## PINK OTC MARKETS INITIAL DISCLOSURE STATEMENT

## Evader, Inc.

Incorporated in the State of Nevada on August 23, 1995,
Formerly Carpe Diem Enterprises, Inc. to July 12, 2000,
Formerly Esarati Electric Technologies Group to August 13, 2003
Formerly Evader Corp. to 2006

## Report Period Ending March 31, 2012

All information contained in this information and Disclosure Statement has been complied to fulfill the disclosure requirements of Pink OTC Markets.

#### **Issuer's Initial Disclosure**

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

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

COPIES OF THIS INFORMATION AND DISCLOSURE STATEMENT ARE AVAILABLE FROM THE ISSUER UPON REQUEST.

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#### **ISSUER INFORMATION AND DISCLOSURE STATEMENT**

Evader, Inc.

A Nevada corporation

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

Information set forth in this Initial Company Information and Disclosure Statement (the "Initial Disclosure Statement") contains forward-looking statements, which involve a number of risks and uncertainties that could cause our actual results to differ materially from those reflected in the forward-looking statements. Forward-looking statements can be identified by use of the words "expect," "project," "may," "might," potential," and similar terms. Evader, Inc. ("EVDR", "we" or the "Company") cautions readers that any forward-looking information is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking information. Forward-looking statements involve a number of risks, uncertainties or other factors beyond our control. These factors include, but are not limited to, our ability to implement our strategic initiatives, economic, political and market conditions and price fluctuations, government and industry regulation, competition and other factors. We undertake no obligation to update any forward looking statement, whether as a result of new information, future events or otherwise.

## Part A. General Company Information

#### Item I. Issuer: The Exact Name of the Issuer and Its Predecessor(s) (if any)

The exact name of the issuer is Evader, Inc. (herein referred to as "Issuer") incorporated in the State of Nevada. Predecessor(s): Incorporated in the State of Nevada on August 23, 1995, formerly Carpe Diem Enterprises, Inc. to July 12, 2000, formerly Esarati Electric Technologies Group to August 13, 2003, formerly and Evader Corp. to 2006.

#### Item II. The Address of the Issuer's Principal Executive Offices

2360 Corporate Circle Suite 400 Henderson, NV 89074 Website: <u>http://www.evadercorp.com</u> Email: <u>corporate@evadercorp.com</u>

#### Item III. The Jurisdiction(s) and Date of the Issuer's Incorporation or Organization

The issuer, Evader, Inc. was incorporated in the State of Nevada on August 23, 1995, as Carpe Diem Enterprises, Inc..

## Part B. Share Structure

#### Item IV. The Exact Title and Class of Securities Outstanding

Effective December 31, 2011, there are 975,024,000 shares of the Issuer's common stock outstanding, par value \$0.001.

#### Item V. Par or Stated Value and Description of the Security

A. The Current par value of the Issuer's common and preferred stock is \$0.001

B. Common Stock rights. Each and every common share is entitled to one vote with no pre-emption rights and rights to dividends as the Issuer may deem appropriate from time to time. There are no provisions in the Issuer's bylaws or charter that would delay, defer or prevent a change in control of the Issuer.

C. Preferred Stock: The preferred stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares of preferred stock and to determine the designation of any series. The Board of Directors is also authorized to determine the rights, preference, privileges, and restrictions granted to or imposed on any wholly unissued series of preferred stock and, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, to increase or decrease, (but not below the number of shares of such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series. No holder of any of the shares of any class of the corporation shall be entitled to as of right to subscribe for, purchase, or otherwise acquire any shares so any class of the corporation for which the corporation proposes to issue or any right or options which the corporation proposes to grant or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created may be issued, or may be reissued or

transferred if the same have been reacquired and have treasury status, and any and all of such right and options may be granted by the board of directors to such persons, firms, corporation and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

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The Company has authorized the issuance of 1,000,000 shares of preferred stock of which 500,000 shares have been designated Convertible Series A Preferred Stock with a par value of \$.001. One share of the Convertible Series A Stock shall be convertible into 1,000 (one thousand) shares of common stock of the Corporation and entitled to one thousand votes of common stock for every one share of Convertible Series A Stock owned. The holders of the Convertible Series A Stock are not entitled to receive dividends.

## Item VI. The Number of Shares or Total Amount of the Securities Outstanding for Each Class of Securities Authorized

### Common Stock

(i) Period end date	For the period ended March 31, 2012	For the period ended December 31, 2011	Period ended December 31, 2010
(ii) Number of shares authorized;	988,000,000	988,000,000	988,000,000
(iii) Number of shares outstanding;	975,024,000	975,024,000	24,954,418
(iv) Freely tradable shares (public float);	N/A	N/A	N/A
Total number of beneficial shareholders; and	N/A	N/A	N/A
Total number of shareholders on record.	N/A	N/A	N/A

#### Preferred Stock

(i) Period end date	For the period ended March 31, 2012	For the period ended December 31, 2011	Period ended December 31, 2010
(ii) Number of shares authorized;	1,000,000	1,000,000	100,000,000
(iii) Number of shares outstanding;	N/A	N/A	N/A
(iv) Freely tradable shares (public float);	N/A	N/A	N/A
Total number of beneficial shareholders; and	N/A	N/A	N/A
Total number of shareholders on record.	N/A	N/A	N/A

Item VII. The Name and Address of the Transfer Agent Transfer Online, Inc. 512 SE Salmon Street Portland, OR, 97214 503-227-2950 http://www.transferonline.com

Transfer Online, Inc. is registered under the Exchange Act, and is a SEC approved transfer agent.

#### Part C. Business Information

#### Item VIII. The Nature of the Issuer's Business

#### **Business Development**

The Issuer was incorporated on August 23,1995 as a corporation. The Issuer's fiscal year ends on

December 31. The issuer has had no bankruptcies or receiverships.

#### The Company

Carpe Diem Enterprises, Inc. ("the Company") was incorporated in the State of Nevada on August 23, 1995. On July 12, 2000, the company name has been changed to Esarati Electric Technologies Group. Based on limited information discovered, Esarati Electric Technologies Corp. has been headquartered in Bellevue, Washington, with an additional office in Coral Springs, Florida, and in business of developing and manufacturing electric powered vehicles, such as Evader 100, an electric powered motorcycle. This operation is immaterial to the current operation of the company, and its current status is unknown. On August 13, 2003 the Esarati Electric Technologies Group has been renamed to Evader, Inc.

The issuer's fiscal year ends on December 31.

The Issuer's changes in control: A Nevada court appointed a custodian for the Issuer as an abandoned company.

The Issuer has increased its securities by 10% or more. The Issuer incorporates by reference the filing in the Securities and Exchange Commission's EDGAR database on the Issuer.

The Issuer issued 1,000,000 preferred shares and 500,000 shares of Convertible Series A Preferred Stock.

On July 21, 2010, the Issuer filed SEC Form 15 certification and notice of termination of registration under Section 12(g) of the Securities and exchange Act of 1934 or suspension of duty to file reports under Sections 13 and 15(d) of the Securities Exchange Act of 1934.

The Issuer is not aware of any current legal proceedings.

#### **CURRENT OPERATIONS / PENDING SALE**

#### Avtar Singh Construction Co. (P) Ltd.

The Company was incorporated in India in 1987, and executes large civil engineering projects in India, with emphasis on roads, bridges, earthwork, highways, and promoter colonizer of housing complexes, demanding a high degree of skill and expertise.

ASCC is one of the major developers of India with strong ties to Provincial and Central Government of India (NHAI – National Highway Authority of India) and World Bank funded projects. ASCC owns a total of three different companies which run into various fields, namely roads and highways, real estate and leasing/financing.

ASCC's reputation is based on strong customer orientation, technological sophistication and an impressive record of achievement.

Company is anticipating finishing the sale and vendout of ASCC in April/May 2012

EVDR management is currently exploring various merger options which by all accounts and in the company opinion may take the company in a new and bold direction.

#### **FUTURE OPERATIONS**

EVDR management is in final discussions with a Robotics company www.drvibot.com (DR). Finalization of documents is well under way and anticipated closing in Q2 2012. The Company is pleased to share more details regarding this VISISYS **Visual Intelligence Systems** – Dr. Vibot system.

Surveillance Technology is meeting your needs as follows:

- Enhances current security investment
- Security operating system
- Open distributed architecture
- Event-driven system core
- Integration of multiple third party components
- Networks of unlimited scope.

#### Ergonomics

- Instant access to the list of images in recording mode
- Simultaneous synchronized playback of images recorded by several cameras
- Saving and restoration of random screen layouts



#### **Image Quality**

- Advanced Motion Wavelet video compression algorithm and elaborate de-interlacing algorithm (removes "comb" effect at maximum resolution)
- Unique technologies of decoder control allow achieving video flow stability at higher recording rates.



Noncompressed video frame, **152KB** 



Minimum compression rate **CIF-1** 15KB





Medium compression rate **CIF-1** 6KB

Maximum compression rate **CIF-1** 2KB

#### **Networking Features:**

- Video archives of any servers can be transferred in real-time to any assigned backup server for long-term storage.
- Every client can get access both to video server archive and assigned backup servers.
- Video flows can be distributed in multicasting mode, which means that each additional client receiving the flow from a particular server will not overload the connection channel to that server
- Clients can receive video images from a server located at another network segment via Video Gate.

#### Intelligent Video Detectors



**Face Capture** 

The image of the individual's face is captured and stored in the database. A facial recognition system automatically identifies facial features from a digital image. It does that by selecting facial features from the live image and comparing it to the images in the database.

Facial Recognition's accuracy is consistent in spite of varying light conditions, contrast, and backgrounds.

#### **Face Recognition**

- Automated face capture, recognition and identification.
- Faces captured can be transferred via the network
- into central databases.
- Open architecture for 3rd Party databases (FBI Most Wanted, US Marshals, Sex Offenders, Interpol Most Wanted, etc.)
- Face Recognition with > 10,000,000 faces in the database.
- In use with databases exceeding 1 million faces, the False Matching Rate (FMR) is only 0.0014%

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- Image coding rate 0.26 sec.
- Search rate (test database > 2,500,000 images) 2.83 sec.
- Automatic coded images 99.8%



#### Point-Of-Sale (POS) Intellect

Point-Of-Sale (POS) Intellect is integrated solution with Video control over the POS system. The module provides synchronization of the video image of the POS terminal zone with sales receipt data.

It's designed for supermarkets, trade outlets, restaurants, bistros, and retail stores.

#### **Product Benefits**

SAVE MONEY - Eliminate shrinkage, Improve accuracy, Get better margins

GET MORE INFORMATION - Know where you stand and better manage inventory

**INCREASE PRODUCTIVITY -** Reduce paperwork and have more efficient transactions

#### **ATM Intellect -Security of Cash Machines**

ATM Intellect works on multiple locations, cameras, ATM is integrated in one network, redundant architecture. This system has the smart search capability by credit/debit card number, sales receipt, amount and event. Real-time monitoring and control of ATM and video is connected in one network.

Video capture of the area around the ATM additionally ensures the security, and the cash receiving zone, and the user portrait as well.

ATM Intellect is a centralized video control system designed to reduce losses caused by fraud, theft and vandalism.



### Auto Intellect – Intelligent Transport System

Intelligent Transport System consists of two sections:

- License Plates Recognition
- Traffic Video Detector and Navigational data devices



#### **License Plates Recognition**

License plate capture, recognition and matches to databases at speeds up to 120 mph (29% faster than less advanced License Plate Recognition systems). The time of capture/recognition per plate is less than 10 ms. The simultaneous license plate processing goes across multiple lanes of traffic





The features of the license plates recognition are:

- Multiple locations integrated in one network, redundant architecture
- CCTV or IP based cameras
- Remote querying monitoring and administration
- Multiple alert notification: audio automated dispatch with specific prerecorded outgoing messages, SMS, PDA and E-mail
- Multiple user rights and access levels

Heavy traffic recognition is of 94% in both daytime and night (57% better accuracy than less advanced License Plate Recognition systems). Recognition is at 100 ft. distance and of 99% daytime and night (65% better accuracy than less advanced License Plate Recognition systems). Video recording locally and remotely is associated with individual license plates.

#### **Mobile License Plates Recognition**

Mobile LPR is a specialized computer TV-system that automatically detects, recognizes, and records the license plate number of a moving car.

The Mobile LPR system is designed to read the license plate of a moving vehicle and automatically compares and verifies the LP with the LP records in the database.

Detection and recognition has 95% reliability depending on the clarity of the License Plate and light conditions.

The system ensures accurate reading at a speed of 200 km/h per channel.

The width of a control zone is about 3 meters per camera and 1GB database can keep up to 20'000'000 records.

The system allows detection and recognition of either the front or rear license plates as well as from the side and top angle view up to 10 and 30 degrees accordingly.

