

HALL OF FAME BEVERAGES, Inc.
(A Delaware Corporation)

Unaudited reported Quarterly Report
June 30, 2011

Hall of Fame Beverages, Inc. (a Delaware Corporation)
June 30, 2011

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Item 1. Exact name of the issuer and the address of its principal executive officers.

Hall of Fame Beverages, Inc, The Company's address is located at 500 N Estrella Pkwy, B2-308, Goodyear, AZ 85338; the telephone number is 623-387-2997. The email address is info@halloffamebeverages.com and the website is www.halloffamebevages.com.

Item 2. Shares outstanding.

As of the Second quarter ended June 30, 2011 the Company had 6,498,671,683 common shares issued and outstanding and 30,000,000 Preferred A shares issued and outstanding; 6,488,095,717 freely tradable common shares (public float), 2 preferred shareholders and 65 common shareholders of record.

Item 3. Interim financial statements.

The Company has provided as an Exhibit of this Issuer's Statement, an unaudited Balance Sheet, Statement of Profit and Loss, Statement of Cash Flow and a Statement of Changes in Shareholders Equity/Deficit dated as of the Second Quarter ended June 30, 2011 prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP).

Item 4. Management's discussion and analysis or plan of operation.

A. Plan of Operation.

1. The Company's business plan remains virtually the same. Over the next twelve months, management intends to devote a substantial amount of time and effort to building the Hall of Fame Beverages, Inc. brand. The goal is to develop numerous revenue streams. Management is also committed to achieving its stated mission to create a more inclusive work environment and contribute to greater diversity, and is confident that the Company will benefit substantially from its ability to attract talented and motivated individuals from overlooked demographics. Cash requirements: The Company's plans for aggressive expansion will give rise to concomitant capital needs. At the present time, the Company intends to release its extensive product line in a graduated rollout process that will reduce the urgency of such capital demand, and should provide a continuing base of revenues to fund further expansion.

Significant changes in the number of employees: Management does not have specific figures or concrete plans in place to augment the work force. Instead,

such staff increases will be dictated by the pace at which the Company is able to achieve its stated goals and reach milestones that will both necessitate additional personnel and provide the revenue base to support an augmented staff.

Over the next twelve months, it is Management's intent to have numerous producing revenues and creating profits for Hall of Fame Beverages, Inc. Management intends to launch such product lines in a way that does not interfere with the profitability of the Companies existing products. Over the next twelve months Management intends to create a solid financial base on which to build from. Creating a solid and long term profit foundation from ongoing operations is the number one goal of the Management team of Hall of Fame Beverages, Inc.

i. The Company expects that it will need to raise additional funds in the next twelve months in order to sustain operations and continue its business plan.

Item 5. Legal proceedings.

None

Item 6. Defaults upon senior securities.

None

Item 7. Other information.

h. Shares issuance

The following table set forth information regarding the issuance of shares for the three month period ended June 30, 2011. Only common shares were issued during this period.

<u>Date of offering</u>	<u>Investor</u>	<u>Price</u>	<u># of shares</u>
04/22/2011	Capital Edge	0.00005	300,000,000

Notes regarding share issuance:

Shares issued to Capital Edge were issued per debt purchase agreements, per the agreement the debt was converted and the above mentioned shares were issued. These shares were issued pursuant to an exemption from registration provided under section 4(2) of the Securities Act 1933, as amended. The Company does not receive funds from debt conversion transactions in return for the share issuance pursuant to the conversion. However, the debt on the Company's books and records is reduced accordingly.

m. Current Executive Officers and Directors

The current members of the Company's Board of Directors are as follows:

Jessica A Gutierrez – Director

The current executive officers of the Company are as follows:

Jessica A Gutierrez – CEO, President

n. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year;

None

Item 8. Exhibits.

