

Hawaiian Hospitality Group, Inc.

Initial Company Information and Disclosure Statement

As of September 30, 2009

General Company Information

Item I.	The exact name of the issuer and its predecessor	3
Item II.	The address of the issuer’s principal executive offices.	3
Item III.	The jurisdiction and date of incorporation.	3

Share Structure

Item IV.	The exact title and class of securities outstanding.....	3
Item V.	Par or stated value and description of the security.....	3
Item VI.	The number of shares or total amount of securities outstanding of securities authorized.	4

Business Information

Item VII.	The name and address of the transfer agent	4
Item VIII.	The nature of the issuer’s business	5
Item IX.	The nature of products or services offered.....	6
Item X.	The nature and extent of the issuer’s facilities.....	7

Management Structure and Financial Information

Item XI.	The Officers and Control Persons.	7
Item XII.	Financial Information for the fiscal period for the current period	9
Item XIII.	Financial information for two preceding fiscal years.....	12
Item XIV.	Beneficial Owners	12
Item XV.	Advisors	13
Item XVI.	Manager’s Discussion and Analysis or Plan of Operation	13

Issuance History

Item XVII.	Securities offerings and shares issued for services.....	14
-------------------	---	-----------

Exhibits

Item XVIII.	Material Contracts	14
Item XIX.	Articles of Incorporation and Bylaws	15
Item XX.	Purchases of Equity Securities by the Issuer and Affiliated Purchasers.....	15
Item XXI.	Issuer’s Certifications	15

A. General Issuer Information

Item I. The exact name of the issuer and its predecessor

Hawaiian Hospitality Group, Inc., herein referred to as “HHGI” or the “Company”.

April 2008 – July 2009	Castle Technologies, Inc.
August 2007 – April 2008	ImagiTrend, Inc.
November 2006 – August 2007	GeckoSystems, Inc.
September 1993 – November 2006	International Shoe Manufacturing Corp.

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

9107 Wilshire Blvd #450
Beverly Hills, CA, 90210

Telephone: 310-491-0328
www.hawaiianhospitalitygroup.com

investor.relations@hawaiianhospitalitygroup.com

Item III. The jurisdiction and date of incorporation.

The Company was incorporated in 1993 in the District of Columbia and was re-domiciled to the state of Wyoming in 2007.

Part B Share Structure and Issuance History

Item IV. The exact title and class of securities outstanding.

1. Common Stock
 - (a) CUSIP number is 41988P 104
 - (b) Ticker: HHGI

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

A. Par value of Common Stock is \$.0001. Par value of Preferred Stock is \$.0001.

B. Common or Preferred Stock.

1. **Common Equity:**

Dividend

Dividends will be payable when, as and if declared by our Board of Directors. No dividends will accrue unless declared by our Board of Directors.

Voting Rights

Each stockholder shall have one vote for each share of stock entitled to vote held of record by such stockholder a proportionate vote for each fractional share so held, unless otherwise provided in the Certificate of Incorporation. Each stockholder of record entitled to vote at a meeting of stockholders, or to express consent or dissent to corporate action in writing without a meeting, may vote or express such consent or dissent in person or may authorize another person or persons to vote or act for him by written proxy executed by the stockholder or his authorized agent and delivered to the secretary of the Corporation. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. No proxy shall be voted or acted upon after three years from the date of its execution, unless the proxy expressly provides for a longer period.

Preemption Rights

Holders of the Common Stock will not be entitled to preemptive rights.

2. Preferred Stock:

The Board has currently not issued any series of Preferred Stock.

3. Other Material rights of Common or Preferred Shareholders

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 securities outstanding for each class of securities authorized.

As of 9/30/09

1,000,000,000 common shares authorized
81,578,648 common shares outstanding
3,355,478 shares in the float
359 shareholders of record

As of 09/30/09 there are:

10,000,0000 preferred shares authorized
0 preferred shares outstanding

Part C Business Information

Item VII. The name and address of the transfer agent

Continental Stock Transfer & Trust Company
17 Battery Place, New York, NY 10004
Phone: 212-509-4000

The transfer agent is registered under the Exchange Act and is under the regulatory authority of the Security and Exchange Commission and the NY State Banking Commissioner.

Item VIII. The nature of the issuer's business

A. Business Development

1. Form of organization: Corporation
2. Year of Incorporation: 1993
3. Fiscal year end date: Dec 31
4. HHGI has not been in bankruptcy, receivership or any similar proceeding.
5. There has been a material change in ownership through a merger: The Company acquired Loulu Palm Estate in August 2009 by issuance of shares to the current controlling shareholders of the Company in a reverse triangular merger.
6. There has been no default in any note, loan, lease or other indebtedness arrangement.
7. Recent change of control: The Company acquired Loulu Palm Estate LLC in August 2009 by issuance of shares to the current controlling shareholders of the Company in a reverse triangular merger.
8. Ten-percent increase or more of same class of outstanding equity: The Company increased its authorized to one billion (1,000,000,000) on October 22, 2007
9. There has not been any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization: The Company performed a 200-1 reverse split on August 14, 2009. This was authorized by the previous officers and board of directors who operated the Company as Castle Technologies, Inc.
10. The Issuer has not encountered any delisting from any securities exchange or deletion from the OTC Bulletin Board
11. There are no current legal proceedings against the Issuer.

B. Business of Issuer

Hawaiian Hospitality Group, Inc. (HHGI) is a publically traded eco-engineering and business services company founded in August 2007. It employs innovative approaches to land use that generate profitable enterprises while ensuring the protection of the environment. The company specializes in identifying, designing, and operating public and private sites suitable for environmental and commercial revitalization. Utilizing Public/Private Partnerships (PPPs), the company is able to effectively offer solutions that are appealing in both economic and ecological terms.

HHGI has already implemented its eco-friendly, pro-business strategy. In just a few short months, HHGI management saw to the successful restoration of Loulu Palm Estates, a site with one mile of private beachfront on Oahu's prestigious North Shore coastline. The site's main structure was refurbished to its original elegance of 1941 (the year in which it was built), while the surrounding ecological habitat was revitalized into a harmonious private park and facility for commercial use. The park is host to weddings and corporate events, and utilized as a film and production location. Reservations for 2010 are already at 75% of current capacity, and given the strong demand, management plans to increase the number of events it books by maximizing logistics without undermining aesthetics.

HHGI has the advantage of a well-connected network within which its experienced team operates. Strategic relationships that are already well established provide HHGI with a unique opportunity to repeat the process it has undertaken at Loulu Palm Estate and significantly grow its revenue base. Accordingly, HHGI is in discussions with several partners and candidates to design and produce additional income generating projects across industries that are both complimentary and offer diverse revenue streams to those that are currently being operated at Loulu Palm Estate

1. SIC code is 7299h

2. The Issuer is currently a start up Issuer as described under Footnote 172 of Rule 144, currently operating its events management business and catering business.
3. The Issuer is not a Shell Issuer under Rule 405 of the Securities Act
4. The Issuer has no parent company and one subsidiary. Loulu Palm Estate LLC, an events management corporation on Oahu Island.
5. Government regulations such as land use and zoning regulations have effects on the existing business.
6. HHGI did not have costs for compliance with environmental laws. HHGI currently has no products that need compliance with any environmental laws.
7. The Issuer has 3 employees, of which 1 is full-time.

Item IX. The nature of products or services offered.

- A. The Company specializes in identifying, designing, and operating public and private sites suitable for environmental and commercial needs. Utilizing partnerships with local businesses and investment companies, HHGI is able to effectively offer solutions that are appealing in both economic and ecological terms. Currently the Company produces event planning upon its signature property, as well as catering and event planning around the island of Oahu, Hawaii.
- B. HHGI offers its services through its advertisements, online presence, and word of mouth.
- C. The Issuer currently operates all its publicly announced services.
- D. Competition

A Hawaii Wedding .Com
P.O. Box 8471
Honolulu, HI 96830

Our family or "ohana", is a select group of top Hawaii wedding professionals, who on average, have been performing their talents as for 10 to 25 years or more. Many of our vendors are also used by the very best hotels (who will charge you far more) and are respected top professionals in their respective industries and within the Hawaii wedding industry

Aloha Forever Hawaii Wedding
98-288 Kaonohi Street, #3902
Aiea, Hawaii 96701

Aloha Forever wedding and vow renewal ceremonies are very personal and personable, with just the right mix of dignity and humor, involving not only the couple but any guests, including children, who may be present. They are about 20 minutes in length, incorporating prayers and blessings in Hawaiian. Often couples will use their own vows or share their thoughts. It is Mark's and Diane's hope that the service not only celebrates the couple's love but the commitments of love they are making to each other in a way that is meaningful to everyone. To that end, the ceremonies, though basically Christian, are deliberately non-sectarian.

HAWAIIAN ISLAND WEDDING PLANNERS
OFFICES LOCATED IN CALIFORNIA, OAHU (HI) & MAUI (HI)

Couples wishing to plan a wedding or vow renewal commonly work long hours and are involved with other commitments. They haven't sufficient time and energy to efficiently plan their event. Planning your destination wedding or vow renewal miles away from home adds to the challenge. It is difficult

to trust people with such an important event when you have not met them or seen their products. We try to eliminate the stress, and select professionals whom you can trust.

There are dozen more operations, however our property offers one of a kind opportunity that our clients/customers/vendors have indicated is quite unique.