#### Safe City Intellect

The safe city intellect consists of the global centralized video monitoring network which is controlled over municipal services. It has access control at garages and basements. Points of emergency communication are related with law enforcement services and it can be used for ensuring security of daycare facilities and schools.

Face recognition at railway stations and airports and the license plates recognition, and control over transport and highways are additional benefits of this system.



## **BUSINESS OF ISSUER**

Issuer's primary SIC Code is SIC Code 3690 - MISCELLANEOUS ELECTRICAL MACHINERY, EQUIPMENT & SUPPLIES

Sasa Vasiljevic, is currently an Officer and Director of the Company.

#### Item IX. Nature of Company Products or Services Offered

Dr. Vibot R&D center is working on robotic devices which in a near future will be used to replace missing limbs, perform delicate surgical procedures, deliver neuro- rehabilitation therapy to stroke patients, teach children with learning disabilities, and perform a growing number of other health related tasks.

According to the Robot Institute of America, a robot is "a reprogrammable, multifunctional manipulator designed to move material, parts, tools, or specialized devices through various programmed motions for the performance of a variety of tasks". Given this definition, medical robotics includes a number of devices used for surgery, medical training, rehabilitation therapy, prosthetics, and assisting people with disabilities.

Dr. Vibot enjoys an international reputation for developing and marketing of intelligent video, monitoring and sensory systems. The company's main focus is the integration of proprietary and/or estimable devices with design and applied science to provide customized applications in a number of diverse fields, such as, security, medical, retail, hospitality and financial/clerical management.

Company Challenges includes how to deploy robots for service Company opportunities are hidden in technology and "know how" ahead of the game, face recognition, sensors, medical applications, pending contracts

#### **Market Description**

Today, robotic devices are used to replace missing limbs, perform delicate surgical procedures, deliver neuro- rehabilitation therapy to stroke patients, teach children with learning disabilities, and perform a growing number of other health related tasks.

According to the Robot Institute of America, a robot is "a reprogrammable, multifunctional manipulator designed to move material, parts, tools, or specialized devices through various programmed motions for the performance of a variety of tasks".

Given this definition, medical robotics includes a number of devices used for surgery, medical training, rehabilitation therapy, prosthetics, and assisting people with disabilities.

The most extensive use of robotic technology for medical applications has been in rehabilitation robotics, which traditionally includes assistive robots, prosthetics, orthotics, and therapeutic robots. Assistive robots provide greater independence to people with disabilities by helping them perform activities of daily living. For example, robot manipulators can assist individuals who have impaired arm or hand function with basic tasks such as eating and drinking, or with vocational tasks such as opening a filing cabinet. Assistive robotics also includes mobility aides such as wheelchairs and walkers with intelligent navigation and control systems, for individuals with impaired lower-limb function. Robotic prosthetics and orthotics have been developed to replace lost arms, hands, and legs and to provide assistance to weak or impaired limbs. Therapeutic robots are valuable tools for delivering neuro-rehabilitation to the limbs of individuals with disabilities following stroke.

A number of robotic systems for assisting individuals with severe disabilities are commercially available. MANUS (Exact Dynamics, Netherlands) is a wheelchair- mounted, general-purpose manipulator with six degrees of freedom (DOF) and a two- fingered gripper. It was also designed to assist people with disabilities in completing tasks of daily living.

Robotic technology can be used to equip mobility aides such as wheelchairs and walkers with intelligent navigation and control systems. Such mobility aides are commonly used by the elderly and people with impaired lower limb function or impaired vision. For example, Wasson et al. at the University of Virginia Medical Automation Research Center have developed an intelligent wheeled walker that can assist the user with obstacle avoidance and drop-off detection, and provide minor corrections to the user's steering input. Prassler et al. at the University of Ulm (Germany) have designed a robotic wheelchair called MAid (Mobility Aid for Elderly and Disabled People) with an intelligent navigation and control system for people with limited motor skills.

Recent studies have shown that robotic technology can greatly benefit motion- impaired individuals during the performance of vocational tasks. In one study, nine people with manipulation disabilities used a robotic workstation to perform manipulation tasks that they would have been unable to perform otherwise. In another study, impaired individuals used a force-reflecting PHANToM (SensAble Technologies, Inc., U.S.A.) haptic interface to control a robot manipulator and to perform occupational tasks used in manual dexterity tests. The results showed that the assistance provided by the force- feedback device improved task performance and decreased task completion time. These studies show that robotic technology has the potential to provide people with disabilities with much greater access to vocational opportunities. ProVAR (Professional Vocational Assistant Robot) is a 7-DOF desktop robot system, currently being developed by Van der Loos et al. at Stanford University and the Veterans Affairs Palo Alto

Health Care System, that will be used in vocational environments by individuals with high-level spinal cord injuries.

Robotic mannequins have been developed for simulated medical training. The commercially available Medsim- Eagle Patient Simulator developed at Stanford University and the Veterans Affairs Palo Alto Health Care System has several computer- controlled electromechanical features, including eyes that open and close, arms that move, arms and legs that swell, and lungs embedded in the chest that breathe spontaneously.

A French consortium has developed a telerobotic echography system consisting of a slave robot, with a real probe as its end-effector, and a master interface with a virtual probe. This system transmits motion and force information bidirectionally, allowing an expert interacting with the master interface to perform an examination at a remote location, using the slave robot.

AnthroTronix has developed JesterBotTM and CosmoBotTM for the rehabilitation and special education of children. These robots combine therapy, education, and recreation and can be controlled using body movements, voice commands, or an interactive control station.

Dexter, a robotic hand communication aid for people who are both deaf and blind, uses fingerspelling to communicate information typed on a keyboard, stored in a computer, or received from a special telephone.

According to the International Federation of Robotics, provided the following information regarding the service and industrial robotic sectors:

# The State of the Industry Worldwide Robotics Market Growth



#### SERVICE ROBOTS

• Service robots for professional use: 76,600 units sold up to the end of 2009 - With 23,200 units the service robots in defense applications, accounted for 30% of the total number of service robots for professional use sold up to the end of 2009. Thereafter follow field robots (mainly milking robots) with 25%, cleaning robots and medical robots with 8% each and underwater systems with 7%. Construction and demolition robots and mobile robot platforms for general use (6%, each) logistic systems (5%) and rescue and security applications (4%) come in the next ranges. Minor installation numbers were counted for inspection systems and public relation robots. The total value of professional service robots sold up to the end of 2009 was \$13.2 billion.

• Service robots for personal and private use: about 5.6 million units for domestic use and about 3.1 million units for entertainment and leisure sold up to end of 2009:

Service robots for personal and domestic use are recorded separately, as their unit value generally is only a fraction of that of many types of service robots for professional use. They are also produced for a mass market with completely different pricing and marketing channels.

So far, service robots for personal and domestic use are mainly in the areas of domestic (household) robots, which include vacuum cleaning and lawn-mowing robots, and entertainment and leisure robots, including toy robots, hobby systems and education and training robots.

The market for robots for handicap assistance is still small, but is expected to increase substantially in the next 10 years. Robots for personal transportation and home security and surveillance robots will also increase in importance in the future.

In 2009, about one million vacuum cleaning robots were sold, 7% fewer than in 2008. More than 26,000 lawn mowing robots were sold in 2009.

• Projections for the period 2010-2013: 80,000 new service robots for professional use to be installed:

Turning to the projections for the period 2010-2013, the stock of service robots for professional use is forecast to increase to some 80,000 units. Application areas with strong growth are defense, rescue and security applications, field robots, logistic systems, inspection robots, medical robots and mobile robot platforms for multiple use.

• Projections for the period 2010-2013: about 11.4 million units of service robots for personal use to be sold

It is projected that sales of all types of domestic robots (vacuum cleaning, lawn-mowing, window cleaning and other types) in the period 2010-2013 could reach some 6.7 million units.

The market for entertainment and leisure robots, which includes toy robots, is forecast at about 4.6 million units, most of which, of course, are very low cost.

#### INDUSTRIAL ROBOTS

In 2009, the worldwide economic and financial crisis caused a significant slump in the sales of industrial robots. Compared to 2008, considered one of the most successful years, 2009 had a decline of 47% (60,000 units). This is the lowest level reported since 1994. Robot installations had never decreased so heavily.

In recent years, various regions have concluded different outcomes. In 2009, all regions saw a significant decline of robot installations. About 30,100 industrial robots (50% less than in 2008) were supplied to Asian countries, Australia and New Zealand. The main market, Japan, nosedived by almost 62%. Japan has seen a continuing decline in robot investments since 2006. After strong investments of about 44,000 units in 2005, and a cyclical decline in 2006 and 2007, a substantial cut in robot investments in 2008 and in 2009 to about 12,800 units followed. Almost all industries cut investments in robot installations widely. The total supply in 2009 was the lowest since the early eighties.

The second largest robot market in Asia, the Republic of Korea, saw a substantial decrease of robot supplies after considerable growth in 2008, from 11,600 units to 7,800 units. Even China, the most rapidly growing robot market in the world in the past few years felt the effects of the crisis as well as India. Robot sales in China fell by 30% to 5,500 units. India, still a rather small but promising robot market saw a decline of almost 60% to 360 units. Robot supply to all other Asian markets also fell significantly, except for Singapore where more units were installed than in India in 2009. Robot sales to Australia also fell while an increase in the small robot market of New Zealand has been registered.

In 2009, robot shipments to the Americas dropped by 48% from 17,200 units to 9,000 units. Already in 2008, robot sales to the United States - by far the largest robot market in the Americas - and Canada decreased. Both countries were strongly affected by the cyclical recession which began at the end of 2007 and the collapse of the financial markets which followed in the autumn of 2008. Almost all industries were affected by the economic crisis, but the automotive industry was hit the hardest. Overcapacities, shrinking demand, the wrong model policy and the financial crisis affected the automotive industry substantially in North America. Production capacities have been cut or relocated. Investments in new industrial robots were completely down in the first half of 2009. The robot shipments to the United States and Canada slowly started to increase as of the 3rd quarter in 2009. But the number of units was still far away from that of the most successful years, 2005 to 2007. In the United States, robot shipments slumped by 49% to about 6,800 units in 2009 compared to 2008. In Canada, the shipments fell by 72% to about 500 units.

Robot shipments to Mexico slightly increased in 2009 to 1,100 units. European and Asian motor vehicle suppliers ordered industrial robots to increase their capacities. Mexico started to gain importance as a production site for the automotive industry for financial reasons. Robot supplies to Argentina and Brazil also fell substantially.

Sales of industrial robots in Europe dropped by 41% to 20,500 units, the lowest number of robots since 1997. Between 2005 and 2008, a strong trend towards automation boosted robot sales. This trend has been stopped due to the economic downturn in 2008/2009. Almost all industries significantly reduced robot investments, predominantly the automotive industry which has been concentrating on restructuring.

After the three years of continued growth and a peak of 15,100 units in 2008, the robot supplies nosedived in Germany by 44% to 8,507 units in 2009. Particularly, the main customers - automotive, metal and rubber and plastic - cut their investments heavily. However, there was an increase or only a moderate decrease of robot supplies to industries which still buy considerably low quantities: the food and beverage industry, the glass, ceramics and stone industry, the semiconductor industry, and the medical devices industry.

In 2009, total sales in Italy - the second largest robot market in Europe - were down by 40%, to about 2,900 units following a decreasing trend since 2007. Its economy was feeling the pinch due to the declining export markets and a decreasing domestic demand. Therefore, investments were down and all the main industries significantly reduced production in 2008 and again in 2009. In 2009, 1,450 industrial robots were sold in France, 44% fewer than in 2008. This was the lowest number of installations since 1995. Sales to Spain were down by 41% to 1,350 units. The shipments to the UK also decreased by 26% to some 600 units. All three countries are important automotive production sites and since 2006, the robot installations were decreasing.

The economic downturn as well as the decreasing or stagnating car market in Western Europe in the past few years revealed the existing overcapacities in the region. While Germany is hardly affected by the restructuring of the automotive industry, all other production sites in Western Europe saw a continued decline of investments of the automotive industry as a whole already between 2005 and 2008.

Robot sales to the Central/Eastern European countries dropped by 44%. Only the shipments to the Russian Federation increased, but the number of units is still rather low.

#### Value of the market decreased to \$3.8 billion

In 2009, the value of sales of industrial robots converted in US\$ decreased by 39% to US\$3.8 billion. It should be noted that the figures cited above generally do not include the cost of software, peripherals and systems engineering. This may result in the actual robotic systems market value to be about two or three times as large. The world market for robot systems in 2009 is therefore estimated to be \$12 billion.

