

**VEGA BIOFUELS, INC.**

**ISSUER INFORMATION AND DISCLOSURE STATEMENT  
PREPARED IN ACORDANCE WITH SEC RULE 15c2-11**

**THIS STATEMENT IS COMPILED TO FULFILL THE DISCLOSURE REQUIREMENTS OF PINK SHEETS, LLC; THE ENUMERATED ITEMS AND CAPTIONS HEREIN CORRESPOND TO THE ITEMS AND CAPTIONS SET FORTH BY THE PINK SHEETS, LLC VERSION 9.1 DISCLOSURE GUIDELINES**

**ALL INFORMATION WITHIN THIS DOCUMENT HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OF VEGA BIOFUELS, INC. BY THE OFFICERS AND DIRECTORS OF THE COMPANY.**

**ANY REPRESENTATIONS NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY.**

As of March 31, 2012

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

**Item I**      The exact name of the company and its predecessor (if any).

Vega Biofuels, Inc. 6-10 to present  
Vega Promotional Systems, Inc. 9-09 to 6-10  
Natural Fuels Industries, Inc. 2-09 to 9-09

**Item II**      The address of the company's principal executive offices.

P.O. Box 922395 Norcross, GA 30010  
Phone: 800-481-0186 Fax: 866-421-1216  
Website: www.vegabiofuels.com

Person responsible for the company's investor relations: The management staff

**Item III**      The state and date of the company's incorporation or organization

Delaware 1986  
Wyoming 2010

**Part B**      **Share Structure**

**Item IV**      The Company has the following classes of securities:

Common, Preferred A, Preferred B, Preferred C  
Trading symbol: VGPR.PK

**Item V**      Par value: .0000001

**Item VI**      As of 3/31/2012

Common Shares Authorized: 500,000,000  
Common Shares outstanding: 107,273,490  
Public Float: 42,262,365  
Common Shareholders of Record: 795  
Preferred A Authorized: 10,000,000  
Preferred A Outstanding: 1  
Preferred B Authorized: 90,000,000  
Preferred B Outstanding: 924,289  
Preferred C Authorized: 20,000,000  
Preferred C Outstanding: 0

**Item VII** The name and address of the transfer agent:

Action Stock Transfer Corp.  
7069 S. Highland Dr., Suite 300  
Salt Lake City, UT 84121

**Part C** **Business Information**

- Item VIII**
1. The Company is a corporation organized in the state of Wyoming
  2. The Company was organized in 1986
  3. The Company's fiscal year end is December 31
  4. The Company has never been in bankruptcy, receivership or any similar proceeding
  5. The Company has had no reclassification, mergers, consolidation, or purchase or sale of a significant amount of assets
  6. The Company has not defaulted on any note, loan, lease, or other indebtedness or financing arrangement requiring the Company to make payments
  7. There has been no change of control
  8. The Company's I/O common shares increased more than 10% from the end of the third quarter and the end of the fourth quarter.
  9. The company conducted a 1:200 reverse split of its common shares on 10/17/2011
  10. There has been no delisting of the Company's securities
  11. There are no legal proceedings that could have a material effect on the Company's business

**The nature of the Company's business**

Vega was formed to pursue the production and sale of biofuel products throughout the world. With the growing need for clean energy, and the uncertain costs of fossil fuels, power generating plants around the world are looking at more useful and economical methods to run their power systems. The Company is currently developing a manufacturing plant in South Georgia to produce bio coal from timber waste.

**Business of the Company**

1. The Company has no primary or secondary SIC Codes
2. The Company is a development stage company
3. The Company has never been a shell company
4. The Company has no parent, subsidiary, or affiliate.

5. There are no existing governmental regulation on the Company's business
6. The Company has spent approximately \$150,000 the past two years on research and development activities
7. There were no costs and effects of compliance with environmental laws
8. The Company has two full-time employees

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

- A. When completed, the South Georgia manufacturing plant will market bio-coal made from timber waste using torrefaction technology.
- B. When product has been produced it will be containerized and shipped to the Port of Savannah for further shipping around the world.
- C. The Company has recently announced plans to build a manufacturing plant in South Georgia that will produce bio-coal.
- D. The industry is a new industry and by being one of the first to market with torrefied bio coal, the Company could have a competitive edge in the marketplace.
- E. The reason for locating the manufacturing plant in South Georgia is to take advantage of the third largest timber area in the United States. Raw materials will be delivered by truck to the manufacturing facility.
- F. The Company's plan is to market its products to power companies around the world and will not depend solely on a select few customers.
- G. The Company currently has a Letter of Intent to sell its product to a firm that represents European power companies.
- H. The Company must secure normal licensing from the local government to operate its business.