- E.** Raw materials / suppliers – The services that the Issuer offers requires no raw materials.
- F.** The Issuer is not dependent upon any major customers.
- G.** The company has no patents, trademarks, licenses, franchises, concessions, royalty agreements nor labor contracts.
- H.** The Issuer has no products that currently need approval by any government agencies for the use. However, the Issuer has services that depend upon land use regulations and zoning laws.

Item X. The nature and extent of the issuer’s facilities.

The Issuer has offices at:

9107 Wilshire Blvd #450, Beverly Hills, CA, 90210

and leases premises at:

58-057 Kamehameha Hwy. Haleiwa, HI 96712

Part D Management Structure and Financial Information

Item XI. The Officers and Control Persons.

- A.** Officers and Directors.

CEO, President, Treasurer, Director as of August 15, 2009

- 1) Scott Francis
- 2) Same as Corporate Address
- 3) Employment History

As a leader, Mr. Francis has demonstrated high standards of integrity through personal commitment and a “hands on” involvement in every aspect of the business. Mr. Francis maintains the corporate vision on a day-to-day basis through a tireless commitment to solid communication at all levels of management.

As an administrator, Mr. Francis brings a world of experience as an advanced systems troubleshooter. Able to provide technical support and problem resolution, Mr. Francis makes decisions, seeks innovative solutions, and accepts challenges as opportunities.

Over ten years of continuous leadership, management and executive experience, Mr. Francis’s corporate responsibilities include program support, business development, marketing, and acquisition prospecting management with extensive financial experience in development and execution.

Mr. Francis has been working/consulting in green building construction for over 10 years. He has been involved in the design, development and construction of pre fabricated homes. He has developed a keen sense for the aesthetics of nature's beauty as it relates to design and architecture and has initiated symbiotic methods of building that compliment and enhance the municipalities and environments in which construction takes place. Scott studied environmental science, and ecology at the University of California at Santa Barbra from 1995 to 1999.

- 4) Mr. Francis does not serve in any other entity.
- 5) Mr. Francis currently earns \$10,000 a month.
- 6) Mr. Francis has 5,000,000 restricted shares in HHGI

Secretary, Director, as of August 15, 2009

- 1) Matthew Maza
- 2) Same as Corporate Address
- 3) Employment History

Matthew has been Secretary since June of 2008. His duties entail updating the corporate state filings and keeping records of the actions taken by the board of directors and shareholders.

Matthew is an attorney at Cident Law Group PLLC since October 2007. Prior to that he was a financial analyst creating projections and models for capital-finding purposes. In 2005 and 2006, he was an attorney drafting and reviewing financing memoranda, ensured that transactions complied with SEC rules and regulations for private offerings, as well as drafting and negotiating contracts, letters of intent, letters of merger termination, NDAs, private placement memoranda, and acquisition or merger agreements.

Matthew has a LLM in Taxation from the University of Washington, a Juris Doctorate and Masters in Business from Seattle University. He went to the University of Washington for undergraduate, gaining a degree in molecular biology and a degree in economics. Currently, he is a member of Washington State Bar.

- 4) Mr. Maza is currently on the board for Insight Management Corporation
- 5) Mr. Maza currently does not earn income through these positions.
- 6) Mr. Maza currently owns 2,000,000 restricted shares in the Company

B. Legal/Disciplinary History

1. There have been no criminal actions against any of the above members.
2. There has been no order, judgment, or decree by a court against any of the above members.
3. There have been no findings or judgment from the SEC, CFTC, or state securities regulator against any of the above members.
4. There has been no order barring, suspending, or otherwise limiting any of the above persons' involvement in any type of business or securities activities.

C. Disclosure of Family Relationships

There are no family relationships among or between issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent of the any class of the issuer's equity securities.

D. Disclosure of Certain Relationships

There has not, in the last two fiscal years nor in the current fiscal year, been any transaction with the Issuer, in which an 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 any related person who had or will have direct or indirect material interest.

Prior to the current new management, the Company incurred significant consulting expenses with Silverdale Partners, LP.

E. Disclosure of Conflict of Interest

There are no transactions or conflicts of interests between any related party, executive officer, or director with competing professional or personal interests.

Item XII. Financial Information for the fiscal period for the current period

Hawaiian Hospitality Group, Inc.
Profit and Loss Statement
for Combined Company, including subsidiary Loulu Palm Estate LLC
For the Period Starting January 1, 2009 ending September 30, 2009,
(which includes Castle Technologies, Inc. financials from January 1, 2009 to June, 30, 2009, see Item I and VIII above)

Ordinary Income/Expense	
Income	
Rental Income	<u>\$242,321</u>
Total Income	<u>\$242,321</u>
Cost of Goods Sold	
Food	\$16,900
Supplies	\$11,255
Wedding coordinating	<u>\$7,000</u>
Total COGS	<u>\$35,155</u>
Gross Profit	\$207,166
Expense	
Advertising and Promotion	\$19,623
Automobile Expense	\$355
Bank Service Charges	\$372
Commission	\$9,228
Computer and Internet Expenses	\$855
Google Fees	\$427
Interest Expense	\$14,785
Lease of Land	\$456,575
Movies for rentals	\$1,787
Office Expense	\$349
Officer Compensation	\$48,800
Outside Services	\$59,144
Parking	\$1,168
PayPal Fees	\$480
Postage & Delivery	\$268
Professional Fees	

Accounting	\$6,000
Consulting	\$1,600
Legal	<u>\$40,737</u>
Total Professional Fees	\$48,337
Property tax	\$6,154
Rentals equipment	\$3,412
Repairs and Maintenance	\$13,378
Security	\$789
Telephone Expense	\$1,980
Utilities	<u>\$4,645</u>
Total Expense	<u>\$692,910</u>
Net Income (loss)	\$ (485,744)

Hawaiian Hospitality Group, Inc.
Balance Statement
for Combined Company, including subsidiary Loulu Palm Estate LLC
For the Period Starting January 1, 2009 ending September 30, 2009
(which includes Castle Technologies, Inc. financials from January 1, 2009 to June, 30, 2009, see Item I and VIII above)

ASSETS

Current Assets

Checking/Savings

Cash \$5,079

Total Checking/Savings \$5,079

Total Current Assets \$5,079

Fixed Assets

Building

Improvements \$91,371

Total Building \$91,371

Furniture and Equipment \$1,176

Total Fixed Assets \$92,547

TOTAL ASSETS \$97,627

LIABILITIES & EQUITY

Liabilities

Current Liabilities

Accounts Payable

Accounts Payable \$68,660

Total Accounts Payable \$68,660

Other Current Liabilities

Officer \$92,250

Total Other Current Liabilities \$92,250

Total Current Liabilities	\$160,910
Long Term Liabilities	
Blue vu Oil & Gas Exploration	\$41,000
Loan from land lord	<u>\$341,264</u>
Total Long Term Liabilities	<u>\$382,264</u>
TOTAL LIABILITIES	\$543,174
Members' Equity (Deficit)	<u>\$(445,548)</u>
TOTAL LIABILITIES & EQUITY	<u><u>\$97,626</u></u>

Hawaiian Hospitality Group, Inc.
Cash Flows Statement
for Combined Company, including subsidiary Loulu Palm Estate LLC
For the Period Starting January 1, 2009 ending September 30, 2009
(which includes Castle Technologies, Inc. financials from January 1, 2009 to June, 30, 2009, see Item I and VIII above)

OPERATING ACTIVITIES	
Net Income (loss)	\$(485,744)
Adjustments to reconcile Net Income to net cash used by operations:	
Accounts Payable	\$21,515
Officer	<u>\$76,250</u>
Net cash used by Operating Activities	<u>\$(387,979)</u>
INVESTING ACTIVITIES	
Building: Improvements	\$(41,371)
Furniture and Equipment	<u>\$(1,176)</u>
Net cash used by Investing Activities	<u>\$(42,547)</u>
FINANCING ACTIVITIES	
Blue vu Oil & Gas Exploration	\$41,000
Loan from land lord	\$341,264
Members' contribution	<u>\$29,000</u>
Net cash provided by Financing Activities	<u>\$411,264</u>
 Net cash increase (decrease) for period	 \$(19,261)
 Cash at beginning of period	 <u>\$24,341</u>
Cash at end of period	<u><u>\$5,079</u></u>

Hawaiian Hospitality Group, Inc.
Statement of Changes in Shareholder's Equity
for Combined Company, including subsidiary Loulu Palm Estate LLC
For the Period Starting January 1, 2009 ending September 30, 2009
(which includes Castle Technologies, Inc. financials from January 1, 2009 to June, 30, 2009, see Item I and VIII above)

	Common Stock	Member's Equity	Paid in Capital	Retained earnings	Total
Balance as of January 1 2009	\$ 32,826.00	\$ 11,196.00	\$ 536,935.00	\$ -	\$ 580,957.00
Net Loss From Subsidiary				\$ (485,744.00)	\$ (485,744.00)
Contributions from Subsidiary		\$ 29,000.00			\$ 29,000.00
Debt conversion to common stock	\$ 354,030.00				\$ 354,030.00
Balance as of September 30,2009	\$ 386,856.00	\$ 40,196.00	\$ 536,935.00	\$ (485,744.00)	\$ 478,243.00

Item XIII. Financial information for two preceding fiscal years.