#### • Strong recovery in 2010, continued growth between 2011 - 2013

A strong recovery of worldwide robot installations in 2010 will result in an increase of about 27% to about 76,000 units. The main impulses are coming from China, the Republic of Korea and other South-east Asian countries. But the robot supplies to Japan and North America will also substantially increase. In Japan robot sales were decreasing since 2006. In North America sales already declined in 2008. In Europe, the recovery has a slow pace and is mostly based on the exports. The domestic demand is still weak although major investments in capacities and modernization took place between 2005 and 2008. Robot sales continuously increased between 2005 and 2008.

The main driver of the recovery is the automotive industry which has restarted to invest in new technologies, further capacities and renovation of production sites. The General Industry - all other industries, except automotive - already increased its robot investments between 2005 and 2008. This will continue between 2010 and 2013. The trend towards automation was stopped by the economic crisis in 2009. The IFR conducted a study on the worldwide automation potential requested by the Messe Munich. The number of robots in operation per 10,000 employees in various industry sectors and countries were evaluated (robot density). The results show a tremendous potential for industrial robots especially in growing industries, such as the pharmaceuticals and cosmetics industry, medical devices industry and the food and beverage industry. However, in the metal industry and the solar industry the robot applications are still far behind that of the automotive industry.

But there are more reasons for a bright future in robotics: Huge consumer markets are opening up in China, India, Brazil and Russia. The competitive nature of the automotive companies results in new investments in production facilities in these markets. Other industries are following as well. The degree of automation in North America is comparatively low with a need to catch up through investments in robotics. Companies in high-wage and in low-wage countries have to reduce costs and guarantee high quality to remain competitive on the world market. The Middle Eastern countries are becoming new markets for automation. After the substantial rise of robot sales in 2010, a further increase will resume in the period between 2011 and 2013 about 10% per year on average attaining a level of more than 100,000 units. In the Americas sales will be up by 33% in 2010, in Asia/Australia by 34% and in Europe by 12%. Between 2011 and 2013, robot shipments will increase by about 9% per year on average in the Americas, about 12% in Asia/Australia and by 8% in Europe.

The operational stock of industrial robots

In terms of units, it is estimated that the worldwide stock of operational industrial robots will increase from about 1,020,700 units at the end of 2009 to 1,119,800 at the end of 2013, representing an average annual growth rate of less than 1% between 2011 and 2013. In 2010, the stock will increase by 7%. In the traditional markets: North America, Japan, and Western Europe, the stock is stagnating or decreasing while it is surging in the emerging markets

## *Item X. The Nature and Extent of the Issuer's Facilities* Avtar Singh Construction Co. (P) Ltd.

ASCC office is located in the heart of India's well-respected business destination -

Chandigarh.

Address:

Avtar Singh Construction Co. (P) Ltd.

S.C.O 8, Sector 24-C,

Chandigarh, 160023

India

ASCC employs ultramodern and high performance machinery and equipment. The company owns an army of hot mix plants, wet mix plants, batching plants, heavy duty excavators, motor graders, paver finishers, tandem/vibratory rollers, tippers, concrete mixers, cranes, tankers, trucks and a number of sophisticated equipment to handle a variety of heavy duty and specialized operations. In addition, the company also has a well-equipped technical workshop, which looks after repairs and maintenance of the machinery ensuring that they remain in good working condition at all times.

#### Production:

The company operates a wide array of machines ranging from modern to the simplest, that are deployed at various sites to expedite the process of quality construction as follows: (Rotary rigs, Excavators Batching plant, Concrete pumps, Transit mixers Cable way with head mast, Tower cranes, Crawler cranes/derrick cranes/mobile cranes, Crushers, Prestressing equipment, Gantry cranes, Tunnel boring machine, Rock bolting machine, Wagon drills, Static roller, etc.

#### **Visisys Inc**

Location: 45W 34 Street, Suite 800, NYC, NY 10001





Dr. Vibot R&D center is working on robotic devices which in a near future will be used to replace missing limbs, perform delicate surgical procedures, deliver neuro- rehabilitation therapy to stroke patients, teach children with learning disabilities, and perform a growing number of other health related tasks.

Dr. Vibot is poised to introduce a line of robots to assist in medical applications. There are two options: one indoor and another outdoor. Dr. Vibot functions controlled by monitoring/central station connected to the on-board computer. The operator, located at Dr. Vibot monitoring station, is capable not only to move the robot as well to see, hear and speak thru specific devices.

Dr. Vibot "MOBILE MULTIFUNCTIONAL INTELLIGENCE" to house its facial recognition and detection capabilities in a mobile, portable, voice interactive unit. Built modularly to protect the integrity of its many complex systems, Dr. Vibot can be assembled in minutes and immediately begin communicating by voice or signal. It also communicates with fellow Dr. Vibots, remotely or on the job. As it integrates new data, it shares protocols with other Dr. Vibots in effect, it actually teaches.

Dr. Vibot provides remote physician presence via Dr. Vibot network provide specialized expertise and support resources of the medical faculties to outlying hospitals via a remote controlled robot.

## Part D. Management Structure and Financial Information

Item XI.	Names of the	Chief Executive Office	er, Members	of the Board o	of Directors,
and Co	ntrol Persons				

Name	Board Relationships	Title
Ken Kelley 2360 Corporate Circle Henderson, Nevada 89074	4 <u>Relationships</u>	Former Chief Executive Officer and Director
Julio Almeida 2360 Corporate Circle Henderson, Nevada 89074	4 <u>Relationships</u>	Former President and Director
Brent Nelson 2360 Corporate Circle Henderson, Nevada 89074	No Relationships	Former Managing Director
Sasa Vasiljevic 2360 Corporate Circle Henderson, Nevada 89074	4 <u>Relationships</u>	Officer and Director
Douglass Wright 2360 Corporate Circle Henderson, Nevada 89074	4 <u>Relationships</u>	Former Chief Financial Officer and Director

**Ken Kelley** serves as Chief Executive Officer of Esarati Electric Technologies Corp. Mr. Kelley serves as a Special Consultant to Evader. He served as Executive Vice President of QPM Aerospace, Inc. He served as a Design Supervisor for McDonnell Douglas in the early 1960s with responsibility for both the Mercury and Gemini spacecraft. He served as a Design Supervisor of Boeing of Seattle working on the Boeing 747. He served as Vice President of Engineering for the Heath Techna Corporation of Kent, Washington which supplied composite design and manufacture for the aerospace industry. Mr. Kelley founded Kelley Morrow Industries which supplying the airline industry with interior component design and manufacturing, pioneering the installation of the enclosed overhead storage compartments now seen on every aircraft in existence. Mr. Kelley has been a Director of Esarati Electric Technologies Corp. since March 2006. He holds Bachelor of Science in Engineering from the University of Kansas.

**Mr. Julio Almeida** is currently employed at Esarati Electric Technologies Corp. in the position of President since February 2006. He also serves here as Director since March 2006. For the past two years Mr. Almeida has served as President of Evader's Latin American Division and through him Evader has been successful in setting up a sales and distribution network in that region, particularly in Brazil, where he has been concentrating his efforts. Mr. Almeida was instrumental in securing Evader's relationship with the Garini Group and will continue to concentrate his efforts in Latin America while moving into his new role as Company President.

Mr. Brent Nelson was the Managing Director at Esarati Electric Technologies Corp.

**Sasa Vasiljevic** has a background as a financial administrator in the manufacturing industry and currently serves as Officer and Director at Evader, Inc. (formerly Esarati Electric Technologies Corp.) as well as on other public companies.

The management of the Visisys Holdings Plc is as following.

#### **Robert Shiver**

Robert Shiver became CEO and Chairman of Visisys Holdings Plc in August 2009. Mr. Shiver is also Director of China Security & Surveillance Technology, Incorporated (NYSE: CSR) from October 25, 2007. Mr. Shiver is currently the Chairman and CEO of both Aerwav Holdings, Inc

and The Shiver Group, LLC, which are privately held investment companies that specialize in developing recurring revenue services and products in the global security, energy, wireless and technology sectors. Mr. Shiver has over 30 years of board, executive and operating experience within the above sectors in both the public and private markets. Mr. Shiver previously served as the Managing Director of TC Energy Holdings which is a provider of various energy services and products to both the commercial and industrial markets in North America. In addition, Mr. Shiver served as the Chairman and CEO of Intek Global which was a global provider of wireless technology, spectrum, products and various services. Within the global security sector, Mr. Shiver has substantial experience at the investor, board and executive level with companies, including such companies as Securicor plc, ADT LTD, Centennial Security Holdings and Sonitrol.

#### **Boris Goldstein**

Dr. Boris Goldstein was the founder of Software House High Tech, a startup company which he developed into a worldwide corporation, with over 40 offices in 17 countries. Dr. Goldstein has substantial experience in building high-tech and security companies in Silicon Valley, from ground up to multimillion operations. Dr. Goldstein was CEO and co-founder of Intelligent Video Systems Inc. (IVS) based in Silicon Valley (currently ISS International), the company became a leading developer of security surveillance & control systems for networked digital video & audio recording, video image pattern processing and digital data transmission, with over 25,000 systems employed in over 23 countries in banks, office complexes, industrial & manufacturing sites, retail locations & supermarkets, petrochemical processing facilities, marinas, sports arenas, casinos, hospitals, schools etc. Dr. Goldstein was former CEO of following Companies: Trans Global ventures Group, Solby Holding; Former Chairman: E-Trade Eurasia, E\*Forex; Co-Chairman of CBSF Capital Management, CBSF International Fund; Director of Commercial Bank of San Francisco and a member of advisory board of multiple companies including: Sakaru Bank, Daldaris, FRB, RBK and others.

Dr. Goldstein has been CEO of Security Lab LLC where he worked on a new generation of facial capture and recognition technology, license plate recognition technology and implemented crucial mission project for the United Nation OSCE mission in Pristina, Kosovo.

Dr. Goldstein is a founder of Visisys and will bring to Visisys scientific and experimental potential on fundamental research in neuronet informatics, image recognition, and management of robotic systems as well as experience of building technology companies from ground up to multinational firms. Dr. Goldstein received a degree in Applied Mathematics and Ph. D. in Optimization of Real Time Systems from Latvian Technical University.

#### **Oleg Vishnevsky**

Founder and President of Bnet, Inc., a technology solution provider specializing in installation of complicated network solutions, as well as design, implementation and maintenance of the computer based networks.

Mr. Vishnevsky participate and advise on security and biometric related issues for the past several years in all major securities shows and conferences including ASIS, ISC East and West, Biometric consortium. Mr. Vishnevsky implemented several security projects including United Nation OSCE mission in Kosovo OSC, security video surveillance projects in New York, California, and Texas. Mr. Vishnevsky been certified in advance courses with ITV Group for intelligent video integrated IP based systems. Oleg is a PhD graduate of Ukrainian Academy of Science.

#### **Wolney De Freitas Mendes**

Mr. Mendes brings over twenty four years of experience in technology solutions, including: full project life cycle solution development, e-Commerce, internet/intranet applications and protocol specification/implementation, process redesign, architecture, customer relationship management, customized ERP systems, knowledge management systems, access control, hardware and firmware, and staff recruitment and development.

He was Director of Technology for ACME Group, a privately-held New Jersey Corporation, which specialized in electronic security, fire and life safety industries. The ACME group includes the following companies: WeGuardYou (US\$20MM start-up firm), WSA fire Systems and MyHost-1stConnect ISP Divisions.

Mr. Mendes was co-founder of GSD Company. GSD specialized in Communication and Protocols, Network Security, Internet applications, Business Intelligence and Knowledge Management. He designed and developed software solutions for complex systems, aligning technology with company goals. Researched and implemented new technologies, providing improved operations for IBM, BASF, Eli Lilly, Philips, and The World Trade Center. As a consultant for the United Nations, created and implemented web-based, tax filing system for State Government of São Paulo, Brazil. Managed \$1M budget, staff of 20.

#### Legal/Disciplinary History

None of the Officers, Directors or Beneficial Shareholders have, in the past five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

#### **Disclosure of Family Relationships**

There may be family relationships existing among and between the issuer's officers, directors and shareholders; the shareholders and the issuer, its predecessors, its present and prior officers and directors, and other shareholders, namely within the subsidiary ASCC.

#### **Disclosure of Related Party Transactions**

There are no related party transactions involving the issuer in which (i) the amount involved exceeds the lesser of \$120,000 or one percent of the average of the Issuer's total assets at year-end for its last three fiscal years and (ii) any related person had or will have a direct or indirect material interest.

#### **Disclosure of Conflicts of Interest**

There are no Conflicts of Interest with the Issuer.

#### Item XII. Financial Information for the Issuer's most Recent Fiscal Period

Financial information of the Issuer for the Issuer's most recent fiscal period (quarterly report for the period ending March 31, 2012) is posted with the Pink Sheets OTC Market website. As such, the financial reports include balance sheet, statement of income and comprehensive income, and statement of cash flows, and statement of changes in shareholders' equity, as amended. (Also labeled Exhibit C)

## Item XIIII. Similar financial info for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence

Financial information is filed with the OTC Markets system at <a href="http://www.otcmarkets.com/stock/EVDR/financials">http://www.otcmarkets.com/stock/EVDR/financials</a> and is incorporated by reference.