Attached exhibits include the Second Quarter Financial Statements, A copy of the Board Meeting requesting the remaining 25 Million Series A Preferred Voting Stock to Calvin Ross, A Copy of the Stock Certificate for 25 Million, issued into Ishamil Calvin Ross name, The resignation letter from Giovanni Luciano as COO, An agreement between Brad Godfrey and Calvin Ross for Brad Godfrey to purchase 2.5 Million Preferred Shares, A copy of Minutes of the Board voting Jessica A Gutierrez as President and Chairman of the Board, A resignation letter for Giovanni Luciano as Director, Copy of stock transfers, Copy of Stock Cert for JAG Food & Beverage Holdings LLC for 2.5 Million Series A Preferred Voting Shares, Stock Transfer to Brad Godfrey for 2.5 Million Series A Preferred Voting Shares, Stock Transfer to JAG Food & Beverage Holdings LLC for 25 Million Series A Preferred Voting Shares, Copy of Stock Certificate for 25 Million Series A Preferred Voting Shares in JAG

Food & Beverage Holdings LLC name, Preferred Shareholder list, Board Meeting Appointing Jessica A Gutierrez as CEO, Board Meeting approving resignation of Calvin Ross as CFO. All other exhibits, including those required under capital items XVII and XIX of Section One of the Reporting Guidelines, have already been describe and attached in prior file disclosure statements and have not changed since such prior statements were filed.

Accountant's Review Report

The Board of Directors
Hall of Fame Beverages, Inc (Delaware Corporation)

The accompanying income statement; and the related balance sheet, statement of changes of stockholders' equity and statement of cash flow have been reviewed and present fairly in all material respects, the financial position of Hall of Fame Beverage, Inc. (a Delaware Corporation) for the quarter ended June 30, 2011, in accordance with Statements on Standards for Accounting and review Services issued by the American Institute of Certified Public Accountants. All information included in these financial statements is the responsibility of the officers of Hall of Fame Beverages, Inc.

A review consists principally of inquiries and analytical procedures of evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. It is substantially less in scope than an audit in accordance with generally accepted auditing standards, the objective of which is the expression of an opinion regarding the financial statements taken as a whole.

Accordingly, we do not express such opinion.

Based on our review, we are not aware of any material modification that should be made to the accompanying financial statements in order for them to be in conformity with accounting principles generally accepted in the United States.

The Joshua Management Group, LLC

HALL OF FAME BEVERAGES, INC.
Balance Sheet
As of June 30, 2011

CURRENT ASSETS:

Assets:

Cash	\$	4,609	
Accounts Receivable		<u>43,673</u>	
TOTAL CURENT ASSETS			48,282

OTHER ASSETS:

Computer Equipment/Furniture		9,162	
Less Accumulated Depreciation		<u>(2,021)</u>	
Inventory			169,534
Vehicles and Fixed Assets			41,759
Less Accumulated Depreciation		<u>(2,136)</u>	

TOTAL OTHER ASSETS:

216,298

TOTAL ASSETS:

264,580

264,580

LIABILITIES:

CURRENT LIABILITIES:

Legal Expenses Payable		3,000	
Accounts Payable		<u>7,356</u>	
TOTAL CURRENT LIABILITIES:			10,356

LONG TERM LIABILITIES:

Business Loans		11,053	
Vehicle Loans			9,146
Long Term Payables			<u>97,740</u>
TOTAL LONG TERM LIABILITIES:			117,939

TOTAL LIABILITIES:

128,295

STOCKHOLDERS' EQUITY:

Authorized Shares:	6,670,000,000 - Common	
	30,000,000 - Preferred	
Outstanding Shares:	6,498,671,683 - Common	
	6,488,095,717 - Free-trading	
	30,000,000 - Preferred Restricted	
at par value of .001		
Total Stockholders' Equity		<u>136,285</u>

<i>TOTAL LIABILITIES/EQUITY</i>	<u>264,580</u>	<u>264,580</u>
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HALL OF FAME BEVERAGES, INC.
Income Statement
For the quarter ending June 30, 2011

Gross Sales	\$	5,562
Gross Income		<u>5,562</u>
Less: Cost of Goods Sold		1,887
Gross Profit (Loss)		3,675

General and Administrative Expenses:

Marketing/Sponsorship	\$	3,008
Bank Service Charges		377
Promotions		500
Advertising		125
Insurance		128
Rent/Lease		1,200
Wages/Salaries		1,302
Maintenance and Repair		92
Vehicle Expenses		196
Internet/Web Hosting		0
Dues & Fees		0
Meals/Entertainment		202
Travel/Lodging		4,186

Telephone	452		
Utilities	265		
Office Expense	1,017		
Taxes & Licenses	698		
Supplies	776		
Professional Services	9,500		
Shipping & Postage	1,060		
Contributions	100		
Depreciation		<u>618</u>	
Total General & Administrative Expenses		\$ 25,802	25,802
Net Income (Loss)		\$	(22,127)