Exhibit A

Item XIV. Beneficial Owners

The following individuals/companies have more than 5% in HHGI:

1. Scott Francis
 - (a) 1641 Kelp St, Oxnard CA 93035
 - (b) 5,000,000 common stock, 6.13%
2. John Friend
 - (a) 81309 Avenida Romero, Indio CA 92201
 - (b) 4,400,000 common stock, 5.39%
3. Kaleidoscope Real Estate, Inc.
 - (a) Sole Owner: Nickole Coleman, 6757 Palijay Court, Las Vegas, NV 89103
 - (b) Registered Agent: CSC Services of Nevada, Inc. 502 East John Street, Carson City, NV 89706
 - (c) 6,500,000 common stock, 7.97%
4. The Good One, Inc.
 - (a) Sole Owner: June Stevens, 5860 Citrus Blvd Suite D, #146, Haralan, LA 70123
 - (b) Registered Agent: CSC Services of Nevada, Inc. 502 East John Street, Carson City, NV 89706
 - (c) 16,000,000 common stock, 19.61%
5. Kytin Holdings LLC

- (a) Sole Owner: Nickcol Coleman, 59-574 Makana Road, Haleiwa, HI 96712
- (b) Registered Agent: CSC Services of Nevada, Inc. 502 East John Street, Carson City, NV 89706
- (c) 15,000,000 18.39%
- 6. Tech Development LLC
 - (a) Sole Owner: Natsui GF Trust, Attn: Cident Law, Trustee, 1425 Broadway #454, Seattle, WA 98122
 - (b) Registered Agent: CSC Services of Nevada, Inc. 502 East John Street, Carson City, NV 89706
 - (c) 15,000,000 18.39%

Item XV. Advisors

A. Legal Counsel:

Cident Law Group PLLC
1425 Broadway #454, Seattle, Washington 98112

B. Accounting/Audit firm

ACTax - CPA, Inc
9107 Wilshire Blvd
Beverly Hills, CA, 90210
www.cpasb.com

Loukas Photos
Certified Public Accountant
3715 Market St, Suite 107
Glendale, California 91208

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

A. Plan of Operation

- i) The Company believes it will be able to satisfy its cash requirements for the next twelve months through revenues made and through raising capital in private placements.
- ii) The Company, because it is a service corporation, does not have product research or development. It, however, will expand its subsidiary's catering services to provide for event planning beyond the signature property leased by the Company.
- iii) There is no expected purchase or sale of plant and significant equipment
- iv) There will significant change in the number employees for the Issuer over the next 12 months, as follows:
 - a. To complete the initial Management Team, that will be recruited either through online job portals or through personal contacts are:
 - i. Chief Financial Officer to oversee all of the Company's accounting practices, including accounting departments, preparing budgets, financial reports, tax and audit functions. The CFO will also be responsible for Directing financial strategy, planning and forecasts; conferring with the president, VP of sales and department heads. This position will require a CPA or equivalent and 10 years relevant experience.

- ii. Marketing Director is needed to oversee the development of policies, procedures and objectives for marketing and selling the organization's products and services. The Marketing director will oversee product and service development, pricing, marketing budgets, and sales objectives. He will also be responsible for directing the sales force, marketing staff and/or distributors. This position will require a four-year degree and eight or more years of relevant experience or equivalent.
- b. The Company may also expand its hourly workers, instead of hiring contractors. This option will depend upon the profitability of the change, as well as the opportunity to certain maintain skilled workers

B. Management's Discussion and Analysis of Financial Condition and Results of Operations

Issuer has not had any revenues from operations in each of the last two fiscal years, or the last fiscal year and any interim period in the current fiscal year for which the attached financial statements are furnished.

Loulu Palm Estate LLC, prior to its merger with the Issuer in August 2009, had revenues of approximately \$70,000 since its inception in April 2008 to December 2008 and approximately \$200,000 for the first half of 2009.

C. Off-balance Sheet Arrangements

There are currently no arrangements that are off the balance sheet.

Part E Issuance History

Item XVII. Securities offerings and shares issued for services.

- 1) As far as the current management knows, there were no securities offerings in the past two years

None

- 2) As far as the current management knows, no shares issued for services in past two years

However, the Issuer's previous management incurred \$354,050 in debt. The creditor of this debt requested that the debt be converted into equity, as the Issuer did not have funds to pay the debt. The current management, after performing due diligence of the debt and relying upon information provided by the previous management, allowed the conversion into 20,750,000 shares.

Part F Exhibits

Item XVIII. Material Contracts

A. Material Contract

1. There are no contracts outside of purchase or sale of current assets having a determinable market price.

2. Outside of what is disclosed hereof, there are no contracts of which the Issuer is substantially dependent.
3. There are no contracts for purchase or sale of any property, plant, or equipment exceeding 15% of Issuer's assets.
4. There exists a material lease of the property located at 58-057 Kamehameha Hwy. Haleiwa, HI 96712. The lease is for \$20,000 a month payable to BWRE Hawaii LLC, a Hawaiian Limited Liability Company, which purchased the disclosed property in July 2008. Loulu Palm Estate LLC, subsidiary of HHGI, began a commercial lease of this property in February 2008 with the previous owner of the property. The commercial lease was for one year, and has not been renewed; however, Loulu Palm Estate LLC and the management of BWRE Hawaii LLC have verbally agreed to a continuance of the lease on a month-to-month basis.

Loulu Palm Estate LLC is substantially dependent upon this lease to perform the services disclosed herein.

- B. Compensation Plans** – all compensatory plans provided to employees, officers, and directors provides for the same method of allocation of benefits between typical management and non-management participants.

Item XIX. Certificate of Incorporation and Bylaws

Exhibit B: Certificate of Incorporation

Exhibit C: Bylaws

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

There has been no purchase of Issuer's Equity Securities made by or on behalf of the Issuer or by any Affiliated Purchaser, nor has there been any publicly announced plans or programs where the Issuer will repurchase such Equity Securities.

Item XXI. Issuer's Certifications

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

I, Scott Francis, certify that:

1. I have reviewed this annual statement of Hawaii Hospitality Group, 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: January 21, 2010



Scott Francis
CEO, HHGI

Exhibit A: Financials beyond Current Period

Loukas Photos
Certified Public Accountant
3715 Market St, Suite 107
Glendale, California 91208
Telephone: (818) 795-1902

To the Board of Directors
Castle Technologies, Inc.
Silverdale, WA

I have compiled the accompanying balance sheet of Castle Technologies, Inc. as of June 30, 2009, and the related statement of operations and cash flows for the year then ended in accordance with Statements of Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limiting to presenting in the form of financial statements information that is the representation of management. I have not audited or reviewed the accompanying financial statements and, accordingly, do not express an opinion or any other form of assurance on them.

Loukas Photos
July 17, 2009

Castle Technologies, Inc.

Balance Sheet As of June 30, 2009

ASSETS

Current Assets	\$	-
		<hr/>
Total assets		<hr/> <hr/>

LIABILITIES

Current liabilities		
Accounts payable	\$	11,220
Long term debt		354,030

STOCKHOLDERS' EQUITY

Common stock - par value \$.0001		
1,490,000,000 shares authorized, 328,256,783 shares		
issued and outstanding		32,826
Paid in capital		569,761
Deficit		<hr/> (967,837)
Total Stockholders' Equity		(365,250)
		<hr/>
Total liabilities and stockholders' equity	\$	<hr/> <hr/> -

See accountant's compilation report

Castle Technologies, Inc
Statement of Income and Retained Earnings
For the Year Ended June 30, 2009

Revenues - net of returns and allowances	\$ -
Operating expenses	
Advertising and promotion	1,463
Consulting and services	152,762
Compensation of officers	6,000
Dues & subscriptions	3,638
Professional fees	16,509
Printing	2,521
Interest expense	38,702
General & administrative	4,002
Total operating expenses	<u>225,597</u>
Income (loss) from operations	(225,597)
Deficit, July 1, 2008	<u>(742,240)</u>
Deficit, June 30, 2009	<u><u>\$ (967,837)</u></u>

See accountant's compilation report

Castle Technologies, Inc.
Statement of Cash Flows
For the Year Ended June 30, 2009

Cash Flows from Operating Activities

Net Income	\$ (225,597)
Adjustments to reconcile net income to net cash provided by operating activities	
Stock issued for services	602,587
Increase (decrease) in accounts payable	<u>(409,270)</u>
Net cash provided (used) by operating activities	\$ (32,280)

Cash Flows from Investing Activities -

Net cash used in investing activities -

Cash Flows from Financing Activities

Net increase (decrease) in notes payable	32,280
Net cash provided (used) by Financing Activities	32,280

Net increase (decrease) in Cash -

Cash at beginning of period -

Cash at end of period \$ -

See accountant's compilation report

Castle Technologies, Inc.
Notes to the Financial Statements
June 30, 2009

HISTORY

Castle Technologies, Inc. (the Company) was founded in 1993 under the name of “International Shoe Manufacturing Company”. In 2006, the Company was acquired by Gecko Systems and its name was changed to Gecko Systems, Inc. In June of 2007 the company was purchased by Imagitrend and changed its name to Imagitrend, Inc. The old company was subsequently merged into a new company, also named Imagitrend, Inc., which was incorporated in Wyoming on July 25, 2007. In March, 2008 the current name of Castle Technologies, Inc. was adopted.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of Castle Technologies, Inc. is presented to assist in understanding the Company’s financial statements. The financial statements and notes are representations of the Company’s management, who is responsible for their integrity and objectivity. These accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements.

Nature of Operations

The primary activity of the Company is the development of an online poker software program.

