

Part A General Company Information

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

New Name: Continental Prison Systems, Inc. (CPSI)

Predecessor: Pacific Financial Solutions, Inc.

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

**1330 S. Ham Lane, Suite 103
Lodi, CA 95242**

(i) 209-339-4413/209-339-0426 fax

(ii) www.ezcardandkiosk.com

**(iii) Ronald Hodge; 559-260-7400; ron@ezcardandkiosk.com; 4568 N. Palm St.
Fresno, CA 93704**

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

Incorporated in Nevada via a certificate of amendment dated May 19, 2008.

Part B Share Structure

Item IV The exact title and class of securities outstanding.

Title and Class of Stock: Common Stock

CUSIP Number: 211891-10-6

Trading Symbol: CPSZ

Item V Par or stated value and description of the security.

A. Par or Stated Value. Par Value \$0.001

B. Common or Preferred Stock.

**1. For common equity, describe any dividend, voting and preemption rights.
All shares have an equal voing right.**

2. For preferred stock, Not Applicatble

3. Describe any other material rights of common or preferred stockholders. None

4. Describe any provision in issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer. NONE

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

- (i) Period end date; **January 31, 2009**
- (ii) Number of shares authorized; **1,000,000,000**
- (iii) Number of shares outstanding; **125,201,005**
- (iv) Freely tradable shares (public float); **13,513,935**
- (v) Total number of beneficial shareholders; **20** and
- (vi) Total number of shareholders of record. **210**

Part C Business Information

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

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

Telephone Number: 801-274-1088

The Transfer Agent is registered under the Exchange Act.

The Regulatory Authority is the SEC.

Item VIII The nature of the issuer's business.

In describing the issuer's business, please provide the following information:

A. Business Development

1. The form of organization of the issuer: **Corporation**
2. The year that the issuer (or any predecessor) was organized; **Predecessor Pacific Financial Solutions, Inc. merged with SafeEyes.com, Inc. on August 24, 2004**
3. the issuer's fiscal year end date; **December 31**

4. whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding; **NO**

5. any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets; **On May 1, 2008 Continental Prison Systems, Inc. and Pacific Financial Solutions, Inc. completed an exchange in which Continental assumed all obligations on approximately \$2,400,000 in Convertible Debentures and received approximately \$5,000,000 in tax loss carryforwards.**

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

7. any change of control; **The new corporation, Continental Prison Systems, Inc. has its own Board of Directors.**

Ronald Hodge is the President; James Sylvester is the Secretary and Treasurer.

8. any increase of 10% or more of the same class of outstanding equity securities; **Shares outstanding after the merger on May 1, 2008 was approximately 110 million.**

9. any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization; **See number 5 above.**

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

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

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

1. the issuer's primary and secondary SIC Codes; **NONE**

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

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

4. the names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement; **NOT APPLICABLE**

5. the effect of existing or probable governmental regulations on the business;
NONE KNOWN

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

7. costs and effects of compliance with environmental laws (federal, state and local);
NOT APPLICABLE

8. the number of total employees and number of full-time employees. **Total Full Time Employees is three.**

Item IX The nature of products or services offered.

In responding to this item, please describe the following so that a potential investor can clearly understand the products and services of the issuer:

principal products or services, and their markets; **Continental Prison Systems, Inc. (CPSI) is currently conducting business in which it offers the city and county jails of North America a number of products and services that helps to streamline and reduce many of the operational financial obligations required to run these facilities. EZ Card & Kiosk has coined the tag line – “Go Cashless to Save Cash” – which is a quick summary of our services to our customers and the huge advantage they gain by using our services! CPSI is in the correctional facility market with financial management products and services, via proprietary software, teamed with customized kiosk hardware and remote secure website technology. Our goal is to help convert a jail into a ‘cashless’ environment through the use of kiosks for in-coming cash and a debit card for out-going cash. CPSI’s products include the EZ EXIT CARD, EZ MONEY LOAD, EZ WEB BASED LOAD, EZ BOOKING KIOSK, EZ BAIL KIOSK and EZ WEB RELEASE/BAIL.**

distribution methods of the products or services; **CPSI sells its products and services to city and county jail facilities that they meet at Sheriff’s trade shows, Requests For Proposals (RFP), referrals and by partnering with other facility service providers.**

status of any publicly announced new product or service; **CPSI’s Electronic Message service is now available.**

competitive business conditions, the issuer's competitive position in the industry, and methods of competition; **Competition for CPSI's products and services exists but is not as robust as CPSI's. CPSI believes it is in the top five of businesses in the industry.**

sources and availability of raw materials and the names of principal suppliers;

NOT APPLICABLE

dependence on one or a few major customers; **CPSI is a new business and is currently offering it's products and services in four (4) facilities.**

patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration; **NONE** and the need for any government approval of principal products or services and the status of any requested government approvals.

Item X The nature and extent of the issuer's facilities. NONE

Part D Management Structure and Financial Information

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

CEO and President: Ronald Hodge

Board Members: Ronald Hodge and James Sylvester

A. Officers and Directors.

1. Full name; **Ronald Hodge, CEO/President; James Sylvester, CFO/Sec/Treasurer**

2. Business address; **1330 S. Ham Lane, Suite 103; Lodi, CA 95242**

3. Employment history (which must list all previous employers for the past 5 years, positions held, responsibilities and employment dates);

Ronald Hodge – MRG COMMUNICATIONS, INC. 1997 to December 2007.