**Item X**      **The nature and extent of issuer's facilities**

The South Georgia manufacturing plant consists of a 90,000 square ft. leased facility. The term of the lease is five years and includes renewal terms.

**Part D**      **Management Structure and Financial Information**

**Item XI**      **A. Officers and Directors**

CEO:                      Michael K. Molen  
   P.O. Box 922395, Norcross, GA 30010

President:                Dan Wilcox  
   P.O. Box 922395, Norcross, GA 30010

Board of Directors:    Michael K. Molen, Chairman

Same

Dan Wilcox, Director

Same

Michael Herron, Director

P.O. Box 922395, Norcross, GA 30010

Control Person(s): Dan Wilcox

Same

Employment History: Michael K. Molen

Chairman of Vega Biofuels for the past 6 years

Compensation and shares of Company currently owned:

12,000,000 shares of restricted common stock

25,000 shares of Preferred B stock

No other Board affiliations

Dan Wilcox

President/Director, Vega Biofuels, Inc.

Compensation and shares of Company currently owned:

12,000,000 shares of restricted common stock

1 share of Preferred A stock

25,000 shares of Preferred B stock

No other Board affiliations

Michael Herron

Director, Vega Biofuels, Inc.

Compensation and shares of Company currently owned:

12,000,000 shares of restricted common stock

25,000 shares of Preferred B stock

No other Board affiliations

B. Legal/Disciplinary History: None

C. Disclosure of Family Relationships: There are none

D. Disclosure of Related Party Transactions: There are none

E. Disclosure of Conflicts of Interest: There are none

Vega Biofuels, Inc.

Balance Sheet  
31-Mar-12  
(Unaudited)

ASSETS

Current Assets:

Cash	\$17,453
Total current assets	<u>17,453</u>

Equipment, net	-
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License	<u>500,000</u>
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	<u>\$517,453</u>
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LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities:

Notes payable - current	\$123,977
Total current liabilities	<u>123,977</u>

Stockholders' (deficit):

Preferred Stock A, \$0.0001 par value; 10,000,000 authorized, 1 share issued and outstanding	-
Preferred Stock B, \$0.0001 par value; 90,000,000 authorized, 924,289 shares issued and outstanding	93
Preferred Stock C, \$0.0001 par value; 20,000,000 authorized, -0- shares issued and outstanding	-
Common stock, \$0.0001 par value; 500,000,000 shares authorized, 107,273,490 shares issued and outstanding	10,758
Additional paid in capital	3,381,961
(Deficit) accumulated during development stage	<u>(2,999,336)</u>
	<u>393,476</u>

	<u>\$517,453</u>
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Vega Biofuels, Inc.

Statements of Operations  
For the Period Ending March 31, 2012 and for the Period  
From Inception to March 31, 2012

	From Inception to March 31, 2012	For the Year Ended December 31,	
		2011	2010
Revenue, net	\$-	\$-	\$-
Cost of goods sold	-	-	-
Gross income	-	-	-
Expenses:			
General and administrative expenses	2,969,802	535,975	134,940
	2,969,802	535,975	134,940
Net loss before other income and expenses	(2,969,802)	(535,975)	(134,940)
Other income and (expenses)			
Interest expense	(29,534)	-	-
Provision for income taxes	-	-	-
	(29,534)	-	-
Net loss	\$(2,999,336)	(535,975)	\$(134,940)
Loss per common share - Basic and fully diluted	\$(0.03)	\$(0.00)	\$(0.00)
Weighted average number of shares outstanding - Basic and fully diluted	107,273,490	107,273,490	2,032,775,085

Vega Biofuels, Inc.

Statement of Stock Activity and Stockholders' Equity

	Common Stock		Preferred Stock						Additional Paid-in Capital	Accumulated Deficit	Stockholders Equity
	Shares	Amount	Class A		Class B		Class C				
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount			
Shares I/O 12/31/08	120,445,787	\$12,045	-	\$-	-	\$-	-	\$-	\$2,348,128	\$(2,425,921)	\$84,000
Shares I/O 12/31/09	401,438,787	\$40,143	-	\$-	-	\$-	-	\$-	\$2,753,878	\$(2,428,421)	\$465,600
Shares I/O 12/31/10	29,504,522,195	\$3,202	1	\$-	447,000	\$-	-	\$-	\$2,850,519	\$(2,463,361)	\$390,360
Shares I/O 3/31/12	107,273,490	\$10,758	1	\$-	924,289	\$93	-	\$-	\$3,381,961	\$(2,999,336)	\$393,476

Vega Biofuels, Inc.