Provision for Income Taxes

The Company accounts for income taxes in accordance with statements of Financial Accounting Standards No. 109.

Under SFAS 109, deferred tax assets may be recognized for temporary differences that will result in deductible amounts in future periods and for loss carryforwards. A valuation allowance is recognized if, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred assets will not be realized.

A detail of the Company’s deferred tax asset are:

	<u>June 30,09</u>
Federal and state net operating loss carryforwards	\$ 967,837
Valuation allowance	<u>(967,837)</u>
	\$ <u> </u> -

Castle Technologies, Inc.
Notes to the Financial Statements
(Continued)

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

DEBT

The Company has an outstanding loan from a former major shareholder with a principal amount of \$300,000. Interest accrues at 9% per annum, compounded annually with a premium for late payments. The demand note provides for a maturity date of September 13, 2008. After that date, a premium of 2% applies and has been accrued. The note is payable in cash or free trading shares at a 50% discount.

STOCK ISSUANCE AND NONCASH TRANSACTIONS

The Company issued 327,332,415 shares of restricted common stock to a company in exchange for marketing and consulting services. The Company has estimated the value of these services at \$602,587.

In general, when stock is issued in exchange for services, the transaction is recorded at the fair value of the shares or the services, whichever is more readily determinable. In many cases where neither the value of the shares nor the services are readily determinable, a professional is retained to perform a valuation. A professional has not been retained and no attempt has been made to determine the fair market value of these transactions for these financial statements.

In the financial statements, the services have been valued at the quoted stock price on the date the services were performed, reduced by a 40% volume discount.

RELATED PARTY TRANSACTIONS

The Company incurred \$141,542 in consulting fees to two companies which were paid in shares of common stock.

The president of the Company received \$6,000 in compensation for the reporting year.

Loukas Photos
Certified Public Accountant
3715 Market St, Suite 107
Glendale, California 91208
Telephone: (818) 795-1902

To the Board of Directors
Castle Technologies, Inc.
Sarasota, FL

I have compiled the accompanying balance sheet of Castle Technologies, Inc. as of June 30, 2008, and the related statement of operations and cash flows for the year then ended in accordance with Statements of Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limiting to presenting in the form of financial statements information that is the representation of management. I have not audited or reviewed the accompanying financial statements and, accordingly, do not express an opinion or any other form of assurance on them.

Loukas Photos
June 21, 2009

Castle Technologies, Inc.

Balance Sheet As of June 30, 2008

ASSETS

Current Assets	-
Total assets	-

LIABILITIES

Current liabilities	
Accounts payable	420,490
Long term debt	321,750

STOCKHOLDERS' EQUITY

Common stock - par value \$.0001	
1,490,000,000 shares authorized	-
Deficit	(742,240)
Total Stockholders' Equity	(742,240)
Total liabilities and stockholders' equity	-

See accountant's compilation report

Castle Technologies, Inc
Statement of Income and Retained Earnings
For the Year Ended June 30, 2008

Revenues - net of returns and allowances	\$ -
Operating expenses	
Advertising and promotion	550
Consulting and services	682,500
Compensation of offices	4,000
Dues & subscriptions	645
Professional fees	18,088
Interest expense	29,062
Travel	7,395
	<hr/>
Total operating expenses	742,240
	<hr/>
Income (loss) from operations	(742,240)
Deficit, July 1, 2007	<hr/> -
Deficit, June 30, 2008	<hr/> <u>\$ (742,240)</u>

See accountant's compilation report

Castle Technologies, Inc.
Statement of Cash Flows
For the Year Ended June 30, 2008

Cash Flows from Operating Activities

Net Income	\$ (742,240)
Adjustments to reconcile net income to net cash provided by operating activities	
Increase (decrease) in accounts payable	<u>420,490</u>
Net cash provided (used) by operating activities	\$ (321,750)

Cash Flows from Investing Activities -

Net cash used in investing activities -

Cash Flows from Financing Activities

Net increase (decrease) in notes payable	321,750
Net cash provided (used) by Financing Activities	321,750

Net increase (decrease) in Cash -

Cash at beginning of period -

Cash at end of period \$ -

See accountant's compilation report

Castle Technologies, Inc.
Notes to the Financial Statements
June 30, 2008

HISTORY

Castle Technologies, Inc. (the Company) was founded in 1993 under the name of “International Shoe Manufacturing Company”. In 2006, the Company was acquired by Gecko Systems and its name was changed to Gecko Systems, Inc. In June of 2007 the company was purchased by Imagitrend and changed its name to Imagitrend, Inc. The old company was subsequently merged into a new company, also named Imagitrend, Inc., which was incorporated in Wyoming on July 25, 2007. In March, 2008 the current name of Castle Technologies, Inc. was adopted.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of Castle Technologies, Inc. is presented to assist in understanding the Company’s financial statements. The financial statements and notes are representations of the Company’s management, who is responsible for their integrity and objectivity. These accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements.

Nature of Operations

The primary activity of the Company is the development of an online poker software program.

Provision for Income Taxes

The Company accounts for income taxes in accordance with statements of Financial Accounting Standards No. 109.

Under SFAS 109, deferred tax assets may be recognized for temporary differences that will result in deductible amounts in future periods and for loss carryforwards. A valuation allowance is recognized if, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred assets will not be realized.

A detail of the Company’s deferred tax asset are:

	<u>June 30, 08</u>
Federal and state net operating loss carryforwards	\$ 742,240
Valuation allowance	<u>(742,240)</u>
	\$ <u> </u> -

Castle Technologies, Inc.
Notes to the Financial Statements
(Continued)

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

DEBT

The Company has an outstanding loan from a former major shareholder with a principal amount of \$300,000. Interest accrues at 9% per annum, compounded annually with a premium for late payments. The demand note comes due on September 13, 2008 and is payable in cash or free trading shares at a 50% discount.

RELATED PARTY TRANSACTIONS

The Company accumulated accounts payable in the amount of \$420,490. Subsequent to the reporting year end, the payables were converted to common stock and the vendor became a major shareholder in the Company.

The president of the Company received \$4,000 in compensation for the reporting year.

ImagiTrend, Inc. (IMTD)
A Wyoming Corporation
Balance Sheet
(Unaudited)

	<u>9/01/07</u>	<u>6/30/07</u>	<u>6/30/06</u>	<u>6/30/05</u>
ASSETS				
CURRENT ASSETS				
Cash and Cash Equivalents	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ -0-</u>
Total Current Assets	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ -0-</u>
PROPERTY AND EQUIPMENT				
Property and Equipment	\$125,190	\$ -0-	\$ -0-	\$ -0-
Accumulated Depreciation	-0-	-0-	-0-	-0-
Intangible Assets	60,000	-0-	-0-	-0-
Eternal Gems R&D Amortization	<u>-0-</u>	<u>-0-</u>	<u>-0-</u>	<u>-0-</u>
Net Property and Equipment	<u>\$ 60,000</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ -0-</u>
TOTAL ASSETS	<u>\$185,190</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ -0-</u>
LIABILITIES AND STOCKHOLDERS' EQUITY				
CURRENT LIABILITIES				
Accounts Payable and Expenses	-0-	-0-	-0-	-0-
TOTAL CURRENT LIABILITIES	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ -0-</u>
LONG-TERM DEBT				
Long-Term Note	<u>\$ 60,000</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ -0-</u>
STOCKHOLDERS' EQUITY				
Common Stock (\$.0001) par value, 490,000,000 shares authorized: 34,526,623 shares issued and outstanding)\$	-0- \$	-0- \$	-0- \$	-0-
Preferred Stock (\$.01) par value, 10,000,000 shares authorized, and -0- shares outstanding	-0-	-0-	-0-	-0-
Capital Contribution	125,190	-0-	-0-	-0-
Loss to Date	-0-	-0-	-0-	-0-
Total Stockholders' Equity	<u>\$125,190</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ -0-</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$185,190</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ -0-</u>

ImagiTrend, Inc. (IMTD)
A Wyoming Corporation
Statement of Operations
(Unaudited)

	7/1/06 – <u>6/30/07</u>	7/1/05 – <u>6/30/06</u>	7/1/04 – <u>6/30/05</u>
REVENUES AND COST OF SALES:			
Sales	\$ -0-	\$ -0-	\$ -0-
Cost of Sales	<u>-0-</u>	<u>-0-</u>	<u>-0-</u>
Gross Profit	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ -0-</u>
OPERATING EXPENSES:			
Advertising	-0-	-0-	-0-
Automobile Expense	-0-	-0-	-0-
Bank Service Charges	-0-	-0-	-0-
Accounting Services	-0-	-0-	-0-
Consulting Services	-0-	-0-	-0-
Depreciation	-0-	-0-	-0-
Dues and Subscriptions	-0-	-0-	-0-
Insurance	-0-	-0-	-0-
Legal Services	-0-	-0-	-0-
Office Expenses	-0-	-0-	-0-
Postage and Delivery	-0-	-0-	-0-
Rent	-0-	-0-	-0-
Officer Compensation	-0-	-0-	-0-
Office Payroll	-0-	-0-	-0-
Telephone	-0-	-0-	-0-
Travel and Entertainment	<u>-0-</u>	<u>-0-</u>	<u>-0-</u>
	\$ -0-	\$ -0-	\$ -0-
TOTAL EXPENSES	\$ -0-	\$ -0-	\$ -0-
OPERATING LOSS	<u>-0-</u>	<u>-0-</u>	<u>-0-</u>

FINANCIAL INFORMATION CERTIFICATION:

I, Braxton Jones, do hereby certify that I was responsible for the preparation of the statements and that such statements, and the 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 periods presented, in conformity with accounting principles generally accepted in the United States, consistently applied.

