

# AIMRITE HOLDINGS, CORP.

## *Initial Disclosure Statement*

### **Part A**      **General Company Information**

**Item 1**      **The exact name of the issuer and its predecessor (if any).**

Aimrite Holdings Corporation – July 21, 1995 to present  
Formerly Drink World Inc. – March 31, 1995 to July 20, 1995  
Formerly Q-Com Com Corp-September 6, 1988 to March 30, 1995

**Item 2**      **The address of the issuer's principal executive offices.**

4000 MacArthur Blvd. Suite 900  
Newport Beach CA 92660

**Item 3**      **The jurisdiction(s) and date of the issuer's incorporation or organization.**

Aimrite Holdings, Corp. was incorporated in the State of Nevada on September 6, 1988.

### **Part B**      **Share Structure**

**Item 4**      **The exact title and class of securities outstanding.**

As of January 5, 2012:

Common stock – 100,000,000 shares authorized and 61,446,698 shares issued and outstanding

Preferred Stock - The Company has 50,000,000 shares of preferred stock authorized and 73,000 issued

Trading symbol: AIMH  
Cusip number: 009003 20 3

**Item 5**      **Par or stated value and description of the security.**

Par value per common stock and preferred stock is \$0.001 per share. Traditionally the company has not paid any dividends and there are no preemptive rights associated with the common stock. Each share is entitled to one vote. There are no

provisions in the charter and or bylaws that would delay, defer and or prevent change in control of issuer.

**Item 6 The number of shares or total amount of the securities outstanding for each class of securities authorized.**

Common stock

- (i) Period ending December 31, 2011
- (ii) 100,000,000 shares of common stock authorized
- (iii) 61,446,698 shares of common stock issued and outstanding
- (iv) unknown shares of common stock in the public float
- (v) The number of beneficial shareholders of common stock is unknown by company.
- (vi) There are 368 shareholders of record of common stock

**Item 7 The name and address of the transfer agent.**

Standard Registrar and Transfer  
S 1840 E  
Draper UT 84020  
This transfer Agent is registered under the Exchange Act

**Part C Business Information**

**Item 8 The nature of the issuer's business**

A. Business Development. Describe the development of the issuer and material events during the last three years so that a potential investor can clearly understand the history and development of the business. If the issuer has not been in business for three years, provide this information for any predecessor company. This business development description must also include:

**The Company's operations had consisted of bringing new and innovative products to the market place principally in the technology field.**

- 1. the form of organization of the issuer (e.g., corporation, partnership, limited liability company, etc.); **Corporation**
- 2. the year that the issuer (or any predecessor) was organized; **September 6, 1988**
- 3. the issuer's fiscal year end date; **December 31**
- 4. whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding; **No**

5. any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets; **No**

6. any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments; **No**

7. any change of control; **No**

8. any increase of 10% or more of the same class of outstanding equity securities; **No**

9. any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization; **Yes**

**We anticipate a 1-300 reverse split before the end of the first quarter 2012**

10. any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board; and **No**

11. any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved. **No**

B. Business of Issuer. Describe the issuer's business so a potential investor can clearly understand it. To the extent material to an understanding of the issuer, please also include the following:

**The Company's operations consist of identifying new and modern technically proficient products to the market place which have not been fully developed or tested.**

1. the issuer's primary and secondary SIC Codes; **7371**

2. if the issuer has never conducted operations, is in the development stage, or is currently conducting operations; **development stage.**

3. whether the issuer is or has at any time been a "shell company"; **No.**

4. the names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement; Subsidiaries: **None**

5. the effect of existing or probable governmental regulations on the business; **None.**

6. an estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers; **None.**

7. costs and effects of compliance with environmental laws (federal, state and local); and **None.**

8. the number of total employees and number of full-time employees. **One.**

**Item 9            The nature of products or services offered**

A. principal products or services, and their markets; **Products and gadgets**

B. distribution methods of the products or services; **Confidential.**

C. status of any publicly announced new product or service; **None.**

D. competitive business conditions, the issuer's competitive position in the industry, and methods of competition; **Based on discovery and economic conditions sales will vary.**

E. sources and availability of raw materials and the names of principal suppliers; **Confidential.**

F. dependence on one or a few major customers; **No, multiple customers.**

G. patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration; and **None.**

H. the need for any government approval of principal products or services and the status of any requested government approvals. **None.**

**Item 10            The nature and extent of the issuer's facilities**

400 square feet of office space

**Part D            Management Structure and Financial Information**

**Item 11            The name of the chief executive officer, members of the board of directors, as well as control persons.**

Full Name: E.G. Marchi

Title: President / Chief Financial Officer / Member of the Board of Directors

Business Address: 4000 MacArthur Blvd Suite 900 Newport Beach CA 92660

Compensation: None

Ownership: As of December 31, 2011, None

Biography – Since 2003 Mr. Marchi has been a consultant for a number of small, medium and start u companies assisting in developing business plans, marketing, restructuring reverse mergers into public entities. Mr. Marchi spent eleven years in management with IBM Corporation which was followed by management positions with Greyhound corporation, Control Information, Inc. and South Pacific Industries, Inc.

Compensation: 0

Ownership: None

Legal History: None

Conflicts of Interest: There are no current conflicts of interest among any officers or board members.

Disclosure of Family Relationships: None

Disclosure of Related Party Transactions: None

**Item 12**      **Financial information for the issuer's most recent fiscal period.**

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**AIMRITE HOLDINGS, CORP.**  
**(A DEVELOPMENT STAGE COMPANY)**  
**BALANCE SHEETS**

|  | <b>December 31,<br/>2011</b> | <b>December 31,<br/>2010</b> |
|--|------------------------------|------------------------------|
| Assets   |                              |                              |
| Current assets   |                              |                              |
| Cash and cash equivalents  | \$ -                         | \$ -                         |
| Accounts Receivable  | 250,000                      | 125,000                      |
| <br>Total assets   | <br>\$ 250,000               | <br>\$ 125,000               |
| <br>Liabilities and Stockholders' Deficit  |                              |                              |
| Current liabilities  |                              |                              |
| Accounts Payable   | \$ 250,000                   | \$ 125,000                   |
| <br>Total Current Liabilities  | <br>250,000                  | <br>125,000                  |
| Total Liabilities  | 250,000                      | 125,000                      |
| <br>Stockholders' Equity:  |                              |                              |
| Preferred Stock, .001 par value authorized 50,000,000<br>shares issued 73,000 shares respectively        | 72                           | 72                           |
| Common Stock, 100,000,000 shares authorized,<br>Issued and outstanding 61,446,698 shares @.001 par value | 61,447                       | 61,447                       |
| Additional Paid in Capital   | 18,929,181                   | 18,929,181                   |
| Deficit accumulated during development stage   | (18,990,700)                 | (18,990,700)                 |
| Total stockholders' equity (Deficit)   | -                            | -                            |
| <br>Total liabilities and stockholders' equity   | <br>\$ 250,000               | <br>\$ 125,000               |

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

**AIMRITE HOLDINGS, CORP.**  
**STATEMENTS OF OPERATIONS**  
(A Development Stage Company)  
For the Year ended December 31, 2011 and 2010 and from Inception,  
September 6, 1988 to December 31, 2011

|                             | Years ended<br>December 31, | Inception to<br>December 31, |                     |
|-----------------------------|-----------------------------|------------------------------|---------------------|
|                             | 2011                        | 2010                         | 2011                |
|                             | <u>2011</u>                 | <u>2010</u>                  | <u>2011</u>         |
| Revenue-Net                 | <u>\$125,000</u>            | <u>\$125,000</u>             | <u>\$260,000</u>    |
| Total Revenue               | -                           | -                            | -                   |
| Operating expenses:         |                             |                              |                     |
| General and Administrative  | 125,000                     | 125,000                      | 11,537,227          |
| Interest                    | <u>-</u>                    | <u>-</u>                     | <u>1,511,165</u>    |
| Total operating expenses    | <u>125,000</u>              | <u>125,000</u>               | <u>13,048,392</u>   |
| Loss from operations        | <u>-</u>                    | <u>-</u>                     | <u>(12,788,392)</u> |
| Other income or (expense)   |                             |                              |                     |
| Loss on valuation of assets | <u>-</u>                    | <u>-</u>                     | <u>(6,202,308)</u>  |
| Profit (Loss)               | <u>-</u>                    | <u>-</u>                     | <u>(18,990,700)</u> |
| Common shares outstanding   | <u>61,446,698</u>           | <u>61,446,698</u>            |                     |
| Net (loss) per share        | <u>-</u>                    | <u>-</u>                     |                     |

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

**AIMRITE HOLDINGS CORP.**  
**(A Development Stage Company)**  
**STATEMENTS OF CASH FLOWS**

|  | <u>For the Year<br/>Ended<br/>December 31,<br/>2011</u> | <u>For the Year<br/>Ended<br/>December 31,<br/>2010</u> | <u>For the Period<br/>of Inception to<br/>December 31,<br/>2011</u> |
|--|---|---|---|
| Cash flows from operating activities   |   |   |   |
| Net (Loss) for the period  | -   | -   | \$(18,990,700)  |
|  | -   |   |   |
| Adjustments to reconcile net (loss) to<br>net cash (used) by operating activities: |   |   |   |
| Stock Issued   | -   |   | 10,412,293  |
| Debt forgiveness   |   |   | (128,907)   |
| Write off of subsidiary receivable   |   |   | 114,637   |
| Depreciation   |   |   | 40,810  |
| Beneficial Conversion Feature  |   |   | 299,997   |
| Changes in operating assets and<br>liabilities:                                    |   |   |   |
| Loss on Valuation of Assets  |   |   | 6,202,308   |
| Increase (Decrease) in Accounts<br>Payable and accrued liabilities                 | 125,000   | 125,000   | 250,000   |
| Increase in other assets   | (125,000)   | (125,000)   | (250,000)   |
| Cash used in Operating Activities:   | <u>-</u>  | <u>-</u>  | <u>(2,049,562)</u>  |
| Cash flows from Investing Activities:  |   |   |   |
| Expenditures for property and<br>equipment   | -   | -   | (40,810)  |
| Net cash (used) by investing activities  | <u>-</u>  | <u>-</u>  | <u>(40,810)</u>   |
| Cash Flows from Financing Activities:  |   |   |   |
| Payment on notes payable   | -   | -   | (971,043)   |
| Proceeds –notes payable  | -   | -   | 971,043   |
| Net proceeds- notes payable-related<br>party                                       |   |   |   |
| Proceeds issuance of common stock  | -   | -   | 1,224,500   |
| Proceeds issuance of preferred stock   |   |   | 865,872   |
| Proceeds of Stock subscription<br>receivable                                       |   |   |   |
| Cash Provided by financing activities  |   |   | 2,090,372   |
| Net increase (decrease) in cash  | -   | -   | -   |
| Cash at beginning of period  |   |   | -   |
| Cash – at end of period  | <u>-</u>  | <u>-</u>  | <u>-</u>  |