#### Item XIV. Beneficial Owners

The following table presents the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the Issuer's equity securities as of March 31, 2012.

## Item XV. 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

Investment Banker: N/A

Promoters: N/A

Securities Counsel:

William G. Goode

350 Veterans Memorial Highway

Commack, New York 11725

Accountant: None

Public Relations Consultant:

Mina Mar Group

5155 Spectrum Way Unit #5

Mississauga, ON, L4W 5A1

Canada

1-800-338-5412

Investor Relations Consultant: Mina Mar Marketing Group

5155 Spectrum Way Unit #5

Mississauga, ON, L4W 5A1

Canada

(214) 613 8357

No advisor assisted, advised, prepared or provided information with respect to this disclosure statement.

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

#### Plan of Operation

As the outgoing company subsidiary ASCC is a non-reporting company we do not have any details regarding the future development and the plan of the operation.

EVDR previously stated that it is completed the divestiture of its Indian company holdings. The complex transaction due to Indian laws will be released shortly.

EVDR management is currently exploring various merger options which by all accounts and in the company opinion may take the company in a new and bold direction.

Recently Evader Inc. announced that they are in finalization of merger with Dr. Vibot. Company fully updated its website with the detailed information about the Dr. Vibot and its futures.

The Dr. Vibot through its secured network provides physician care to patients in another location it's products: robots, kiosk, Web. Dr. Vibot received request connect to Central Station which allocate doctor needed in order to consult or treat patient. Dr. Vibot was invented five years ago with the vision in mind that hospitals and cotors could create a robotic network to extend the expertise and provide patients with immediate access to physicians with specialized expertise.

Through the robot (which stands 5 feet 6 inches tall), a doctor can interact and converse with a patient, patient's family, physician or nurse through a live, two-way audio and video. Dr. Vibot have also voice changer ability as well is integrated with modern technologies which can use both machine and "live" translators for patients. The technology developed for it by the Company called 3WayCall allows doctors interact with patients in specific area of expertise in their language and even with the tone (currently rorbotis have 26 different voices).

Doctor can maneuver the robot through the hospital to a patient's bedside and move the robot's head to view vital signs on monitors and charts. The physician drives the robot through remote access, and the robot is almost self sufficient; the only thing it needs assistance with is plugging in to recharge the robots battery. The new generation software is coming with self charge station where robot finds his station and charge itself. The mapping system of the hospital also allows for Dr. Vibot to go around by laser marks and go on a shift with any period of time, especially at night and robot don't get a sleep or get sick which can happened with humans.

Dr. Vibot have also different sensors like temperature, blood pressure, etc. which is integrated into the system and also integrated with hospital infrastructure. All robots connected into network and Central station the robot is a valuable physician tool. Using the robot means that

patients can be accessed more quickly, which expands treatment and intervention opportunities. With stroke it is specifically important. The earlier a patient is diagnosed, the earlier the best treatments can be applied. A stroke occurs when a blood vessel in the brain becomes blocked or bursts. The result can be as serious as brain damage or death. Because prompt treatment is essential, member hospitals in the Vibot Network have 24-hour-a-day access to highly specialized neuroendovascular technology that can mean the difference between life and death for stroke victims. Dr. Vibot enables highly trained specialists to be in any hospital member's emergency room within minutes of a consultation request. This consultative approach improves timely access to specialty care thereby reducing the need for travel and unnecessary patient transports.

One can consider expert-systems support not only at the corps and division levels but also for battalions and regiments Expert- system support at this level will be particularly helpful in increasing combat effectiveness through flexibility and adaptability to varied, complex situations and improved survivability of men and machines.

Dr. Vibot is poised to introduce a line of robots to assist in surveillance and security. There are two options: one indoor and another outdoor. This document has a description of the functionalities and capabilities of both robots. Dr. Vibot, as Dr. Vibot is calling this line of robots, will have all the functions controlled by monitoring/central station connected to the on-board computer. The operator, located at Dr. Vibot monitoring station, is capable not only to move the robot as well to see, hear and speak thru specific devices.

Dr. Vibot ROI Estimation Worksheet				
STAFF	Year 1	Year 2	Year 3	
# Floors to be patrolled by robots	1	1	1	
# Staff hours per hospital per week	168	168	168	
Total Hours Reduced per wk	168	168	168	
Total Hours Reduced per yr (x52)	8736	8736	8736	
Hourly wage	\$13.33	\$13.33	\$13.33	
Raw Cost	\$116,451	\$116,451	\$116,451	
Burden Multiplier	150%	150%	150%	
Burdened Cost per Hr	\$20.00	\$20.00	\$20.00	
TOTAL STAFF COST	\$174,676	\$174,676	\$174,676	
Dr. Vibot	Year 1	Year 2	Year 3	
# Floors Patrolled	1	1	1	
# Dr. Vibots per floor	1	1	1	
Total # Dr. Vibots	1	1	1	
Cost per Dr. Vibot	\$180,000	\$18,000	\$18,000	
Subtotal: Dr. Vibots Costs	\$180,000	\$18,000	\$18,000	
Installation Cost per Floor	\$5,000	\$-	\$-	
Subtotal: Installation Cost (B16xB21)	\$5,000	\$-	\$-	
TOTAL ROBOT COST (B20+B22)	\$185,000	\$18,000	\$18,000	
----------------------------	------------	-----------	-----------	
	\$(10,324)	\$156,676	\$156,676	
Cumulative Savings	\$(10,324)	\$146,353	\$303,029	

\* Sample data for 1 robots handling one 24x7 staff position, before raises and inflation





## Income statement of Dr. Vibot

	<u>2012</u>	<u>2013</u>
Revenue	E \$750,000	E \$3,600,000
EBITDA		\$420,000
Earnings	<\$500,000>	

## **Off-Balance Sheet Arrangements**

The Company does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the Company's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

# Part E. Issuance History

# Item XVII. List of Securities Offerings and Shares Issued for Services in the Past

# Two Years

Nature of the Offering	Jurisdiction	Number of Shares Offered	Number of Shares Sold	Price Offered (Amount Paid to Issuer)	Trading Status of Shares	Certificates Contain Legend (1)Securities Act (2) Referring to Restrictions
N/A						

Since the last day of the Issuer's most recent fiscal year:

Nature of the Offering	Jurisdiction	Number of Shares Offered	Number of Shares Sold	Price Offered (Amount Paid to Issuer)	Trading Status of Shares	Certificates Contain Legend (1) Securities Act (2) Referring to Restrictions
N/A						

# Preferred Stock

Nature of the Offering	Jurisdiction	Number of Shares Offered	Number of Shares Sold	Price Offered (Amount Paid to Issuer)	Trading Status of Shares	Certificates Contain Legend (1) Securities Act (2) Referring to Restrictions
N/A						

Since the last day of the Issuer's most recent fiscal year:

Nature of the Offering	Jurisdiction	Number of Shares Offered	Number of Shares Sold	Price Offered (Amount Paid to Issuer)	Trading Status of Shares	Certificates Contain Legend (1) Securities Act (2) Referring to Restrictions
N/A						

## **RISKS RELATED TO OUR BUSINESS**

THE OUTCOME AND MARKET SUCCESS OF OUR UPCOMING ADDITIONAL MERGER CANNOT BE CLEARLY ASSESSED, AND THERE IS A HIGH POSSIBILITY OF LOOSING THE CURRENT SUBSIDIARY IN THE CURRENT FISCAL QUARTER.

To continue to raise shareholder value Evader, Inc. plans to merge a new subsidiary that will provide a good market growth potential for EVDR.

THERE IS NO ASSURANCE THAT OUR FUTURE OPERATIONS WILL RESULT IN REVENUES OR PROFITS. IF WE CANNOT GENERATE SUFFICIENT REVENUES TO OPERATE PROFITABLY, THEN WE MAY SUSEND OR CEASE OUR

OPERATIONS AND YOU COULD EVEN LOSE YOUR ENTIRE INVESTMENT IN OUR COMMON STOCK.

The success of our future operations is dependent upon our ability to carry out our planned activities, fund our operations and compete effectively with other similar businesses. We cannot guarantee that we will be successful in generating revenues sufficient to cover our operating costs and overhead or achieve profitability. Our failure to achieve profitability may cause us to suspend or cease our operations.

THE COMPANY MAY BE SUBJECT TO FURTHER GOVERNMENT REGULATION WHICH WOULD ADVERSELY AFFECT OUR OPERATIONS.

Although we will be subject to the reporting requirements under the Exchange Act, management believes we will not be subject to regulation under the Investment Company Act of 1940, as amended ("Investment Company Act"), since we will not be engaged in the business of investing or trading in securities. If we engage in business combinations which result in our holding passive investment interests in a number of entities, we could be subject to regulation under the Investment Company Act. If so, we would be required to register as an investment company and could be expected to incur significant registration and compliance costs. We have obtained no formal determination from the SEC as to our status under the Investment Company Act and, consequently, violation of the Investment Company Act could subject us to material adverse consequences.

## **RISKS RELATED TO AN INVESTMENT IN OUR SECURITIES**

OUR COMMON STOCK IS CURRENTLY TRADED IN THE PINK SHEETS. AND IS A "PENNY STOCK" AND, AS SUCH, THE MARKET FOR OUR COMMON STOCK IS

## LIMITED BY CERTAIN SEC RULES APPLICABLE TO PENNY STOCKS.

As long as the price of our common stock remains below \$5.00 per share, our shares of common stock are likely to be subject to certain "penny stock" rules promulgated by the SEC. Those rules impose certain sales practice requirements on brokers who sell

penny stock to persons other than established customers and accredited investors (generally, an institution with assets in excess of \$5,000,000 or an individual with a net worth in excess of \$1,000,000). For transactions covered by the penny stock rules, the broker must make a special suitability determination for the purchaser and receive the purchaser's written consent to the transaction prior to the sale. Furthermore, the penny stock rules generally require, among other things, that brokers engaged in secondary trading of penny stocks provide customers with written disclosure documents, monthly statements of the market value of penny stocks, disclosure of the bid and asked prices of penny stocks and disclosure of the compensation to the brokerage firm and disclosure of the sales person working for the brokerage firm. These rules and regulations make it more difficult for brokers to sell shares of our common stock and limit the liquidity of our shares.

TRADING IN OUR SECURITIES COULD BE SUBJECT TO EXTREME PRICE FLUCTUATIONS THAT COULD ADVERSELY AFFECT YOUR INVESTMENT.

Historically speaking, the market prices for securities of small publicly traded companies have been highly volatile. Publicized events and announcements may have a significant impact on the market price of our common stock.

In addition, the stock market from time to time experiences extreme price and volume fluctuations that particularly affect the market prices for small publicly traded companies and which are often unrelated to the operating performance of the affected companies.

THE COMPANY MAY BE SUBJECT TO CERTAIN TAX CONSEQUENCES IN OUR BUSINESS, WHICH MAY INCREASE OUR COST OF DOING BUSINESS.

We may not be able to structure our acquisition to result in tax-free treatment for the companies or their stockholders, which could deter third parties from entering into certain business combinations with us or result in being taxed on consideration received in a transaction. Currently, a transaction may be structured so as to result in tax-free treatment to both companies, as prescribed by various federal and state tax provisions.

We intend to structure any business combination so as to minimize the federal and state tax consequences to both us and the target entity; however, we cannot guarantee that the business combination will meet the statutory requirements of a tax-free reorganization or that the parties will obtain the intended tax-free treatment upon a transfer of stock or assets. A non-qualifying reorganization could result in the imposition of both federal and state taxes that may have an adverse effect on both parties to the transaction.

THE COMPANY INTENDS TO ISSUE MORE SHARES IN ADITIONAL MERGER OR ACQUISITION, WHICH MAY RESULT IN SUBSTANTIAL DILUTION TO EXISTING SHAREHOLDERS.

Any future merger or acquisition may result in the issuance of additional securities without stockholder approval and may result in substantial dilution in the percentage of our common stock held by our then existing stockholders. Moreover, the common stock issued in any such merger or acquisition transaction may be valued on an arbitrary or non-arm's-length basis by our management, resulting in an additional reduction in the percentage of common stock held by our then existing stockholders. Our Board of Directors has the power to issue any or all of such authorized but unissued shares without stockholder approval. To the extent that additional shares of common stock or preferred stock are issued in connection with a business combination or otherwise, dilution to the interests of our stockholders will occur and the rights of the holders of common stock might be materially and adversely affected.

# BECAUSE WE MAY SEEK TO COMPLETE ADITIONAL BUSINESS COMBINATION THROUGH A "REVERSE MERGER," FOLLOWING SUCH A TRANSACTION WE MAY NOT BE ABLE TO ATTRACT THE ATTENTION OF MAJOR BROKERAGE FIRMS.

