

FOUNDERS BAY HOLDINGS
ANNUAL REPORT
For the year ended
DECEMBER 31, 2016

1. Name of Company and its predecessors (if any)

Founders Bay Holdings (the “Company”) is a Nevada corporation incorporated on July 23, 1986 as Ballonies, Inc. The Company was engaged in various enterprises from that time under the names Imagex Services, Inc. (June 29, 1993) and Intersecurity Holdings Corporation, (May 11, 2005) until it acquired its current Delaware operating subsidiary, Founders Bay Technologies, Inc. pursuant to an agreement dated August 18, 2016. On October 21, 2016, the Company’s name was changed to Founders Bay Technologies, Inc. as well, and then to Founders Bay Holdings on March 10, 2017 in order to avoid confusion with its subsidiary.

2. Address of its principal executive offices

Our principal executive offices are located at 913 N. Market Street Suite 200, Wilmington, Delaware, and our telephone is (302) 502-0120. Our website is <http://www.fbaytech.com> and our corporate email is foundersbay@outlook.com. We also market our business through <http://carecnx.com>.

We do not currently employ any outside investor relations firm.

3. Security Information

Trading Symbol: FDBH

(formerly IXSVD)

Exact Title & Class of Securities Outstanding:

Common

CUSIP: 35052R 103

Par or Stated Value: \$.001

Total Shares Authorized 980,000,000

Total Shares Outstanding 9,985,000 as of June 6, 2017

(all share numbers give effect to a April 25, 2017 reverse stock split)

Our Articles of Incorporation also authorize the issuance of up to 20 million shares of preferred stock, par value \$.0001 per share. No CUSIP number has been assigned to the preferred stock and no shares are outstanding.

Our transfer agent is Pacific Stock Transfer Company, 6725 Via Austi Parkway, Suite 300, Las Vegas, Nevada 89119, telephone (800) 785-7782.

The transfer agent is registered under the Exchange Act. There are no restrictions on the transfer of our common stock, and there have been no trading suspension orders issued by the Securities and Exchange Commission over the past 12 months.

With respect to stock splits or dividends, recapitalizations, mergers, acquisitions, spin-offs or reorganizations currently anticipated or occurring within the past 12 months, the Company acquired all of the common stock of Founders Bay Technologies, Inc., a Delaware corporation ("FBTI"), on October 2, 2016, in exchange for a number of shares to be equal to 99% of the outstanding shares after giving effect to such issuance. The acquisition was effected by the merger of a newly incorporated Nevada subsidiary of the Company with and into FBTI. Due to the lack of authorized shares, only 450,000 shares were initially issued to the shareholders of FBTI. A one-for-2000 reverse stock split was effected through an amendment to the Articles of Incorporation filed on March 10, 2017, and reflected on the trading market on April 25, 2017. All share numbers in this Annual Report have been adjusted to give retroactive effect to the reverse split. The amended and restated Articles of Incorporation are filed as an exhibit to this disclosure report.

4. Issuance History.

Disclosure for the issuance of shares in connection with the acquisition of FBTI is provided under Item 3. There were no other issuances during the past two years. This transaction was not registered or qualified in any jurisdiction and was exempt therefrom under Section 4(2) of the Securities Act as a transaction not involving any public offering.

5. Financial Statements

Financial statements are appended to this report.

6. Describe the Issuer's Business, Products and Services

Founders Bay Holdings, a Nevada corporation organized in 1986, operates through its wholly-owned Delaware subsidiary Founders Bay Technologies, Inc. Our company employs proprietary technology for management of electronic health care records under the tradename CareConnex[®]. Specifically, medical providers such as hospitals, clinics, and physician groups are required to update electronic health care records processes due to government mandates and technological progress. Medical providers can and do choose from a variety of different vendors, leading to incompatibility issues. Electronic health record systems are more efficient for the patient and reimbursement programs if they can be integrated across the board. CareConnex[®] addresses the perennial problems related to the migration of data from legacy systems to current systems, as well as the integration and interoperability of different systems, without the overly expensive and disruptive data migration of system switching projects

In the United States, the American Recovery and Reinvestment Act requires that

healthcare providers adopt “meaningful use” of electronic medical records (defined as electronic health records for a particular patient which may be shared systemwide) by January 1, 2014, in order to maintain Medicaid and Medicare reimbursement levels. We believe that CareConnex® enables US providers to qualify and receive Medicare/Medicaid Federal EHR programs incentives four times faster and cheaper than any other solution on the market.

In the countries of the European Union and South America, our technology is becoming the core technology in new security compliance protocols and consolidation of access to disparate international datasets, allowing for globalization of care and transnational service provider benchmarking.

Our technology has been deployed by 48 hospital networks in the US in addition to over 150 service terminals across 7 countries abroad. We believe that our market penetration is at an early stage and intend to take significant market share in the industry. In addition, we are pursuing several national sales contracts for establishment of payor systems in Mexico, Brazil, and Argentina.

Since our technology is data neutral, it has immediate applicability to other electronic records systems, such as banking, finance, insurance and securities trading. Although US electronic financial systems are dominated by a few players including IBM, Microsoft and Oracle, developing markets such as Asian and Latin America are fragmented and we believe available for companies such as ourselves to attain market share. We also are evaluating growth through acquisition of other players in the electronic records industry.

Our primary SIC code is 7373.