Cash paid during the year for:

|              |   |   |        |
|--------------|---|---|--------|
| Interest     |   |   | 10,400 |
| Income Taxes | - | - | -      |

Non Cash Financing Activities:

|                                  |  |  |           |
|----------------------------------|--|--|-----------|
| Stock issued for services        |  |  | 6,022,098 |
| Stock issued for debt conversion |  |  | 4,390,195 |

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

**AIMRITE HOLDINGS CORP.**  
**(A Development Stage Company)**  
**STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)**

|   | Preferred<br>Shares | Preferred<br>Stock | Common<br>Shares | Common<br>Stock | APIC      | Stock<br>Receivable | Retained<br>Deficit |
|---|---------------------|--------------------|------------------|-----------------|-----------|---------------------|---------------------|
| Issuance May 31, 1995   |                     |                    | 8,926,001        | 8,926           | 692,551   |                     | (49,484)            |
| February 12, 1997 common stock<br>Issued for licensing agreement @.63               |                     |                    | 2,000,000        | 2,000           | 1,252,643 |                     |                     |
| February 12, 1997 common stock<br>Issued for cash @.07                              |                     |                    | 27,773           | 28              | 14,972    |                     |                     |
| February 24, 1997 common stock<br>Issued for cash @.07                              |                     |                    | 14,546           | 15              | 7,985     |                     |                     |
| June 5, 1997 common stock issued<br>For cash @.07                                   |                     |                    | 400,000          | 400             | 7,600     |                     |                     |
| Cancellation of investment<br>Common stock issued for consulting<br>@.10 per share  |                     |                    | 1,054,275        | 1,054           | 104,373   |                     |                     |
| Net Loss for the year ended December<br>31, 2007                                    |                     |                    |                  |                 |           |                     |                     |
| Balance December 31, 2007   |                     |                    | 12,422,995       | 12,423          | 6,714,042 |                     | (942,397)           |
| January 2, 1998 common stock issued<br>for services @.18 per share                  |                     |                    | 3,500,000        | 3,500           | 626,500   |                     |                     |
| March 2, 1998 common stock issued<br>for services @1.50                             |                     |                    | 2,000,000        | 2,000           | 2,998,000 |                     |                     |
| April 30, 1998 common stock issued<br>For consulting fees @1.00 per share           |                     |                    | 120,010          | 120             | 119,890   |                     |                     |
| September 11, 1998 common stock<br>Issued for consulting services @.25<br>per share |                     |                    | 40,000           | 40              | 9,960     |                     |                     |
| September 11, 1998 common stock<br>Issued for loan @.25 per share                   |                     |                    | 6,000,000        | 6,000           | 1,494,000 |                     |                     |
| October 16, 1998 common stock<br>issued for consulting fees @.19                    |                     |                    | 375,000          | 375             | 70,875    |                     |                     |
| November 3, 1998 common stock<br>issued for subscription receivable                 |                     |                    | 2,500,000        | 2,500           | 247,500   | (250,000)           |                     |
| Net Loss for the year ended December<br>31, 1998                                    |                     |                    |                  |                 |           |                     | (11,182,808)        |
| Balance December 31, 1998   |                     |                    | 26,957,605       | 26,958          | 12280,767 | (250,000)           | (12,125,205)        |
| March 4, 1999 common stock issued<br>for cash @.25 per share                        |                     |                    | 2,000,000        | 2,000           | 498,000   |                     |                     |
| Payment received on stock<br>subscription receivable                                |                     |                    |                  |                 |           | 250,000             |                     |
| June 16, 1999 preferred stock issued<br>for cash @2.00 per share                    | 38,000              | 38                 |                  |                 | 75,962    |                     |                     |
| June 30, 1999 preferred stock issued<br>for cash @1.89 per share                    | 211,460             | 212                |                  |                 | 399,789   |                     |                     |
| June 30, 1999 preferred stock issued<br>for cash @2.00 per share                    | 35,000              | 35                 |                  |                 | 69,965    |                     |                     |
| June 30, 1999 preferred stock issued<br>for cash @2.00 per share                    | 159,936             | 160                |                  |                 | 319,712   |                     |                     |

|   |                |            |                   |               |                    |  |                        |
|---|----------------|------------|-------------------|---------------|--------------------|--|------------------------|
| Net Loss for the year ended December 31, 1999   |                |            |                   |               |                    |  | (4,678,284)            |
| <b>Balance December 31, 1999</b>  | <b>444,576</b> | <b>444</b> | <b>28,957,605</b> | <b>28,958</b> | <b>136,441,195</b> |  | <b>- (16,803,489)</b>  |
| February 24, 2000 common stock issued for debt @1.39 per share                          |                |            | 2,175,000         | 2,175         | 3,021,075          |  |                        |
| February 24, 2000 common stock issued for services @1.39 per share                      |                |            | 80,000            | 80            | 111,120            |  |                        |
| March 31, 2000 common stock issued for debt @1.39                                       |                |            | 15,000            | 15            | 19,935             |  |                        |
| March 31, 2000 common stock issued for services @\$1.33 per share                       |                |            | 537,000           | 537           | 713,673            |  |                        |
| May 22, 2000 common stock issued for debt @\$1.94 per share                             |                |            | 9,995             | 10            | 19,379             |  |                        |
| July 30, 2000 preferred stock cancelled and converted to common stock                   | (211,640)      | (212)      | 211,640           | 212           |                    |  |                        |
| September 2000 common stock issued for convertible debenture @\$0.2025 to .21 per share |                |            | 482,716           | 483           | 99,517             |  |                        |
| September 2000 common stock issued for interest @.76 to 1.37 per share                  |                |            | 291               | -             | 302                |  |                        |
| September 2000 expense for discount on convertible debenture                            |                |            |                   |               | 66,666             |  |                        |
| October 2000 common stock issued for convertible debenture @.12 to .15 per share        |                |            | 752,084           | 752           | 99,248             |  |                        |
| October 2000 common stock issued for interest @.24 to .35 per share                     |                |            | 1,047             | 1             | 283                |  |                        |
| October 25, 2000 expense for discount on convertible debenture                          |                |            |                   |               | 33,333             |  |                        |
| November 2000 common stock issued for convertible debenture @.03 to .1125 per share     |                |            | 2,472,551         | 2,474         | 117,526            |  |                        |
| November 2000 common stock issued for interest @.04 to .12 per share                    |                |            | 5,085             | 5             | 274                |  |                        |
| November 22, 2000 expense for discount  |                |            |                   |               | 33,333             |  |                        |
| November 30, 2000 preferred stock cancelled and converted to common stock               | (159,936)      | (160)      | 159,936           | 160           |                    |  |                        |
| December 2000 common stock issued for convertible debenture @\$0.0165 to .03 per share  |                |            | 2,984,201         | 2,984         | 77,016             |  |                        |
| December 2000 common stock issued for interest @.02 to .09 per share                    |                |            | 8,813             | 9             | 329                |  |                        |
| Net Loss for the year ended December 31, 2000   |                |            |                   |               |                    |  | - (206,244)            |
| <b>Balance December 31, 2000</b>  | <b>73,000</b>  | <b>72</b>  | <b>38,852,964</b> | <b>38,855</b> | <b>180,572,224</b> |  | <b>(189,659,335)</b>   |
| Shares issued for services  |                |            | 22,593,734        | 22,592        | 871,957            |  |                        |
| Net loss for the period   |                |            |                   |               |                    |  | (24,765)               |
| <b>Balance December 31, 2001</b>  | <b>73,000</b>  | <b>72</b>  | <b>61,446,698</b> | <b>61,447</b> | <b>189,291,811</b> |  | <b>- (189,907,000)</b> |

**Balance December 31, 2011**

**73,000**

**72**

**61,446,698**

**61,447 18929181**

**- (18990700)**

**AIMRITE HOLDINGS CORP**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2011 and 2010**

**NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS**

The Company was organized September 6, 1988 as Q-Com Com Corp under the laws of State of Nevada. On March 31, 1995 its name was changed to Drink World, Inc. On July 21, 1995 the Company changed its name to Aimrite Holdings Corporation. (AHC).

On July 24, 1995 the stockholders approved a 2 for 1 forward stock split and approved changing the par value from .001 to .0001.

On October 9, 1999 the Company amended its articles of incorporation to increase the authorized number of shares of common stock and preferred stock to 100,000,000 and 50,000,0000 respectively and restored its par value to .001.

AimRite Holdings Corporation is an acquirer of proprietary technologies and actively seeks strategic partnerships in the commercialization of its proprietary products. AHS's mission is to continually bring new product ideas to market and continually seek new technologies..