Statements of Operations  
For the Years Ended December 31, 2011 and 2010, and for the Period  
From Inception to March 31, 2012

	From Inception to March 31, 2012	2011	2010
Cash flows from operating activities:			
Net loss	\$(2,999,336)	\$(535,975)	\$(134,940)
Adjustments to reconcile net loss to net cash used by operating activities:			
Stock issued to acquire license	500,000	-	-
Common stock issued to repay notes payable	340,100	38,000	10,500
Stock issued for services	2,438,324	396,703	129,200
Net cash (used by) operating activities	<u>279,088</u>	<u>(101,272)</u>	<u>4,760</u>
Cash flows from investing activities:			
License	(500,000)	-	-
Net cash provided by investing activities	<u>(500,000)</u>	<u>-</u>	<u>-</u>
Cash flows from financing activities:			
Proceeds from issuance of restricted stock	88,000	88,000	
Contribution to additional paid in capital	26,388	26,388	-
Notes payable	123,977	4,337	(4,760)
Net cash provided by financing activities	<u>238,365</u>	<u>118,725</u>	<u>(4,760)</u>
Net increase in cash	17,453	17,453	-
Cash at beginning of period	-	-	-
Cash at end of period	<u>\$17,453</u>	<u>\$17,453</u>	<u>\$-</u>
Supplemental cash flow information:			
Cash paid during the period for:			
Interest	<u>\$29,534</u>	<u>\$-</u>	<u>\$-</u>
Income taxes	<u>\$-</u>	<u>\$-</u>	<u>\$-</u>
Stock issued to acquire license	<u>\$500,000</u>	<u>\$-</u>	<u>\$-</u>

**Item IVX**      Beneficial Owners

Persons owning more than five percent (5%) of the issuer's securities as of the date issued:

Michael K. Molen      12,000,000 restricted common shares

P.O. Box 922395, Norcross, GA 30010

Dan Wilcox              12,000,000 restricted common shares

P.O. Box 922395, Norcross, GA 30010

Michael Herron        12,000,000 restricted common shares

P.O. Box 922395, Norcross, GA 30010

**Item XV**        During this period, the Company consulted with the following:

Douglas R. Daum, Attorney

3260 Hwy 78, Snellville, GA 30078

David Aronson, Accountant

P.O. Box 922395, Norcross, GA 30010

Hunt, Guillot & Associates, LLC, Engineering Firm

603 Reynolds Drive, Ruston, LA 71270

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

During the next twelve months, the Company plans to raise the necessary capital to construct a 90,000 square ft. manufacturing facility in South Georgia that when completed, will manufacture bio-coal from timber waste using torrefaction technology.

It is anticipated that there will be a significant change in the number of employees.

The following is a brief description of the Company's Business Plan:

*Who We Are:* We are a newly formed biomass sales and manufacturing company.

*What we do:* When the South Georgia facility is completed, we will market the bio-coal that we manufacture to power companies around the world.

*How we do it:* The bio-coal that we will manufacture will be made using torrefaction technology.

**Part E**        Issuance History

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

The Company issued 1.5 million restricted common shares to Douglas R. Daum as payment for services rendered.

The Company issued 1 billion (pre split) restricted common shares to Quintus Eight Capital as payment of debt. The shares were restricted and bore the applicable 144 legends.

The Company issued 1 billion (pre split) restricted common shares to Qubed Capital, LTD as payment of debt. The shares were restricted and bore the applicable 144 legends.

The Company issued 2 billion (pre split) restricted common shares to Qualstar Capital Corp as payment of debt. The shares were restricted and bore the applicable 144 legends.

The Company issued 11 billion (pre split) restricted common shares to Michael K. Molen for services rendered to the Company. The shares were restricted and bore the applicable 144 legends.

The Company issued 8 billion (pre split) restricted common shares to Michael Herron for services rendered to the Company. The shares were restricted and bore the applicable 144 legends.

The Company issued 8 billion (pre split) restricted common shares to Dan Wilcox for services rendered to the Company. The shares were restricted and bore the applicable 144 legends.

The Company sold 2 million restricted common shares to two individuals.

The Company cancelled 8 billion common shares issued to Dan Wilcox.

The Company cancelled 8 billion common shares issued to Michael Herron.