7. Describe the Issuer’s Facilities.

We currently lease office space at 913 N. Market Street Suite 200, Wilmington, DE 19801. The Company pays \$1,250.00 per month pursuant to the terms of a lease ending in 2020.

8. Officers, Directors and Control Persons.

The following table sets forth certain information furnished by the following persons, or their representatives, regarding the ownership of the Common Shares of the Company as of the date of this report, by (i) each person known to the Company to be the beneficial owner of more than 5% of the outstanding shares of Common Stock, (ii) each of the Company's executive officers and directors, and (iii) all of the Company's executive officers and directors as a group. Unless otherwise indicated, the named person is deemed to be the sole beneficial owner of the shares.

Name of Beneficial Owner

	Number of Shares	Percent
Michael Thomas(1)	9,885,150	99.0%
Total: (1 Officer/Director)	9,885,150	99.0%

(1) These shares are held through Founders Bay Corp., a corporation controlled by Mr. Thomas.

During the past five years, Mr. Thomas has not been the subject of any of the following:

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.

9. Third Party Providers

A. Legal Counsel

None.

B. Accountant or Auditor

The Issuer has engaged the following certified public accountant to audit its annual financial statements and to review its quarterly statements. However, the audit and review reports of the accounting firm cannot be included with this filings since the firm is not a member of the PCAOB.

Michael J. Hadzipanajotis, CPA CPA & Consulting Services Belmont, MA. Mr. Hadzipanajotis is licensed as a CPA with the state of Massachusetts.

C. Investor Relations Consultant

None

D. Other Advisor

None

10. Issuer Certification

I, Michael Thomas, certify that:

1. I have reviewed this Information Statement of Founders Bay Holdings;
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.

FOUNDERS BAY HOLDINGS

/s/ Michael Thomas

Michael Thomas,
President
June 6, 2017

The following documents are attached to this disclosure statement and are incorporated by reference herein:

- A. Financial statements of the Issuer for the years ended December 31, 2016 and 2015.
- B. Amended and Restated Articles of Incorporation
- C. Bylaws.

FOUNDERS BAY TECHNOLOGIES, INC
(previously a division of NEXGEN MEDICAL SOLUTIONS, LLC)

FINANCIAL STATEMENTS AND
NOTES TO FINANCIAL STATEMENTS

PERIODS ENDING
DECEMBER 31, 2016 AND DECEMBER 31, 2015

CONSOLIDATED FINANCIAL STATEMENTS**BALANCE SHEET**

<i>in \$USD unless noted otherwise</i>	As of	
	Dec-16	Dec-15
Assets		
Cash	\$72,359	\$115,061
Accounts receivable	2,057,564	982,102
Fixed assets	2,025,148	1,667,236
Accumulated depreciation	(671,752)	(386,971)
Intangible assets	6,283,264	5,204,369
Accumulated amortization	(1,515,235)	(986,037)
Contracts receivable	5,189,925	5,391,485
Total assets	13,441,273	11,987,245
Liabilities		
Accounts payable	18,765	123,450
Contracts deferred	5,189,925	5,391,485
Total Liabilities	5,208,690	5,514,935
Shareholder's equity		
Capital stock	2,275,352	2,275,352
Retained earnings	4,196,957	2,759,120
Net income	1,760,274	1,437,837
Total Shareholder Equity	8,232,583	6,472,309
Total liabilities and shareholder's equity	13,441,273	11,987,245

FOUNDERS BAY TECHNOLOGIES INC

STATEMENT OF INCOME

	Fiscal Year Ended	
<i>in \$USD unless noted otherwise</i>	2016	2015
Revenues		
Sales	\$7,540,592	\$6,204,241
Amortization	529,198	502,113
Other COGS	2,042,287	2,008,452
Gross Profit	4,969,107	3,693,675
Operating expenses		
Sales & Marketing	267,445	196,087
Research & Development	913,822	773,348
General & Administrative	858,190	713,888
Depreciation	284,781	244,354
Total Operating Expenses	2,324,238	1,927,677
Earnings		
EBIT	2,644,869	1,765,998
EBITDA	3,458,848	2,512,466
Less: Tax	(884,595)	(328,161)
Net income	1,760,274	1,437,837

FOUNDERS BAY TECHNOLOGIES INC

STATEMENT OF CASH FLOWS

<i>in \$USD unless noted otherwise</i>	For Fiscal Year Ended	
	2016	2015
Cash flows from operating activities		
Net Income	\$1,760,274	\$1,437,837
Depreciation & Amortization	813,979	746,467
Working Capital	(1,180,148)	(24,007)
Total Operations	1,394,105	2,160,297
Cash flows from investing activities		
Capital expenditures (fixed)	(357,912)	(516,367)
Capital expenditures (intangibles)	(1,078,895)	(1,611,869)
Total Investing	(1,436,807)	(2,128,236)
Cash flows from financing activities		
Equity	-	-
Debt	-	-
Total Financing	-	-
Net cash	(42,702)	32,061

NOTES TO FINANCIAL STATEMENTS

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Property and Depreciation

The Organization capitalizes significant purchases and maintenance of property and equipment as well as investments in its intellectual property, which are all expected to be utilized over more than one fiscal year. Capitalized expenses are stated on the basis of cost and donated items are recorded at their current estimated fair market value at date of donation. Depreciation is computed using the double declining balance method over the estimated useful lives of the assets.