I of Fame Beverages, Inc		Statement of Changes of Stockholders' Equity		As June 30, 2011
	Common Stock Issued	Owner's Capital	Retained earnings	Total equity
Balance of Common Stock	155,314,000	-	-	155,314,000
Balance, December 31, 2008	733,207,020	-	-	733,207,020
Retire/Cancel issued Stock Treasury 5/08/2008	(6,875,000)			(6,875,000)
Income	-	-	-	-
Original Owner Contributed Capital	-	-	-	-
Balance of Common Stock	575,723,020	-	-	575,723,020

Balance, December 31, 2009	1,302,641,175	141,345	197,088	338,443
Buyback/Cancel issued Stock Treasury 7/31/2009	(400,000,000)			(400,000,000)
Stock Split 1/2009 1 for 100 Reverse Split	904,974,943			904,974,943
Income	2,247	-	-	2,247
Original Owner Contributed Capital	-	-	-	-
Balance of Common Stock	1,474,409,098			1,474,409,098
Balance, December 31, 2010	4,902,449,460	241,379	-	241,379
Buyback/Cancel issued Stock Treasury 3/01/2010	(426,850,125)			(426,850,125)
Income	(572,323)	-	-	(572,323)
Original Owner Contributed Capital	-	-	-	-
Balance of Common Stock	3,599,808,285			3,599,808,285
Balance, March 31, 2011	6,198,671,683	-	-	6,198,671,683
Balance of Common Stock	1,296,222,223			1,296,222,223
Income	(131,372)	-	-	(131,372)
Balance, June 30, 2011	6,498,671,683	-	-	6,498,671,683
Balance of Common Stock	300,000,000	-	-	300,000,000
Income	(22,127)	-	-	(22,127)

HALL OF FAME BEVERAGE CORPORATION

Statement of Cash Flow

For the quarter ending June 30, 2011

Cash flows from operating activities:	\$ (22,127)
Net income	
Adjustments to reconcile net income to net cash provided by operating activities:	
Depreciation	2,956
Decrease in accounts receivable	1,143
Decrease in prepaid taxes	1,719
Decrease in accounts payable	(1,428)
Increase in deferred taxes	2,000
Increase in accrued payroll	1,014
Decrease in legal expenses payable	(3,000)
Increase in income taxes payable	<u>1,000</u>
Total adjustments	<u>3,020</u>
Net cash provided by operating activities	(16,723)
Cash flows from operating activities:	
Stockholder cash infusion	20,468
Net cash used in operating activities	<u>20,468</u>
Cash flows from financing activities:	
Payments on loans payable	<u>(6,517)</u>
Net cash used in financing activities	<u>(6,517)</u>
Net increase (decrease) in cash	(2,772)
Cash, beginning of year	<u>7,381</u>
Cash, end of quarter	\$ <u><u>4,609</u></u>

See accountant's review report and notes to financial statements.

HALL OF FAME BEVERAGES, INC.

Notes to Financial Statements
For the quarter ended June 30, 2011

1. Nature of Organization

Hall of Fame Beverages, Inc. is a Delaware Corporation

- **Significant Accounting Policies**

- Accounting Method

- The financial statements are prepared on the accrual basis of accounting and are in conformity with General Accepted Accounting Principles, Generally Accepted Auditing Standards & Generally Accepted Government Audit Standards.

- Financial Statement Presentation – Sources and Uses of Revenue

- Revenue is generated from sales of products. The uses of revenue are determined by Operating Expenses and General and Administrative Expenses.

- Use of Estimates

- The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of net assets and disclosure of contingent assets and liabilities, if any, at the date of the financial statements and the reported amounts of increases and decreases in net assets during the reporting period. Actual results could differ from those estimates.

- Equipment

- Equipment is carried at cost. Depreciation is calculated using both the straight-line method and the accelerated method over the estimated useful lives of the assets.

- **Income Taxes**

- The company accounts for income taxes in accordance with Statement of Financial Accounting Standards No. 109 (FAS 109), "Accounting for

Income Taxes.” FAS 109 utilizes the asset and liability method, whereby deferred tax assets and liabilities are recognized for the future tax impact attributable to differences between the financial statement carrying amounts and tax bases of existing assets and liabilities. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply in the years in which the temporary differences are expected to be recovered.

- **Accounts Payable**

Accounts Payable as of June 30, 2011 consists of various invoices that are due in the next 30 days.

- **Accounts Receivable**

Accounts receivable as of June 30, 2011 consist various invoices that are due but not received.