The Company cancelled 9 billion common shares issued to Michael Molen.

The Company cancelled 1.5 billion common shares issued to Qualstar Capital Corp.

The Company sold 20 million restricted common shares to three individuals..

The Company issued 1.35B restricted common shares to Randy Hamdan for debt conversion.

The Company conducted a 1 for 200 reverse split of its common shares.

The Company issued 12 million restricted common shares to Michael Molen for services.

The Company issued 12 million restricted common shares to Michael Herron for services.

The Company issued 12 million restricted common shares to Dan Wilcox for services.

The Company issued 6M restricted common shares to Shane Spierdowis for debt conversion.

The Company issued 1M restricted common shares to Nathan Hodge for debt conversion.

The Company issued 6M restricted common shares to Asher Enterprises for debt conversion.

**Part F**      **Exhibits**

**Item XVIII**    **Material Contracts**

The Company had/has various contracts with consultants, equipment manufactures, and owners of real estate.

Item XIX Articles of Incorporation and Bylaws

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:23 PM 08/31/2007  
FILED 12:23 PM 08/31/2007  
SRV 070977305 - 2098152 FILE

**CERTIFICATE FOR RENEWAL  
AND REVIVAL OF CHARTER**

VEGA PROMOTIONAL SYSTEMS, INC.,  
a corporation organized under the laws of Delaware, the charter of which was forfeited for failure to obtain a registered agent, now desires to procure a restoration, renewal and revival of its charter, and hereby certifies as follows:

1. The name of this corporation is VEGA PROMOTIONAL SYSTEMS, INC.

2. Its registered office in the State of Delaware is located at 3511 Silverside Road, Suite 105, County of New Castle, Wilmington, Delaware 19810. The name and address of its registered agent is YACHT REGISTRY, LTD., 3511 Silverside Road, Suite 105, Wilmington, DE 19810.

3. The date of filing of the original Certificate of Incorporation in Delaware was 8-5-1986

4. The date when restoration, renewal, and revival of the charter of this company is to commence is the 12TH day of JUNE, same being prior to the date of the expiration of the charter. This renewal and revival of the charter of this corporation is to be perpetual.

5. This corporation was duly organized and carried on the business authorized by its charter until the 13TH day of JUNE A.D. 2007, at which time its charter became inoperative and forfeited for failure to obtain a registered agent and this certificate for renewal and revival is filed by authority of the duly elected directors of the corporation in accordance with the laws of the State of Delaware.

**IN TESTIMONY WHEREOF**, and in compliance with the provisions of Section 312 of the General Corporation Law of the State of Delaware, as amended, providing for the renewal, extension and restoration of charters, MICHAEL K. MOLEN, the last and acting authorized officer hereunto set his/her hand to this certificate this 30th day of AUGUST, 2007.

BY:   
Signature of Authorized Officer

TITLE OF OFFICER: MICHAEL K. MOLEN  
Print/Type Name and Title  
PRESIDENT

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VEGA PROMOTIONAL SYSTEMS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF SEPTEMBER, A.D. 2007.

2098152 8300



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5973137

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION**

WIRELESS HOLDINGS GROUP, INC. a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

**FIRST:** That the Board of Directors of said corporation, by written consent of its members adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the fourth article of the Certificate of Incorporation of WIRELESS HOLDINGS GROUP INC. be amended by consolidating the issued shares of the corporation on the basis that One Hundred Fifty (150) of such shares shall become one (1) share and by amending the par value of the shares of the corporation, both issued and non-issued, from \$0.0001 each before such consolidation to \$0.0001 each after such consolidation; provided that no fractional shares of the corporation shall be issued in connection with the consolidation and the number of shares to be received by a stockholder shall be rounded up or down to the nearest whole number of shares in the event that such stockholder would otherwise be entitled to receive a fractional share upon such consolidation. Upon such consolidation, the fourth article of the Certificate of Incorporation of WIRELESS HOLDINGS GROUP, INC. shall read as follows:

"The corporation shall be authorized to issue two hundred million (200,000,000) shares at \$0.0001."

**SECOND:** That the Board of Directors of said corporation, by written consent of its members adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation

RESOLVED, that the first article of the Certificate of Incorporation of WIRELESS HOLDINGS GROUP INC., be amended to change the name of the Corporation to "VEGA PROMOTIONAL SYSTEMS, INC." The first article of the Certificate of Incorporation of WIRELESS HOLDING GROUP INC. shall read as follows:

"The name of the Corporation is Vega Promotional Systems, Inc."