Dated this 1st day of September, 2007

Certified By: _____/S/ Braxton Jones

Braxton Jones
CFO/Treasurer/Director of ImagiTrend, Inc.

Exhibit B: Certificate of Incorporation

STATE of WYOMING
AMENDED RESTATED CERTIFICATE of INCORPORATION
Of
HAWAIIAN HOSPITALITY GROUP, INC.
A STOCK CORPORATION

Hawaiian Hospitality Group, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Wyoming, hereby certifies as follows:

1. The name of this corporation is Hawaiian Hospitality Group, Inc.. The Corporation was originally named International Shoe Manufacturing Corp. from September 1993 to November 2006; from November 2006 to July 2007, the Corporation was named GeckoSystems, Inc.; from July 2007 to April 2008, the Corporation was named ImagiTrend, Inc., which first filed in Wyoming in July 2007; from April 2008 to July 2009, the Corporation was named Castle Technologies, Inc.

2. Pursuant to Sections 17-16-1007 of the Wyoming Business Corporation Act, this Amended Restated Certificate of Incorporation restates and integrates and further amends the provisions of the Certificate of Incorporation of this corporation. The Amended Restated Certificate of Incorporation was duly adopted by the Board of Directors of Hawaiian Hospitality Group, Inc.. and approved by the stockholders at the regularly scheduled annual meeting of the stockholders of said corporation.

3. The text of this Amended Restated Certificate of Incorporation as heretofore amended or supplemented is hereby restated and further amended to read in its entirety as follows:

First: Name of Corporation

The name of this Corporation is "Hawaiian Hospitality Group, Inc."

Second: Registered Agent and Corporate Office

Its registered office in the State of Wyoming is to be located at 2510 Warren Ave, in the City of Cheyenne, County of Laramie, Zip Code 82001. The name of the Registered Agent therein and in charge thereof upon whom process against this Corporation may be served, is Incorp Services, Inc.

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

Third: Purpose

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Wyoming Business Corporation Act (WBCA).

Fourth: Capital Stock

Authorized Stock. The total number of shares of stock which the Company shall have authority to issue is 1,010,000,000, consisting of

1,000,000,000 shares of common stock, par value \$0.0001 per share (the "Common Stock"), and 10,000,000 shares of preferred stock, par value \$0.0001 per share (the "Preferred Stock").

Preferred Stock. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized to create and provide for the issuance of shares of the Preferred Stock in series, and by filing a certificate pursuant to the applicable section of the WBCA (the "Preferred Stock Designation"), to establish from time to time the number of shares to be included in each such series, and to fix the designations, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

(a) The designation of the series, which may be by distinguishing number, letter or title.

(b) The number of shares of the series, which number the Board of Directors may thereafter (except where otherwise provided in the Preferred Stock Designation) increase or decrease (but not below the number of shares thereof then outstanding).

(c) Whether dividends, if any, shall be cumulative or noncumulative and the dividend rate of the series.

(d) The dates at which dividends, if any, shall be payable.

(e) The redemption rights and price or prices, if any, for shares of the series.

(f) The terms and amount of any sinking fund provided for the purchase or redemption of shares of the series.

(g) The amounts payable on, and the preferences, if any, of shares of the series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Company.

(h) Whether the shares of the series shall be convertible into shares of any other class or series, or any other security, of the Company or any other corporation, and, if so, the specification of such other class or series of such other security, the conversion price or prices or rate or rates, any adjustments thereof, the date or dates at which such shares shall be convertible and all other terms and conditions upon which such conversion may be made.

(i) Restrictions on the issuance of shares of the same series or of any other class or series.

(j) The voting rights, if any, of the holders of shares of the series.

(k) Such other powers, preferences and relative, participating, optional and other special rights, and the qualifications, limitations and restrictions thereof as the Board of Directors shall determine.

Common Stock. The Common Stock shall be subject to the express terms of the Preferred Stock and any series thereof. Each share of the Common

Stock shall be equal to each other share of the Common Stock. The holders of shares of the Common Stock shall be entitled to one vote for each such share upon all questions presented to the stockholders.

Voting Rights. Except as may be provided in these Certificate of Incorporation or in a Preferred Stock Designation, or as may be required by applicable law, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes, and holders of shares of the Preferred Stock shall not be entitled to receive notice of any meeting of stockholders at which they are not entitled to vote. At each election for directors, every stockholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote. It is expressly prohibited for any stockholder to cumulate his votes in any election of directors.

Denial of Preemptive Rights. No stockholder of the Company shall, by reason of his holding shares of any class, have any preemptive or preferential right to purchase or subscribe to any shares of any class of the Company, now or hereafter to be authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities would adversely affect dividend or voting rights of such stockholder, other than such rights, if any, as the Board of Directors in its discretion may fix; and the Board of Directors may issue shares of any class of the Company, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, without offering any such shares of any class, either in whole or in part, to the existing stockholders of any class.

Record Date. The Board of Directors may prescribe a period not exceeding 60 days before any meeting of the stockholders during which no transfer of stock on the books of the Company may be made, or may fix, in advance, a record date not more than 60 or less than 10 days before the date of any such meeting as the date as of which stockholders entitled to notice of and to vote at such meetings must be determined. Only stockholders of record on that date are entitled to notice or to vote at such a meeting. If a record date is not fixed, the record date is at the close of business on the day before the day on which notice is given or, if notice is waived, at the close of business on the day before the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders applies to an adjournment of the meeting unless the Board of Directors fixes a new record date for the adjourned meeting. The Board of Directors must fix a new record date if the meeting is adjourned to a date more than 60 days later than the date set for the original meeting.

Fifth: Directors

Number. The number of directors constituting the initial Board of Directors is three. The business and affairs of the Company shall be conducted and managed by, or under the direction of, the Board of Directors. The total number of directors constituting the entire Board of Directors shall be fixed and may be altered from time to time by or pursuant to a resolution passed by the Board of Directors.

Vacancies. Except as otherwise provided for herein, newly created directorships resulting from any increase in the authorized number of directors, and any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other cause, may be filled only by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the newly created directorship or for the directorship in which the vacancy occurred, and until such director's successor shall have been duly elected and qualified, subject to his earlier death, disqualification, resignation or removal. Subject to the provisions of these Certificate of Incorporation, no decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

Removal of Directors. Except as otherwise provided in any Preferred Stock Designation, any director may be removed from office only by the affirmative vote of the holders of a majority or more of the combined voting power of the then outstanding shares of capital stock of the Company entitled to vote at a meeting of stockholders called for that purpose, voting together as a single class.

Sixth: Meetings of Stockholders

Meetings of stockholders of the Company (the "Stockholder Meetings") may be held within or without the State of Wyoming, as the Bylaws of the Company (the "Bylaws") may provide. Special Stockholder Meetings may be called only by (a) the Chairman of the Board, (b) the Chief Executive Officer, (c) the President, (d) the holders of at least two-thirds (2/3) of all of the shares entitled to vote at the proposed special meeting, or (e) the Board of Directors pursuant to a duly adopted resolution. Special Stockholder Meetings may not be called by any other person or persons or in any other manner. Elections of directors need not be by written ballot unless the Bylaws shall so provide.

Seventh: Limitation of Liability

Except as otherwise provided in the WBCA, a director or officer of the Company shall not be personally liable to the Company or its stockholders for damages as a result of any act or failure to act in his capacity as a director or officer; provided, however, that this Article shall not eliminate or limit the liability of a director or officer (a) if it is proven that his act or failure to act constituted a breach of his fiduciary duties and such breach involved intentional misconduct, fraud or a knowing violation of law, or (b) under Article 8 of the WBCA.

If the WBCA is amended after the date of filing of these Certificate of Incorporation to authorize corporate action further limiting or eliminating the personal liability of a director, then the liability of the directors of the Company shall be limited or eliminated to the fullest extent permitted by the WBCA, as so amended, or a similar successor provision. Any repeal or modification of this Article by the stockholders of the Company or otherwise shall not adversely affect any right or protection of a director of the Company existing at the time of such repeal or modification.

Eighth: Indemnification

Discretionary Indemnification. (a) The Company may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the right of the Company, by reason of the fact that he 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 of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he: (i) is not liable pursuant to Sections 17-16-851 and 17-16-852 of the WBCA; or (ii) acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent, does not, of itself, create a presumption that the person is liable pursuant to Sections 17-16-851 and 17-16-852 of the WBCA or did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Company, or that, with respect to any criminal action or proceeding, he had reasonable cause to believe that his conduct was unlawful.

(b) The Company may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Company to procure a judgment in its favor by reason of the fact that he 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 of another corporation, partnership, joint venture, trust or other enterprise against expenses, including amounts paid in settlement and attorneys' fees actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he: (i) is not liable pursuant to Sections 17-16-851 and 17-16-852 of the WBCA; or (ii) acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Company. Indemnification may not be made for any claim, issue or matter as to which such a person has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals therefrom, to be liable to the Company or for amounts paid in settlement to the Company, unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the courts deem proper.