- **Concentrations of Credit Risk**

Financial instruments, which potentially subject the company to concentrations of credit risk, consist principally of cash in bank and cash equivalents. The company maintains its cash and cash equivalents with what management believes to be high credit quality financial institutions and limits the amount of credit exposure to any one particular institution.

Item 9. Certifications.

I, Jessica A Gutierrez, Chief Executive Officer, certify that:

I have reviewed this quarterly report of Hall of Fame Beverages, Inc.;

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

Date: 08/19/11

/s/Jessica A Gutierrez

Jessica A Gutierrez

CEO/Director, Hall of Fame Beverages, Inc.

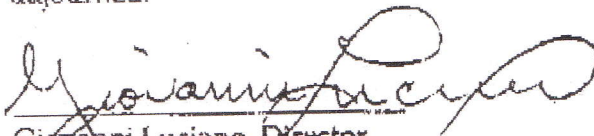
Minutes of the Special Meeting
Of the Board of Directors of
Hall of Fame Beverages, Inc.

The meeting was called to order on April 14, 2011 at 10:00 a.m., in Phoenix, Arizona. Present at the meeting, via conference phone call, were the following Directors of the Company,

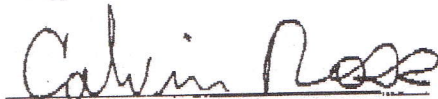
Giovanni Luciano and Calvin Ross, constituting a full board of Directors meeting of the Corporation, acting pursuant to Delaware Revised Statutes, hereby adopt the following Resolution:

RESOLVED, that The Board of Directors has requested that 25,000,000 (twenty five million) shares of the Preferred A super voting stock be issued to Calvin Ross.

There being no further business to come before the Board, the meeting was adjourned.


Giovanni Luciano, Director

April 14, 2011


Calvin Ross, CFO, Director

April 14, 2011



RESTRICTED STOCK

INCORPORATED UNDER THE LAWS OF DELAWARE

NUMBER

105

SHARES

2,500,000

HALL OF FAME BEVERAGES, INC.

Fully Paid Non Assessable \$0.001 Par Value **PREFERRED STOCK**

SERIES A

THIS CERTIFIES THAT *****ISHMAIL CALVIN ROSS*****

IS THE RECORD HOLDER OF *****TWO MILLION FIVE HUNDRED THOUSAND *****


Shares of **HALL OF FAME BEVERAGES, INC.** *Capital Stock*
transferable on the books of the Corporation by the holder in person or by duly authorized attorney upon surrender of this Certificate properly endorsed. This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

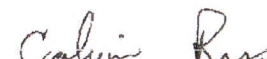
WITNESS the facsimile seal of the Corporation and the facsimile signature of its duly authorized officers.

Dated: May 19, 2011

COUNTERSIGNED AND REGISTERED
ACTION STOCK TRANSFER CORP.
7069 Highland Dr., Suite 300, Salt Lake City, UT 84121

By: 
TRANSFER AGENT-AUTHORIZED SIGNATURE


CHIEF OPERATING OFFICER


CHIEF FINANCIAL OFFICER



CANCELLED

May 2, 2011

To: Hall of Fame Beverages, Inc.

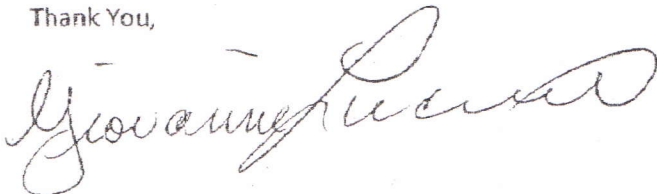
Ishmail C. Ross, CFO

Justene Blankenship, Action Stock Transfer agent

To Whom It May Concern,

Please record my resignation as COO effective immediately as of this date, May 2, 2011.

Thank You,

A handwritten signature in cursive script, appearing to read "Giovanni D. Luciano". The signature is written in dark ink and is positioned above the printed name.