**THIRD:** That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware and written notice of the adoption of the amendment has been given as provided in Section 228 of the General Corporation Law of the State of Delaware to every stockholder entitled to such notice.

**FOURTH:** That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, WIRELESS HOLDINGS GROUP, INC. has caused this certificate to be signed by Michael K. Molen, its Chairman, this 27th Day of November, 2006.

WIRELESS HOLDINGS GROUP INC.

By:   
Michael K. Molen, Chairman

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION  
OF  
VEGA PROMOTIONAL SYSTEMS, INC.

It is hereby certified that

1. The name of the corporation is VEGA PROMOTIONAL SYSTEMS, INC. (hereinafter referred to as the "Corporation").

2. The Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on 8-5-1986.

The amendment of the certificate of incorporation effected by this certificate of amendment is as follows

3. The certificate of incorporation of the Corporation is hereby amended by striking out Article FOUR thereof and by substituting in lieu of said Article FOUR the following new Article FOUR:

"ARTICLE FOUR. CAPITAL STOCK. The total number of shares of all classes of stock which the Corporation shall have authority to issue is Five Hundred and One Million (501,000,000), consisting of Five Hundred Million (500,000,000) shares of Common Stock, par value \$ 0001 per share ("Common Stock"), and One Million (1,000,000) shares of Preferred Stock, par value \$ .0010 per share ("Preferred Stock") Except as otherwise provided by law, the shares of stock of the Corporation, regardless of class, may be issued by the Corporation from time to time in such amounts, for such consideration and for such corporate purposes as the Board of Directors may from time to time determine.

The designations of the Preferred Stock and the powers, preferences, qualifications, limitations or restrictions, and relative rights thereof shall be as follows:

Shares of Preferred Stock may be issued from time to time in one or more series of any number of shares as may be determined from time to time by the Board of Directors, provided that the aggregate number of shares issued and not cancelled of any and all such series shall not exceed the total number of shares of Preferred Stock authorized by this Certificate of Incorporation. Each series of Preferred Stock shall be distinctly designated. The voting powers, if any, of each such series and the preferences and relative, participating, option and other special rights of each such series and qualifications, limitations and restrictions thereof, if any, may differ from those of any and all other series at any time outstanding; and the Board of Directors is hereby expressly granted authority to fix, in the resolution or resolutions providing for the issue of a particular series of Preferred Stock, the voting powers, if any, of each such series and the designations, preferences and relative, participating, option and other special rights of each such series and qualifications, limitations and restrictions thereof to the full extent now or hereafter permitted by this Certificate of Incorporation and the laws of the State of Delaware,

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:02 PM 03/26/2008  
FILED 03:52 PM 03/26/2008  
SRV 080359184 - 2098152 FILE

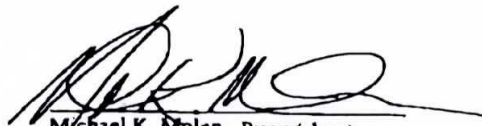
including (but without limiting the generality of the foregoing) the following:

- (1) the designation of such series;
- (2) the dividend rate of such series, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any class or classes or on any other series of any class or classes of capital stock of the Corporation, and whether such dividends shall be cumulative or non-cumulative;
- (3) whether the shares of such series may be redeemed by the Corporation, and if so, the times, prices and other terms and conditions of such redemption;
- (4) the terms and amount of any sinking fund provided for the purchase or redemption of the shares of such series;
- (5) whether the shares of such series shall be convertible into or exchangeable for shares of any other class or classes or of any series of any class or classes of capital stock of the Corporation, and, if the provision be made for conversion or exchange, the times, prices, rates, adjustments and other terms and condition of such conversion or exchange;
- (6) the restrictions and conditions, if any, upon the series or reissue of any additional Preferred Shares ranking on a parity with or prior to such shares as to dividends or upon dissolution;
- (7) the rights of the holders of the shares of such series upon the liquidation or distribution of assets of the Corporation, which rights may be different in the case of a voluntary liquidation than in the case of an involuntary liquidation

Except as otherwise required by law and except for such voting powers with respect to the election of directors or other matters as may be stated in the resolutions of the Board creating any series of Preferred Shares, the holders of any such series shall have no voting power whatsoever."