Additional risks may exist since we will assist a privately held business to become public through a "reverse merger." Securities analysts of major brokerage firms may not

provide coverage of our Company since there is no incentive to brokerage firms to recommend the purchase of our common stock. No assurance can be given that brokerage firms will want to conduct any secondary offerings on behalf of our post-merger company in the future.

WE CANNOT ASSURE YOU THAT FOLLOWING A BUSINESS COMBINATION WITH AN OPERATING BUSINESS, OUR COMMON STOCK WILL BE LISTED ON NASDAQ OR

## ANY OTHER SECURITIES EXCHANGE.

Following a certain business combination, we may seek the listing of our common stock on NASDAQ or the American Stock Exchange. However, we cannot assure you that following such a transaction, we will be able to meet the initial listing standards of either of those or any other stock exchange, or that we will be able to maintain a listing of our common stock on either of those or any other stock exchange. After completing a business combination, until our common stock is listed on the NASDAQ or another

stock exchange, we expect that our common stock would be eligible to trade on the

OTC Bulletin Board, another over-the-counter quotation system, or on the "pink sheets," where our stockholders may find it more difficult to dispose of shares or obtain accurate quotations as to the market value of our common stock. In addition, we would be subject to an SEC rule that, if it failed to meet the criteria set forth in such rule, imposes various practice requirements on broker-dealers who sell securities governed by the rule to persons other than established customers and accredited investors. Consequently, such rule may deter broker-dealers from recommending or selling our common stock, which may further affect its liquidity. This would also make it more difficult for us to raise additional capital following a business combination.

SUBSTANTIAL SALES OF OUR COMMON STOCK MAY IMPACT THE MARKET PRICE OF OUR COMMON STOCK.

Future sales of substantial amounts of our common stock, including shares that we may issue upon exercise of options and warrants, and the resale of shares by investors who have registration rights, could adversely affect the market price of our common stock. Furthermore, if we raise additional funds through the issuance of common stock or securities convertible into our common stock, the percentage ownership of our shareholders will be reduced and the price of our common stock may fall.

WE DO NOT EXPECT TO PAY DIVIDENDS FOR THE FORESEEABLE FUTURE.

We will use any earnings generated from our operations to finance our business and will not pay any cash dividends to our shareholders in the foreseeable future.

ISSUING PREFERRED STOCK WITH RIGHTS SENIOR TO THOSE OF OUR COMMON STOCK COULD ADVERSELY AFFECT HOLDERS OF COMMON STOCK. Our charter documents grant our board of directors the authority to issue various series of preferred stock without a vote or action by our shareholders. Our board also has the authority to determine the terms of preferred stock, including price, preferences and voting rights. The rights granted to holders of preferred stock may adversely affect the rights of holders of our common stock. For example, a series of preferred stock may be granted the right to receive a liquidation preference - a pre-set distribution in the event of a liquidation that would reduce the amount available for distribution to holders of our common stock. In addition, the issuance of preferred stock could make it more difficult for a third party to acquire a majority of our outstanding voting stock. As a result, common shareholders could be prevented from participating in transactions that would offer an optimal price for their shares.

IF OUR FUTURE PLANS INCLUDE BECOMING A REPORTING COMPANY, WE WILL BE SUBJECT TO THE PERIODIC REPORTING REQUIREMENTS OF THE SECURITIES EXCHANGE ACT OF 1934 WHICH WILL REQUIRE US TO INCUR AUDIT FEES AND LEGAL FEES IN CONNECTION WITH THE PREPARATION OF SUCH REPORTS. THESE COSTS COULD REDUCE OR ELIMINATE OUR ABILITY TO EARN A PROFIT.

We will be required to file periodic reports with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder. In order to comply with these regulations, our independent registered public accounting firm must review our financial statements on a quarterly basis and audit our financial statements on an annual basis. Moreover, our legal counsel has to review and assist in the preparation of such reports. The costs charged by these professionals for such services cannot be accurately predicted at this time because of factors such as the number and type of transactions that we engage in and the complexity of our reports cannot be determined at this time and will have a

major effect on the amount of time to be spent by our auditors and attorneys.

However, the incurrence of such costs will obviously be an expense to our future operations and could have a negative effect on our ability to meet our overhead requirements and earn a profit. We may be exposed to potential risks resulting from new requirements under Section 404 of the Sarbanes-Oxley Act of 2002. If we cannot provide reliable financial reports or prevent fraud, our business and operating results could be

harmed, investors could lose confidence in our reported financial information and the trading price of our common stock could drop significantly.

The Company may provide a method for a foreign or domestic privately held company to become a reporting company whose securities are qualified for trading in the United States securities markets, such as the New York Stock Exchange ("NYSE"), NASDAQ, American Stock Exchange ("AMEX") or the OTC Bulletin Board, and, as a vehicle to investigate and, if such investigation warrants, acquire a target company or business seeking the perceived advantages of being a publicly held reporting company. The Company's principal business objective for the next 12 months and beyond will be to achieve long-term growth potential through a combination with a business rather than immediate, short-term earnings. The Company will not restrict its potential candidate target companies to any specific industry or geographical location and, thus, may acquire or merge with any type of business, domestic or foreign.

# WE MAY BE EXPOSED TO POTENTIAL RISKS RESULTING FROM NEW REQUIREMENTS UNDER SECTION 404 OF THE SARBANES-OXLEY ACT OF 2002.

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, we will be required, beginning with our next annual report, to include in our annual report our assessment of the effectiveness of our internal control over financial reporting as of the end of such fiscal years. Furthermore, our independent registered public accounting firm will be required to attest to whether our assessment of the effectiveness of our internal controls over financial reporting is fairly stated in all material respects and separately report on whether it believes we have maintained, in all material respects, effective internal

control over financial reporting as of the end of our fiscal years.

We do not have a sufficient number of employees to segregate responsibilities and may be unable to afford increasing our staff or engaging outside consultants or professionals to overcome our lack of employees. We have not yet begun our assessment of the effectiveness of our internal control over financial reporting and expect to incur additional expenses and diversion of management's time as a result of performing the system and process evaluation, testing and remediation required in order to comply with the management certification and auditor attestation requirements. Further, implementing any appropriate changes to our internal controls may distract our officers and employees, entail substantial costs to modify our existing processes and take a significant amount of time to complete. Also, during the course of our testing, we may identify other deficiencies that we may not be able to remediate in time to meet the deadline imposed by the Sarbanes-Oxley Act for compliance with the requirements of Section 404.

In addition, if we fail to achieve and maintain the adequacy of our internal controls, as such standards are modified, supplemented or amended from time to time, we may not be able to insure that we can conclude on an ongoing basis that we have effective internal controls over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act. Moreover, effective internal controls, particularly those related to revenue recognition, are necessary for us to produce reliable financial reports and are important to help prevent financial fraud. If we cannot provide reliable financial reports or prevent fraud, our business and operating results could be harmed, investors could lose confidence in our reported financial information and the trading price of our common stock, if a market ever develops, could drop significantly.

## PERCEIVED BENEFITS

There are certain perceived benefits to being a reporting company with a class of publiclytraded securities. These are commonly thought to include the following:

- In the ability to use registered securities to make acquisitions of assets or businesses;
- □□ increased visibility in the financial community;
- □
  □
  the facilitation of borrowing from financial institutions;
- Dimproved trading efficiency;
- D shareholder liquidity;

- 🗆 may be a market valuation;
- Denhanced corporate image; and

SHAREHOLDERS MAY BE DILUTED SIGNIFICANTLY THROUGH OUR EFFORTS TO OBTAIN FINANCING AND SATISFY OBLIGATIONS THROUGH ISSUANCE OF ADDITIONAL SHARES OF OUR COMMON STOCK.

We have no committed source of financing. Wherever possible, our board of directors will

attempt to use non-cash consideration to satisfy obligations. In many instances, we believe that the non-cash consideration will consist of restricted shares of our common stock. Our board of directors has authority, without action or vote of the shareholders, to issue all or part of the 988,000,000 authorized, but unissued, shares of our common stock. Future issuances of shares of our common stock will result in dilution of the ownership interests of existing shareholders, may further dilute common stock book value and that dilution may be material.

OUR CERTIFICATE OF INCORPORATION PROVIDES FOR INDEMNIFICATION OF OFFICERS AND DIRECTORS AT OUR EXPENSE AND LIMIT THEIR LIABILITY, WHICH MAY RESULT IN A MAJOR COST TO US AND HURT THE INTERESTS OF OUR SHAREHOLDERS BECAUSE CORPORATE RESOURCES MAY BE EXPENDED FOR THE BENEFITS OF OFFICERS AND/OR DIRECTORS.

Our certificate of incorporation and applicable Nevada laws provide for the indemnification of our directors, officers, employees and agents under certain circumstances, against attorney's fees and other expenses incurred by them in any litigation to which they become a party arising from their association with or activities on our behalf. We will also bear the expenses of such litigation for any of our directors, officers, employees or agents, upon such person's written promise to repay us, therefore, even if it is ultimately determined that any such person shall not have been entitled to indemnification. This indemnification policy could result in substantial expenditures by us that we may be unable to recoup.

We have been advised that, in the opinion of the Securities and Exchange Commission, indemnification for liabilities arising under federal securities laws is against public policy and is, therefore, unenforceable. In the event that a claim for indemnification for

liabilities arising under federal securities laws, other than the payment by us of expenses incurred or paid by a director, officer or controlling person in the successful defense of any action, suit or proceeding, is asserted by a director, officer or controlling person in connection with the securities being registered, we will (unless in the opinion

of our counsel, the matter has been settled by controlling precedent) submit to a court of appropriate jurisdiction, the question of whether indemnification by us is against public policy as expressed by the Securities and Exchange Commission and will be governed by the final adjudication of such issue. The legal process relating to this matter, if it were to occur, is likely to be very costly and may result is us receiving negative publicity, either of which factors is likely to materially reduce the market price for our shares, if such a market ever develops.

THE ISSUER WAS SUBJECT TO A STATE COURT CUSTODIANSHIP PROCEEDING RECENTLY AND ITS RECORDS MAY NOT BE COMPLETE.

The Issuer was recently subject to a State court custodianship proceeding as an abandoned company and the records of the Issuer may have been lost. The Issuer's custodian and current management may not have all of the records of the Company and thus may be unaware of pending legal actions and other liabilities.

THERE ARE RISKS ASSOCIATED WITH FORWARD LOOKING STATEMENTS This information statement contains certain forward looking statements regarding

management's plans and objectives for future operations including plans and objectives

relating to our planned marketing efforts and future economic performance. The forward looking statements and associated risks set forth in this information statement include or relate to, among other things, (a) our projected sales and profitability, (b) our growth strategies, (c) anticipated trends in our industry, (d) our ability to obtain and retain sufficient capital for future operations and (e) our anticipated needs for working capital. These statements may be found under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Description of Business," in this information statement, as well as in this information statement, generally. Actual events or results may differ materially from those discussed in forward looking statements as a result of various factors, including, without limitation, the risks outlined under "Risk Factors" and matters described in this information statement, generally. In light of these risks and uncertainties, there can be no assurance that the forward looking statements contained in this information statement will, in fact, occur.

CAUTIONARY STATEMENTS REGARDING FORWARD LOOKING STATEMENTS This information statement contains forward looking statements. These statements relate to future events or future financial performance and involve known and unknown risks, uncertainties and other factors that may cause the Company or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by the forward looking statements.

In some cases, you can identify forward looking statements by terminology such as "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," or the negative of these terms or other comparable terminology. These statements are only predictions. Actual events or results may differ materially.

Although we believe that the expectations reflected in the forward looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. We are under no duty to update any of the forward looking statements after the date of this information statement to confirm our prior statements to actual results.

Further, this information statement contains forward looking statements that involve substantial risks and uncertainties. Such statements include, without limitation, all statements as to expectation or belief and statements as to our future results of operations, the progress of any product development, the need for, and timing of, additional capital and capital expenditures, partnering prospects, the protection of and the need for additional intellectual property rights, effects of regulations, the need for additional facilities and potential market opportunities.

## Part F. Exhibits

The following exhibits are attached to this disclosure statement: None.

## Item XVIII. Material Contracts

There are no Material Contracts.

## Item XIX. Articles of Incorporation and Bylaws

The Certificate of Incorporation and Bylaws of the Issuer are attached hereto as an Exhibit and are hereby incorporated by reference as Exhibits A & B respectively.