## **NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### *Basis of presentation*

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

### *Development stage company*

The Company is a development stage company as defined by section 915-10-20 of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification. Although the Company has recognized some nominal amount of income since inception, the Company is still devoting substantially all of its efforts on establishing the business and, therefore, still qualifies as a development stage company. All losses accumulated since inception have been considered as part of the Company's development stage activities.

### *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 assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates include the estimated useful lives of property and equipment. Actual results could differ from those estimates.

### *Cash equivalents*

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

### *Fair value of financial instruments*

The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and paragraph 820-10-35-37 of the FASB Accounting Standards Codification ("Paragraph 820-10-35-37") to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (U.S. GAAP), and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

Level 1 Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2 Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

Level 3 Pricing inputs that are generally observable inputs and not corroborated by market data.

The carrying amount of the Company's financial assets and liabilities, such as cash, prepaid expenses and accrued expenses approximate their fair value because of the short maturity of those instruments. The Company's notes payable approximate the fair value of such instruments based upon management's best estimate of interest rates that would be available to the Company for similar financial arrangements at December 31, 2010.

The Company does not have any assets or liabilities measured at fair value on a recurring or a non-recurring basis, consequently, the Company did not have any fair value adjustments for assets and liabilities measured at fair value at December 31, 2010; no gains or losses are reported in the consolidated statements of operations that are attributable to the change in unrealized gains or losses relating to those assets and liabilities still held at the reporting date ended December 31, 2010.

### Equipment

Equipment is recorded at cost. Expenditures for major additions and betterments are capitalized. Maintenance and repairs are charged to operations as incurred. Depreciation of equipment is computed by the straight-line method (after taking into account their respective estimated residual values) over the assets estimated useful life of three (3) or seven (7) years. Upon sale or retirement of equipment, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in statements of operations.

### Impairment of long-lived assets

The Company follows paragraph 360-10-05-4 of the FASB Accounting Standards Codification for its long-lived assets. The Company's long-lived assets, which includes computer equipment is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable.

The Company assesses the recoverability of its long-lived assets by comparing the projected undiscounted net cash flows associated with the related long-lived asset or group of long-lived assets over their remaining estimated useful lives against their respective carrying amounts. Impairment, if any, is based on the excess of the carrying amount over the fair value of those assets. Fair value is generally determined using the asset's expected future discounted cash flows or market value, if readily determinable. If long-lived assets are determined to be recoverable, but the newly determined remaining estimated useful lives are shorter than originally estimated, the net book values of the long-lived assets are depreciated over the newly determined remaining estimated useful lives.

The Company determined that there were no impairments of long-lived assets as of September 30, 2011.

### Commitments and contingencies

The Company follows subtopic 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated.

### Revenue recognition

The Company follows paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The Company will recognize revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i)

persuasive evidence of an arrangement exists, (ii) the product has been shipped or the services have been rendered to the customer, (iii) the sales price is fixed or determinable, and (iv) collectability is reasonably assured.

### Income taxes

The Company follows Section 740-10-30 of the FASB Accounting Standards Codification, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the fiscal year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the fiscal years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the Statements of Income and Comprehensive Income in the period that includes the enactment date.

The Company adopted section 740-10-25 of the FASB Accounting Standards Codification (“Section 740-10-25”) with regards to uncertainty income taxes. Section 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company had no material adjustments to its liabilities for unrecognized income tax benefits according to the provisions of Section 740-10-25.

### Net income (loss) per common share

Net income (loss) per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock and potentially outstanding shares of common stock during the period. The weighted average number of common shares outstanding and potentially outstanding common shares assumes that the Company incorporated as of the beginning of the first period presented.

There were no potentially dilutive shares outstanding as of December 31, 2011

### Cash flows reporting

The Company adopted paragraph 230-10-45-24 of the FASB Accounting Standards Codification for cash flows reporting, classifies cash receipts and payments according to whether they stem from operating, investing, or financing activities and provides definitions of each category, and uses the indirect or reconciliation method (“Indirect method”) as defined by paragraph 230-10-45-25 of the FASB Accounting Standards Codification to report net cash flow from operating activities by adjusting net income to reconcile it to net cash flow from operating activities by removing the effects of (a) all deferrals of past operating cash receipts and payments and all accruals of expected future operating cash receipts and payments and (b) all items that are included in net income that do not affect operating cash receipts and payments. The Company reports the reporting currency equivalent of foreign currency cash flows, using the current exchange rate at the time of the cash flows and the effect of exchange rate changes on cash held in foreign currencies is reported as a separate item in the reconciliation of beginning and ending balances of cash and cash equivalents and separately provides information about investing and financing activities not resulting in cash

receipts or payments in the period pursuant to paragraph 830-230-45-1 of the FASB Accounting Standards Codification.

#### Advertising Costs

The Company expenses the cost of advertising and promotional materials when incurred.

#### Subsequent events

The Company follows the guidance in Section 855-10-50 of the FASB Accounting Standards Codification for the disclosure of subsequent events. The Company will evaluate subsequent events through the date when the financial statements were issued. Pursuant to ASU 2010-09 of the FASB Accounting Standards Codification, the Company as an SEC filer considers its financial statements issued when they are widely distributed to users, such as through filing them on EDGAR.

#### Recently issued accounting pronouncements

In January 2010, the FASB issued the FASB Accounting Standards Update No. 2010-06 "*Fair Value Measurements and Disclosures (Topic 820) Improving Disclosures about Fair Value Measurements*", which provides amendments to Subtopic 820-10 that requires new disclosures as follows:

1. Transfers in and out of Levels 1 and 2. A reporting entity should disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers.
2. Activity in Level 3 fair value measurements. In the reconciliation for fair value measurements using significant unobservable inputs (Level 3), a reporting entity should present separately information about purchases, sales, issuances, and settlements (that is, on a gross basis rather than as one net number).

This Update provides amendments to Subtopic 820-10 that clarify existing disclosures as follows:

1. Level of disaggregation. A reporting entity should provide fair value measurement disclosures for each class of assets and liabilities. A class is often a subset of assets or liabilities within a line item in the statement of financial position. A reporting entity needs to use judgment in determining the appropriate classes of assets and liabilities.
2. Disclosures about inputs and valuation techniques. A reporting entity should provide disclosures about the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements. Those disclosures are required for fair value measurements that fall in either Level 2 or Level 3.

This Update also includes conforming amendments to the guidance on employers' disclosures about postretirement benefit plan assets (Subtopic 715-20). The conforming amendments to Subtopic 715-20 change the terminology from *major categories* of assets to *classes* of assets and provide a cross reference to the guidance in Subtopic 820-10 on how to determine appropriate classes to present fair value disclosures. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years.

In April 2010, the FASB issued ASU No. 2010-13, "*Compensation—Stock Compensation (Topic 718): Effect of Denominating the Exercise Price of a Share-Based Payment Award in the Currency of the Market in Which the Underlying Equity Security Trades*" ("*ASU 2010-13*"). This update provides amendments to Topic 718 to clarify that an employee share-based payment award with an exercise price denominated in the currency of a market in which a substantial portion of the entity's equity securities trades should not be

considered to contain a condition that is not a market, performance, or service condition. Therefore, an entity would not classify such an award as a liability if it otherwise qualifies as equity. The amendments in ASU 2010-13 are effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2010.

In August 2010, the FASB issued ASU 2010-21, *“Accounting for Technical Amendments to Various SEC Rules and Schedules: Amendments to SEC Paragraphs Pursuant to Release No. 33-9026: Technical Amendments to Rules, Forms, Schedules and Codification of Financial Reporting Policies”* (“ASU 2010-21”), was issued to conform the SEC’s reporting requirements to the terminology and provisions in *ASC 805, Business Combinations*, and in *ASC 810-10, Consolidation*. ASU No. 2010-21 was issued to reflect SEC Release No. 33-9026, “Technical Amendments to Rules, Forms, Schedules and Codification of Financial Reporting Policies,” which was effective April 23, 2009. The ASU also proposes additions or modifications to the XBRL taxonomy as a result of the amendments in the update.

In August 2010, the FASB issued ASU 2010-22, *“Accounting for Various Topics: Technical Corrections to SEC Paragraphs”* (“ASU 2010-22”), which amends various SEC paragraphs based on external comments received and the issuance of SEC Staff Accounting Bulletin (SAB) No. 112, which amends or rescinds portions of certain SAB topics. The topics affected include reporting of inventories in condensed financial statements for Form 10-Q, debt issue costs in conjunction with a business combination, sales of stock by subsidiary, gain recognition on sales of business, business combinations prior to an initial public offering, loss contingent and liability assumed in business combination, divestitures, and oil and gas exchange offers.

In December 2010, the FASB issued the FASB Accounting Standards Update No. 2010-28 *“Intangibles—Goodwill and Other (Topic 350): When to Perform Step 2 of the Goodwill Impairment Test for Reporting Units with Zero or Negative Carrying Amounts”* (“ASU 2010-28”). Under ASU 2010-28, if the carrying amount of a reporting unit is zero or negative, an entity must assess whether it is more likely than not that goodwill impairment exists. To make that determination, an entity should consider whether there are adverse qualitative factors that could impact the amount of goodwill, including those listed in *ASC 350-20-35-30*. As a result of the new guidance, an entity can no longer assert that a reporting unit is not required to perform the second step of the goodwill impairment test because the carrying amount of the reporting unit is zero or negative, despite the existence of qualitative factors that indicate goodwill is more likely than not impaired. ASU 2010-28 is effective for public entities for fiscal years, and for interim periods within those years, beginning after December 15, 2010, with early adoption prohibited.

In December 2010, the FASB issued the FASB Accounting Standards Update No. 2010-29 *“Business Combinations (Topic 805): Disclosure of Supplementary Pro Forma Information for Business Combinations”* (“ASU 2010-29”). ASU 2010-29 specifies that if a public entity presents comparative financial statements, the entity should disclose revenue and earnings of the combined entity as though the business combination(s) that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. The amendments in this Update also expand the supplemental pro forma disclosures under Topic 805 to include a description of the nature and amount of material, nonrecurring pro forma adjustments directly attributable to the business combination included in the reported pro forma revenue and earnings. The amended guidance is effective prospectively for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2010. Early adoption is permitted.