4. The amendments of the certificate of incorporation herein certified have been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on March 25, 2008



Michael K. Molen, President

Vega Promotional Services, Inc  
Bylaws  
Adopted November 30, 2005

ARTICLE I

OFFICES

Section 1.01 Offices. The Corporation shall have its registered office in the State of Delaware, and may have such other offices and places of business within or without the State of Delaware as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II

STOCKHOLDERS

Section 2.01 Place of Meetings. Meetings of stockholders for any purpose may be held at such place or places, either within or without the State of Delaware, as shall be designated by the Board of Directors, or by the President with respect to meetings called by him.

Section 2.02 Annual Meeting. The annual meeting of stockholders shall be held on such date as may be determined by the Board of Directors. At such meeting, the stockholders shall elect a Board of Directors and transact such other business as may properly come before the meeting. The Company is not required to hold an Annual Meeting unless directed by the Board.

Section 2.03 Special Meetings. Special meetings of stockholders may be called at any time by the Board of Directors or by the President, and shall be called by the President or Secretary at the written request of stockholders owning a majority of the shares of the Corporation then outstanding and entitled to vote.

Section 2.04 Notice of Meetings. Written notice of the annual meeting or any special meeting of stock shall be given to each stockholder entitled to vote thereat, not less than ten nor more than sixty days prior to the meeting, except as otherwise required by statute, and shall state the time and place and, in the case of a special meeting, the purpose or purposes of the meeting. Notice need not be given, however, to any stockholder who submits a signed waiver of notice, before or after the meeting, or who attends the meeting in person or by proxy without objecting to the transaction of business.

Section 2.05 Quorum. At all meetings of stockholders, the holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum for the transaction of business, except as otherwise provided by statute, the Certificate of Incorporation or these By-Laws. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any stockholder.

Section 2.06 Voting. (a) At all meetings of stockholders, each stockholder having the right to vote thereat may vote in person or by proxy, and, unless otherwise provided in the Certificate of Incorporation or in any resolution providing for the issuance of any class or series of stock

adopted by the Board of Directors pursuant to authority vested in the Board by the Certificate of Incorporation, shall have one vote for each share of stock registered in his name. Election of directors shall be by written ballot.

(b) When a quorum is once present at any meeting of stockholders, a majority of the votes cast, whether in person or represented by proxy, shall decide any question or proposed action brought before such meeting, except for the election of directors, who shall be elected by a plurality of the votes cast, or unless the question or action is one upon which a different vote is required by express provision of statute, the Certificate of Incorporation or these By-Laws or an agreement among stockholders, in which case such provision shall govern the vote on the decision of such question or action.

Section 2.07 Adjourned Meetings. Any meeting of stockholders may be adjourned to a designated time and place by a vote of a majority in interest of the stockholders present in person or by proxy and entitled to vote, even though less than a quorum is present, or by the President if a quorum of stockholders is not present. No notice of such adjourned meeting need be given, other than by announcement at the meeting at which adjournment is taken, and any business may be transacted at the adjourned meeting which might have been transacted at the meeting as originally called. However, if such adjournment is for more than thirty days, or if after such adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at such meeting.

Section 2.08 Action by Written Consent of Stockholders. Any action of the stockholders required or permitted to be taken at any regular or special meeting thereof may be taken without any such meeting, notice of meeting or vote if a consent in writing setting forth the action thereby taken is signed by the holders of outstanding stock having not less than the number of votes that would have been necessary to authorize such action at a meeting at which all shares entitled to vote were present and voted. Prompt notice of the taking of any such action shall be given to any stockholders entitled to vote who have not so consented in writing.

Section 2.09 Stockholders of Record. (a) The stockholders from time to time entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to any corporate action without a meeting, or entitled to receive payment of any dividend or other distribution or the allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, shall be the stockholders of record as of the close of business on a date fixed by the Board of Directors as the record date for any such purpose. Such a record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and shall not, with respect to stockholder meetings, be more than sixty days nor less than ten days before the date of such meeting, or, with respect to stockholder consents, more than ten days after the date upon which the resolution fixing the record date is adopted by the Board of Directors.

(b) If the Board of Directors does not fix a record date, (i) the record date for the determination of stockholders entitled to notice of or to vote at a meeting of stockholders shall be as of the close of business on the day next preceding the day on which notice of such meeting is given, or, if notice is waived as provided herein, on the day next preceding the day on which the meeting is

held; (ii) the record date for determining stockholders entitled to express consent to corporate action in writing without a meeting, where no prior action by the Board of Directors is necessary, shall be the close of business on the day on which the first signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation; and (iii) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the resolution of the Board of Directors relating thereto is adopted.