Determination of Discretionary Indemnification. Any discretionary indemnification pursuant to Section 1 of this Article 8, unless ordered by a court or advanced pursuant to this Section 2, may be made by the Company only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances. The determination must be made:

(a) By the stockholders; or

(b) By the Board of Directors by majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding; or

(c) If a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding so orders, by independent legal counsel in a written opinion; or

(d) If a quorum consisting of directors who were not parties to the action, suit or proceeding cannot be obtained, by independent legal counsel in a written opinion.

The expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the Company as they are incurred in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the 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 Company.

Mandatory Indemnification. To the extent that a director, officer, employee or agent of the Company has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 of this Article 8, or in defense of any claim, issue or matter therein, the Company shall indemnify him against expenses, including attorneys' fees actually and reasonably incurred by him in connection with the defense.

Non-Exclusivity. The indemnification and advancement of expenses authorized in or ordered by a court pursuant to this Article 8:

(a) Does not exclude any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of stockholders or disinterested directors or otherwise, for either an action in his official capacity or an action in another capacity while holding his office, except that indemnification, unless ordered by a court pursuant to Section 1 of this Article 8, or for the advancement of expenses made pursuant to Section 2 of this Article 8 may not be made to or on behalf of any director or officer if a final adjudication establishes that his acts or omissions involved intentional misconduct, fraud or a knowing violation of the law and was material to the cause of action.

(b) Continues for a person who has ceased to be a director, officer, employee or agent and inures to the benefit of the heirs, executors and administrators of any such person.

Insurance. The Company may purchase and maintain insurance or make other financial arrangements 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 of another corporation, partnership, joint venture, trust or other enterprise for any liability asserted against him and liability and expenses incurred by him in his capacity as a director, officer, employee or agent, or arising out of his status as such, whether or not the Company has the authority to indemnify him against such liability expenses.

Ninth: Amendment of Corporate Documents

Certificate of Incorporation. Whenever any vote of the holders of voting shares of the capital stock of the Company is required by law to amend, alter, repeal or rescind any provision of these Certificate of Incorporation, such

alteration, amendment, repeal or rescission of any provision of these Certificate of Incorporation must be approved by the Board of Directors and by the affirmative vote of the holders of at least a majority of the combined voting power of the then outstanding voting shares of capital stock of the Company, voting together as a single class.

Subject to the provisions hereof, the Company reserves the right at any time, and from time to time, to amend, alter, repeal or rescind any provision contained in these Certificate of Incorporation in the manner now or hereafter prescribed by law, and other provisions authorized by the laws of the State of Wyoming at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to these Certificate of Incorporation in their present form or as hereafter amended are granted subject to the rights reserved in this Article.

Bylaws. In addition to any affirmative vote required by law, any change of the Bylaws may be adopted either (a) by the affirmative vote of the Board of Directors, or (b) by the stockholders by the affirmative vote of the holders of at least a majority of the combined voting power of the then outstanding voting shares of capital stock of the Company, voting together as a single class.

Tenth: Existence

The Company is to have perpetual existence.

Exhibit C: By-Laws

BYLAWS OF HAWAIIAN HOSPITALITY GROUP, INC. A Wyoming Corporation

Article 1 Stockholders

Section 1.1 Place of Meetings. All meetings of stockholders shall be held at such place within or without the State of Wyoming as may be designated from time to time by the board of directors or the president, or if not so designated, at the registered office of the corporation.

Section 1.2 Annual Meetings. The annual meeting of stockholders for the election of directors and for the transaction of such other business as may properly be brought before the meeting shall be held at such time and date as fixed by the board of directors. A special meeting may be held in lieu of the annual meeting and any action taken at that special meeting shall have the same effect as if it had been taken at the annual meeting, and in such case all references in these Bylaws to the annual meeting of the stockholders shall be deemed to refer such special meeting.

Section 1.3 Special Meetings. Special meetings of stockholders may be called at any time by the chief executive officer, by the board of directors or by the holders of not less than two thirds (2/3) of all the shares entitled to vote at the meeting. Business transacted at any special meeting of stockholders shall be limited to matters relating to the purpose or purposes stated in the notice of meeting.

Section 1.4 Notice of Meetings. Except as otherwise provided by law, written notice of each meeting of stockholders, whether annual or special, shall be given not less than 10 nor more than 60 days before the date of the meeting to each stockholder entitled to vote at such meeting. The notices of all meetings shall state the place, date and hour of the meeting. The notice of a special meeting shall state, in addition, the purpose or purposes for which the meeting is called.

Section 1.5 Voting List. The officer who has charge of the stock ledger of the Corporation shall prepare, at least 10 days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder.

Section 1.6 Quorum. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, the holders of not less than majority of the shares of all the classes of stock of the Corporation issued and outstanding are entitled to vote at the meeting, present in person or represented by proxy, shall constitute a quorum for the transaction of business.

Section 1.7 Adjournments. Any meeting of stockholders may be adjourned to any other time and to any other place at which a meeting of stockholders may be held under these Bylaws by the stockholders present or represented at the meeting and entitled to vote, although less than a quorum, or, if no stockholder is present, by any officer entitled to preside at or to act as Secretary of such meeting. If the adjournment is for more than 30 days, or if after the adjournment, a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business which might have been transacted at the original meeting.

Section 1.8 Voting and Proxies. Each stockholder of each class shall have one vote for each share of stock entitled to vote held of record by such stockholder a proportionate vote for each fractional share so held, unless otherwise provided in the Articles of Incorporation. Each stockholder of record entitled to vote at a

meeting of stockholders, or to express consent or dissent to corporate action in writing without a meeting, may vote or express such consent or dissent in person or may authorize another person or persons to vote or act for him by written proxy executed by the stockholder or his authorized agent and delivered to the secretary of the Corporation. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. No proxy shall be voted or acted upon after three years from the date of its execution, unless the proxy expressly provides for a longer period.

Section 1.9 Action at Meeting. When a quorum is present at any meeting, the holders of not less than the majority of the stock present or represented and voting on a matter (or if there are two or more classes of stock entitled to vote as separate classes, then in the case of each such class, the holders of not less than the majority of the stock of that class present or represented and voting on a matter) shall decide any matter to be voted upon by the stockholders at such meeting, except when a different vote is required by express provision of law, the Articles of Incorporation or these Bylaws. Any election by stockholders shall be determined by a plurality of the votes cast by the stockholders entitled to vote at the election.

Section 1.10 Action Without Meeting. Any action required or permitted to be taken at any annual or special meeting of stockholders of the Corporation may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than a minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote on such action were present and voted. Prompt notice of the taking of corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

Article 2 Directors

Section 2.1 General Powers. The business and affairs of the Corporation shall be managed by or under the direction of a board of directors, who may exercise all of the powers of the Corporation except as otherwise provided by law, the Articles of Incorporation or these Bylaws. In the event of a vacancy on the board of directors, the remaining directors, except as otherwise provided by law, may exercise the powers of the full board of directors until the vacancy is filled.

Section 2.2 Number; Election and Qualification. The number of directors which shall constitute the whole board of directors shall be determined by resolution of the stockholders or the board of directors, but in no event shall be less than one. The number of directors may be decreased at any time and from time to time either by the stockholders or by a majority of the directors then in office, but only to eliminate vacancies existing by reason of the death, resignation, removal or expiration of the term of one or more directors. The directors shall be elected at the annual meeting of stockholders by such stockholders as have the right to vote in such election. Directors need not be stockholders of the corporation. The chairman of the board shall be elected annually by the board of directors at its first meeting following the annual meeting of the stockholders.

Section 2.3 Enlargement of the Board. The number of directors may be increased at any time and from time to time by the stockholders or by a majority of the directors then in office.

Section 2.4 Tenure. Each director shall hold office until the next annual meeting and until such time as his successor is elected and qualified, or until his earlier death, resignation or removal.

Section 2.5 Vacancies. Unless and until filled by the stockholders, any vacancy in the board of directors, however occurring, including a vacancy resulting from an increase in the number of directors, may be filled by vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office, and a director chosen to fill a position resulting from an increase in the number of directors shall hold office until the next annual meeting of stockholders and until his successor is elected and qualified, or until his earlier death, resignation or removal.

Section 2.6 Resignation. Any director may resign by delivering his written resignation to the Corporation at its principal office or to the secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 2.7 Regular Meetings. Regular meetings of the board of directors may be held without notice at such time and place, either within or without the State of Wyoming, as shall be determined from time to time by the board of directors, provided that any director who is absent when such a determination is made shall be given notice of the determination. A regular meeting of the board of directors may be held without notice immediately after and at the same place as the annual meeting of stockholders.

Section 2.8 Special Meetings. Special meetings of the board of directors may be held at any time and place, within or without the State of Wyoming, designated in a call by the chairman of the board, chief executive officer or two or more directors.

Section 2.9 Notice of Special Meetings. Notice of any special meeting of directors shall be given to each director by the secretary or one of the directors calling the meeting. Notice shall be duly given to each director (i) by giving notice to such director in person or by telephone at least 48 hours in advance of the meeting, (ii) by sending a telegram, email or telex, or delivering written notice by hand to his last known business or home address at least 48 hours in advance of the meeting, or (iii) by mailing written notice to his last known business or home address at least 72 hours in advance of the meeting. A notice or waiver of notice of a meeting of the board of directors need not specify the purpose of the meeting.

Section 2.10 Meetings by Telephone Conference Calls. Directors or any members of any committee designated by the directors may participate in a meeting of the board of directors or such committee by means of conference telephone or similar communications equipment by means which all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting.

