my name as of the date written below.

Dated: February 18, 2009

/s/ George Jackson

George Jackson, Secretary

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EXHIBIT 4

RESUMES

Robert P. Atwell, 55, interim President and Chief Executive Officer, has been Interim President of the Company since late 2008. Mr. Atwell is also the President of The Atwell Group, Inc. and its affiliated companies, a position he has held since 1978. The Atwell Group was formed to consolidate operations of various companies controlled by Mr. Atwell. The Atwell Group specializes in taking on and implementing assignments for a variety of agencies and corporations including general business consulting, corporate restructuring, mergers and acquisitions, corporate investigations and securities administration. Mr. Atwell also serves as Chairman and is on the board of Camelot Entertainment Group, Inc., and The Corporate Solution, Inc.

George Jackson, 48, was appointed interim Chief Financial Officer in late 2008. Mr. Jackson has been a Certified Public Accountant since 1984. He worked with the public accounting firm of KPMG. While at KPMG he worked as a consultant and auditor on many film companies including: Carolco Films, New World Pictures and others. He was the co-founder, CEO & CFO of several fitness centers from 1985 to 1999. He was responsible for managing companies with over \$20 million in revenue, 540 employees in the United States and Asia, raising over \$10 million in capital and managing the accounting departments and preparing financial statements for shareholders in the U.S. and Asia. He sold all his fitness center assets to Bally Total Fitness in early 2000, netting a return to shareholders of over 45% on an annual basis. From 2000 to present he has developed more fitness centers in Asia and been a director to several fitness companies. Mr. Jackson graduated from the University of Southern California with a B.S. in Accounting in 1982.

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EXHIBIT 5

SECURITY OWNERSHIP

<u>Common Shares</u>	1,567,922,087	100%
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Officers of Directors Holdings:

Robert Atwell, President	693,372,441	44.22%
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George Jackson, CFO	125,055,555	7.97%
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Total common shares held by officers and directors:	<u>818,427,996</u>	<u>52.19%</u>
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Shareholders holding 5% or more*:

CEDE (Float)	393,708,963	25.11%
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Robert Atwell, President	693,372,441	44.22%
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Mazuma Holding Corp.	140,000,000	8.92%
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George Jackson, CFO	125,055,555	7.97%
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Watson Investment Enterprises	110,000,000	7.01%
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Total common shares held by officers, directors and shareholders holding 5% or more, as a group:	<u>1,462,136,959</u>	<u>93.23%</u>
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*Based on shareholders list as of February 18, 2009. Includes affiliated shares.

<u>Preferred Shares Class A</u>	9,800,000	100%
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Robert Atwell	9,800,000	100%
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<u>Preferred Shares Class B</u>	9,100,000	100%
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Robert Atwell	9,100,000	100%
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EXHIBIT 6

UNAUDITED

FINANCIAL STATEMENTS & BALANCE SHEET

**Issuer's most recent Balance Sheet and Financial statements
for the 12-month period ended December 31, 2008**

Sky 440, Inc. (SKYF)
Balance Sheet
 unaudited
ASSETS

	December 31, 2008 <u>(Unaudited)</u>	December 31, 2007 <u>(Unaudited)</u>
<u>Current Assets</u>		
Cash	\$ 35	\$5
Accounts Receivable (less allowances)		0
Inventory		
Total Current Assets	<u>35</u>	<u>5</u>
<u>Fixed Assets</u>		
Less: Accumulated Depreciation	-	-
Intangible Assets		
Less: Accumulated amortization		
Subtotal	<u>-</u>	<u>-</u>
Total Assets	<u><u>\$ 35</u></u>	<u><u>\$ 5</u></u>

STOCKHOLDERS' EQUITY

<u>Current Liabilities</u>		
Accounts Payable and accrued liabilities	\$ 48,565	22,321
Other Liabilities	411,422	161,422
Stockholder advances	26,000	-
Notes Payable (see notes)	418,127	418,127
Total Current Liabilities	<u>904,114</u>	<u>601,870</u>
Total Liabilities	<u>904,114</u>	<u>601,870</u>

Stockholders' Equity

Common Stock; Par Value \$.001 Per Share; Authorized 1,950,000,000 Shares; 1,567,922,087 Shares Issued and 1,567,922,087 Outstanding.	1,567,922	315,422
Class A Convertible Preferred Stock; Par Value \$.001 per share Authorized, issued and outstanding 9,800,000 shares	9,800	5,100
Class B Convertible Preferred Stock; Par Value \$.01 per share Authorized, issued and outstanding 9,100,000 shares	9,100	5,100

Subscription Receivable	-	-
Capital in Excess of Par Value	228,254	1,113,704
Deficit Accumulated During the Development Stage	(2,719,155)	(2,041,191)
Total Stockholders' Equity	(904,079)	(601,865)
Total Liabilities and Stockholders' Equity	\$ 35	5

The accompanying notes are an integral part of theses financial statements.