Fair Value Measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In determining fair value, the Company uses various methods including market, income and cost approaches. Based on these approaches, the Company often utilized certain assumptions that participants would use in pricing the asset or liability, including assumptions about risk and/or the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market-corroborated or generally unobservable inputs. The Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. Based on the observable inputs used in the valuation techniques, the Company is required to provide the following information according to the fair value hierarchy.

The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Financial assets and liabilities carried at fair value will be classified and disclosed in one of the following three categories:

- **Level 1 Observable inputs** - unadjusted quoted prices in active markets for identical assets and liabilities;
- **Level 2 Observable inputs** - other than quoted prices included in Level 1 that are observable for the asset or liability through corroboration with market data; and
- **Level 3 Unobservable inputs** - includes amounts derived from valuation models where one or more significant inputs are unobservable.

FOUNDERS BAY TECHNOLOGIES INC

As of December 31, 2016 the fair value of the positions is an asset of \$115,061.

NOTE 2 – CASH AND CASH EQUIVALENTS

Cash and Cash Equivalents

For purposes of the statements of cash flows, the Organization considers all highly liquid investments available for current use with an initial maturity of three months or less to be cash equivalents.

Cash and cash equivalents at year-end consist of the following:

Checking and money market accounts:

	<u>December 31, 2016</u>	<u>December 31, 2015</u>
Cash	\$ 72,359	\$ 115,061
Total	<u>72,359</u>	<u>115,061</u>

NOTE 3 – CONCENTRATIONS OF CREDIT AND MARKET RISK

Financial instruments that potentially expose the chapter to concentrations of credit and market risk consist primarily of cash and cash equivalents. Cash and cash equivalents are maintained at financial institutions and accounts at each institution are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000. At December 31, 2016, the organization had \$0 of uninsured balances at these institutions.



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov



090503

**Certificate to Accompany
Restated Articles or
Amended and Restated Articles**
(PURSUANT TO NRS)

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number 20170106171-76 Filing Date and Time 03/10/2017 7:47 AM Entity Number C5188-1986
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USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

This Form is to Accompany Restated Articles or Amended and Restated Articles of Incorporation

(Pursuant to NRS 78.403, 82.371, 86.221, 87A, 88.355 or 88A.250)

(This form is also to be used to accompany Restated Articles or Amended and Restated Articles for Limited-Liability Companies, Certificates of Limited Partnership, Limited-Liability Limited Partnerships and Business Trusts)

1. Name of Nevada entity as last recorded in this office:

Founders Bay Technologies, Inc.

2. The articles are: (mark only one box) ☐ Restated ☒ Amended and Restated

Please entitle your attached articles "Restated" or "Amended and Restated," accordingly.

3. Indicate what changes have been made by checking the appropriate box:*

☐ No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: _____

The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.

☒ The entity name has been amended.

☐ The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)

☐ The purpose of the entity has been amended.

☒ The authorized shares have been amended.

☐ The directors, managers or general partners have been amended.

☐ IRS tax language has been added.

☐ Articles have been added.

☒ Articles have been deleted.

☐ Other. The articles or certificate have been amended as follows: (provide article numbers, if available)

4. Effective date and time of filing: (optional)

Date: _____

Time: _____

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

* This form is to accompany Restated Articles or Amended and Restated Articles which contain newly altered or amended articles. The Restated Articles must contain all of the requirements as set forth in the statutes for amending or altering the articles for certificates.

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

This form must be accompanied by appropriate fees.

Nevada Secretary of State Restated Articles
Revised: 1-5-15

**AMENDED AND RESTATED
ARTICLES OF
INCORPORATION
OF
FOUNDERS BAY TECHNOLOGIES, INC.**

ARTICLE I

The name of the corporation shall be Founders Bay Holdings.

ARTICLE II

The period of its duration shall be perpetual.

ARTICLE III

The Corporation is organized for the purpose of conducting any lawful business for which a corporation may be organized under the laws of the State of Nevada.

ARTICLE IV

The aggregate number of shares that the Corporation will have authority to issue is One Billion (1,000,000,000), all par value \$.0001 per share, of which 980 Million (980,000,000) shares will be common stock and 20 Million (20,000,000) shares shall be preferred stock. As of the date this amendment is filed with the Nevada Secretary of State, each outstanding 2,000 shares of common stock shall be reclassified as one new share of common stock, provided that in no event shall any shareholder of record, or any shareholder holding beneficially through any brokerage account, receive less than 100 whole shares, and provided further, that in lieu of any fractional share, the shareholder shall be entitled to receive one whole share. The Board of Directors may issue the preferred stock in one or more series pursuant to a Certificate of Designation filed with the Secretary of State, which shall:

(i) designate in whole or in part, the powers, preferences, limitations, and relative rights, of any class of shares before the issuance of any shares of that class;

(ii) create one or more series within a class of shares, fix the number of shares of each such series, and designate, in whole or part, the powers, preferences, limitations, and relative rights of the series, all before the issuance of any shares of that series;

(iii) alter or revoke the powers, preferences, limitations, and relative rights granted to or imposed upon any wholly unissued class of shares or any wholly unissued series of any class of shares;

(iv) increase or decrease the number of shares constituting any series, the number of shares of which was originally fixed by the board of directors, either

before or after the issuance of shares of the series; provided that, the number may not be decreased below the number of shares of the series then outstanding, or increased above the total number of authorized shares of the applicable class of shares available for designation as a part of the series;

(v) determine the dividend rate on the shares of any class of shares or series of shares, whether dividends will be cumulative, and if so, from which date(s), and the relative rights of priority, if any, of payment of dividends on shares of that class of shares or series of shares;

(vi) determine whether that class of shares or series of shares will have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

(vii) determine whether that class of shares or series of shares will have conversion privileges and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the board of directors determines;

(viii) determine whether or not the shares of that class of shares or series of shares will be redeemable and, if so, the terms and conditions of such redemption, including the date or date upon or after which they are redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(ix) determine whether that class of shares or series of shares will have a sinking fund for the redemption or purchase of shares of that class of shares or series of shares and, if so, the terms and amount of such sinking fund;

(x) determine the rights of the shares of that class of shares or series of shares in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that class of shares or series of shares; and

(xi) determine any other relative rights, preferences and limitations of that class of shares or series of shares.