### ARTICLE III

#### DIRECTORS

Section 3.01 Board of Directors. The management of the affairs, property and business of the Corporation shall be vested in a Board of Directors, the members of which need not be stockholders. In addition to the power and authority expressly conferred upon it by these By-Laws and the Certificate of Incorporation, the Board of Directors may take any action and do all such lawful acts and things on behalf of the Corporation and as are not by statute or by the Certificate of Incorporation or these By-Laws required to be taken or done by the stockholders.

Section 3.02 Number. The number of directors shall be as fixed from time to time by the Board of Directors.

Section 3.03 Election and Term of Directors. At each annual meeting of the stockholders, the stockholders shall elect directors to hold office until the next annual meeting. Each director shall hold office until the expiration of such term and until his successor, if any, has been elected and qualified, or until his earlier resignation or removal.

Section 3.04 Annual and Regular Meetings. The annual meeting of the Board of Directors shall be held promptly after the annual meeting of stockholders, and regular meetings of the Board of Directors may be held at such times as the Board of Directors may from time to time determine. No notice shall be required for the annual or any regular meeting of the Board of Directors.

Section 3.05 Special Meetings. Special meetings of the Board of Directors may be called by the President, by an officer of the corporation who is also a director or by any two directors, upon one day's notice to each director either personally or by mail, telephone, telecopier or telegraph, and if by telephone, telecopier or telegraph, in writing before or after the meeting, setting forth the time and place of such meeting. Notice of any special meeting need not be given, however, to any director who submits a signed waiver of notice, before or after the meeting, or who attends the meeting without objecting to the transaction of business.

Section 3.06 Place of Meetings. (a) The Board of Directors may hold its meetings, regular or special, at such places, either within or without the State of Delaware, as it may from time to time determine or as shall be set forth in any notice of such meeting.

(b) Any meeting of the Board of Directors may be held by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and such participation shall constitute presence at the meeting.

Section 3.07 Adjourned Meetings. A majority of the directors present, whether or not a quorum, may adjourn any meeting of the Board of Directors to another time and place. Notice of such adjourned meeting need not be given if the time and place thereof are announced at the meeting at which the adjournment is taken.

Section 3.08 Quorum of Directors. A majority of the total number of directors shall constitute a quorum for the transaction of business. The total number of directors means the number of directors the Corporation would have if there were no vacancies.

Section 3.09 Action of the Board of Directors. The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the question or action is one upon which a different vote is required by express provision of statute, the Certificate of Incorporation or these By-Laws, in which case such provision shall govern the vote on the decision of such question or action. Each director present shall have one vote.

Section 3.10 Action by Written Consent of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent thereto is signed by all members of the Board of Directors or of such committee, and such written consent is filed with the minutes of proceedings of the Board of Directors or committee.

Section 3.11 Resignation. A director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Board of Directors or such officer, and acceptance of the resignation shall not be necessary.

Section 3.12 Removal of Directors. Any or all of the directors may be removed with or without cause "only" by a vote of the Board of Directors.

Section 3.13 Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the number of directors or vacancies occurring in the Board of Directors for any reason except the removal of directors without cause may be filled by a vote of the majority of the directors then in office, although less than a quorum. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the stockholders. A director elected to fill a newly created directorship or to fill any vacancy shall hold office until the next annual meeting of stockholders, and until his successor, if any, has been elected and qualified.

Section 3.14 Chairman. At all meetings of the Board of Directors the Chairman of the Board or, if one has not been elected or appointed or in his absence, a Chairman chosen by the directors present at such meeting, shall preside.

Section 3.15 Committees Appointed by the Board of Directors. The Board of Directors may, by resolution passed by a majority of the entire Board of Directors or by written consent of all of the directors, designate one or more committees, each committee to consist of one or more of the directors. The Board may also designate one or more directors as alternate members of any committee who may replace any absent or disqualified committee member at any committee

meeting. Any such committee, to the extent provided in the resolution, except as restricted by law, shall have and may exercise the powers of the Board of Directors in the management of the affairs, business and property of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it.

Section 3.16 Compensation. No compensation shall be paid to directors, as such, for their services, but the Board of Directors may authorize payment of an annual retainer and/or fixed sum and expenses for attendance at each annual, regular or special meeting of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

## ARTICLE IV

### OFFICERS

Section 4.01 Offices, Election and Term.

(a) At its annual meeting the Board of Directors shall elect or appoint a President and a Secretary and may, in addition, elect or appoint at any time such other officers as it may determine. Any number of offices may be held by the same person.