Sky 440, Inc. (SKYF)
Statement of Operations
(Unaudited)

	For the Year Ended, December 31, <u>2008</u>	December 31, <u>2007</u>	From Inception on January 1, 1996 through December 31, <u>2008</u>
REVENUE			
Sales (Less returns & allowances)	\$ -	-	\$ 2,835,038
Cost of Goods Sold	\$ -	-	1,567,779
Total Gross Profit	\$ -	-	\$ 1,267,259
EXPENSES			
Consulting Fees	380,531	-	380,531
Sales and Marketing	24,740	17,800	107,438
Salaries and Wages	250,000	250,000	1,614,801
General & Administrative	22,693	5,170	1,235,859
Total Operating Expenses	677,964	272,970	3,338,629
NET OPERATING INCOME (LOSS)	(677,964)	(272,970)	(2,071,370)
Depreciation Expense	-	-	23,693
Amortization Expense	-	-	476,774
Total Depreciation & Amortization Expenses	-	-	500,467
INCOME (LOSS) BEFORE INTEREST & TAXES	(677,964)	(272,970)	(2,571,837)

OTHER INCOME (EXPENSES)

Interest (Expense)	-	-	(132,109)
Other income (expense)	-	-	1,360
Discounts allowed	-	-	(16,569)
	<u>-</u>	<u>-</u>	<u>-</u>
Total Other Income (Expenses)	-	-	(147,318)
NET INCOME (LOSS)	<u>(677,964)</u>	<u>(272,970)</u>	<u>\$ (2,719,155)</u>
BASIC LOSS PER COMMON SHARE	<u></u>	<u></u>	<u></u>
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	<u>315,422,087</u>	<u>315,422,087</u>	<u></u>

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The accompanying notes are an integral part of these financial statements.

Sky 440, Inc. (SKYF)
Balance Sheet
unaudited
ASSETS

	December 31, 2007 <u>(Unaudited)</u>	December 31, 2006
<u>Current Assets</u>		
Cash	\$ 5	\$225
Accounts Receivable (less allowances)		0
Inventory		
Total Current Assets	<u>5</u>	<u>225</u>
<u>Fixed Assets</u>		
Less: Accumulated Depreciation	-	
Intangible Assets		
Less: Accumulated amortization		
Subtotal	<u>-</u>	<u>0</u>
Total Assets	<u><u>\$ 5</u></u>	<u><u>\$ 225</u></u>

STOCKHOLDERS' EQUITY

<u>Current Liabilities</u>		
Accounts Payable and accrued liabilities	\$ 22,321	22,541
Other Liabilities	161,422	161,422
Stockholder advances	-	200,000
Notes Payable (see notes)	418,127	418,127
Total Current Liabilities	<u>601,870</u>	<u>802,090</u>
Total Liabilities	<u>601,870</u>	<u>802,090</u>

Stockholders' Equity

Common Stock; Par Value \$.001 Per Share; Authorized 450,000,000 Shares; 315,422,087 Shares Issued and 315,422,087 Outstanding.	315,422	315,422
Class A Convertible Preferred Stock; Par Value \$.001 per share Authorized, issued and outstanding 6,800,000 shares	6,800	6,800
Class B Convertible Preferred Stock; Par Value \$.01 per share Authorized, issued and outstanding 5,100,000 shares	5,100	5,100

Subscription Receivable	0	-
Capital in Excess of Par Value	1,112,004	656,834
Deficit Accumulated During the Development Stage	(2,041,191)	(1,786,021)
Total Stockholders' Equity	(601,865)	(801,865)
Total Liabilities and Stockholders' Equity	\$ 5	225

The accompanying notes are an integral part of these financial statements.

Sky 440, Inc. (SKYF)
Statement of Operations
(Unaudited)

	For the Year Ended, December 31, <u>2007</u>	December 31, <u>2006</u>	From Inception on January 1, 1996 through December 31, <u>2007</u>
REVENUE			
Sales (Less returns & allowances)	\$ -	\$ -	\$ 2,835,038
Cost of Goods Sold	\$ -	0	1,567,779
Total Gross Profit	\$ -	0	\$ 1,267,259
EXPENSES			
Sales and Marketing	17,800	23,800	82,698
Salaries and Wages	250,000	180,000	1,364,801
General & Administrative	5,170	1,035	1,213,166
Total Operating Expenses	255,170	204,835	2,660,665
NET OPERATING INCOME (LOSS)	<u>(255,170)</u>	<u>(204,835)</u>	<u>(1,393,406)</u>
Depreciation Expense	-	-	23,693
Amortization Expense	-	-	476,774
Total Depreciation & Amortization Expenses	-	-	500,467
INCOME (LOSS) BEFORE INTEREST & TAXES	(255,170)	(204,835)	(1,893,873)
OTHER INCOME (EXPENSES)			