Giovanni D. Luciano

Hall of Fame Beverages, Inc. Agreement

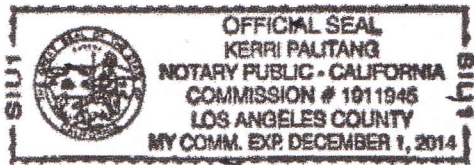
Due to inability of Hall of Fame Beverages, Inc. to currently fund its operations and resignation of COQ and Director Giovanni Luciano the following agreement has been made. Current remaining affiliates CFO, Director Ishmail Calvin Ross and CBDO, Director Brad Godfrey made this agreement. Brad Godfrey agreed to personally fund operations for up to 90 Days that are estimated to be \$20,000 and possibly could become \$30,000 maximum. During anticipated period of recovery funding by 504 can presume when agreed sustainable recovery is achieved. In the event that estimated funding cannot be fulfilled Brad Godfrey agrees to return shares for amount of funding provided. Current CFO and Director Ishmail Calvin Ross will transfer 2,500,000 preferred shares in Hall of Fame Beverages, Inc. to Brad Godfrey upon this agreement. Transfer of said shares is contingent upon Giovanni Luciano transferring his shares to Ishmail Calvin Ross to transfer to than transfer to Brad Godfrey. Ishmail Calvin Ross will guarantee as an authorized owner of Primo Products LLC that Hall of Fame Beverages, Inc. has exclusive rights to distribution of Grand Ma Ma Sweet Southern Tea and products on Hall of Fame Beverages website trademarked by Primo Products LLC. Exclusive distribution rights are contingent upon Hall of Fame Beverages, Inc. remaining solvent and growing sales to competitive industry norms

CFO and Director Ishmail Calvin Ross Ishmail Calvin Ross
 CBDO and Director Brad Godfrey Brad Godfrey 5/17/11

State of California County of Los Angeles
 On May 17th, 2011 before me, Kerri Palitang
 Notary Public
 personally appeared Bradley Godfrey,
Ishmail Calvin Ross
 who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) ~~is~~ are subscribed to the within instrument and acknowledged to me that he/~~she~~/they executed the same in his/~~her~~/their authorized capacity(ies), and that by his/~~her~~/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.
 Signature Kerri Palitang
 Signature of Notary Public



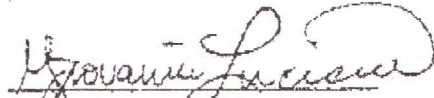
Minutes of the Special Meeting
Of the Board of Directors of
Hall of Fame Beverages, Inc.

The meeting was called to order on May 24, 2011 at 10:00 a.m., Mountain Time Phoenix, Arizona. Present at the meeting, via conference phone call, were the following Directors of the Company,

Giovanni Luciano and Calvin Ross, constituting a full board of Directors meeting of the Corporation, acting pursuant to Delaware Revised Statutes, hereby adopt the following Resolution:

RESOLVED, that The Board of Directors ^{has} appointed Jessica A. Gallardo ~~as~~ President of Hall of Fame Beverages ~~Inc.~~, and Chairman of the Board

There being no further business to come before the Board, the resolution has passed and shall be effective of the 25th of May, 2011. Meeting was adjourned.


Giovanni Luciano, COO

May 24, 2011


Calvin Ross, President

May 24, 2011

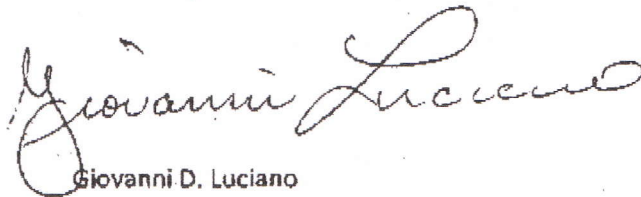
May 31, 2011

To: Hall of Fame Beverages, Inc.

To Whom It May Concern,

Please record my resignation from the board of Directors of Hall of Fame Beverages, Inc. effective immediately as of this date, May 31, 2011.

Thank You,



Giovanni D. Luciano

Action Stock Transfer Corp.

7069 S. Highland Dr., Suite 300.
Salt Lake City, Utah 84121
(801) 274-1088

Bill to:	HALL OF FAME BEVERAGES, INC. 263 W OLIVE AVE BURBANK, CA 91502	Invoice Date 05/31/2011	Invoice Number 20563
Issuer	HALL OF FAME BEVERAGES, INC.	Stock Type	Preferred A
Number of certificates issued	2	Cost per certificate	\$20.00
Number of certificates cancelled	2	Total issue charge	\$40.00
		Cancelled Cert Charge	\$0.00
		Recission Fees	\$0.00
		Legal Fees	\$0.00
		Rush Transfer	\$0.00
		Shipping	\$35.00
		Other	\$2.00
Please forward your check.	Check No. 0	Amount Paid	\$0.00
Action Stock Transfer Corp.			Total Due \$77.00