(b) Unless otherwise specified by the Board of Directors, each officer shall be elected or appointed to hold office until the annual meeting of the Board of Directors next following his election or appointment and until his successor, if any, has been elected or appointed and qualified, or until his earlier resignation or removal.

(c) Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective.

(d) Any officer elected or appointed by the Board of Directors may only be removed by the Board of Directors with or without cause. Any vacancy occurring in any office by reason of death, resignation, removal or otherwise may be filled by the Board of Directors.

Section 4.02 Powers and Duties. The officers, agents and employees of the corporation shall each have such powers and perform such duties in the management of the affairs, property and business of the Corporation, subject to the control of and limitation by the Board of Directors, as generally pertain to their respective offices, as well as such powers and duties as may be authorized from time to time by the Board of Directors.

Section 4.03 Sureties and Bonds. If the Board of Directors shall so require, any officer, agent or employee of the Corporation shall furnish to the Corporation a bond in such sum and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his duties to the Corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his hands.

## ARTICLE V

### CERTIFICATES AND TRANSFER OF SHARES

Section 5.01 Certificates. Unless otherwise provided pursuant to the General Corporation Law of the State of Delaware, the shares of stock of the Corporation shall be represented by certificates, as provided by the General Corporation Law of the State of Delaware. They shall be numbered and entered in the books of the Corporation as they are issued.

Section 5.02 Lost or Destroyed Certificates. The Board of Directors may in its discretion authorize the issuance of a new certificate or certificates in place of any certificate or certificates theretofore issued by the Corporation, alleged to have been lost, stolen or destroyed. As a condition of such issuance, the Board of Directors may require, either generally or in each case, the record holder of such certificates, or his legal representative, to furnish an affidavit setting forth the facts of such alleged loss, theft or destruction, together with proof of advertisement of the alleged loss, theft or destruction, and a bond with such surety and in such form and amount as the Board may specify indemnifying the Corporation, any transfer agent and registrar against any claim against any of them relating to such lost, stolen or destroyed certificates.

Section 5.03 Transfer of Shares. (a) Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate for shares or other securities of the Corporation duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, the corporation shall issue a new certificate to the person entitled thereto, and cancel the old certificate, except to the extent the Corporation or such transfer agent may be prevented from so doing by law, by the order or process of any court of competent jurisdiction, or under any valid restriction on transfer imposed by the Certificate of Incorporation, these By-Laws, or agreement of security holders. Every such transfer shall be entered on the transfer books of the Corporation.

(b) The Corporation shall be entitled to treat the holder of record of any share or other security of the Corporation as the holder in fact thereof and shall not be bound to recognize any equitable or other claim to or interest in such share or security on the part of any other person whether or not it shall have express or other notice thereof, except as expressly provided by law.

## ARTICLE VI

### INDEMNIFICATION

Section 6.01 Indemnification. The Corporation shall indemnify the directors, officers, agents and employees of the Corporation in the manner and to the full extent provided in the General Corporation Law of the State of Delaware. Such indemnification may be in addition to any other rights to which any person seeking indemnification may be entitled under any agreement, vote of stockholders or directors, any provision of these By-Laws or otherwise. The directors, officers, employees and agents of the Corporation shall be fully protected individually in making or

refusing to make any payment or in taking or refusing to take any other action under this Article VI in reliance upon the advice of counsel.

## ARTICLE VII

### MISCELLANEOUS

Section 7.01 Corporate Seal. The seal of the Corporation shall be circular in form and bear the name of the Corporation, the year of its organization and the words, "Corporate Seal, Delaware". The seal of the certificates for shares or any corporate obligation for the payment of money, or on any other instrument, may be a facsimile, engraved, printed or otherwise reproduced.

Section 7.02 Execution of Instruments. All corporate instruments and documents shall be signed or countersigned, executed, and, if desired, verified or acknowledged by a proper officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 7.03 Fiscal Year. The fiscal year of the Corporation shall be as determined by the Board of Directors.

## ARTICLE VIII

### AMENDMENTS

Section 8.01 Amendments. These By-Laws may be altered, amended or repealed from time to time by the Board of Directors without the assent or vote of the stockholders.

The Board adopted the foregoing Bylaws on November 30, 2005.



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Michael Molen,  
Acting Secretary

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

None

**Item XXI**    Issuers Certifications

I, Michael K. Molen, certify that:

1. I have reviewed this Annual Disclosure Statement of Vega Biofuels, Inc.; and
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 Vega Biofuels, Inc. as of and for the periods presented in this Disclosure Statement.

March 31, 2012



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Michael K. Molen  
Chairman/CEO