James Sylvester – MRG COMMUNICATIONS, INC. 2003 to December 2007.

4. Board memberships and other affiliations; **NONE**

5. Compensation by the issuer; **Ronald Hodge - \$6,000 per month and James Sylvester - \$5,000 per month.**

6. Number and class of the issuer's securities beneficially owned by each such person.
Ronald Hodge – 23,283,500; James Sylvester 11,641,250

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last 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); **NO**

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; **NO**

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; **NO** 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. **NO**

C. Disclosure of Family Relationships. Describe any family relationships⁴ among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of the any class of the issuer's equity securities. **NONE**

D. Disclosure of Related Party Transactions. Describe any transaction during the issuer's last two full fiscal years and the current fiscal year or any currently proposed transaction, 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. Disclose the following information regarding the transaction: **NONE**

1. The name of the related person and the basis on which the person is related to the issuer;

2. The related person's interest in the transaction;

3. The approximate dollar value involved in the transaction (in the case of indebtedness, disclose the largest aggregate amount of principal outstanding during the time period for which disclosure is required, the **Version 9.6 Updated on 11/25/2008** Page 12 of 39

⁵ "Immediate family members" means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law.

amount thereof outstanding as of the latest practicable date, the amount of principal and interest paid during the time period for which disclosure is required, and the rate or amount of interest payable on the indebtedness);

4. The approximate dollar value of the related person's interest in the transaction; and

5. Any other information regarding the transaction or the related person in the context of the transaction that is material to investors in light of the circumstances of the particular transaction.

E. Disclosure of Conflicts of Interest. Describe any conflicts of interest. Describe the circumstances, parties involved and mitigating factors for any executive officer or director with competing professional or personal interests. **NONE**

Item XIV Beneficial Owners.

Provide a list of the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the issuer's equity securities.

Ronald Hodge
4568 N. Palm St.
Fresno, CA 93704
23,283,500 shares 18.60%

Sylvester Joint Revocable Trust
1162 Mokapu Blvd.
Kailua, HI 96734
11,641,250 shares 9.10%

Gregory Hodge
P. O. Box 4243
Frisco, CO 80443
11,391,500 shares 9.10%

Jon Hollenbeck
2610 Lake St. #1
San Francisco, CA 94121
7,100,000 shares 5.67%

Cede & Co.
P. O. Box 222 Bowling Green Station
New York, NY 10274
10,063,964 shares 8.04%

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 operations, business development and disclosure:

1. Investment Banker: **NONE**

2. Promoters: **NONE**

3. Counsel: **Gregory Goehring; 1110 W. Kettleman Lane; Lodi, CA 95240**

4. Accountant or Auditor: **NONE**

5. Public Relations Consultant(s): **NONE**

6. Investor Relations Consultant: **NONE**

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement: **NONE**

Part E Issuance History

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

(i) The nature of each offering;

1. **Andrew and Lynae Savala (REDSWIMMER Web Designs)**
2. **Glenn Richardson**
3. **Interactive Benefits, LLC**

(ii) Any jurisdictions where the offering was registered or qualified;

NOT APPLICABLE

(iii) The number of shares offered;

1. **1,000,000 shares**
2. **500,000 shares**
3. **100,000 shares**

(iv) The number of shares sold;

1. **Same as above**
2. **Same as above**
3. **Same as above**

(v) The price at which the shares were offered, and the amount actually paid to the issuer;

1. **\$0.01 per share**
2. **\$0.01 per share**
3. **\$0.25 per share**

(vi) The trading status of the shares; and

1. **Section 144 Restricted Stock**
2. **Section 144 Restricted Stock**
3. **Section 504 of Regulation D Free Trading Stock**

(vii) Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

1. Sets forth the restrictions on sale
2. Sets forth the restrictions on sale
3. Allows for sale – free trading

Item XVIII Material Contracts. NO MATERIAL CONTRACTS UNDER THIS SECTION

Item XIX Articles of Incorporation and Bylaws.

A. A complete copy of the issuer's articles of incorporation or in the event that the issuer is not a corporation, the issuer's certificate of organization. Whenever amendments to the articles of incorporation or certificate of organization are filed, a complete copy of the articles of incorporation or certificate of organization as amended shall be filed.

B. A complete copy of the issuer's bylaws. Whenever amendments to the bylaws are filed, a complete copy of the bylaws as amended shall be filed.

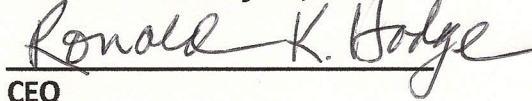
Item XX Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

NONE

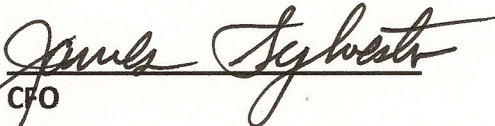
Issuer's Certifications.

Ronald Hodge CEO and James Sylvester CFO, certify that we have reviewed this annual disclosure statement of Continental Prison Systems, Inc and that based on our knowledge, this disclosure 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.

DATE: February 11, 2009



CEO



CFO