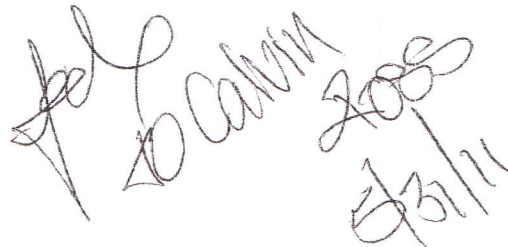
TRANSFER DETAILS

We acknowledge receipt of certificates of the above company as follows:

Number	RS	SS	Shareholder	Lost?	Shares
104	RC		CALVIN ROSS	<input type="checkbox"/>	2,500,000
105	RC		ISHMAIL CALVIN ROSS	<input type="checkbox"/>	2,500,000
Total Shares Canceled					5,000,000

In accordance with your request we hand you herewith the following certificates:

Number	RS	Shareholder	Shares
107	R	BRAD GODFREY	2,500,000
108	R	JAG FOOD & BEVERAGE HOLDINGS LLC	2,500,000
Total Shares Issued			5,000,000



 Calvin Ross
 5/31/11

IRREVOCABLE STOCK POWER

FOR VALUE RECEIVED, the undersigned does (do) hereby sell assign and transfer unto

Jag Food + Beverage Holding
LLC
500 N. Estrella Pkwy, Ste B2 # 308, Goodyear AZ 85338
2.5 million shares of the capital stock of Holloffame Beverages, Inc.
(SSN or Tax Payer ID)

represented by certificate(s) no(s) 105
inclusive, standing in the name of the undersigned on the books of said Company.

The undersigned does (do) hereby irrevocably constitute and appoint Action
Stock transfer Attorney to transfer the said stock on
the books of said Company, with full power of substitution in the premises.

IMPORTANT: The signature(s) of the assignor(s) must be
Guaranteed by an eligible guarantor institution (bank-stock
Broker, savings and loan association or credit union)
with membership in an approved signature guarantee
medallion program pursuant to Securities and Exchange
Commission Rule 17Ad-15

CANCELLED

John mail Calvin Ross

Person(s) executing this power sign(s) here

SIGNATURE GUARANTEE
MEDALLION GUARANTEE
JPMORGAN CHASE BANK
SIGNATURE
23081406
SECURITIES TRANSFER AGENTS MEDALLION PROGRAM

Signature Medallion Guarantced

RESTRICTED STOCK

INCORPORATED UNDER THE LAWS OF DELAWARE

NUMBER

108

SHARES

2,500,000

HALL OF FAME BEVERAGES, INC.

Fully Paid Non Assessable \$0.001 Par Value PREFERRED STOCK

SERIES A

THIS CERTIFIES THAT *****JAG FOOD & BEVERAGE HOLDINGS LLC*****

IS THE RECORD HOLDER OF *****TWO MILLION FIVE HUNDRED THOUSAND *****

Shares of *HALL OF FAME BEVERAGES, INC.* Capital Stock
transferable on the books of the Corporation by the holder in person or by duly authorized attorney upon surrender of this Certificate properly
endorsed. This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

WITNESS the facsimile seal of the Corporation and the facsimile signature of its duly authorized officers.

Dated: May 31, 2011

COUNTERSIGNED AND REGISTERED
ACTION STOCK TRANSFER CORP.
7069 Highland Dr., Suite 300, Salt Lake City, UT 84121

By: _____
TRANSFER AGENT-AUTHORIZED SIGNATURE

Gianni Luciani
CHIEF OPERATING OFFICER



Calvin Ross
CHIEF FINANCIAL OFFICER

IRREVOCABLE STOCK POWER

FOR VALUE RECEIVED, the undersigned does (do) hereby sell assign and transfer unto

Brad Godfrey
12400 Ventura Blvd, Ste 699, Studio City CA 91604

XXXXXXXXXXXXXXXXXXXXXXXXXXXX
(SSN or Tax Payer ID)

2.5 million shares of the capital stock of Halloffame Beverages inc

represented by certificate(s) no(s) 104

inclusive, standing in the name of the undersigned on the books of said Company.

The undersigned does (do) hereby irrevocably constitute and appoint Action
stock transfer Attorney to transfer the said stock on
the books of said Company, with full power of substitution in the premises.