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

The Issuer has made no purchases of Equity Securities

# Item XXI. Issuer's Certifications

Certifications

I, Sasa Vasiljevic, certify that:

1. I have reviewed this initial disclosure statement of Evader, Inc.

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: June 22, 2012

SASA VASILJEVIC

Sasa Vasiljevic Officer

# EXHIBIT A

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OF

### ARTICLES OF INCORPORATION

JUL 1 2 2000

OF

## CARPE DIEM ENTERPRISES, INC.

The undersigned, President and Secretary of Carpe Diem Enterprises, Inc. hereby certify:

That the Board of Directors of said corporation by unanimous written consent dated the \_\_\_\_\_\_ day of June, 2000, adopted a resolution to amend the original articles of incorporation as follows:

 ARTICLE I of the Corporation's Articles of Incorporation is hereby amended to read as follows:

"I. The name of the Corporation is Esarati Electric Technologies Corp.."

The number of shares of the corporation outstanding and entitled to vote on an amendment to the Articles of Incorporation is 1,000,000; the said amendment has been consented to and approved by a majority vote of the stockholders holding at least a majority of each class of stock outstanding and entitled to vote thereon.

4. This Amendment shall be effective upon filing.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President and Secretary, Brent Nelson, this 29th day of June, 2000.

dent Secretary

Aug.13. 2013 11:08AM

Sent By: NV Capitol Partners;

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No.8520 P. 2

Aug. 7.03 1:42PM; (Page 3/3 Invoice (150.00) AE

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CERTIFICATE OF AMENOMENT

4250005979;

OF

STATE OFFICE

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ARTICLES OF INCORPORATION

OF

#### ESARATI ELECTRIC TECHNOLOGIES CORP.

The undersigned, President and Secretary of Esarati Electric Technologies Corp. hereby certify:

That the Board of Directors of said corporation by unaninous written consent dated the 4th day of August, 2003, adopted a resolution to amend the original articles of incorporation as follows:

 ARTICLE I of the Corporation's Articles of Incorporation is hereby amended to read as follows:

"I. The name of the Corporation is Evader, Corp."

2. The number of shares of the corporation outstanding and entitled to vote on an amendment to the Articles of Incorporation is 15,413,297; the said amendment has been consented to and approved by a majority vote of the stockholders holding at least a majority of each class of stock outstanding and entitled to vote thereon.

3. This Amendment shall be effective upon filing.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President and Secretary, Brent Nelson, this 4th day of August. 2003.

Bri President

Brefit Nelson, Secretary

## **EXHIBIT B**

#### BY-LAWS

### OF

### EVADER, INC.

#### A Nevada Corporation

#### ARTICLE I - BUSINESS AND PURPOSE

The Corporation is established to engage in any lawful business or enterprise. By way of example and without limitation the Corporation may engage in financial and asset management and consulting services to individuals, businesses, associations, partnerships, trusts, and other entities.

In the performance of its business the Corporation shall have all powers granted by the general Corporation laws of the state of Nevada. Specifically, and without limitation, the Corporation shall have the power to engage generally in any and all phases of the business of owning, holding, managing, controlling, acquiring, purchasing, disposing of, or otherwise dealing in or with any interest or rights in any real or personal property. The foregoing shall specifically include the power to invest and trade in the securities markets including without limitation the right to buy, sell, trade, barter, or otherwise exchange, acquire and dispose of stocks, bonds, commodities, futures, options, puts, calls (including naked puts and calls) or other vehicles of public or private companies, mutual funds or other entities, whether such be for the Corporation's own account or on the account of a customer or client of the Corporation; where the Corporation engages in such activities on behalf of a client or customer, said transactions may be conducted through banking or brokerage accounts in the Corporation's own name or in the name of said client or customer. The business and purpose shall include the conducting and engaging in such activities as is necessary or useful in connection with the foregoing.

#### ARTICLE II - OFFICES

The registered office of the Corporation in the State of Nevada shall be located in the city of Henderson, State of Nevada. The Corporation may also maintain offices at such other places within or without the State of Nevada as the Board of Directors may, from time to time, determine.

#### ARTICLE III - MEETING OF SHAREHOLDERS

#### Section 1 - Annual Meetings:

The annual meeting of the shareholders of the Corporation shall be held in December of each year at such date, time and location as shall be determined, from time to time, by the Directors.

#### Section 2 - Special Meetings:

Special meetings of the shareholders may be called by the Board of Directors or President of the Corporation and shall be held at such date, time and location as shall be determined, from time to time, by the Board of Directors or officer calling said meeting.

#### Section 3 - Place of Meetings:

Meetings of shareholders shall be held at the registered office of the Corporation, or at such other places, within or without the State of Nevada as the Directors may from time to time fix. If no designation is made, the meeting shall be held at the Corporation's registered office in the State of Nevada.

#### Section 4 - Notice of Meetings:

(a) Written or printed notice of each meeting of shareholders, whether annual or special, signed by the president, vice president or secretary, stating the time when and place where it is to be held, as well as the purpose or purposes for which the meeting is called, shall be served either personally or by mail, by or at the direction of the president, the secretary, or the officer or the person calling the meeting, not less than ten (10) nor more than thirty (30) days before the date of the meeting, unless the lapse of the prescribed time shall have been waived before or after the taking of such action, upon each shareholder of record entitled to vote at such meeting, and to any other shareholder to whom the giving of notice may be required by law. If mailed, such notice shall be deemed to be given when deposited in the United States mail, addressed to the shareholder as it appears on the share transfer records of the Corporation or to the current address, which a shareholder has delivered to the Corporation in a written notice.

(b) Further notice to a shareholder is not required when notice of two consecutive annual meetings, and all notices of meetings or of the taking of action by written consent without a meeting to him or her during the period between those two consecutive annual meetings; or all, and at least two payments sent by first-class mail of dividends or interest on securities during a 12-month period have been mailed addressed to him or her at his or her address as shown on the records of the Corporation and have been returned undeliverable.

#### Section 5 - Quorum:

(a) Except as otherwise provided herein, or by law, or in the Articles of Incorporation (such Articles and any amendments thereof being hereinafter collectively referred to as the "Articles of Incorporation"), a quorum shall be present at all meetings of shareholders of the Corporation, if the holders of a majority of the shares entitled to vote on that matter are represented at the meeting in person or by proxy.

(b) The subsequent withdrawal of any shareholder from the meeting, after the commencement of a meeting, or the refusal of any shareholder represented in person or by proxy to vote, shall have no effect on the existence of a quorum, after a quorum has been established at such meeting.

(c) Despite the absence of a quorum at any meeting of shareholders, the shareholders present may adjourn the meeting.

#### Section 6 - Voting and Acting:

(a) Except as otherwise provided by law, the Articles of Incorporation, or these By-laws, any corporate action, the affirmative vote of the majority of shares entitled to vote on that matter and represented either in person or by proxy at a meeting of shareholders at which a quorum is present, shall be the act of the shareholders of the Corporation.

(b) Except as otherwise provided by statute, the Certificate of Incorporation, or these By-laws, at each meeting of shareholders, each shareholder of the Corporation entitled to vote thereat, shall be entitled to one vote for each share registered in his name on the books of the Corporation.

(c) Where appropriate communication facilities are reasonably available, any or all shareholders shall have the right to participate in any shareholders' meeting, by means of conference telephone or any means of communications by which all persons participating in the meeting are able to hear each other.

#### Section 7 - Proxies:

Each shareholder entitled to vote or to express consent or dissent without a meeting, may do so either in person or by proxy, so long as such proxy is executed in writing by the shareholder himself, his authorized officer, director, employee or agent or by causing the signature of the stockholder to be affixed to the writing by any reasonable means, including, but not limited to, a facsimile signature, or by his attorney-in-fact annexed thereto and duly authorized in writing. Every proxy shall be revocable at will unless the proxy conspicuously states that it is irrevocable and the proxy is coupled with an interest. A telegram, telex, cablegram, or similar transmission by the shareholder, or a photographic, photo static, facsimile, shall be treated as a valid proxy, and treated as a substitution of the original proxy, so long as such transmission is a complete reproduction executed by the shareholder. If it is determined that the telegram, cablegram or other electronic transmission is valid, the persons appointed by the Corporation to count the votes of shareholders and determine the validity of proxies and balots or other persons naking those determinations must specify the information upon which they relied. No proxy

shall be valid after the expiration of six months from the date of its execution, unless otherwise provided in the proxy. Such instrument shall be exhibited to the Secretary at the meeting and shall be filed with the records of the Corporation. If any shareholder designates two or more persons to act as proxies, a majority of those persons present at the meeting, or, if one is present, then that one has and may exercise all of the powers conferred by the shareholder upon all of the persons so designated unless the shareholder provides otherwise.

#### Section 8 - Action Without a Meeting:

Unless otherwise provided for in the Articles of Incorporation of the Corporation, any action to be taken at any annual or special shareholders' meeting, may be taken without a meeting, without prior notice and without a vote if written consents are signed by a majority of the shareholders of the Corporation, except however if a different proportion of voting power is required by law, the Articles of Incorporation or these By-laws, than that proportion of written consents is required. Such written consents must be filed with the minutes of the proceedings of the shareholders of the Corporation. Any meeting required or authorized to be held by these articles may be conducted by means of a telephone conference, or similar method of communication by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

#### ARTICLE IV - BOARDOF DIRECTORS

#### Section 1 - Number, Term, Election and Qualifications:

(a) The first Board of Directors and all subsequent Boards of the Corporation shall consist of one (1) individual, unless and until otherwise determined by vote of a majority of the entire Board of Directors. The Board of Directors or shareholders all have the power, in the interim between annual and special meetings of the shareholders, to increase or decrease the number of Directors of the Corporation. A Director need not be a shareholder of the Corporation unless the Certificate of Incorporation of the Corporation or these By-laws so require.

(b) Except as may otherwise be provided herein or in the Articles of Incorporation, the members of the Board of Directors of the Corporation shall be elected at the first annual shareholders' meeting and at each annual meeting thereafter, unless their terms are staggered in the Articles of Incorporation of the Corporation or these By-laws, by a plurality of the votes cast at a meeting of shareholders, by the holders of shares entitled to vote in the election.

(c) The first Board of Directors shall hold office until the first annual meeting of shareholders and until their successors have been duly elected and qualified or until there is a decrease in the number of Directors. Thereafter, Directors will be elected at the annual meeting of shareholders and shall hold office until the annual meeting of the shareholders next succeeding his election, unless their terms are staggered in the Articles of Incorporation of the Corporation (so long as at least one-fourth (¼) in number of the Directors of the Corporation are elected at each annual shareholders' meeting) or these Bylaws, or until his prior death, resignation or removal. Any Director may resign at any time upon written notice of such resignation to the Corporation.

(d) All Directors of the Corporation shall have equal voting power unless the Articles of Incorporation of the Corporation provide that the voting power of individual Directors or classes of Directors, are greater than or less than that of any other individual Directors or classes of Directors, and the different voting powers may be stated in the Articles of Incorporation or may be dependent upon any fact or event that may be ascertained outside the Articles of Incorporation if the manner in which the fact or event may operate on those voting powers is stated in the Articles of Incorporation. If the Articles of Incorporation provide that any Directors have voting power greater than or less than other Directors of the Corporation, every reference in these By-laws to a majority or other proportion of Directors shall be deemed to refer to majority or other proportion of the voting power of all the Directors or classes of Directors, as may be required by the Articles of Incorporation.

#### Section 2 - Duties and Powers:

The Board of Directors shall be responsible for the control and management of the business and affairs, property and interests of the Corporation, and may exercise all powers of the Corporation, except such as those stated under Nevada state law, are in the Articles of Incorporation or by these By-laws, expressly conferred upon or reserved to the shareholders or any other person or persons named therein. The board shall be responsible for making all major and significant legal, tax, and financial decisions including but limited to the following:

- (a) Opening bank and brokerage accounts and establishing lines of credit, margin accounts, and other borrowing authority;
- (b) Establishing written employment agreements and contractor agreements for a duration in excess of one (1) year, or where the amount to be paid hereunder exceeds \$100,000 or where any portion of the compensation is based in any manner upon the Corporation's profitability or financial performance;
- (c) Amendments to the Articles of Incorporation or By-laws;
- (d) Shareholder agreement, voting trusts or proxies to which the Corporation is a party;
- (e) Tax elections, including but not limited to the election for sub-chapter S, section 475, or otherwise;
- (f) The purchase or sale of a business or significant interest therein;
- (g) The purchase, sale, lease, or donation of property (real or personal, tangible or intangible) used in the operation of the business, including but not limited to office buildings/space, computer systems, vehicles, patents, trademarks, or copyrights;
- (h) Reorganizations, merges and acquisitions;

- (i) Loans, refinancing, and issuance of bonds;
- (j) Declaration of dividends; stock splits; stock issuance; redemption or retirement of corporate shares;
- (k) Liquidation or dissolution of the Corporation;
- The establishment, termination, increase or decrease in employee benefit plans including but not limited to pension and profit sharing plans; life, health medical, and dental insurance plans; child care plans; educational plans; or others;
- (m) The initiation, defense, settlement, compromise, or termination of lawsuits and claims;
- (n) Indemnification of Directors, Officers, or others;
- (o) Change of Registered Agent or Registered Office;
- (p) Filling vacancies on the Board of Directors or Officers;
- (q) Establishing and terminating committees; appointing and removing members from committees;
- (r) Salary and compensation matters pertaining to corporate officers;
- (s) Ratification of prior corporate acts by Directors and Officers.