The allocation between the classes, or among the series of each class, of unlimited voting rights and the right to receive the net assets of the Corporation upon dissolution, shall be as designated by the board of directors. All rights accruing to the outstanding shares of the Corporation not expressly provided for to the contrary herein or in the Corporation's bylaws or in any amendment hereto shall be vested in the common stock. Accordingly, unless and until otherwise designated by the board of directors of the Corporation, and subject to any superior rights as so designated, the Common Stock shall have unlimited voting rights and be entitled to receive the net assets of the Corporation upon dissolution.

ARTICLE V

Provisions for the regulation of the internal affairs of the Corporation will be contained in its Bylaws as adopted by the Board of Directors. The number of Directors of the Corporation shall be fixed by its Bylaws.

ARTICLE VI

The Corporation shall indemnify any person against expenses, including without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by reason of the fact that he or she 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 another corporation, partnership, joint venture, trust or other enterprise, in all circumstances in which, and to the extent that, such indemnification is permitted and provided for by the laws of the State of Nevada then in effect.

ARTICLE VII

To the fullest extent permitted by Chapter 78 of the Nevada Revised Statutes as the same exists or may hereafter be amended, an officer or director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages.

ARTICLE VII

The Corporation expressly elects not to be governed by or be subject to the provisions of sections 78.378 through 78.3793 of the Nevada Revised Statutes or any similar or successor statutes adopted by any state which may be deemed to apply to the Corporation from time to time.

IN WITNESS WHEREOF, the undersigned officer certifies that the amendments set forth above have been duly adopted by the Board of Director and by the holders of 91.4% of the outstanding shares of common stock, the only class of stock outstanding, and has signed these Amended and Restated Articles of Incorporation this 9th day of March, 2017.

Michael Thomas

Michael Thomas

BYLAWS
OF
FOUNDERS BAY HOLDINGS
a Nevada Corporation

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ARTICLE I

Meetings of Shareholders

Section 1. Annual Meeting. The annual meeting of the shareholders of this Company, for the purpose of fixing or changing the number of directors of the Company, electing directors and transacting such other business as may come before the meeting, shall be held on such date, at such time and at such place as may be designated by the Board of Directors.

Section 2. Special Meetings. Special meetings of the shareholders may be called at any time by the president or a vice-president or a majority of the Board of Directors acting with or without a meeting, or the holder or holders of one-half of all the shares outstanding and entitled to vote thereat.

Section 3. Place of Meetings. Meetings of shareholders shall be held at the principal office of the Company, unless the Board of Directors decides that a meeting shall be held at some other place within or without the State of Nevada and causes the notice thereof to so state. Any meeting may be held by electronic communication.

Section 4. Notices of Meetings. Unless waived, a written, printed, or typewritten notice of each annual or special meeting, stating the day, hour and place and the purpose of purposes thereof shall be served upon or mailed to each shareholder of record entitled to vote or entitled to notice, not more than sixty (60) days nor less than ten (10) days before any such meeting. If mailed, it shall be directed to a shareholder at his or her address as the same appears on the records of the Company. If a meeting is adjourned to another time and place, no further notice as to such adjourned meeting need be given if the time and place to which it is adjourned are fixed and announced at such meeting. In the event of a transfer of shares after notice has been given and prior to the holding of the meeting, it shall not be necessary to serve notice on the transferee. Nothing herein contained shall prevent the setting of a record date in the manner provided by law for the determination of the shareholders who are entitled to receive notice of or to vote at any meeting of shareholders or for any purpose permitted by law. Any notice to shareholders may be made by electronic communication complying with NRS 75.150 or its successor statute.

Section 5. Waiver of Notice. Notice of the time, place and purpose of any meeting of shareholders may be waived in writing, either before or after the holding of such meeting, by any shareholder.

Section 6. Quorum. At any meeting of shareholders, the holders of a majority in amount of the shares of the Company then outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum for such meeting but no action required by law, the Articles of Incorporation or these Bylaws to be authorized or taken by the holders of a designated proportion of the shares of any particular class, or of each class, may be authorized or taken by a lesser proportion. The holders of a majority of the voting shares represented at a meeting in person or by proxy may adjourn such meeting from time to time, and at such adjourned meeting any business may be transacted as if the meeting had been held as originally called.

Section 7. Organization. At each meeting of the shareholders, the president, or, in the absence of the president, a chairman chosen by a majority in interest of the shareholders present in person or by proxy and entitled to vote, shall act as chairman, and the secretary of the Company, or, if the secretary of the Company not be present, the assistant secretary, or if the secretary and the assistant secretary not be present, any person whom the chairman of the meeting shall appoint, shall act as secretary of the meeting.