IMPORTANT: The signature(s) of the assignor(s) must be
Guaranteed by an eligible guarantor institution (bank, stock
Broker, savings and loan association or credit union)
with membership in an approved signature guarantee
medallion program pursuant to Securities and Exchange
Commission Rule 17Ad-15

Johnmail C. Ross

Person(s) executing this power sign(s) here

SIGNATURE GUARANTEED
MEDALLION GUARANTEE
JPMORGAN CHASE
BANK, N.A.
AUTHORIZED SIGNATURE
(745CA) 29010406
SECURITIES TRANSFER AGENTS MEDALLION PROGRAM™

Signature Medallion Guaranteed

IRREVOCABLE STOCK POWER

FOR VALUE RECEIVED, the undersigned does (do) hereby sell assign and transfer unto
JAG food and Beverage Holdings LLC

(SSN or Tax Payer ID)
25 million shares of the capital stock of Halloffame beverages

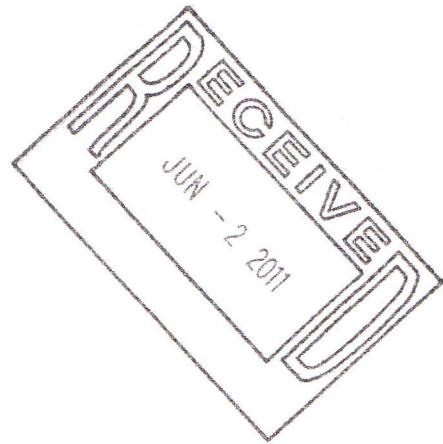
represented by certificate(s) no(s) 106
inclusive, standing in the name of the undersigned on the books of said Company.

The undersigned does (do) hereby irrevocably constitute and appoint Action stock transfer Attorney to transfer the said stock on the books of said Company, with full power of substitution in the premises.

IMPORTANT: The signature(s) of the assignor(s) must be Guaranteed by an eligible guarantor institution (bank, stock Broker, savings and loan association or credit union) with membership in an approved signature guarantee medallion program pursuant to Securities and Exchange Commission Rule 17Ad-15

CANCELLED
Calvin Ross
Person(s) executing this power sign(s) here

SIGNATURE GUARANTEE
MEDALLION GUARANTEE
MORGAN CHASE
BANK N.A.
[Signature]
AUTHORIZED SIGNATURE
79010406
(803CA)
SECURITIES TRANSFER AGENTS MEDALLION PROGRAM™
Signature Medallion Guaranteed



Action Stock Transfer Corp.

2469 E. Fort Union Blvd, Suite 214
Salt Lake City, Utah 84121
(801) 274-1088

Bill to:	HALL OF FAME BEVERAGES, INC. 263 W OLIVE AVE BURBANK, CA 91502	Invoice Date 06/02/2011	Invoice Number 20624
Issuer	HALL OF FAME BEVERAGES, INC.	Stock Type	Preferred A
Number of certificates issued	1	Cost per certificate	\$20.00
Number of certificates cancelled	1	Total issue charge	\$20.00
		Cancelled Cert Charge	\$0.00
		Recission Fees	\$0.00
		Legal Fees	\$0.00
		Rush Transfer	\$0.00
		Shipping	\$0.00
		Other	\$0.00
Please forward your check.	Check No. 0	Amount Paid	\$0.00
Action Stock Transfer Corp.			Total Due \$20.00

TRANSFER DETAILS

We acknowledge receipt of certificates of the above company as follows:

Number	RS	SS	Shareholder	Lost?	Shares
106	RC		CALVIN ROSS	<input type="checkbox"/>	25,000,000
Total Shares Canceled					25,000,000

In accordance with your request we hand you herewith the following certificates:

Number	RS	Shareholder	Shares
109	R	JAG FOOD & BEVERAGE HOLDINGS LLC	25,000,000
Total Shares Issued			25,000,000

mailed to SA 6/2/11

RESTRICTED STOCK

INCORPORATED UNDER THE LAWS OF DELAWARE

NUMBER

109

SHARES

****25,000,000****

HALL OF FAME BEVERAGES, INC.

Fully Paid Non Assessable \$0.001 Par Value **PREFERRED STOCK**

SERIES A

THIS CERTIFIES THAT *JAG FOOD & BEVERAGE HOLDINGS LLC*****

IS THE RECORD HOLDER OF *TWENTY FIVE MILLION *****

Shares of **HALL OF FAME BEVERAGES, INC.** *Capital Stock*
transferable on the books of the Corporation by the holder in person or by duly authorized attorney upon surrender of this Certificate properly endorsed. This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

WITNESS the facsimile seal of the Corporation and the facsimile signature of its duly authorized officers.