Management does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying consolidated financial statements.

### **NOTE 3 – GOING CONCERN**

As reflected in the accompanying consolidated financial statements, the Company had an accumulated deficit of \$18,990,700 at December 31, 2011.

While the Company is attempting to commence operations and generate revenues, the Company's cash position may not be significant enough to support the Company's daily operations. Management intends to raise additional funds by way of a public or private offering. Management believes that the actions presently being taken to further implement its business plan and generate revenues provide the opportunity for the Company to continue as a going concern. While the Company believes in the viability of its strategy to generate revenues and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company's ability to further implement its business plan and generate revenues.

The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

#### **NOTE 4 – RELATED PARTY TRANSACTIONS**

##### *Free office space from its majority stockholder and Chief Executive Officer*

The Company has been provided office space by its majority stockholder and Chief Executive Officer at no cost. The management determined that such cost is nominal and did not recognize the rent expense in its financial statements.

#### **NOTE 5 – STOCKHOLDERS' EQUITY**

The Company had no stock transactions in 2009 and 2010.

#### **NOTE 8 – INCOME TAX**

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carryforwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Net deferred tax liabilities consist of the following components as of December 31, 2011:

|   | December 31,<br>2011 |
|---|----------------------|
| Deferred Tax assets:                            |                      |
| NOL Carryover                                   | \$ 6,456,838         |
| Less valuation allowance                        | (6,456,838)          |
| Deferred tax assets, net of valuation allowance | <u>\$ -</u>          |

At December 31, 2011 the Company had net operating loss carryforwards of \$18,990,700 that may be offset against future taxable income from the year 2012 to 20029.

No tax benefit has been reported in the December 31, 2011 financial statements since the potential tax benefit is offset by a valuation allowance of the same amount.

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carryforwards for Federal Income tax reporting purposes are subject to annual limitations. Should a change in ownership occur, net operating loss carryforwards may be limited as to use in future years.

**NOTE 10-SUBSEQUENT EVENTS**

In accordance with Accounting Standards Codification Topic No. 855 "Subsequent Events" (ASC 855), the Company has evaluated subsequent events and has found none to report.

**Item 14 Beneficial Owners.**

The following table sets forth, as of December 31, 2011, information about the beneficial ownership of our capital stock with respect to each person known by Aimrite Holdings Corp. to own beneficially more than 5% of the outstanding capital stock, each director and officer, and all directors and officers as a group.

| Name and Address  | Number of Shares Beneficially Owned | Class  | Percentage of Class <sup>(1)</sup> |
|---|-------------------------------------|--------|------------------------------------|
| E.G. Marchi<br>4000 McArthur Blvd<br>Ste 900<br>Newport Beach CA<br>92660 | 0                                   | Common | 0                                  |
| All directors and executive officers                                      | 0                                   | Common | 0                                  |

- 1) The above percentages are based on 61,446,698 shares of common stock outstanding as of December 31, 2011.

**Item 15 The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure:**

1. Investment Banker

None

2. Promoters  
None
3. Counsel  
Ken Bart-Bart and Associates  
1357 S. Quintero Way  
Aurora CO 80017
4. Auditor  
None
5. Public Relations Consultant(s)  
None
6. Investor Relations Consultant  
None
7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - the information shall include the telephone number and email address of each advisor.  
  
None

**Item 16 Management's Discussion and Analysis or Plan of Operation.**

**AimRite Holdings Corporation.**

**Market Needs New Technological Products**

In the ever changing world of technology whether it is computer based, or video streaming the desire by the public for faster and newer products is always in demand, the Company has insight into developers of such technological products and is in a position to bring them to market.

**Market Fundamental**

To effectively understand the potential of the Aimrite Holdings, Corp., it helps to review the Market analysis available.

As of 2010, there were an estimated 500 Billion Dollars of money spent in the technology product field. With sales to consumers in the Unites States alone in the billions for these type of products the assumption of tremendous demand is evident.

**Off Balance Sheet Arrangements- None**

**Part E**      **Issuance History**

**Item 17**      **List of securities offerings and shares issued for services in the past two years.**

None.

**Part F**      **Exhibits**

The following exhibits must be either described in or attached to the disclosure statement:

**Item 18**      **Material Contracts.**

None

**Item 19**      **Articles of Incorporation and Bylaws**

See attached EXHIBIT A.

**Item 20**      **Purchases of Equity Securities by the Issuer and Affiliated Purchasers.**

None.

**Item 21**      **Issuer's Certifications.**

See attached EXHIBIT B.

**EXHIBIT A**

FORM NO. 10100  
BY: BARBARA SCHARF  
DRAWER B  
FARMINGTON, UT 84025

FILED  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

ARTICLES OF INCORPORATION

SEP 05 1961

OF

SIERRA NEVADA BANCORPORATION

FORM NO. 10100 SECRETARY OF STATE

*Handwritten:* 7160-88

FIRST. The name of this corporation is Sierra Nevada Bancorporation.

SECOND. Its registered office in the State of Nevada is to be located at 1000 East William Street, Suite 100, Carson City, Nevada 89701. The registered agent in charge thereof is Laughlin Associates, Inc. at 1000 East William Street, Suite 100, Carson City, Nevada 89701.

THIRD. The nature of the business and the objects and purposes proposed to be transacted, promoted, and carried on, are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

"The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Nevada."

FOURTH. The amount of total authorized capital stock of this corporation is 2500 shares of No Par Value.

FIFTH. The name of the incorporator is Kerry Jensen. The address of the incorporator is 110 West 300 South, Salt Lake City, Utah 84101.

SIXTH. The powers of the incorporator are to terminate upon filing the articles of incorporation, and the name and mailing address of the person who is to serve as director until the first annual meeting of stockholders or until his successors are elected and qualify is Alice Lansing, 1000 East William Street, Suite 100, Carson City, Nevada 98701.

SEVENTH. The director/directors shall have power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of the corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the director/directors shall have the authority to dispose, in any manner, of the whole property of this corporation.

The By-Laws shall determine whether and to what extent the accounts and books of this corporation, or any of them shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspection of any account, or book or document of this corporation, except as conferred by the law or the By-Laws, or by resolution of the stockholders.

The stockholders and director/directors shall have power to hold their meetings and keep the books, documents and papers of the corporation outside of the State of Nevada, at such places as may be from time to time designated by the By-Laws

or by resolution of the stockholders or director/directors, except as otherwise required by the laws of Nevada.

The director/directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves a director's duty of loyalty to the corporation or its stockholders.

It is the intention that the objects, purposes and powers specified in the Third paragraph hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in these articles of incorporation, but that the objects, purposes and powers specified in the Third paragraph and in each of the clauses or paragraphs of this charter shall be regarded as independent objects, purposes and powers.

I, THE UNDERSIGNED, for the purpose of forming this corporation under the laws of the State of Nevada, do make, file and record these articles and do certify that the facts herein are true; and I have accordingly hereunto set my hand.

Dated this 27 day of August, 1988.

  
Kerry Jensen

State of Utah )  
County of Salt Lake: ss. )

I, Walter A. Jensen, a notary public, hereby certify that on the 27 day of August, 1988 personally did appear before me Kerry Jensen, who being by me first duly sworn, declared and affirmed that he was the person who signed the above document as incorporator and that the statements therein contained are true.

IN WITNESS THEREOF, I have hereunto set my hand and seal, this 27 day of August, 1988.

  
NOTARY PUBLIC  
Residing in Salt Lake County, Utah

My commission expires:

10 / 88

DEC 9 1994

Certificate of Revival Pursuant to NRS 78.730

FOR OFFICE USE ONLY

2196-11

For office use only above this line.

1. The name of the corporation: Q-Com Corporation

2. The name and address of the corporation's resident agent:

ALL CORPORATE SERVICES  
(Physical address)  
3566 So POLARIS #4-A  
LAS VEGAS, NV 89103

(Mailing address if different from physical)

3. The date when the revival of the charter is to commence: \_\_\_\_\_

4. Indicate whether or not the revival is to be perpetual, and, if not perpetual, the time for which the revival is to continue. The corporation's existence shall be: PERPETUAL or \_\_\_\_\_

(Time for which the revival is to continue)

5. We/I declare that the corporation desires to revive its corporate charter and is, or has been, organized and carrying on the business authorized by its existing or original charter and amendments thereto, and desires to continue through revival its existence pursuant to and subject to the provisions of this chapter.

6. The names and addresses of the president, secretary and treasurer and all of the corporation's directors are as follows:

- L. A. (KENNY) GREEN, 13900 PERRY WAY - M-24, MARTIN DEL REY, CA 90292  
(president) (address)
- KA (KENNY) GREEN, 13900 PERRY WAY, M-24, MARTIN DEL REY, CA 90292  
(secretary) (address)
- KA (KENNY) GREEN, 13900 PERRY WAY, M-24, MARTIN DEL REY, CA 90292  
(treasurer) (address)
- KA (KENNY) GREEN, 13900 PERRY WAY, M-24, MARTIN DEL REY, CA 90292  
(director) (address)

(director) You may attach additional pages, if necessary.

The undersigned declare that they have obtained written consent of all the stockholders of the corporation and that unanimous consent was secured and that they are the person(s) designated or appointed by the stockholders of the corporation to revive the corporation.

[Signature] (signature) [Signature] (signature)



Signed and sworn to (or affirmed) before me on 12/9/94 at Las Vegas, NV by L.A. (Kenny) Green person(s) making statement

Alex S. Cheng (Notary)  
Attach additional pages, if necessary.

**RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**Q-COM CORP.**

264975  
E 78723

APR 10 1995

No. 7140-88

*Don Hill*

ON THIS 10th day of March 1995, pursuant to the Nevada Revised Statutes 78 320 and other applicable Nevada Revised Statutes, a Special Meeting of Shareholders representing a majority of the holders was called. Whereas, there being shares validly issued and outstanding and entitled to vote, with a total voting power of 1,000,000, shareholders voted either by proxy or in person 800,000 shares FOR, representing 80 00 % being a majority and 0 shares AGAINST to RESTATE THE ARTICLES OF INCORPORATION OF Q-COM CORP

Therefore, the Corporation does by these presents Restate its Articles of Incorporation as follows:

**FIRST: Name**

The name of the corporation is DRINK WORLD, INC. (the "Corporation")

**SECOND: Registered Office and Agent**

The address of the registered office of the Corporation in the State of Nevada is 3586 So Polaris Ave., #4A, Las Vegas, NV 89103, in the City of Las Vegas, County of Clark. The name and address of the Corporation's registered agent in the State of Nevada is All Corporate Services, at said address, until such time as another agent is duly authorized and appointed by the Corporation.

**THIRD: Purpose and Business**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may now or hereafter be organized under the Nevada Revised Statutes of the State of Nevada, including, but not limited to the following

- (a) The Corporation may at any time exercise such rights, privileges and powers, when not inconsistent with the purposes and object for which this Corporation is organized.
- (b) The Corporation shall have power to have succession by its corporate name in perpetuity, or until dissolved and its affairs would up according to law.
- (c) The Corporation shall have power to sue and be sued in any court of law or equity.
- (d) The Corporation shall have power to make contracts.
- (e) The Corporation shall have 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.

- (f) The Corporation shall have power to appoint such officers and agents as the affairs of the Corporation shall require and allow them suitable compensation.
- (g) The Corporation shall have power to make bylaws 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 stockholders.
- (h) The Corporation shall have the power to wind up and dissolve itself, or be wound up or dissolved.
- (i) The Corporation shall have the power to adopt and use a common seal or stamp, or to not use such seal or stamp and if one is used, to alter the same. 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 non-use shall not in any way affect the legality of the document.
- (j) The Corporation 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 evidence 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 another lawful object.
- (k) The Corporation 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 evidence of indebtedness created by any other corporation or corporations of the State of Nevada, or any other state or government and, while the owner of such stock, bonds, securities or evidence of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote, if any.
- (l) The Corporation 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.
- (m) The Corporation 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 country.
- (n) The Corporation shall have the power to do all and everything necessary and proper for the accomplishment of the objects enumerated in its articles of incorporation, or any amendments 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 purposes of the

Corporation, whether or not such business is similar in nature to the purposes set forth in the articles of Incorporation of the Corporation, or any amendment thereof:

- (o) The Corporation shall have the power to make donations for the public welfare or for charitable, scientific or educational purposes.
- (p) The Corporation shall have the power to enter partnerships, general or limited, or joint ventures, in connection with any lawful activities

#### **FOURTH: Capital Stock**

1. Classes and Number of Shares. The total number of shares of all classes of stock, which the Corporation shall have authority to issue is Sixty Million (60,000,000), consisting of Fifty Million (50,000,000) shares of Common Stock par value of \$0.001 per share (the "Common Stock") and Ten Million (10,000,000) shares of Preferred Stock, which have a par value of \$0.001 per share (the "Preferred Stock")

#### **2 Powers and Rights of Common Stock**

(a) Preemptive Right. No shareholders of the Corporation holding common stock shall have any preemptive or other right to subscribe for any additional un-issued or treasury shares of stock or for other securities of any class or for rights, warrants or options to purchase stock, or for scrip, or for securities of any kind convertible into stock or carrying stock purchase warrants or privileges unless so authorized by the Corporation.

(b) Voting Rights and Powers. With respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to give consent, the holders of the outstanding shares of the Common Stock shall be entitled to cast thereon one (1) vote in person or by proxy for each share of the Common Stock standing in his name

#### **(c) Dividends and Distributions.**

(i) Cash Dividends. Subject to the rights of holders of Preferred Stock, holders of Common Stock shall be entitled to receive such cash dividends as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation, legally available therefor.

(ii) Other Dividends and Distributions. The Board of Directors may issue shares of the Common Stock in the form of a distribution or distributions pursuant to a stock dividend or split-up of the shares of the Common Stock.

(iii) Other Rights. Except as otherwise required by the Nevada Revised Statutes and as may otherwise be provided in these Restated Articles of Incorporation, each share of the Common Stock shall have identical powers, preferences and rights including rights in liquidation.

3. Preferred Stock. The powers, preferences, rights, qualifications, limitations and restrictions pertaining to the Preferred Stock, or any series thereof, shall be such as may be fixed, from time to time, by the Board of Directors in its sole discretion, authority to do so being hereby expressly vested in such Board

4. Issuance of the Common Stock and the Preferred Stock. The Board of Directors of the

Corporation may from time to time authorize by resolution the issuance of any or all shares of the Common Stock and the Preferred Stock herein authorized in accordance with the terms and conditions set forth in these Restated Articles of Incorporation for such purposes, in such amounts, to such persons, corporations, or entities, for such consideration and in the case of the Preferred Stock, in one or more series, all as the Board of Directors in its discretion may determine and without any vote or other action by the stockholders, except as otherwise required by law. The Board of Directors, from time to time, also may authorize, by resolution, options, warrants and other rights convertible into Common or Preferred stock (collectively "securities.") The securities must be issued for such consideration, including cash, property, or services, as the Board of Directors may deem appropriate, subject to the requirement that the value of such consideration be no less than the par value of the shares issued. Any shares issued for which the consideration so fixed has been paid or delivered shall be fully paid stock and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon, provided that the actual value of such consideration is not less than the par value of the shares so issued. The Board of Directors may issue shares of the Common Stock in the form of a distribution or distributions pursuant to a stock dividend or split-up of the shares of the Common Stock only to the then holders of the outstanding shares of the Common Stock.

5. Cumulative Voting. Except as otherwise required by applicable law, there shall be no cumulative voting on any matter brought to a vote of stockholders of the Corporation.

#### **FIFTH: Adoption of Bylaws.**

In the furtherance and not in limitation of the powers conferred by statute and subject to Article Sixth hereof, the Board of Directors is expressly authorized to adopt, repeal, rescind, alter or amend in any respect the Bylaws of the Corporation (the "Bylaws")

#### **SIXTH: Shareholder Amendment of Bylaws.**

Notwithstanding Article Fifth hereof, the Bylaws may also be adopted, repealed, rescinded, altered or amended in any respect by the stockholders of the Corporation, but only by the affirmative vote of the holders of not less than seventy-five percent (75%) of the voting power of all outstanding shares of voting stock, regardless of class and voting together as a single voting class.

#### **SEVENTH: Board of Directors**

The business and affairs of the Corporation shall be managed by and under the direction of the Board of Directors. Except as may otherwise be provided pursuant to Section 4 of Article Fourth hereof in connection with rights to elect additional directors under specified circumstances, which may be granted to the holders of any class or series of Preferred Stock, the exact number of directors of the Corporation shall be determined from time to time by a Bylaw or amendment thereto, providing that the number of directors shall not be reduced to less than two (2). The directors holding office at the time of the filing of these Restated Articles of Incorporation shall continue as directors until the next annual meeting and or until their successors are duly chosen.

#### **EIGHTH: Term of Board of Directors**

Except as otherwise required by applicable law, each director shall serve for a term ending on the date of the third Annual Meeting of Stockholders of the Corporation (the "Annual Meeting") following the Annual Meeting at which such director was elected. All directors, shall have equal standing.

Notwithstanding the foregoing provisions of this Article Eighth each director shall serve

until his successor is elected and qualified or until his death, resignation or removal, no decrease in the authorized number of directors shall shorten the term of any incumbent director; and additional directors, elected pursuant to Section 4 of Article Fourth hereof in connection with rights to elect such additional directors under specified circumstances, which may be granted to the holders of any class or series of Preferred Stock, shall not be included in any class, but shall serve for such term or terms and pursuant to such other provisions as are specified in the resolution of the Board of Directors establishing such class or series

#### **NINTH: Vacancies on Board of Directors.**

Except as may otherwise be provided pursuant to Section 4 of Article Fourth hereof in connection with rights to elect additional directors under specified circumstances, which may be granted to the holders of any class or series of Preferred Stock, newly created directorships resulting from any increase in the number of directors, or any vacancies on the Board of Directors resulting from death, resignation, removal or other causes, shall be filled solely by the affirmative vote of a majority of the remaining directors then in office even though less than a quorum of the Board of Directors. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of directors in which the new directorship was created or the vacancy occurred and until such director's successor shall have been elected and qualified or until such director's death, resignation or removal, whichever first occurs

#### **TENTH: Removal of Directors.**

Except as may otherwise be provided pursuant to Section 4 of Article Fourth hereof in connection with rights to elect additional directors under specified circumstances, which may be granted to the holders of any class or series of Preferred Stock, any director may be removed from office only for cause and only by the affirmative vote of the holders of not less than seventy-five percent (75%) of the voting power of all outstanding shares of voting stock entitled to vote in connection with the election of such director, provided, however, that where such removal is approved by a majority of the Directors, the affirmative vote of a majority of the voting power of all outstanding shares of voting stock entitled to vote in connection with the election of such director shall be required for approval of such removal. Failure of an incumbent director to be nominated to serve an additional term of office shall not be deemed a removal from office requiring any stockholder vote

#### **ELEVENTH: Stockholder Action**

Any action required or permitted to be taken by the stockholders of the Corporation must be effective at a duly called Annual Meeting or at a special meeting of stockholders of the Corporation, unless such action requiring or permitting stockholder approval is approved by a majority of the Directors, in which case such action may be authorized or taken by the written consent of the holders of outstanding shares of Voting Stock having not less than the minimum voting power that would be necessary to authorize or take such action at a meeting of stockholders at which all shares entitled to vote thereon were present and voted, provided all other requirements of applicable law and these Articles have been satisfied

#### **TWELFTH: Special Stockholder Meeting**

Special meetings of the stockholders of the Corporation for any purpose or purposes may be called at any time by a majority of the Board of Directors or by the Chairman of the Board or the President. Special meetings may not be called by any other person or persons. Each special meeting shall be held at such date and time as is requested by the person or persons calling the meeting, within the limits fixed by law

**THIRTEENTH: Location of Stockholder Meetings.**

Meetings of stockholders of the Corporation may be held within or without the State of Nevada, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision of the Nevada Revised Statutes) outside the State of Nevada at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws.