Section 2.11 Quorum. A majority of the whole board of directors shall constitute a quorum at all meetings of the board of directors. In the event one or more of the directors shall be disqualified to vote at any meeting, then the required quorum shall be reduced by one for each such director so disqualified; provided, however, that in no case shall less than majority of the whole board of directors constitute a quorum. In the absence of a quorum at any such meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than announcement at the meeting, until a quorum shall be present.

Section 2.12 Action at Meeting. At any meeting of the board of directors at which a quorum is present, the vote of a majority of those present shall be sufficient to take any action, unless a different vote is specified by law, the Articles of Incorporation or these Bylaws.

Section 2.13 Action by Consent. Any action required or permitted to be taken at any meeting of the board of directors or of any committee of the board of directors may be taken without a meeting, if all members of the board of directors or committee, as the case may be, consent to the action in writing, and the written consents are filed with the minutes proceedings of the board of directors or committee.

Section 2.14 Removal. Any one or more or all of the directors may be removed, with or without cause, by the holders of not less than majority of the shares then entitled to vote at an election of directors, except that (i) the directors elected by the holders of a particular class or series of stock may be removed without cause only by vote of the holders of not less than majority of the outstanding shares of such class or series and (ii) in the case of a corporation having cumulative voting, if less than the entire board is to be removed, no director may be removed without cause if the votes cast against his removal would be sufficient to elect him if then cumulatively voted at an election of the entire board of directors.

Section 2.15 Committees. The board of directors may, by resolution passed by a majority of the whole board of directors, designate one or more committees. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member of any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members of the

committee present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors and subject to the provisions of the Business Corporation Act of the State of Wyoming, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the Corporation and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have the power or the authority in reference to amending the Articles of Incorporation (except that a committee may, to the extent authorized in the resolution or resolutions providing for the issuance of shares of stock adopted by the board of directors as provided in the applicable Section of the Business Corporation Act of the State of Wyoming, fix the designations and any of the preferences of rights of such shares relating to dividends, redemption, dissolution, any distribution of assets of the Corporation or the conversion into, or the exchange of such shares for, shares of any other class or classes or any other series of the same or any other class or classes of stock of the Corporation or fix the number of shares of any series of stock or authorize the increase or decrease of the shares of any series), adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the stockholders a dissolution of the Corporation or a revocation of a dissolution, or amending the Bylaws of the Corporation; and, unless the resolution, Bylaws or Articles of Incorporation expressly so provides, no such committee shall have the power or authority to declare a dividend, to authorize the issuance of stock or to adopt a Articles of ownership and issuance of stock or to adopt a Articles of ownership and merger. Each such committee shall keep minutes and make such reports as the board of directors may from time to time request. Except as the board of directors may otherwise determine, any committee may make rules for the conduct of its business, but unless otherwise provided by the directors or in such rules, its business shall be conducted as nearly as possible in the same manner as is provided in these Bylaws for the board of directors.

Section 2.16 Compensation of Directors. Directors may be paid such compensation for their services and such reimbursement for expenses of attendance at meetings as the board of directors may from time to time determine. No such payment shall preclude any director from serving the Corporation or any of its parent or subsidiary corporations in any other capacity and receiving compensation for such service.

Article 3 Officers

Section 3.1 General. The officers of the Corporation shall consist of a chief executive officer, a president, a chief operating officer, a chief financial officer, a secretary, a treasurer and such other officers with such other titles as the board of directors determine including one or more vice presidents. The board of directors may appoint such other officers with such other powers and duties as it may deem appropriate.

Section 3.2 Election. The chairman of the board, treasurer and secretary shall be elected annually by the board of directors at its first meeting following the annual meeting of stockholders. Other officers may be appointed by the board of directors at such meeting or at any other meeting.

Section 3.3 Qualification. No officer needs to be a stockholder. Any two or more offices may be held by the same person.

Section 3.4 Tenure. Except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws, each officer shall hold office until his successor is elected and qualified, unless a different term is specified in the vote choosing or appointing him, or until his earlier death, resignation or removal.

Section 3.5 Resignation and Removal. Any officer may resign by delivering his written resignation to the Corporation at its principal office or to the president or secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

- a) Any officer may be removed at any time, with or without cause, by vote of a majority of the entire number of directors then in office.
- b) Except as the board of directors may otherwise determine, no officer who resigns or is removed shall have any right to any compensation as an officer for any period following his resignation or

removal, or any right to damages on account of such removal, whether his compensation be by the month or by the year or otherwise, unless such compensation is expressly provided in a duly authorized written agreement with the corporation.

Section 3.6 Vacancies. The board of directors may fill any vacancy occurring in any office for any reason and may, in its discretion, leave unfilled for such period as it may determine any offices other than those of president, treasurer and secretary. Each such successor shall hold office for the unexpired term of his predecessor and until his successor is elected and qualified, or until his earlier death, resignation or removal.

Section 3.7 Chief Executive Officer. Subject to the direction of the board of directors, the chief executive officer shall have general charge and supervision of the business of the Corporation, and shall have full authority to take all lawful actions necessary to implement corporate and business policy established by the board of directors. In addition, the chief executive officer shall perform such duties and possess such other powers as are assigned to him by the board of directors. Unless otherwise provided by the board of directors, the chief executive officer shall preside at all meetings of the stockholders and the board of directors.

Section 3.8 President. The president shall have charge and supervision of the day to day business operations of the Corporation, subject to the authority of the board of directors. Unless the board of directors shall otherwise direct, all executive officers of the Corporation shall report, directly or through their immediate superior officers, to the president. The president shall perform such other duties and shall have such other powers as the board of directors may from time to time prescribe.

Section 3.9 Chief Financial Officer. The chief financial officer ("CFO") shall be the chief financial officer of the Corporation. If required by the board, the CFO shall give a bond for the faithful discharge of his or her duties in such form and with such surety or sureties as the board shall determine. The CFO shall have charge and custody of all the funds of the Corporation and shall keep or cause to be kept, in books belonging to the Corporation, full and accurate amounts of all receipts and disbursements, and shall deposit all money and other valuable effects in the name of the Corporation in such depositories as may be designated for that purpose by the board. The CFO shall disburse the funds of the Corporation as may be ordered by the board or the president and, whenever requested by them, shall deliver to the board and the president an account of all his or her transactions as CFO and the financial condition of the Corporation. The CFO shall be responsible for the Corporation's financial planning and forecasting and shall prepare an annual budget. The CFO shall coordinate and oversee the Corporation funding, including any audits or other reviews of the Corporation or its subsidiaries. The CFO shall be responsible for all other matters relating to the financial operation of the Corporation, including items 1-7.

- a) Directs the preparation of all financial reports, including income statements, balance sheets, reports to shareholders, tax returns, and reports for government regulatory agencies.
- b) Oversees accounting departments, budget preparation, and audit functions and meets regularly with department heads to keep informed and to offer direction.
- c) Reviews reports to analyze projections of sales and profit against actual figures, budgeted expenses against final totals, and suggests methods of improving the planning process as appropriate.
- d) Analyzes company operations to pinpoint opportunities and areas that need to be reorganized, down-sized, or eliminated.
- e) Confers with president, chief operating officer, vice president of sales, vice president of manufacturing, and division leaders to coordinate and prioritize planning.
- f) Studies long-range economic trends and projects company prospects for future growth in overall sales and market share, opportunities for acquisitions or expansion into new product areas. Estimates requirements for capital, land, buildings, and an increase in the work force.
- g) Supervises investment of funds; works with banks and/or investment bankers to raise additional capital as required for expansion.

Section 3.10 Chief Operating Officer. The chief operating officer shall perform such duties and shall have such powers as the chief executive officer or president may from time to time prescribe. The chief operating officer shall discharge the duties of the president when the president, for any reason, cannot discharge the

duties of his office. He shall have such other powers and perform such other duties as shall be prescribed by the directors.

- a) Any assistant vice presidents shall perform such duties and possess such powers as the board of directors, chief executive officer, the president or the vice president may from time to time prescribe.

Section 3.11 Secretary and Assistant Secretaries. The secretary shall perform such duties and shall have such powers as the board of directors, the chief executive officer or the president may from time to time prescribe. In addition, the secretary shall perform such duties and have such powers as are incident to the office of the secretary, including without limitation, the duty and power to give notices of all meetings of stockholders and special meetings of the board of directors, to attend all meetings of stockholders and the board of directors and keep a record of the proceedings, to maintain a stock ledger and prepare lists of stockholders and their addresses as required, to be custodian of corporate records and the corporate seal, if any, and to affix and attest to the same on documents.

- a) Any assistant secretary shall perform such duties and possess such powers as the board of directors, the chief executive officer, the president or the secretary may from time to time prescribe. In the event of the absence, inability or refusal to act of the secretary, the assistant secretary (or if there be more than one, the assistant secretaries in the order determined by the board of directors) shall perform the duties and exercise the powers of the secretary.
- b) In the absence of the secretary or any assistant secretary at any meeting of stockholders or directors, the person presiding at the meeting shall designate a temporary secretary to keep a record of the meeting.

Section 3.12 Treasurer and Assistant Treasurers. The treasurer shall perform such duties and shall have such powers as from time to time be assigned to him by the board of directors, the chief executive officer or the president. In addition, the treasurer shall perform such duties and have such powers as are incident to the office of treasurer, including without limitation the duty and power to keep and be responsible for all funds and securities of the Corporation, to deposit funds of the Corporation in depositories selected in accordance with these Bylaws, to disburse such funds as ordered by the board of directors, the chief executive officer, the president or any vice president of the Corporation so authorized to act by specific authorization of the board of directors, chief executive officer or the president to make proper accounts of such funds, and to render, as required by the board of directors, chief executive officer or the president statements of all such transactions and of the financial condition of the Corporation.