Dated: June 2, 2011

COUNTERSIGNED AND REGISTERED
ACTION STOCK TRANSFER CORP.
7069 Highland Dr., Suite 300, Salt Lake City, UT 84121

By: 
TRANSFER AGENT-AUTHORIZED SIGNATURE


CHIEF OPERATING OFFICER




CHIEF FINANCIAL OFFICER

HALL OF FAME BEVERAGES, INC.
Shareholder Report as of 1/6/2012

Shares Outstanding	30,000,000
Shares Restricted	30,000,000
Share Holders	2
Active Certificates	3

Preferred A Stock

CUSIP NUMBER 406089 201

Stock Holder	Date Issued	Cert No	No of Shares	Status	Date Restr	Lost or Stolen
BRAD GODFREY	05/31/2011	107	2,500,000	RA	05/31/2011	
12400 VENTURA BLVD, STE 699	Total Shares		2,500,000			
STUDIO CITY, CA 91604						
XXXXXXXXXX						

JAG FOOD & BEVERAGE HOLDINGS LLC	05/31/2011	108	2,500,000	R	05/31/2011	
500 N ESTRELLA PKWY, TE B2 #308	06/02/2011	109	25,000,000	R	06/02/2011	
GOODYEAR, AZ 85338	Total Shares		27,500,000			

Legend

A	Administrative Stop	BK	Book Entry	BKA	Book Entry-Admin Sto
BKR	Book Entry Restrictd	BKS	Book Entry-Reg S	BRC	Book Restr Control
C	Control	R	Restricted	RA	Restricted Admin Sto
RC	Restricted Control	RCA	Restricted Cont Stop	RS	Restricted Spec Leg
S	Regulation S	SA	Reg S-Admin Stop	SC	Regulation S Control
SL	Special Legend				

**MINUTES OF THE
BOARD OF DIRECTORS MEETING
OF
HALL OF FAME BEVERAGES INC**

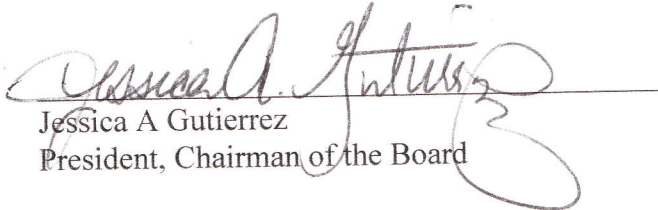
A regular meeting of the Board of Directors of the above corporation was held on June 03, 2011 at 10:30 A.M. via Phone call at Goodyear, Arizona.

The purpose of the meeting: To appoint Jessica A Gutierrez as CEO.

I. QUORUM. A quorum was declared present based on the presence of the following Directors: Calvin Ross and Jessica A Gutierrez.

The following corporate actions were taken by appropriate motions duly made, seconded, and adopted by the unanimous vote of the Directors entitled to vote (unless a higher voting approval is stated).

There being no further business, the meeting was duly adjourned.



Jessica A Gutierrez
President, Chairman of the Board

**MINUTES OF THE
BOARD OF DIRECTORS MEETING
OF
HALL OF FAME BEVERAGES INC**

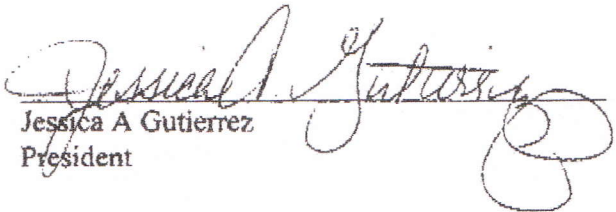
A regular meeting of the Board of Directors of the above corporation was held on June 10, 2011 at 10:00 A.M. at via conference phone call, Goodyear, Arizona.

The purpose of the meeting: to discuss and approve the resignation of Calvin Ross as CFO. His resignation to take place today, June 10, 2011.

I. QUORUM. A quorum was declared present based on the presence of the following Directors: Jessica A Gutierrez.

The following corporate actions were taken by appropriate motions duly made, seconded, and adopted by the majority vote of the Directors entitled to vote (unless a higher voting approval is stated).

There being no further business, the meeting was duly adjourned.


Jessica A Gutierrez
President