#### Section 3 - Regular Meetings; Notice:

(a) A regular meeting of the Board of Directors shall be held either within or without the State of Nevada at such time and at such place as the Board shall fix.

(b) No notice shall be required of any regular meeting of the Board of Directors and, if given, need not specify the purpose of the meeting; provided, however, that in case the Board of Directors shall fix or change the time or place of any regular meeting when such time and place was fixed before such change, notice of such action shall be given to each director who shall not have been present at the meeting at which such action was taken within the time limited, and in the manner set forth in these By-laws with respect to special meetings, unless such notice shall be waived in the manner set forth in these By-laws.

#### Section 4 - Special Meetings; Notice:

(a) Special meetings of the Board of Directors shall be held at such time and place as may be specified in the respective notices or waivers of notice thereof. (b) Except as otherwise required by statute, written notice of special meetings shall be mailed directly to each Director, addressed to him at his residence or usual place of business, or delivered orally, with sufficient time for the convenient assembly of Directors thereat, or shall be sent to him at such place by telegram, radio or cable, or shall be delivered to him personally or given to him orally, not later than the day before the day on which the meeting is to be held. If mailed, the notice of any special meeting shall be deemed to be delivered on the second day after it is deposited in the United States mails, so addressed, with postage prepaid. If notice is given by telegram, it shall be deemed to be delivered to the telegraph company. A notice, or waiver of notice, except as required by these By-laws, need not specify the business to be transacted at or the purpose or purposes of the meeting.

(c) Notice of any special meeting shall not be required to be given to any Director who shall attend such meeting without protesting prior thereto or at its commencement, the lack of notice to him, or who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjourned meeting shall not be required to be given.

#### Section 5 - Chairperson:

The Chairperson of the Board, if any and if present, shall preside at all meetings of the Board of Directors. If there shall be no Chairperson, or he or she shall be absent, then the President shall preside, and in his absence, any other director chosen by the Board of Directors shall preside.

#### Section 6 - Quorum and Adjournments:

(a) At all meetings of the Board of Directors, or any committee thereof, the presence of a majority of the entire Board, or such committee thereof, shall constitute a quorum for the transaction of business, except as otherwise provided by law, by the Certificate of Incorporation, or these By-laws.

(b) A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, whether or not a quorum exists. Notice of such adjourned meeting shall be given to Directors not present at time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other Directors who were present at the adjourned meeting.

#### Section 7 - Manner of Acting:

(a) At all meetings of the Board of Directors, each director present shall have one vote, irrespective of the number of shares of stock, if any, which he may hold.

(b) Except as otherwise provided by law, by the Articles of Incorporation, or these Bylaws, action approved by a majority of the votes of the Directors present at any meeting of the Board or any committee thereof, at which a quorum is present shall be the act of the Board of Directors or any committee thereof.

- (c) Any action authorized in writing made prior or subsequent to such action, by all of the Directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board of Directors, or any committee thereof, and have the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board or committee for all purposes.
- (d) Where appropriate communications facilities are reasonably available, any or all directors shall have the right to participate in any Board of Directors meeting, or a committee of the Board of Directors meeting, by means of conference telephone or any means of communications by which all persons participating in the meeting are able to hear each other.

#### Section 8 - Vacancies:

(a) Unless otherwise provided for by the Articles of Incorporation of the Corporation, any vacancy in the Board of Directors occurring by reason of an increase in the number of directors, or by reason of the death, resignation, disqualification, removal or inability to act of any director, or other cause, shall be filled by an affirmative vote of a majority of the remaining directors, though less than a quorum of the Board or by a sole remaining Director, at any regular meeting or special meeting of the Board of Directors called for that purpose except whenever the shareholders of any classes or series thereof are entitled to elect one or more Directors by the Certificate of Incorporation of the Corporation, vacancies and newly created directorships of such classes or series thereof then in office, or by a sole remaining Director so elected.

(b) Unless otherwise provided for by law, the Articles of Incorporation or these By-laws, when one or more Directors shall resign from the board and such resignation is effective at a future date, a majority of the directors, then in office, including those who have so resigned, shall have the power to fill such vacancy or vacancies, the vote otherwise to take effect when such resignation or resignations shall become effective.

#### Section 9 - Resignation:

A Director may resign at any time by giving written notice of such resignation to the Corporation.

#### Section 10 - Removal:

Unless otherwise provided for by the Articles of Incorporation, one or more or all the Directors of the Corporation may be removed with or without cause at any time by a vote of two-thirds of the shareholders entitled to vote thereon, at a special meeting of the shareholders called for that purpose, unless the Articles of Incorporation provide that Directors may only be removed for cause, provided however, such Director shall not be removed if the Corporation states in its Articles of Incorporation that its Directors shall be elected by cumulative voting and there are a sufficient number of shares cast against his or her removal, which if cumulatively voted at an election of Directors would be sufficient to elect him or her. If a Director was elected by a voting group of shareholders, only the shareholders of that voting group may participate in the vote to remove that Director.

#### Section 11 - Compensation:

The Board of Directors may authorize and establish reasonable compensation of the Directors for services to the Corporation as Directors, including, but not limited to attendance at any annual or special meeting of the Board.

#### Section 12 - Committees:

Unless otherwise provided for by the Articles of Incorporation of the Corporation, the Board of Directors, may from time to time designate from among its members one or more committees, and alternate members thereof, as they deem desirable, each consisting of one or more members, with such powers and authority (to the extent permitted by law and these By-laws) as may be provided in such resolution. Unless the Articles of Incorporation or By-laws state otherwise, the Board of Directors may appoint natural persons who are not Directors to serve on such committees authorized herein. Each such committee shall serve at the pleasure of the Board and, unless otherwise stated by law, the Certificate of Incorporation of the Corporation or these By-laws, shall be governed by the rules and regulations stated herein regarding the Board of Directors. Any meeting required or authorized to be held by this article may be conducted by means of a telephone conference, or similar method of communication by which all persons participating in this meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

#### ARTICLE V - OFFICERS

#### Section 1 - Number, Qualifications, Election and Term of Office:

(a) The Corporation's officers shall have such titles and duties as shall be stated in these By-laws or in a resolution of the Board of Directors which is not inconsistent with these By-laws. The officers of the Corporation shall consist of a president, secretary and treasurer, and also may have one or more vice presidents, assistant secretaries and assistant treasurers and such other officers as the Board of Directors may from time to time deem advisable. Any officer may hold two or more offices in the Corporation.

(b) The officers of the Corporation shall be elected by the Board of Directors at the regular annual meeting of the Board following the annual meeting of shareholders. (c) Each officer shall hold office until the annual meeting of the Board of Directors next succeeding his election, and until his successor shall have been duly elected and qualified, subject to earlier termination by his or her death, resignation or removal.

Section 2 - Designation of Officers:

- (a) <u>Chairman of the Board</u> The Chairman of the Board shall preside at the meetings of the stockholders and the Board of Directors, and shall see that all orders and resolutions of the Board of Directors are carried into effect.
- (b) <u>President</u> The President shall be the chief executive officer of the Corporation and shall have active management of the business of the Corporation. He shall execute on behalf of the Corporation all instruments requiring such execution except to the extent the signing and execution thereof shall be expressly designated by the Board of Directors to some other officer or agent of the Corporation.
- (c) <u>Secretary</u> The Secretary shall act under the direction of the President and shall have custody of and maintain all corporate records except the financial records. He shall authenticate all non-financial records and documents of the Corporation. Subject to the direction of the President he shall attend all meetings of the Board of Directors and all meetings of the stockholders and record the proceedings. He shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all annual and special meetings of the stockholders and Board of Directors, and shall perform such other duties as may be prescribed by the President or the Board of Directors.
- (d) <u>Treasurer</u> The Treasurer shall act under the direction of the President. Subject to the direction of the President, he shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. He shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Corporation as may be ordered by the President of the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as the Treasurer and of the financial condition of the Corporation.

Section 3 - Resignation:

Any officer may resign at any time by giving written notice of such resignation to the Corporation.

#### Section 4 - Removal:

Any officer elected by the Board of Directors may be removed, either with or without cause, and a successor elected by the Board at any time, and any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer.

#### Section 5 - Vacancies:

A vacancy, however caused, occurring in the Board and any newly created Directorships resulting from an increase in the authorized number of Directors may be filled by the Board of Directors.

#### Section 6 - Bonds:

The Corporation may require any or all of its officers or Agents to post a bond, or otherwise, to the Corporation for the faithful performance of their positions or duties.

#### Section 7 - Compensation:

The compensation of the officers of the Corporation shall be fixed from time to time by the Board of Directors. Any meeting required or authorized to be held by this article may be conducted by means of a telephone conference, or similar method of communication by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

#### ARTICLE VI - BOOKS AND RECORDS

#### Section 1 - Books and Records:

The Corporation shall keep as permanent records the minutes of all meetings of its shareholders and Board of Directors; a record of all actions taken by the shareholders or Board of Directors without a meeting; and, a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the above named Corporation. The Corporation shall also continuously maintain accurate accounting records. Furthermore, the above named Corporation shall maintain the following:

- (a) A record of its shareholders in a form that permits preparation of a list of the names and addresses of all shareholders in alphabetical order by class of shares showing the number and series of shares held by each;
- (b) The Corporation's Articles or Restated Articles of Incorporation and all amendments thereto currently in effect;
- (c) The Corporation's By-laws or Restated By-laws and all amendments thereto currently in effect;
- (d) Resolutions adopted by the Board of Directors creating one or more classes or series of shares and fixing their relative rights, preferences and limitations if shares issued pursuant to those resolutions are outstanding;
- (e) The minutes of all shareholders' meetings and records of all actions taken by shareholders without a meeting including the financial statements furnished to shareholders as may be required under Nevada law;

(d) Except as otherwise provided by law, the rights and obligations of the holders of uncertificated shares and the rights and obligations of the holders of certificates representing shares of the same class and series shall be identical.

#### Section 2 - Lost or Destroyed Certificates:

The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost, stolen or destroyed if the owner:

- (a) so requests before the Corporation has notice that the shares have been acquired by a bona fide purchaser,
- (b) files with the Corporation a sufficient indemnity bond; and
- (c) satisfies such other requirements, including evidence of such loss, theft or destruction, as may be imposed by the Corporation.

#### Section 3 - Transfers of Shares:

(a) Transfers or registration of transfers of shares of the Corporation shall be made on the stock transfer books of the Corporation by the registered holder thereof, or by his attorney duly authorized by a written power of attorney; and in the case of shares represented by certificates, only after the surrender to the Corporation of the certificates representing such shares with such shares properly endorsed, with such evidence of the authenticity of such endorsement, transfer, authorization and other matters as the Corporation may reasonably require, and the payment of all stock transfer taxes due thereon.

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

#### Section 4 - Record Date:

(a) The Board of Directors may fix, in advance, which shall not be more than sixty days before the meeting or action requiring a determination of shareholders, as the record date for the determination of shareholders entitled to receive notice of, or to vote at, any meeting of shareholders, or to consent to any proposal without a meeting, or for the purpose of determining shareholders entitled to receive payment of any dividends, or allotment of any rights, or for the purpose of any other action. If no record date is fixed, the record date for shareholders entitled to notice of meeting shall be at the close of business on the day preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held, or if notice is waived, at the close of business on the day before the day on which the meeting is held. (b) The Board of Directors may fix a record date, which shall not precede the date upon which the resolution fixing the record date is adopted for shareholders entitled to receive payment of any dividend or other distribution or allotment of any rights of shareholders entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action.

(c) A determination of shareholders entitled to notice of or to vote at a shareholders' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date for the adjourned meeting.

#### Section 5 - Fractions of Shares/Scrip:

The Board of Directors may authorize the issuance of certificates or payment of money for fractions of a share, either represented by a certificate or uncertificated, which shall entitle the holder to exercise voting rights, receive dividends and participate in any assets of the Corporation in the event of liquidation, in proportion to the fractional holdings; or it may authorize the payment in case of the fair value of fractions of a share as of the time when those entitled to receive such fractions are determined; or it may authorize the issuance, subject to such conditions as may be permitted by law, of scrip in registered or bearer form over the manual or facsimile signature of an officer or agent of the Corporation or its agent for that purpose, exchangeable as therein provided for full shares, but such scrip shall not entitle the holder to any rights of shareholder, except as therein provided. The scrip may contain any provisions or conditions that the Corporation deems advisable. If a scrip ceases to be exchangeable for full shares that would otherwise have been issue-able as provided on the scrip are deemed to be treasury shares unless the scrip contains other provisions for their disposition.