Section 8. Shareholders Entitled to Vote. Every shareholder of record shall be entitled at each meeting of shareholders to one vote for each share standing in his name on the books of the Company.

A corporation owning shares in this Company may vote the same by its president or its secretary or its treasurer, and such officer shall conclusively be deemed to have authority to vote such shares and to secure any proxies and written waivers and consents in relation thereto, unless, before a vote is taken or a consent or waiver is acted upon, it shall be made to appear by a certified copy of the regulations, by-laws or resolution of the Board of Directors of the corporation owning such shares that such authority does not exist or is vested in some other officer or person.

Section 9. Shareholder Voting. At each meeting of the shareholders for the election of directors at which a quorum is present, the persons receiving the greatest number of votes shall be the directors. Such election may be by ballot or viva voce, as the shareholders may determine. All other questions shall be determined by a majority vote of the shares entitled to vote and represented at the meeting in person or by proxy, unless for any particular purpose the vote of a greater proportion of the shares, or of any particular class of shares, or of each class, is otherwise required by law, the Articles of Incorporation or these Bylaws.

Section 10. Proxies. At meetings of the shareholders any shareholder of record entitled to vote thereat may be represented and may vote by a proxy or proxies appointed by an instrument in writing, but such instrument shall be filed with the secretary of the meeting before the person holding such proxy shall be allowed to vote thereunder. No proxy shall be valid after the expiration of six (6) months after the date of its execution, unless coupled with an interest of the shareholder executing it shall have specified therein the length of time it is to continue in force, which in no case shall exceed seven (7) years from the date of its execution.

Section 11. Order of Business and Procedure. The order of business at all meetings of the shareholders and all matters relating to the manner of conducting the meeting shall be determined by the chairman of the meeting, whose decisions may be overruled only by majority vote of the shareholders present and entitled to vote at the meeting in person or by proxy. Meetings shall be conducted in a manner designed to accomplish the business of the meeting in a prompt and orderly fashion and to be fair and equitable to all shareholders, but it shall not be necessary to follow any manual of parliamentary procedure.

ARTICLE II Board of Directors

Section 1. General Powers of Board. The powers of the Company shall be exercised, its business and affairs conducted, and its property controlled by the Board of Directors, except as otherwise provided by the law of Nevada or in the Articles of Incorporation.

Section 2. Number and Qualification. The number of directors of the Company, none of whom need be shareholders or residents of Nevada, shall be fixed without amendment of these Bylaws by resolution adopted by the vote of the majority of directors in office or by the vote of holders of shares representing a majority of the voting power at any annual meeting, or any special meeting called for that purpose; but not reduction of the number of directors shall have the effect of removing any director prior to the expiration of his term of office.

Section 3. Term of Office. Unless he shall earlier resign, be removed as hereinafter provided, die, or be adjudged mentally incompetent, each director shall hold office until the adjournment of the annual meeting of shareholders for the election of directors next succeeding his election, or the taking by the shareholders of an action in writing in lieu of such meeting, or, if for any reason the election of directors shall not be held at such annual meeting or any adjournment thereof, until the election of directors held thereafter as provided for in Section 4 of Article I of these Bylaws, or the taking by the shareholders of an action in writing in lieu of such meeting, and until his successor is elected and qualified.

Section 4. Removal. Any director may be removed without cause at any special meeting of shareholders called for such purpose by the vote of the holders of two-thirds of the voting power entitling them to elect directors in place of those to be removed, provided that unless all the directors, or all the directors of a particular class are removed no individual director shall be removed if the votes of a sufficient number of shares are cast against his removal which, if cumulatively voted at on election of directors, or of all directors of a particular class, as the case may be, would be sufficient to elect at least one director. In case of any such removal, a new director may be elected at the same meeting for the unexpired term of each director removed. Failure to elect a director to fulfill the unexpired term of any director removed shall be deemed to create a vacancy in the Board.

Section 5. Resignations. Any director of the company may resign at any time by giving written notice to the president or the secretary of the Company. Such resignation shall take effect at

the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. Vacancies in the Board of Directors may be filled by a majority vote of the remaining directors, even though they be less than a quorum of the entire number of directors constituting a full Board, until an election to fill such vacancies is had. Within the meaning of this Section, a vacancy exists if the board of directors increases the authorized number of directors or if the shareholders increase the authorized number of directors but fail at the meeting at which such increase is authorized, or an adjournment thereof, to elect the additional directors provided for, or if the shareholders fail at any time to elect the whole authorized number of directors. Any director elected under the provisions of this Section 6 shall serve until the next annual election of directors and until their successors are elected and qualified.

Section 7. Meetings. The directors shall hold such meetings from time to time as they may deem necessary and such meetings as may from time to time be called by the president or the chairman of the board. Meetings shall be held at the principal office of the Company or at such other place within or without the State of Nevada as the president or a majority of the directors may determine. A regular meeting of the Board of Directors shall be held each year at the same place as and immediately after the annual meeting of shareholders, or at such other place and time as shall theretofore have been determined by the Board of Directors and notice thereof need not be given. At its regular annual meeting, the Board of Directors shall organize itself and elect the officers of the Company for the ensuing year, and may transact any other business.