**FOURTEENTH: Private Property of Stockholders.**

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever and the stockholders shall not be personally liable for the payment of the corporation's debts.

**FIFTEENTH: Stockholder Appraisal Rights in Business Combinations**

To the maximum extent permissible under the Nevada Revised Statutes of the State of Nevada, the stockholders of the Corporation shall be entitled to the statutory appraisal rights provided therein, with respect to any Business Combination involving the Corporation and any stockholder (or any affiliate or associate of any stockholder), which requires the affirmative vote of the Corporation's stockholders

**SIXTEENTH: Other Amendments.**

The Corporation reserves the right to adopt, repeal, rescind, alter or amend in any respect any provision contained in these Restated Articles of Incorporation in the manner now or hereafter prescribed by applicable law and all rights conferred on stockholders herein are granted subject to this reservation.

**SEVENTEENTH: Term of Existence.**

The Corporation is to have perpetual existence

**EIGHTEENTH: Liability of Directors**

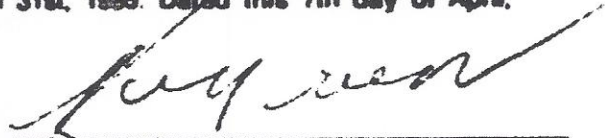
No Director of this Corporation shall have personal liability to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director or officers involving any act or omission of any such director or officer. The foregoing provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or, which involve intentional misconduct or a knowing violation of law, (iii) under applicable Sections of the Nevada Revised Statutes, (iv) the payment of dividends in violation of Section 78.300 of the Nevada Revised Statutes or, (v) for any transaction from which the director derived an improper personal benefit. 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

**NINETEENTH: Name and Address of Incorporator**

The name and address of the incorporator of the Corporation is

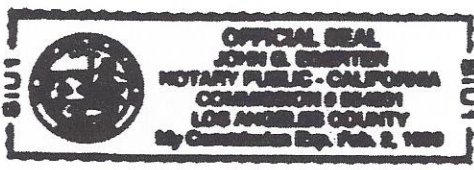
Tim P. Shisler, 3504 Willowdale Ave., Sparks, NV 89413

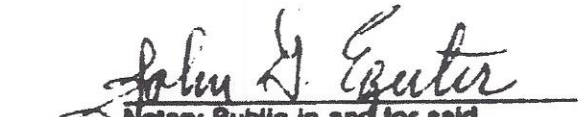
I, KENNY GREEN, President, Secretary and Treasurer of Q-Corn Corp., do hereby swear and affirm that the Restated Articles of Incorporation as contained herein are true and correct as adopted by a majority of shareholders on March 31st, 1985. Dated this 7th day of April, 1985.

BY:   
KENNY GREEN, PRESIDENT, SECRETARY  
AND TREASURER

STATE OF CALIFORNIA     )  
                                  ) ss.  
COUNTY OF LOS ANGELES )

The undersigned Notary Public certified, deposes and states that KENNY GREEN, personally appeared before me and executed the foregoing on behalf of the Corporation as its President, Secretary and Treasurer, this 7th day of April 1985



  
Notary Public in and for said  
County and State

**THIS FORM SHOULD ACCOMPANY AMENDED AND RESTATED  
ARTICLES OF INCORPORATION FOR A NEVADA CORPORATION**

1. Name of Corporation: O-COM CORP. (Corp. No. 7140-88)
2. Date of adoption of Amended and Restated Articles March 31, 1995
3. If the articles were amended, please indicate what changes have been made

(a) Was there a name change? Yes  No  If yes, what is the new name?  
DRINK WORLD, INC.

(b) Did you change the resident agent? No  If yes, please indicate the new resident agent and address.

(c) Did you change the purposes Yes  No  Did you add Banking  Gaming?  Insurance?  None of these?

(d) Did you change the capital stock? Yes  No  If yes, indicate the change?

| <u>OLD</u>  | <u>NEW</u>  | <b>FILED</b><br>IN THE OFFICE OF THE<br>SECRETARY OF STATE OF THE<br>STATE OF NEVADA |
|---|---|--|
| 1,000,000 Common Shares,<br>par value \$ 0.01 per share | 50,000,000 Common Shares,<br>par value \$ 0.01 per share.   | APR 10 1995  |
|   | 10,000,000 Preferred Shares,<br>par value \$ 0.01 per share | No. <u>71411-88</u>  |

(e) Did you change the directors? No  If yes, indicate the change.

(f) Did you add the directors liability provisions? Yes  No

(g) Did you change the period of existence? Yes  No  If yes, what is the new existence?

(h) If none of the above apply and you have amended or modified the articles, how did you change your articles?

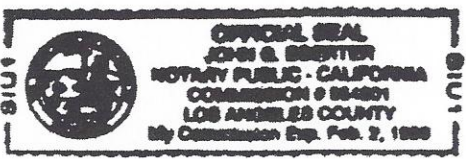
*Dean Keller*  
DEAN KELLER, SECRETARY OF STATE

By *Kenny Green*  
K A (KENNY) GREEN,  
President, Secretary and Treasurer

Dated this 7th day of April, 1995

STATE OF CALIFORNIA     )  
  )     ss  
COUNTY OF LOS ANGELES    )

The undersigned Notary Public certified, deposes and states that K A Green personally appeared before me and executed the foregoing on behalf of the corporation this 7th day of April, 1995



*John G. Eganter*  
Notary Public in and for said  
County and State

**FILED**  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

**JUL 21 1995**

**CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
DRINK WORLD, INC.**

**RECEIVED**

**JUL 21 1995**

C. 00784  
E-64946

DEAR HELLER SECRETARY OF STATE

Secretary of State

No. 140-88

On the 12th day of July 1995, pursuant to the Nevada Revised Statutes 78.320 and other applicable Nevada Revised Statutes, a Special Meeting of Shareholders representing a majority of the holders was called. Whereas, there being 2,750,000 common shares validly issued and outstanding and entitled to vote, shareholders voted either by proxy or in person 1,782,000 shares FOR, representing 64.8% being a majority and 0 shares AGAINST, to AMEND THE ARTICLES OF INCORPORATION OF DRINK WORLD, INC.

Therefore, the Corporation does by these presents Amend its Articles of Incorporation as follows:

The name of the corporation is changed to AIMRITE HOLDINGS CORPORATION

I, KENNY GREEN, President and Secretary of Drink World Inc., do hereby swear and affirm that the Certificate of Amendment as contained herein is true and correct as adopted by a majority of shareholders on July 12th 1995. Dated this 20th day of July 1995.

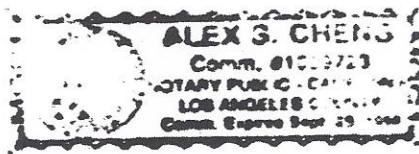
BY

Kenny Green  
KENNY GREEN, PRESIDENT, SECRETARY

STATE OF CALIFORNIA

COUNTY OF LOS ANGELES

The undersigned Notary Public certified, deposits and states that KENNY GREEN, personally appeared before me and executed the foregoing on behalf of the Corporation as its President and Secretary, this 20th day of July 1995.



Alex S. Cheng  
Notary Public in and for said  
County and State

**FILED**  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

OCT 09 1999

C 7140-88  
No. Kenneth P. Coleman and Mary Kay Koldeway certify that:  
*Dean Heller*  
DEAN HELLER, SECRETARY OF STATE

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION

1. They are the President and Secretary, respectively, of AimRite Holdings Corporation a Nevada Corporation.
2. ARTICLE FOURTH is amended to read as follows:

FOURTH: Capital Stock

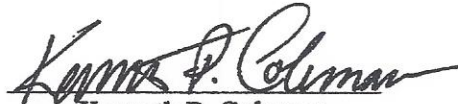
1. Classes and Number of Shares The total number of shares of all classes of stock which the Corporation shall have authority to issue is One Hundred Fifty Million (150,000,000) consisting of One Hundred Million (100,000,000) shares of common stock, par value of \$0.001 per share (the "Common Stock") and Fifty Million (50,000,000) shares of Preferred Stock which have a par value of \$0.001 per share (the "Preferred Stock") consisting of into One Million (1,000,000) shares Series A ( the "Series A Preferred Stock"), Two Million (2,000,000) shares ( The "Series B Preferred Stock") and Forty Seven Million (47,000,000) shares Series C (The "Series C Preferred Stock").
3. The forgoing amendment has been approved by the Board of Directors.

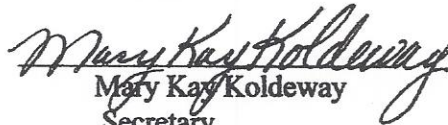
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4. The forgoing amendment has been duly approved by a vote of the shareholders in accordance with the Nevada Corporations Code. The Corporation has two classes of stock however only the common stock has outstanding shares. The number of shares voting in favor of the amendment equaled or exceeded the vote required.
5. The percentage vote required was more than 50%.