#### ARTICLE VIII - DIVIDENDS

(a) Dividends may be declared and paid out of any funds available therefore, as often, in such amounts, and at such time or times as the Board of Directors may determine and shares may be issued pro rata and without consideration to the Corporation's shareholders or to the shareholders of one or more classes or series.

(b) Shares of one class or series may not be issued as a share dividend to shareholders of another class or series unless:

(i) .... so authorized by the Articles of Incorporation;

- (ii) a majority of the shareholders of the class or series to be issued approve the issue; or
- (iii) there are no outstanding shares of the class or series of shares that are authorized to be issued.

#### Section 1 - Right of Indemnification:

Every person who was or is a party, or is threatened to be made a party to, or is involved in an action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or a person of whom he is the legal representative is or was a director or officer of the Corporation or is or was serving at the request of the Corporation or for its benefit as a director or officer of another Corporation, or as a representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the General Corporation Law of the State of Nevada from time to time again all expenses, liability and loss (including attorneys' fees, judgments, fines and amounts paid or be paid in settlement) reasonably incurred or suffered by him in connection therewith. The expenses of Officers and Directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the Corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of t Director or Officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the Corporation. Such right of indemnification shall be a contract right which may be enforced in any manner desired by sucl person. Such right of indemnification shall not be exclusive of any other right which such Directors, Officers or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any By-law, agreement, vote of stockholders, provisions of law or otherwise, as well as their rights under this Article.

#### Section 2 - Insurance for Indemnification:

The Board of Directors may cause the Corporation to purchase and maintain insurance on beh of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of the Corporation, or is or was serving at th request of the Corporation as a director or officer of another Corporation, or as its representati in a partnership, joint venture, trust or other enterprise against any liability asserted against su person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

#### Section 3 - Amendment:

The Board of Directors may from time to time adopt further By-laws with respect to indemnification and may amend these and such By-laws to provide at all times the fullest indemnification permitted by the General Corporation Law of the State of Nevada.

#### ARTICLE XIV - INTERESTED DIRECTORS AND OFFICERS:

No contract or transaction shall be void or voidable if such contract or transaction is between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other Corporation, partnership, association, or other organization in which one or more of its Directors or Officers, are directors or officers, or have a financial interest, when such Director or Officer is present at or participates in the meeting of the Board, or the committee of the shareholders which authorizes the contract or transaction or his, her or their votes are counted for such purpose, if:

- (a) the material facts as to his, her or their relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee and are noted in the minutes of such meeting, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or
- (b). the material facts as to his, her or their relationship or relationships or interest or interests and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or
- (c). the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee of the shareholders; or
- (d). the fact of the common directorship, office or financial interest is not disclosed or known to the Director or Officer at the time the transaction is brought before the Board of Directors of the Corporation for such action.

Such interested Directors may be counted when determining the presence of a quorum at the Board of Directors 'or committee meeting authorizing the contract or transaction.

#### ARTICLE XV - ANNUAL LIST OF OFFICERS, DIRECTORS AND REGISTERED AGENT:

The Corporation shall, within sixty days after the filing of its Articles of Incorporation with the Secretary of State, and annually thereafter on or before the last day of the month in which the anniversary date of incorporation occurs each year, file with the Secretary of State a list of its president, secretary and treasurer and all of its Directors, along with the post office box or street address, either residence or business, and a designation of its resident agent in the state of Nevada. Such list shall be certified by an officer of the Corporation.

## EXHIBIT C.

## EVADER INC.

March 31, 2012

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These financial statements and notes thereto present fairly, in all material respects, the financial position of the company and the results of its operations and cash flows for the period presented, in conformity with accounting principles generally accepted in the United States, consistently applied.

# EVADER INC. CONSOLIDATED BALANCE SHEET As at March 31, 2012 (Unaudited)

BALANCE SHEET		
ASSETS		
CURRENT ASSETS		
Cash Accounts Bossivable	\$	-
Other Receivable		-
Inventory		-
Prepaid Accounts	-	-
		-
LONG-TERM EQUITY INVESTMENT		-
FIXED ASSETS - NBV		-
INTANGIBLE ASSETS - NBV		12
	\$	-
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES	¢	
Other Payables	φ	-
Taxes Payable		-
		-
LONG TERM LIABILITIES -		-
		-
CAPITAL STOCK		
Common Stock, authorized shares 988,000,000		
Issued and outstanding - 950,024,000 @ PV \$.001		950,024
Preferred Stock, auth 1,000,000 - issued 0 @.0001		
Additional Paid In Capital	-	937.649
Dafait		10 275
Denot		-
	\$	

The accompanying notes are an integral part of these financial statements **2** 

# EVADER INC. CONSOLIDATED STATEMENT OF EARNINGS AND RETAINED EARNINGS FOR THE THREE MONTHS ENDED March 31, 2012 (Unaudited)

EARNINGS REVENUE (See NOTE 7) Sales	\$-
TOTAL SALES	
COST OF SALES	
Cost of Sales	
TOTAL COST OF SALES	-
GROSS PROFIT	
OPERATING EXPENSES	
Administrative Expense Selling Expense	1,875 5,000
	6,875
OTHER INCOME & EXPENSES	-
PROFIT (LOSS)	- 6,875
NET PROFIT (LOSS)	- 6,875
Deficit - Beginning of period Deficit - End of period	- 5,500 -\$ 12,375

The accompanying notes are an integral part of these financial statements 3
# EVADER INC. CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE THREE MONTHS ENDED March 31, 2012 (Unaudited)

# CASH FLOWS

Cash flows from operating ac	tivities	
Profit/Loss from oper	ations -s	6,875
Adjustments to cash flows fr	om operating activites:	
Adjustments to cash nows no	bill operating activities.	
Amonization of good		
Depreciation of fixed	Tassets	-
Cash flows from ope	activities -s	6,875
Cash flows from investing ac	tivities:	
Capital expenditures		
Investment in invento		
Increase in accounts	receivable	-
Decrease in prepaid	expenses	-
Cash <b>used in</b> investi	ng activities	ò -
0		
Cash flows from financing ac	tivities:	
Increase in accounts	payable and accrued liabilities	
Increase in paid in ca	apital	31,875
Increase in loans pay	/able	=
Issuance of capital st	tock -	25,000
Cash used for finance	cing activities	6,875
Net increase (decrease) in cash		-
Cash at beginning of period		-
Cash at end of period	4	i -

The accompanying notes are an integral part of these financial statements

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# EVADER INC. CONSOLIDATED STATEMENT OF SHAREHOLDERS EQUITY AS AT March 31, 2012 (Unaudited)

	Pref Shares	Stock Amount	Common Shares	Stock Amount	PIC Amount		R/E		Total
Openning Bal	0	0	975,024,000	\$ 975,024	-\$ 969,524	-\$	5,500		-
Issuance of stk			-25,000,000	-25,000	25,000		-		-
Capital Paid In					6,875				6,875
Net Profit/Loss						-	6,875	-	6,875
Bal Mar 2012	0	\$0	950,024,000	950,024	-\$ 937,649	-\$	12,375	\$	-

The accompanying notes are an integral part of these financial statements 5

#### EVADER INC. NOTES TO CONSOLIDATED FINANCIAI STATEMENTS FOR THE PERIOD March 31, 2012 (Unaudited)

#### NOTE 1. GENERAL ORGANIZATION AND BUSINESS ISSUES

The company was administratively abandoned and reinstated in JuLY 2010 through a court appointed guardian - custodian.

On February 22, 2011, the company announced that it had acquired Avtar Singh Construction, a major developer in the City of Chandigarh, India

# NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES

Accounting policies and procedures are listed below. The company has adopted a December 31 year end.

#### Accounting Basis

We have prepared the consolidated financial statements according to generally accepted accounting Principles (GAAP).

#### **Cash and Cash Equivalents**

The Company considers all highly liquid investments with original maturities of three months or less as cash equivalents. As of March 31, 2012 the company had no cash or cash equivalent balances in excess Of the federally insured amounts. The Company's policy is to invest excess funds in only well capitalized financial institutions.

#### Earnings per Share

The Company adopted the provisions of SFAS No. 128, Earnings per Share. SFAS No. 128 requires the presentation of basic and diluted earnings per share (EPS). Basic EPS is computed by dividing income available to common stockholders by the weighted-average number of common shares outstanding for the period. Diluted EPS includes the potential dilution that could occur if options or other contracts to issue common stock were exercised or converted.

The Company has not issued any options or warrants or similar securities since inception.

per share. SFAS NO. 120 requires the presentation of basic and diluted earnings per share (EPS). Basic EPS is computed by dividing income available to common stockholders by the weighted-average number of common shares outstanding for the period. Diluted EPS includes the potential dilution that could occur if options or other contracts to issue common stock were exercised or converted.

The Company has not issued any options or warrants or similar securities since inception.

### Stock Based Compensation

As permitted by Statement of Financial Accounting Standards (SFAS) No. 148, Accounting for Stock-Based Compensation--Transition and Disclosure, which amended SFAS 123 (SFAS 123), Accounting for Stock-Based Compensation, the Company has elected to continue to follow the intrinsic value method

in accounting for its stock-based employee compensation arrangements as defined by Accounting Principles Board Opinion (APB) No. 25, Accounting for Stock Issued to Employees, and related Interpretations including Financial Accounting Standards Board Interpretations No. 44, Accounting for Certain Transactions Involving Stock Compensation, and interpretation of APB No. 25. At March 31, 2012 the Company has not formed a Stock Option Plan and has not issued any options.

#### Dividends

The Company has adopted a policy regarding the payment of dividends. Dividends may be paid to shareholders once all divisions are fully operational and profitable. The Board may also pay dividends to counter any short selling or undermining of the entity.

#### Fixed Assets

Fixed assets are carried at cost. Depreciation is computed using the straight-line method of depreciation over the assets estimated useful lives. Maintenance and repairs are charged to expense as incurred; major renewals and improvements are capitalized. When items of fixed assets are sold or retired, the related cost and accumulated depreciation is removed from the accounts and any gain or loss is included in income.

#### Income Taxes

The provision for income taxes is the total of the current taxes payable and the net of the change in the deferred income taxes. Provision is made for the deferred income taxes where differences exist between the period in which transactions affect current taxable income and the renewals and improvements are capitalized. When items of fixed assets are sold or retired, the related cost and accumulated depreciation is removed from the accounts and any gain or loss is included in income.

#### Income Taxes

The provision for income taxes is the total of the current taxes payable and the net of the change in the deferred income taxes. Provision is made for the deferred income taxes where differences exist between the period in which transactions affect current taxable income and the period in which they enter into the determination of net income in the financial statements.

#### Advertising

Advertising is expensed when incurred.

# Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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 revenue and expenses during the reporting period. Actual results could differ from those estimates.

#### Goodwill

Goodwill is created when we acquire a business. It is calculated by deducting the fair value of the net assets acquired from the consideration given and represents the value of factors that contribute to greater earning power, such as a good reputation, customer loyalty e assess goodwill of individual subsidiaries for impairment in the fourth quarter of every year, and when circumstances indicate that goodwill might be impaired.

# NOTE 3. GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company had a net loss for the three months ended March 31, 2012 of \$ 6,875. The Company's continuation as a going concern is dependent on its ability to meet its obligations, to obtain additional financing as may be required and ultimately to attain profitability. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

#### NOTE 4. RECENTLY ISSUED ACCOUNTING STANDARDS

HOIL S. GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company had a net loss for the three months ended March 31, 2012 of \$ 6,875. The Company's continuation as a going concern is dependent on its ability to meet its obligations, to obtain additional financing as may be required and ultimately to attain profitability. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

# NOTE 4. RECENTLY ISSUED ACCOUNTING STANDARDS

Management does not believe that any recently issued but not yet adopted accounting standards will have a material effect on the Companys results of operations or on the reported amounts of its assets and liabilities upon adoption.

### NOTE 5. SHAREHOLDERS EQUITY

Common Stock:

As of March 31, 2012 the company has 950,024,000 shares of common stock issued and outstanding.

## NOTE 6. PROVISION FOR INCOME TAXES

The Company provides for income taxes under Statement of Financial Accounting Standards NO. 109, Accounting for Income Taxes. SFAS No. 109 requires the use of an asset and liability approach in accounting for income taxes. Deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax bases of assets and liabilities and the tax rates in effect when these differences are expected to reverse.

SFAS No. 109 requires the reduction of deferred tax assets by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. The provision for income taxes is comprised of the net changes in deferred taxes less the valuation account plus the current taxes payable.

## NOTE 7. REVENUE REPORTING

The subsidiary Avtar Singh Construction has failed to deliver financials statements for the period ending March 31, 2012 and Revenue reported does not include any reporting results from this subsidiary company.