Section 8. Notice of Meetings. Notice of each special meeting or, where required, each regular meeting, of the Board of Directors shall be given to each director either by electronic notice given in accordance with NRS 75.150 or its successor statute, or by being mailed on at least the third day prior to the date of the meeting or by being telegraphed or given personally or by telephone on at least twenty-four (24) hours notice prior to the date of meeting. Such notice shall specify the date and time of the meeting, the purpose or purposes for which the meeting is called. At any meeting of the Board of Directors at which every director shall be present, even though without such notice, any business may be transacted. Any acts or proceedings taken at a meeting of the Board of Directors not validly called or constituted may be made valid and fully effective by ratification at a subsequent meeting which shall be legally and validly called or constituted. Notice of any regular meeting of the Board of Directors need not state the purpose of the meeting and, at any regular meeting duly held, any business may be transacted. If the notice of a special meeting shall state as a purpose of the meeting the transaction of any business that may come before the meeting, then at the meeting any business may be transacted, whether or not referred to in the notice thereof. A written waiver of notice of a special or regular meeting, signed by the person or person entitled to such notice, whether before or after the time stated therein shall be deemed the equivalent of such notice, and attendance of a director at a meeting shall constitute a waiver of notice of such meeting except when the director attends the meeting and prior to or at the commencement of such meeting protests the lack of proper notice.

Section 9. Quorum and Voting. At all meetings of the directors fifty percent of all of the

authorized directors of the company shall constitute a quorum, but less than fifty percent of the authorized directors may adjourn a meeting of the directors from time to time, and at adjourned meetings any business may be transacted as if the meeting had been held as originally called. The act of a majority of Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as otherwise provided by law, the Articles of Incorporation or these Bylaws.

Section 10. Compensation. Directors shall be entitled to receive for services and expenses such reasonable compensation as the Board of Directors may determine by affirmative vote of a majority of those directors in office. The Board of Directors may also delegate its authority to establish reasonable compensation for directors to one or more officers or directors by an affirmative vote of a majority of those directors in office. Any vote taken by the Board of Directors with respect to director compensation shall be effective irrespective of the financial or personal interest of any of the directors involved.

Section 11. Committees. The Board of Directors may create any committee of directors, to be composed of one or more directors, and may delegate to any such committee any of the authority and powers of the Board of Directors, however conferred. Each such committee shall serve at the pleasure of the Board of Directors shall act only in the intervals between meetings of the Board of Directors and shall be subject to all times to the control and direction of the Board of Directors. Any such committee may act by a majority of its members. Any such committee shall keep written minutes of its meetings and report same to the Board of Directors prior to or at the next regular meeting of the Board of Directors. Any act or authorization of an act by any such committee within the authority delegated to it shall be as effective for all purposes as the act or authorization of the Board of Directors.

ARTICLE III Officers

Section 1. General Provisions. The officers of the Company shall be a president, such number of vice-presidents as the Board may from time to time determine, a secretary, a treasurer and such other officers as the directors may elect. The Company may also have, at the discretion of the Board of Directors, a Chairman of the Board or Vice Chairman who shall have the duties prescribed by the Board of Directors. Except as specifically provided in these Bylaws, the directors shall determine the duties and term of each of the officers of the Company and shall be responsible for the designation of the Company's chief executive officer. Officers need not be shareholders of the Company and may be paid such compensation as the Board of Directors may determine. Any person may hold any two or more offices and perform the duties thereof. If one person is chosen to hold the offices of secretary and treasurer, he shall be known as secretary-treasurer if one person be elected to both of these offices.

Section 2. Election, Term of Office, and Qualification. The officers of the Company named in Section 1 of this Article III shall be elected by a majority of the Board of Directors present and constituting a quorum for an indeterminate term and shall hold office during the pleasure of the Board

of Directors. The qualifications of all officers shall be such as the Board of Directors may see fit to impose.

Section 3. Additional Officers, Agents, etc. In addition to the officers mentioned in Section 1 of this Article III, the Company may have such other officers, committees, agents, and factors as the Board of Directors may deem necessary and may appoint, each of whom or each member of which shall hold office for such period, have such authority, and perform such duties as may be provided in these Bylaws, or as the Board of Directors may from time to time determine. The Board of Directors may delegate to any officer or committee the power to appoint any subordinate officers, committees, agents or factors. In the absence of any officer of the Company, or for any other reason the Board of Directors may deem sufficient, the Board of Directors may delegate, for the time being, the powers and duties, or any of them, of such officer to any other officer, or to any director.

Section 4. Removal. Any officer of the Company may be removed either with or without cause, at any time, by resolution adopted by the Board of Directors at any meeting of the Board, the notices (or waivers of notice) of which shall have specified that such removal action was to be considered. Any officer appointed not by the Board of Directors but by an officer or committee to which the Board shall have delegated the power of appointment may be removed, with or without cause, by the committee or superior officer (including successors) who made the appointment, or by any committee or officer upon whom such power of removal may be conferred by the Board of Directors.

Section 5. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors, or to the president, or to the secretary of the Company. Any such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled in the manner prescribed in these Bylaws for regular appointments or elections to such office.

ARTICLE IV Duties of the Officers

Section 1. The President. The president shall manage and have general supervision over the business of the Company and over its several officers, subject, however, to the control of the Board of Directors. He shall, if present, preside at all meetings of shareholders and of the Board of Directors. He shall see that all orders and resolutions of the Board of Directors are carried into effect, and shall from time to time report to the Board of Directors all matters within his knowledge which the interests of the corporation may require to be brought to the notice of the Board. He may sign with the secretary, the treasurer, or any other proper officer of the company thereunto authorized by the Board of Directors, certificates for share in the Company. He may sign, execute and deliver in the name of

the Company all deeds, mortgages, bonds, contracts, or other instruments either when specially authorized by the Board of Directors or when required or deemed necessary or advisable by him in the ordinary conduct of the Company's normal business, except in cases where the signing and execution thereof shall be expressly delegated by these Bylaws to some other officer or agent of the Company or shall be required by law or otherwise to be signed or executed by some other officer or affixed to any instrument requiring the same; and, in general, perform all duties as from time to time may be assigned to him by the Board of Directors. In case the president for any reason shall be unable to attend to any of his duties, such duties may be performed by a vice-president of the Company.