We further declare under the laws of the state of Nevada that the matters set forth in this certificate are true and correct of our own knowledge

Dated: May 15, 1999

  
Kenneth P. Coleman  
President

  
Mary Kay Koldeway  
Secretary

**Aim Rite Holdings Corporation**  
**(a Nevada Corporation)**

**BY LAWS**

**ARTICLE I**

**Principal Executive Office**

The principal executive office of Aim Rite Holdings Corporation. (the "Corporation") shall be at 4000 MacArthur Blvd., Suite 900, Newport Beach, CA 92660. The Corporation may also have offices at such other places within or without the State of Nevada as the board of directors shall from time to time determine.

**ARTICLE II**

**Stockholders**

**SECTION 1. Place of Meetings.** All annual and special meetings of stockholders shall be held at the principal executive office of the Corporation or at such other place within or without the State of Nevada as the board of directors may determine and as designated in the notice of such meeting.

**SECTION 2. Annual Meeting.** A meetings of the stockholders of the Corporation for the election of directors and for the transaction of any other business of the Corporation shall be held annually at such date and time as the board of directors may determine.

**SECTION 3. Special Meetings.** Special meeting of the stockholders of the Corporation for any purpose or purposes may be called at any time by the board of directors of the Corporation, or by a committee of the board of directors which as been duly designated by the board of directors and whose powers and authorities, as provided in a resolution of the board of directors or in the By Laws of the Corporation, include the power and authority to call such meetings but such special meetings may not be called by another person or persons.

**SECTION 4. Conduct of Meetings.** Annual and special meetings shall be conducted in accordance with these By Laws or as otherwise prescribed by the board of directors. The chairman or the chief executive officer of the Corporation shall preside at such meetings.

**SECTION 5. Notice of Meeting.** Written notice stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called shall be mailed by the secretary or the officer performing his duties, not less than ten days nor more than fifty days before the meeting to each stockholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the stockholder at his address as it appears on the stock transfer books or records of the Corporation as of the record date prescribed in Section 6, with postage thereon prepaid. If a stockholder be present at a meeting, or in writing waive notice thereof before

or after the meeting, notice of the meeting to such stockholder shall be unnecessary. When any stockholders' meeting, either annual or special, is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. It shall not be necessary to give any notice of the time and place of any meeting adjourned for less than thirty days or of the business to be transacted at such adjourned meeting, other than an announcement at the meeting at which such adjournment is taken.

SECTION 6. Fixing of Record Date. For the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders, or any adjournment thereof, or stockholders entitled to receive payment of any dividend, or in order to make a determination of stockholders for any other proper purpose, the board of directors shall fix in advance a date as the record date for any such determination of stockholders. Such date in any case shall be not more than sixty days, and in case of a meeting of stockholders, not less than ten days prior to the date on which the particular action, requiring such determination of stockholders, is to be taken.

When a determination of stockholders entitled to vote at any meeting of stockholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

SECTION 7. Voting Lists. The officer or agent having charge of the stock transfer books for shares of the Corporation shall make, at least ten days before each meeting of stockholders, a complete record of the stockholders entitled to vote at such meeting or any adjournment thereof, with the address of and the number of shares held by each. The record, for a period of ten days before such meeting, shall be kept on file at the principal executive office of the Corporation, whether within or outside the State of Nevada, and shall be subject to inspection by any stockholder for any purpose germane to the meeting at any time during usual business hours. Such record shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any stockholder for any purpose germane to the meeting during the whole time of the meeting. The original stock transfer books shall be prima facie evidence as to who are the stockholders entitled to examine such record or transfer books or to vote at any meeting of stockholders.

SECTION 8. Quorum. One-fourth of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders. If less than one-fourth of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The stockholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

SECTION 9. Proxies. At all meetings of stockholders, a stockholder may vote by proxy executed in writing by the stockholder or by his duly authorized attorney in fact. Proxies solicited on behalf of the management shall be voted as directed by the stockholder or, in the absence of such direction, as determined by a majority of the board of directors. No proxy

shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

SECTION 10. Voting. At each election for directors every stockholder entitled to vote at such election shall be entitled to one vote for each share of stock held. Unless otherwise provided by the Certificate of Incorporation, by statute, or by these By Laws, a majority of those votes cast by stockholders at a lawful meeting shall be sufficient to pass on a transaction or matter, except in the election of directors, which election shall be determined by a plurality of the votes of the shares present in person or by proxy at the meeting and entitled to vote on the election of directors.

SECTION 11. Voting of Shares in the Name of Two or More Persons. When ownership of stock stands in the name of two or more persons, in the absence of written directions to the Corporation to the contrary, at any meeting of the stockholders of the Corporation any one or more of such stockholders may cast, in person or by proxy, all votes to which such ownership is entitled. In the event an attempt is made to cast conflicting votes, in person or by proxy, by the several persons in whose name shares of stock stand, the vote or votes to which these persons are entitled shall be cast as directed by a majority of those holding such stock and present in person or by proxy at such meeting, but no votes shall be cast for such stock if a majority cannot agree.

SECTION 12. Voting of Shares by Certain Holders. Shares standing in the name of another corporation may be voted by any officer, agent or proxy as the By Laws of such corporation may prescribe, or, in the absence of such provision, as the board of directors of such corporation may determine. Shares held by an administrator, executor, guardian or conservator may be voted by him, either in person or by proxy, without a transfer of such shares into his name. Shares standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote shares held by him without a transfer of such shares into his name. Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if authority to do so is contained in an appropriate order of the court or other public authority by which such receiver was appointed.

A stockholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee and thereafter the pledgee shall be entitled to vote the shares so transferred.

Neither treasury shares of its own stock held by the Corporation, nor shares held by another corporation, if a majority of the shares entitled to vote for the election of directors of such other corporation are held by the Corporation, shall be voted at any meeting or counted in determining the total number of outstanding shares at any given time for purposes of any meeting.

SECTION 13. Inspectors of Election. In advance of any meeting of stockholders, the chairman of the board or the board of directors may appoint any persons, other than nominees for office, as inspectors of election to act at such meeting or any adjournment thereof. The number of inspectors shall be either one or three. If the board of directors so appoints either one or three

inspectors, that appointment shall not be altered at the meeting. If inspectors of election are not so appointed, the chairman of the board may make such appointment at the meeting. In case any person appointed as inspector fails to appear or fails or refuses to act, the vacancy may be filled by appointment in advance of the meeting or at the meeting by the chairman of the board or the president.

Unless otherwise prescribed by applicable law, the duties of such inspectors shall include: determining the number of shares of stock and the voting power of each share, the shares of stock represented at the meeting, the existence of a quorum, the authenticity, validity and effect of proxies; receiving votes, ballots or consents; hearing and determining all challenges and questions in any way arising in connection with the right to vote; counting and tabulating all votes or consents; determining the result; and such acts as may be proper to conduct the election or vote with fairness to all stockholders.

SECTION 14. Nominating Committee. The board of directors or a committee appointed by the board of directors shall act as nominating committee for selecting the management nominees for election as directors. Except in the case of a nominee substituted as a result of the death or other incapacity of a management nominee, the nominating committee shall deliver written nominations to the secretary at least twenty days prior to the date of the annual meeting. Provided such committee makes such nominations, no nominations for directors except those made by the nominating committee shall be voted upon at the annual meeting unless other nominations by stockholders are made in writing and delivered to the secretary of the Corporation in accordance with the provisions of the Corporation's Certificate of Incorporation.

SECTION 15. New Business. Any new business to be taken up at the annual meeting shall be stated in writing and filed with the secretary of the Corporation in accordance with the provisions of the Corporation's Certificate of Incorporation. This provision shall not prevent the consideration and approval or disapproval at the annual meeting of reports of officers, directors and committees, but in connection with such reports no new business shall be acted upon at such annual meeting unless stated and filed as provided in the Corporation's Certificate of Incorporation.

### ARTICLE III Board of Directors

SECTION 1. General Powers. The business and affairs of the Corporation shall be under the direction of its board of directors. The chairman shall preside at all meetings of the board of directors.

SECTION 2. Number, Term and Election. The number of directors of the Corporation shall be such number, not less than one nor more than 15 (exclusive of directors, if any, to be elected by holders of preferred stock of the Corporation), as shall be provided from time to time in a resolution adopted by the board of directors, provided that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director, and provided further that no action shall be taken to decrease or increase the number of directors from time

to time unless at least two-thirds of the directors then in office shall concur in said action. Exclusive of directors, if any, elected by holders of preferred stock, vacancies in the board of directors of the Corporation, however caused, and newly created directorships shall be filled by a vote of two-thirds of the directors then in office, whether or not a quorum, and any director so chosen shall hold office for a term expiring at the annual meeting of stockholders at which the term of the class to which the director has been chosen expires and when the director's successor is elected and qualified. The board of directors shall be classified in accordance with the provisions of Section 3 of this Article III.

SECTION 3. Classified Board. The board of directors of the Corporation (other than directors which may be elected by the holders of preferred stock), shall be divided into three classes of directors which shall be designated Class I, Class II and Class III. The members of each class shall be elected for a term of three years and until their successors are elected and qualified. Such classes shall be as nearly equal in number as the then total number of directors constituting the entire board of directors shall permit, exclusive of directors, if any, elected by holders of preferred stock, with the terms of office of all members of one class expiring each year. Should the number of directors not be equally divisible by three, the excess director or directors shall be assigned to Classes I or II as follows: (1) if there shall be an excess of one directorship over the number equally divisible by three, such extra directorship shall be classified in Class I; and (2) if there be an excess of two directorships over a number equally divisible by three, one shall be classified in Class I and the other in Class II. At the organizational meeting of the Corporation, directors of Class I shall be elected to hold office for a term expiring at the first annual meeting of stockholders, directors of Class II shall be elected to hold office for a term expiring at the second succeeding annual meeting of stockholders and directors of Class III shall be elected to hold office for a term expiring at the third succeeding annual meeting thereafter. Thereafter, at each succeeding annual meeting, directors of each class shall be elected for three year terms. Notwithstanding the foregoing, the director whose term shall expire at any annual meeting shall continue to serve until such time as his successor shall have been duly elected and shall have qualified unless his position on the board of directors shall have been abolished by action taken to reduce the size of the board of directors prior to said meeting.