Interest (Expense)	-	-	(132,109)
Other income (expense)	-	-	1,360
Discounts allowed	<u>-</u>	<u>-</u>	<u>(16,569)</u>
Total Other Income (Expenses)	<u>-</u>	<u>-</u>	<u>(147,318)</u>
NET INCOME (LOSS)	<u>(255,170)</u>	<u>(204,835)</u>	<u>\$ (2,041,191)</u>
BASIC LOSS PER COMMON SHARE	<u></u>	<u></u>	<u></u>
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	<u>315,422,087</u>	<u>315,422,087</u>	<u></u>

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The accompanying notes are an integral part of these financial statements.

EXHIBIT 7

LITIGATION

Chuck Wild Records ("CWR") has a judgment against Electric Kingdom Distribution ("EKD"), a former subsidiary of Fahrenheit Entertainment Inc. ("FEI"), and FEI, which is the predecessor to Firesky Media Corp., which is the predecessor to Sky440, Inc., in the amount of \$15,175.43 as of November 29, 2007. The Company reached a settlement with CWR for \$8,100 in February 2007 with payments commencing in June 2007. Under that settlement agreement, the debt was to be paid down at a rate of \$1,000.00 per month until paid. The Company has been able to make some payments and is working with CWR through counsel to retire the debt during fiscal year 2009.

On September 12, 2002, George Kraus ("GK") obtained a default judgment against Fahrenheit Holding Corporation ("FHC"), which is the predecessor to Fahrenheit Entertainment Inc ("FEI"), which is the predecessor to Firesky Media Corp., which is the predecessor to Sky440, Inc., in the principal amount of \$99,315 plus interest, fees and costs. The total amount due as of December 31, 2008 is \$235,539.81. The Company is working with GK to set up a convertible note which will retire the amount owed through cash and stock.

Management is not aware of any other litigation against the company.

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EXHIBIT 8

NEWS RELEASES

**Sky440 Products Division to Acquire Cal-Nev Safety Systems
T-Valve Earthquake Safety Product Line First Product; Sky440 has New Southern
California Office**

- Thursday February 12, 2009, 12:44 pm EST

LAGUNA HILLS, Calif.--(BUSINESS WIRE)--Sky440, Inc. (Pink Sheets: SKYF - News) ("Sky440") announced today that its Sky440 Products Division has agreed to acquire Cal-Nev Safety Systems LLC, a recently formed manufacturers distribution company. Cal-Nev Safety Systems T-Valve earthquake safety product line will be the first non-technology product sold and distributed through the Sky440 Products Division. Cal-Nev Safety Systems is currently based in Vacaville, California. It will be relocating to Sacramento, California in March.

Sky440 recently formed its new products division, which is responsible for launching several new product lines for Sky440 in addition to managing the company's technology distribution operations. Sky440 has set up a new Southern California office at 23046 Avenida de la Carlota, Suite 600, Laguna Hills, California 92653. The new phone number is 949-460-6434. The fax number is 949-588-5777.

About Sky440

Sky440, Inc., based in Laguna Hills, California, has been in the electronic hardware and computer component industry. It also recently established a new products division. Distributing networking hardware and other computer related components in North America, Sky440 plans to distribute technology products from more than 100 world-leading IT OEM suppliers to more than 2,000 resellers throughout North America. More information about Sky440, Inc. can be found at www.sky440.com.

Sky440 Establishes New Products Division

- Thursday February 5, 2009, 10:10 am EST

LAGUNA HILLS, Calif.--(BUSINESS WIRE)--Sky440, Inc. (Pink Sheets:[SKYF](#) - [News](#)) ("Sky440") announced today that it is establishing a new products division which will be responsible for launching several new product lines for Sky440 in addition to managing the company's technology distribution operations. Sky440 is in the business of distributing networking hardware and other computer related components in North America. The company plans to market various IT products, inclusive of Server, Network, Software and OEM solutions to small and medium sized Solution Providers such as System Integrators (SI's) and Value Added Resellers (VAR's).

Sky440 decided to move its technology distribution operations into the products division in anticipation of closing the acquisition of an international electronics manufacturer this quarter. The company is also in the process of updating its web site, filling board of director vacancies and naming a new management team to lead the products division.

About Sky440

Sky440, Inc., based in Laguna Hills, California, has been focusing on the electronic hardware and computer component industry. In the business of distributing networking hardware and other computer related components in North America, Sky440 plans to distribute technology products from more than 100 world-leading IT OEM suppliers to more than 2,000 resellers throughout North America. More information about Sky440, Inc. can be found at www.sky440.com.