Section 2. Vice-Presidents. The vice-presidents shall perform such duties as are conferred upon them by these Bylaws or as may from time to time be assigned to them by the Board of Directors or the president. At the request of the president (or in his or her absence or disability, the vice-president designated by the Board) shall perform all the powers of the president. The authority of vice-presidents to sign in the name of the Company all certificates for shares and authorized deeds, mortgages, bonds, contracts, notes and other instruments, shall be coordinate with like authority of the president.

Section 3. The Treasurer. The treasurer shall:

(a) Have charge and custody of, and be responsible for, all funds, securities, notes, contracts, deeds, documents, and all other indicia of title in the Company and valuable effects of the Company; receive and give receipts for moneys due and payable to the name of the Company in such banks, trust companies, or other depositories as shall be selected by or pursuant to the directions of the Board of Directors; cause such funds to be discharged by checks or drafts on the authorized depositories of the Company, signed as the Board of Directors may require; and be responsible for the accuracy of the amounts of, and cause to be preserved proper vouchers for, all moneys to be disbursed;

(b) Have the right to require from time to time reports or statements giving such information as he may desire with respect to any and all financial transactions of the Company from the officers or agents transacting the same;

(c) Keep or cause to be kept at the principal office or such other office or offices of the Company as the Board of Directors shall from time to time designate correct records of the business and transactions of the Company and exhibit such records to any of the directors of the Company upon application at such office;

(d) Have charge of the audit and statistical departments of the Company;

(e) Render to the president or the Board of Directors whenever they shall require him so to do an account of the financial condition of the company and of all his transactions as treasurer and as soon as practicable after the close of each fiscal year, make and submit to the Board of Directors a like report for such fiscal year; and

(f) Exhibit at all reasonable times his cash books and other records to any of the directors of the Company upon application.

Section 4. The Secretary. The secretary shall:

(a) Keep the minutes of all meetings of the shareholders and of the Board of Directors in one or more books provided for that purpose;

(b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

(c) Be custodian of the corporate records and, if one is provided, of the seal of the Company, and see that such seal is affixed to all certificates for shares prior to the issue thereof and to all other documents to which the seal is required to be affixed and the execution of which on behalf of the Company under its seal is duly authorized in accordance with the provisions of these Bylaws;

(d) Have charge, directly or through such transfer agent or transfer agents and registrar or registrars as the Board of Directors shall appoint, of the issue, transfer and registration of certificates for shares in the Company and of the records thereof, such records to be kept in such manner as to show at any time the number of shares in the Company issued and outstanding, the manner in which and time when such stock was paid for, the names and addresses of the holders of record thereof, the number of classes of shares held by each, and the time when each became such holder of record;

(e) Exhibit at all reasonable times to any directors, upon application, the aforesaid records of the issue, transfer, and registration of such certificates;

(f) Sign (or see that the treasurer or other proper officer of the Company thereunto authorized by the Board of Directors shall sign), with the president or vice-president, certificates for shares in the Company;

(g) See that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed; and

(h) In general, perform all duties incident to the office of secretary, he shall perform such duties as are conferred upon him by the officers of the Company, or the Board of Directors, and in the absence or the inability of the secretary to act, shall perform all the duties of the secretary and when so acting shall have all the powers of the secretary.

In the event the Board of Directors shall elect an assistant secretary, he shall perform such duties as are conferred upon him by the officers of the Company, or the Board of Directors, and in the absence or inability of the secretary to act, shall perform all the duties of the secretary and when so acting shall have all the powers of the secretary.

ARTICLE V
Indemnification of Directors and Officers

Section 1. Indemnification. The Company shall indemnify any person who was or is a party or is threatened to be made a party to any threatened or pending action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he, his testator, or intestate is or was a director or officer of the Company, or is or was serving at the request of the Company as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, or as a member of any committee or similar body against all expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding (including appeals) or the defense or settlement thereof or any claim, issue, or matter therein, to the fullest extent permitted by the laws of Nevada as they may exist from time to time.

Section 2. Insurance. The proper officers of the Company without further authorization by the Board of Directors, may in their discretion purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent for another corporation, partnership, joint venture, trust or other enterprise, against any liability.

Section 3. ERISA. To assure indemnification under this provision of all such persons who are or were "fiduciaries" of an employee benefit plan governed by the Act of Congress entitled "Employee Retirement Income Security Act of 1974", as amended from time to time, this Article shall, for the purposes hereof, be interpreted as follows: an "other enterprise" shall be deemed to include an employee benefit plan; the Company shall be deemed to have requested a person to serve an employee benefit plan where the performance by such person of his duties to the Company also imposes duties on, or otherwise involves services by, such person to the plan or participants or beneficiaries of the plan; excise taxes assessed on a person with respect to an employee benefit plan pursuant to said Act of Congress shall be deemed "fines"; and action taken or omitted by a person with respect to an employee benefit plan in the performance of such person's duties for a purpose reasonably believed by such person to be in the interest of the participants and beneficiaries of the plan shall be deemed to be for a purpose which is not opposed to the best interests of the Company.