Should the number of directors of the Corporation be reduced, the directorship(s) eliminated shall be allocated among classes as appropriate so that the number of directors in each class is as specified in the position(s) to be abolished. Notwithstanding the foregoing, no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Should the number of directors of the Corporation be increased, other than directors which may be elected by the holders of preferred stock, the additional directorships shall be allocated among classes as appropriate so that the number of directors in each class is as specified in the immediately preceding paragraph.

Whenever the holders of any one or more series of preferred stock of the Corporation shall have the right, voting separately as a class, to elect one or more directors of the Corporation, the board of directors shall include said directors so elected and not be in addition to the number of directors fixed as provided in this Article III. Notwithstanding the foregoing, and except as otherwise may be required By Law, whenever the holders of any one or more series of preferred stock of the Corporation elect one or more directors of the Corporation, the terms of the director

or directors elected by such holders shall expire at the next succeeding annual meeting of stockholders.

SECTION 4. Regular Meetings. A regular meeting of the board of directors shall be held at such time and place as shall be determined by resolution of the board of directors without other notice than such resolution.

SECTION 5. Special Meetings. Special meetings of the board of directors may be called by or at the request of the chairman, the chief executive officer or one-third of the directors. The person calling the special meetings of the board of directors may fix any place as the place for holding any special meeting of the board of directors called by such persons.

Members of the board of the directors may participate in special meetings by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person.

SECTION 6. Notice. Written notice of any special meeting shall be given to each director at least two days previous thereto delivered personally or by telegram or at least seven days previous thereto delivered by mail at the address at which the director is most likely to be reached. Such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid if mailed or when delivered to the telegraph company if sent by telegram. Any director may waive notice of any meeting by a writing filed with the secretary. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

SECTION 7. Quorum. A majority of the number of directors fixed by Section 2 shall constitute a quorum for the transaction of business at any meeting of the board of directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time. Notice of any adjourned meeting shall be given in the same manner as prescribed by Section 5 of this Article III.

SECTION 8. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless a greater number is prescribed by these By Laws, the Certificate of incorporation, or the General Corporation Law of the State of Nevada.

SECTION 9. Action Without a Meeting. Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

SECTION 10. Resignation. Any director may resign at any time by sending a written notice of such resignation to the home office of the Corporation addressed to the chairman.

Unless otherwise specified therein such resignation shall take effect upon receipt thereof by the chairman.

SECTION 11. Vacancies. Any vacancy occurring on the board of directors shall be filled in accordance with the provisions of the Corporation's Certificate of Incorporation. Any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of two-thirds of the directors then in office or by election at an annual meeting or at a special meeting of the stockholders held for that purpose. The term of such director shall be in accordance with the provisions of the Corporation's Certificate of Incorporation.

SECTION 12. Removal of Directors. Any director or the entire board of directors may be removed only in accordance with the provisions of the Corporation's Certificate of Incorporation.

SECTION 13. Compensation. Directors, as such, may receive compensation for service on the board of directors. Members of either standing or special committees may be allowed such compensation as the board of directors may determine.

#### ARTICLE IV Committees of the Board of Directors

The board of directors may, by resolution passed by a majority of the whole board, designate one or more committees, as they may determine to be necessary or appropriate for the conduct of the business of the Corporation, and may prescribe the duties, constitution and procedures thereof. Each committee shall consist of one or more directors of the Corporation appointed by the chairman. The chairman may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

The chairman shall have power at any time to change the members of, to fill vacancies in, and to discharge any committee of the board. Any member of any such committee may resign at any time by giving notice to the Corporation; provided, however, that notice to the board, the chairman of the board, the chief executive officer, the chairman of such committee, or the secretary shall be deemed to constitute notice to the Corporation. Such resignation shall take effect upon receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective. Any member of any such committee may be removed at any time, either with or without cause, by the affirmative vote of a majority of the authorized number of directors at any meeting of the board called for that purpose.

ARTICLE V  
Officers

SECTION 1. Positions. The officers of the Corporation shall be a chairman, a president, one or more vice presidents, a secretary and a treasurer, each of whom shall be elected by the board of directors. The board of directors may designate one or more vice presidents as executive vice president or senior vice president. The board of directors may also elect or authorize the appointment of such other officers as the business of the Corporation may require. The officers shall have such authority and perform such duties as the board of directors may from time to time authorize or determine. In the absence of action by the board of directors, the officers shall have such powers and duties as generally pertain to their respective offices.

SECTION 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the board of directors at the first meeting of the board of directors held after each annual meeting of the stockholders. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as possible. Each officer shall hold office until his successor shall have been duly elected and qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. Election or appointment of an officer, employee or agent shall not of itself create contract rights. The board of directors may authorize the Corporation to enter into an employment contract with any officer in accordance with state law; but no such contract shall impair the right of the board of directors to remove any officer at any time in accordance with Section 3 of this Article V.

SECTION 3. Removal. Any officer may be removed by vote of two-thirds of the board of directors whenever, in its judgment, the best interests of the Corporation will be served thereby, but such removal, other than for cause, shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

SECTION 5. Remuneration. The remuneration of the officers shall be fixed from time to time by the board of directors, and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the Corporation.

ARTICLE VI  
Contracts, Loans, Checks and Deposits

SECTION 1. Contracts. To the extent permitted by applicable law, and except as otherwise prescribed by the Corporation's Certificate of Incorporation or these By Laws with respect to certificates for shares, the board of directors or the executive committee may authorize any officer, employee, or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by the board of directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by one or more officers, employees or agents of the Corporation in such manner, including in facsimile form, as shall from time to time be determined by resolution of the board of directors.

SECTION 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in any of its duly authorized depositories as the board of directors may select.

## ARTICLE VII Certificates for Shares and Their Transfer

SECTION 1. Certificates for Shares. The shares of the Corporation shall be represented by certificates signed by the chairman of the board of directors or the president or a vice president and by the treasurer or an assistant treasurer or the secretary or an assistant secretary of the Corporation, and may be sealed with the seal of the Corporation or a facsimile thereof. Any or all of the signatures upon a certificate may be facsimiles if the certificate is countersigned by a transfer agent, or registered by a registrar, other than the Corporation itself or an employee of the Corporation. If any officer who has signed or whose facsimile signature has been placed upon such certificate shall have ceased to be such officer before the certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the date of its issue.

SECTION 2. Form of Share Certificates. All certificates representing shares issued by the Corporation shall set forth upon the face or back that the Corporation will furnish to any stockholder upon request and without charge a full statement of the designations, preferences, limitations, and relative rights of the shares of each class authorized to be issued, the variations in the relative rights and preferences between the shares of each such series so far as the same have been fixed and determined, and the authority of the board of directors to fix and determine the relative rights and preferences of subsequent series.

Each certificate representing shares shall state upon the face thereof: that the Corporation is organized under the laws of the State of Nevada; the name of the person to whom issued; the number and class of shares, the designation of the series, if any, which such certificate represents; the par value of each share represented by such certificate, or a statement that the shares are without par value. Other matters in regard to the form of the certificates shall be determined by the board of directors.

SECTION 3. Payment for Shares. No certificate shall be issued for any share until such share is fully paid.

SECTION 4. Form of Payment for Shares. The consideration for the issuance of shares shall be paid in accordance with the provisions of the Corporation's Certificate of Incorporation.

SECTION 5. Transfer of Shares. Transfer of shares of capital stock of the Corporation shall be made only on its stock transfer books. Authority for such transfer shall be given only to the holder of record thereof or by his legal representative, who shall furnish proper evidence of such authority, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Corporation. Such transfer shall be made only on surrender for cancellation of the certificate for such shares. The person in whose name shares of capital stock stand on the books of the Corporation shall be deemed by the Corporation to be the owner thereof for all purposes.

SECTION 6. Lost Certificates. The board of directors may direct a new certificate to be issued in place of any certificate theretofore issued by the Corporation alleged to have been lost, stolen, or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen, or destroyed. When authorizing such issue of a new certificate, the board of directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen, or destroyed certificate, or his legal representative, to give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost, stolen, or destroyed.

#### ARTICLE VIII Fiscal Year; Annual Audit

The fiscal year of the Corporation shall end on the last day of December of each year. The Corporation shall be subject to an annual audit as of the end of its fiscal year by independent public accountants appointed by and responsible to the board of directors.

#### ARTICLE IX Dividends

Dividends upon the stock of the Corporation, subject to the provisions of the Certificate of Incorporation, if any, may be declared by the board of directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property or in the Corporation's own stock.

#### ARTICLE X Corporation Seal

The corporate seal of the Corporation shall be in such form as the board of directors shall prescribe.

ARTICLE XI  
Amendments

These By Laws may be repealed, altered, amended or rescinded by the stockholders of the Corporation only by vote of not less than 75% of the voting power of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors (considered for this purpose as one class) cast at a meeting of the stockholders called for that purpose (provided that notice of such proposed repeal, alteration, amendment or rescission is included in the notice of such meeting). In addition, the board of directors may repeal, alter, amend or rescind these By Laws by a majority vote of the board of directors at a legal meeting held in accordance with the provisions of these By Laws.

I, E.G. Marchi, President of Aim Rite Holdings Corporation, hereby certify that the foregoing is a true and correct copy of the Bylaws of Aim Rite Holdings Corporation.

  
E.G. Marchi

Dated: December 30, 2011

**Exhibit B**

**CERTIFICATION**

I, E. G. Marchi, certify that:

1. I have reviewed this disclosure statement of AimRite Holdings Corp.;
2. Based on my knowledge, this disclosure statement 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 disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, 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 this disclosure statement.

Date: January 30, 2012



E. G. Marchi  
President and Chief Financial Officer  
(Principal Executive Officer and Principal Financial Officer)