- a) The assistant treasurers shall perform such duties and possess such powers as the board of directors, the chief executive officer, the president or the treasurer may from time to time prescribe. In the event of the absence, inability or refusal to act of the treasurer, the assistant treasurer (or if there shall be more than one, the assistant treasurers in the order determined by the board of directors) shall perform the duties and exercise the powers of the treasurer.

Section 3.13 Salaries. Officers of the Corporation shall be entitled to such salaries, compensation or reimbursement as shall be fixed or allowed from time to time by the board of directors.

Article 4 Capital Stock

Section 4.1 Issuance of Stock. Unless otherwise voted by the stockholders and subject to the provisions of the Articles of Incorporation, the whole or any part of any unauthorized balance of the authorized capital stock of the Corporation or the whole or any part of any unauthorized balance of the authorized capital stock of the Corporation held in its treasury may be issued, sold, transferred or otherwise disposed of by vote of the board of directors in such manner, for such consideration and on such terms as the board of directors may determine.

Section 4.2 Certificate of Stock. Every holder of stock of the Corporation shall be entitled to have a certificate, in such form as may be prescribed by law and by the board of directors, certifying the number and class of shares owned by him in the Corporation. Each such certificate shall be signed by, or in the name of the Corporation by the board of directors, or the president or a vice president, and the treasurer or an assistant

treasurer, or the secretary or an assistant secretary of the Corporation. Any or all of the signatures on the Certificate may be a facsimile.

- a) Each Certificate for shares of stock which are subject to any restriction on transfer pursuant to the Articles of Incorporation, the Bylaws, applicable securities laws or any agreement among any number of shareholders or among such holders and the Corporation shall have conspicuously noted on the face or back of the Certificate either the full text of the restriction or a statement of the existence of such restriction.

Section 4.3 Transfers. Except as otherwise established by rules and regulations adopted by the board of directors, and subject to applicable laws, shares of stock may be transferred on the books of the Corporation by the surrender to the Corporation or its transfer agent of the Certificate representing such shares properly endorsed or accompanied by a written assignment or power of attorney properly executed, and with such proof of authority or the authenticity of signature as the Corporation or its transfer agent may reasonable require. Except as may be otherwise required by law, by the Articles of Incorporation or by these Bylaws, the Corporation shall be entitled to treat the record holder of stock as shown on its books as the owner of such stock for all purposes, including the payment of dividends and the right to vote with respect to such stock, regardless of any transfer, pledge or other disposition of such stock until the shares have been transferred on the books of the Corporation in accordance with the requirements of these Bylaws.

Section 4.4 Lost, Stolen or Destroyed Certificates. The Corporation may issue a new Certificate of stock in place of any previously issued Certificate alleged to have been lost, stolen or destroyed, upon such terms and conditions as the board of directors may prescribe, including the presentation of reasonable evidence of such loss, theft or destruction and the giving such indemnity as the board of directors may require for the protection of the Corporation or any transfer agent or registrar.

Section 4.5 Record Date. The board of directors may fix in advance a date as a record date for the determination of the stockholders entitled to notice of or to vote at any meeting of stockholders or to express consent (or dissent) to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action. Such record date shall not be more than 60 days prior to any other action to which such record date relates.

- a) If no record date is fixed, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day before the day on which notice is given, or, if notice is waived, at the close of business on the day before the day on which the meeting is held. The record date for determining stockholders entitled to express consent to corporate action in writing without a meeting, when no prior action by the board of directors is necessary, shall be the day on which the first written consent is expressed. The record date for determining stockholders for any other purpose shall be at the close of business on the date on which the board of directors adopts the resolution relating to such purpose.
- b) A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

Article 5 Indemnification

The Corporation shall, to the fullest extent permitted by the applicable Section of the Business Corporation Act of the State of Wyoming, as that Section may be amended and supplemented from time to time, indemnify any director, officer or trustee which it shall have power to indemnify under that Section against any expenses, liabilities or other matters referred to in or covered by that Section. The indemnification provided for in this Article (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement or vote of stockholders or disinterested directors or otherwise, both as to action in their official capacities and as to action in another capacity while holding such office, (ii) shall continue as to a person who has ceased to be a director, officer or trustee, and (iii) shall insure to the benefit of the heirs, executors and administrators of such a person. The Corporation's obligation to provide indemnification under this Article shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage under a policy maintained by the Corporation or any other person.

Article 6 General Provisions

Section 6.1 Fiscal Year. The fiscal year of the Corporation shall be determined by the board of directors.

Section 6.2 Corporate Seal. The corporate seal, if any, shall be in such form as shall be approved by the board of directors.

Section 6.3 Written Notice of Meetings. Whenever written notices is required to be given to any person pursuant to law, the Articles of Incorporation or these Bylaws, it may be given to such person, either personally or by sending an electronic letter or memo or a copy thereof by first class mail, or by telegram, charges prepaid, to his address appearing on the books of the Corporation, or to his business or other address supplied by him to the Corporation for the purpose of notice. If the notice is sent by first class mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. Such notice shall specify the place, day and hour of the meeting and, in case of a special meeting of the shareholders, the general nature of the business to be transacted.

Section 6.4 Waiver of Notice. Whenever any notice whatsoever is required to be given by law, by the Articles of Incorporation or by these Bylaws, a waiver of such notice either in writing signed by the person entitled to such notice or such person's duly authorized attorney, or by telegraph, cable or any other available method, whether before, at or after the time stated in such waiver, or the appearance of such person or persons at such meeting in person or by proxy, shall be deemed equivalent to such notice.

Section 6.5 Voting of Securities. Except as the directors may otherwise designate, the president or treasurer may waive notice of, and act as, or appoint any person or persons to act as, proxy or attorney-in-fact for this Corporation (with or without power of substitution) at any meeting of stockholders or shareholders of any other Corporation or organization, the securities of which may be held by this Corporation.

Section 6.6 Evidence of Authority. A Certificate by the secretary or an assistant secretary, or a temporary secretary, as to any action taken by the stockholders, directors, a committee or any officer of representative of the Corporation shall as to all persons who rely on the Certificate in good faith be conclusive evidence of such action.

Section 6.7 Articles of Incorporation. All references in these Bylaws to the Articles of Incorporation shall be deemed to refer to the Articles of Incorporation of the Corporation, as amended and in effect from time to time.

Section 6.8 Transactions with Interested Parties. No contract or transaction between the Corporation and one or more of the directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of the directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board of directors or a committee of the board of directors which authorizes the contract or transaction or solely because his or their votes are counted for such purpose, if:

- a) The material facts as to his relationship or interest as to the contract or transaction are disclosed or are known to the board of directors or the committee, and the board of directors or committee in good faith authorized 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;
- b) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; 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 board of directors, or the stockholders.
- d) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes the contract or transaction.

Section 6.9 Severability. Any determination that any provision of these Bylaws is for any reason inapplicable, illegal or ineffective shall not affect or invalidate any other provision of these Bylaws.

Section 6.10 Pronouns. All pronouns used in these Bylaws shall be deemed to refer to the masculine, feminine or neuter, singular or plural, as the identity of the person or persons may require.

Article 7 Annual Business Plan

Section 7.1 The chief financial officer shall prepare an annual operating budget, on a line-item basis, and submit it to the board of directors three months prior to the beginning of the Corporation's fiscal year, for their review and action. The board shall establish, by a vote of not less than 60% of all the members, the appropriate definition of such line items for budgeting and accounting purposes.

Section 7.2 No budget shall be deemed to be approved for the purposes of enabling any increase in expenditures or funding any increased appropriation to the Corporation for the following fiscal year, excepting previous years obligations such as payments on debts already incurred or multi-year contractual obligations or labor agreements, until the board of directors has approved an annual budget for the Corporation for that fiscal year; excepting that, if the board of directors have taken no action on the annual budget request, and the following fiscal year shall commence, the Corporation shall be required to operate on a 1/12 previous-years operating expense, maintenance-of-effort basis, until such time as the board of directors approve an annual budget for the Corporation.

Section 7.3 The sum total of all fees and charges assessed by the Corporation on or to the board of directors and/or its members during the fiscal year shall not exceed the amount required to support the approved annual budget for that fiscal year, or, if such budget is not approved, shall not exceed the amount assessed during the previous fiscal year, on a 1/12 monthly basis, until such time as the annual budget is approved by the board of directors.

Section 7.4 Once an annual budget and service plan are approved by the board of directors, the Corporation shall manage its affairs and operations in such a manner as to keeps its expenditures and obligations within the constraints of the approved budget.

Article 8 Amendments

Article 9 By the Board of Directors. These Bylaws may be altered, amended or repealed or new Bylaws may be adopted by the affirmative vote of not less than Majority of the directors present at any regular or special meeting of the board of directors at which a quorum is present.

Article 10 By the Stockholders. These Bylaws may be altered, amended or repealed or new Bylaws may be adopted by the affirmative vote of the holders of not less than Majority of the shares of the capital stock of the Corporation issued and outstanding and entitled to vote at any regular meeting of stockholders, or at any special meeting of stockholders, provided notice of such alternation, amendment, repeal or adoption of new Bylaws shall have been stated in the notice of such special meeting.