Section 4. Contractual Nature. The foregoing provisions of this Article shall be deemed to be a contract between the Company and each director and officer who serves in such capacity at any time while this Article is in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought based in whole or in part upon any such state of facts.

Section 5. Construction. For the purposes of this Article, references to "the Company" include in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued,

would have had power and authority to indemnify its directors, officers and employees or agents, so that any person who is or was a director or officer of such constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise or as a member of any committee or similar body shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

Section 6. Non-Exclusive. The Company may indemnify, or agree to indemnify, any person, and pay any expenses, including attorney's fees in advance of final disposition of any action, suit or proceeding, if such indemnification and/or payment is approved by the vote of the shareholders, disinterested directors, or is in the opinion of independent legal counsel selected by the Board of Directors for an indemnitee who acted in good faith in a manner he reasonably believed to be in, or not opposed to, the best interest of the Company.

ARTICLE VI

Seal

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall bear the full name of the Company, and the words "Seal" and "Nevada".

ARTICLE VII

Amendment of Bylaws

These Bylaws may be amended or added to, or repealed and superseded by new Bylaws, at any annual or special meeting of shareholders in the notice (or waivers of notice) of which the intention to consider such amendment, addition, or repeal is stated, by the affirmative vote of the holders of record of shares entitling them to exercise a majority of the voting power on such proposal, or at anytime, by the affirmative vote of the Board of Directors.

ARTICLE VIII

Shares and Their Transfer

Section 1. Certificate for Shares. Every owner of one or more shares in the Company shall be entitled to a certificate, which shall be in such form as the Board of Directors shall prescribe, certifying the number and class of paid-up shares in the Company owned by him. The certificates for the respective classes of such shares shall be numbered in the order in which they shall be issued and shall be signed in the name of the Company by the president or vice-president and by the secretary, or any other proper officer of the Company thereunto authorized by the Board of Directors, or the treasurer, and the seal of the Company, if any, may be affixed thereto. A record shall be kept of the name of the person, firm, or corporation owning the shares represented by each such certificate and

the number of shares represented by each such certificate and the number of shares represented thereby, the date thereof, and in case of cancellation, the date of cancellation. Every certificate surrendered to the Company for exchange or transfer shall be cancelled and no new certificate or certificates until such existing certificates shall have been so cancelled, except in cases provided for in Section 2 of this Article.

Section 2. Lost, Destroyed and Mutilated Certificates. If any certificates for shares in this Company become worn, defaced, or mutilated but are still substantially intact and recognizable, the directors, upon production and surrender thereof, shall order the same cancelled and shall issue a new certificate in lieu of same. The holder of any shares in the Company shall immediately notify the Company if a certificate therefor shall be lost, destroyed, or mutilated beyond recognition, and the Board of Directors may, in its discretion, require the owner of the certificate which has been lost, destroyed, or mutilated beyond recognition, or his legal surety or sureties as it may direct, not exceeding double the value of the stock, to indemnify the Company against any claim that may be made against it on account of the alleged loss, destruction, or mutilation of any such certificate. The Board of Directors may, however, in its discretion, refuse to issue any such new certificate except pursuant to legal proceedings, under the laws of the State of Nevada in such case made and provided.

Section 3. Transfers of Shares. Transfers of shares in the Company shall be made only on the books of the Company by the registered holder thereof, his legal guardian, executor, or administrator, or by his attorney thereunto authorized by power of attorney duly executed and filed with the secretary of the Company or with a transfer agent appointed by the Board of Directors, and on surrender of the certificate or certificates for such shares. The person in whose name shares stand on the books of the Company shall, to the full extent permitted by law, be deemed the owner thereof for all purposes as regards the Company.

Section 4. Regulations. The Board of Directors may make such rules and regulations as it may deem expedient, not inconsistent with these Bylaws, concerning the issue, transfer, and registration of certificates for shares in the Company. It may appoint one or more transfer agents or one or more registrars or both, and may require all certificates for shares to bear the signature of either or both.

Section 5. Book Entry. Shares of any class or series may be issued in uncertificated form.

ARTICLE IX

Depositories, Contracts and Other Instruments

Section 1. Depositories. The president and any vice-president of the Company are each authorized to designate depositories for the funds of the Company deposited in its name and the signatories and conditions with respect thereto in each case, and from time to time, to change such depositories, signatories and conditions, with the same force and effect as if each such depository, the

signatories and conditions with respect thereto and changes therein had been specifically designated or authorized by the Board of Directors or by the president, or any vice-president of the Company, shall be entitled to rely upon the certificate of the secretary or any assistant secretary of the Company setting forth the fact of such designation and of the appointment of the officers of the Company or of both or of other persons who are to be signatories with respect to the withdrawal of funds deposited with such depository, or from time to time the fact of any change in any depository or in the signatories with respect thereto.

Section 2. Execution of Instruments Generally. Except as provided in Section 1 of this Article IX, all contracts and other instruments requiring execution by the Company may be executed and delivered by the president or any vice-president and authority to sign any such contracts or instruments, which may be general or confined to specific instances, may be conferred by the Board of Directors upon any other person or persons. Any person having authority to sign on behalf of the Company may delegate, from time to time, by instrument in writing, all or any part of such authority to any person or persons if authorized so to do by the Board of Directors.