

ISSUER INFORMATION AND DISCLOSURE STATEMENT  
PURSUANT TO RULE 15c2-11 (a)(5)

IFINIX CORPORATION  
(a Nevada Corporation)  
445 Hamilton Avenue, Suite 1102, White Plains, NY 10601  
TEL: 888-429-1117

Federal I.D. No. 42-1635106

Cusip No. 45170U409

ISSUER'S EQUITY SECURITIES

COMMON STOCK

\$0.0001 Par Value  
3,000,000,000 Class A Common Shares Authorized  
2,863,614,417 Issued and Outstanding

PREFERRED STOCK

\$.0001 Par Value  
50,000,000 Preferred Shares Authorized  
45,032,933 Issued and Outstanding

Transfer Agent

Transfer Online Inc.  
512 SE Salmon Street  
Portland, OR 97214  
Fax# 503.227.6874

IFINIX CORPORATION  
INFORMATION AND DISCLOSURE STATEMENT

December 31, 2011

All information contained in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of 15c2-11 (a)(5) promulgated by the Securities and Exchange Act of 1934, as amended. The enumerated items and captions herein correspond to the format as set forth in the Rule.

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

Item 1.      THE EXACT NAME OF ISSUER AND ITS PREDECESSOR:

iFinix Corporation

Item 2.      ADDRESS OF THE ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The principal executive office of the issuer is located at:

445 Hamilton Avenue, Suite 1102, White Plains, NY 10601.  
Phone number: 888-429-1117

Item 3.      ISSUER'S STATE AND DATE OF INCORPORATION:

The Issuer is organized under the laws of the State of Nevada.  
The Issuer's date of Incorporation was June 23, 2004.

**Part B**      **Share Structure**

Item 4.      EXACT TITLE AND CLASS OF ISSUER'S SECURITIES TO BE QUOTED:

The Issuer has one class of equity securities to be quoted, namely, 3,000,000,000 authorized shares of Class A Common Stock. The Issuer's current security symbol is INIX.PK. (CUSIP number: 45170U409)

The Issuer has one additional class of equity securities that are not quoted, namely, 50,000,000 authorized shares of Preferred stock that has a 60 to 1 conversion rate, and \$.0001 par value.

Item 5. PAR OR STATED VALUE OF ISSUER’S SECURITIES

A. The Issuer’s class ‘A’ common stock is par value \$0.0001 and the Issuer’s Preferred stock is par value \$0.0001.

B. **Common Stock**

***Class A Common Stock***

Three billion (3,000,000,000) authorized shares of Class A common stock, \$0.0001 par value per share. The Class A common stock is entitled to one vote per share on any matter properly put to a vote of the shareholders of the company. The Company has not declared dividends and has no plans to declare dividends on the common stock in the foreseeable future. Holders of the Class A common stock are not generally entitled to any specific preemptive rights, unless specified by contract.

**Preferred Stock**

Fifty million (50,000,000) authorized shares of preferred stock, \$0.0001 par value per share. The preferred stock is entitled to 60 votes per share on any matter properly put to a vote of the shareholders of the company. The preferred stock shall be convertible into common stock at a 60 to 1 conversion rate. These shares shall have liquidation preferences.

Item 6. THE NUMBER OF SHARES OR TOTAL AMOUNT OF THE SECURITIES OUTSTANDING AND A LIST OF SECURITIES OFFERINGS IN THE PAST TWO YEARS.

**Common Stock**

	<b>Most Recent Quarter</b>	<b>Year End</b>	<b>Year End</b>
<b>(i) Period end date;</b>	06/30/12	12/31/11	12/31/10
<b>(ii) Number of shares authorized;</b>	3,000,000,000	3,000,000,000	700,000,000
<b>(iii) Number of shares outstanding;</b>	2,863,614,415	2,863,614,415	699,757,274
<b>(iv) Freely tradable shares (public float); and</b>	2,593,118,621	2,593,118,621	633,203,650
<b>(v) Total number of shareholders of record.</b>	184	184	153

**Series A Preferred Stock**

	<b>Most Recent Quarter</b>	<b>Year End</b>	<b>Year End</b>
<b>(i) Period end date;</b>	06/30/12	12/31/11	12/31/10
<b>(ii) Number of shares authorized;</b>	50,000,000	50,000,000	10,000,000
<b>(iii) Number of shares outstanding;</b>	45,032,933	45,032,933	9,732,933
<b>(iv) Total number of shareholders of record.</b>	11	11	11

**Part C Business Information**

Item 7. THE NAME AND ADDRESS OF THE TRANSFER AGENT.

Transfer Online Inc.  
512 SE Salmon Street  
Portland, OR 97214  
Fax# 503.227.6874

The transfer agent is registered under the Securities Act of 1934 with the SEC and the confirmation of that registration is attached as an exhibit hereto.

Item 8. THE NATURE OF THE ISSUER'S BUSINESS.

A. Business Development

iFinix was formed in Nevada on June 23, 2004 as a corporation limited to doing business in the financial services market place. On October 4, 2004 iFinix merged with R&B Computer Systems such that R&B Computer Systems is a wholly owned subsidiary, allowing for expansion into other technology market places. On September 29, 2008, iFinix purchased iFinix Futures, Inc also known as Pro-Active Futures, Inc. as a wholly owned subsidiary, to expand its business to the financial services arena. On July 31, 2009, iFinix Purchased 55% ownership in Beckman Holdings, who was the parent company of Underwood Holdings, now iFinix Capital Inc a wholly owned subsidiary, to expand its business in the financial services arena. On November 16, 2011 iFinix purchased BuildMasters LLC as a wholly owned subsidiary.

1. The form of organization of the Company:

iFinix Corporation is a Nevada Corporation

2. The year that the Company (or predecessors) was organized:

The Company was incorporated on June 23, 2004

3. The Company's fiscal year end date:

The Company's fiscal year end is December 31.

4. Whether the Company (and/or any predecessor) has been in bankruptcy, receivership or any similar proceeding:

The Company has never been in bankruptcy, receivership or any similar proceeding.

5. Whether the Company has made a material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business:

During July 2005, the Company entered into a joint venture agreement, whereby the company has a 10% ownership of the common stock of Deep Sea Logistics. The company also has a revenue sharing agreement to recover Ifinix/Deep Sea costs where the company will receive 20% of the net revenue until all programming costs are recovered.

6. Has the Company had any default of any terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the Company to make payments:

None.

7. Has the Company had any change of control:

Yes, in June of 2008, Mr. Munroe took over as the Company's CEO and CFO after the passing of Mr. Budhu.

8. Has there been an increase of 10% or more of the same class of outstanding equity securities:

From January 01, 2011 through December 31<sup>st</sup>, 2011, the Company sold 560,000,000 shares of Class "A" Common Stock.

9. Describe any past, pending, or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization:

The Company does not have any pending, or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization, but will notify Pink Sheets of any changes.

10. Whether the Company has been de-listed by any securities exchange or NASDAQ:

The Issuer's securities have never been de-listed by any securities exchange or NASDAQ.

11. Are there any current, past, pending or threatened legal proceedings or administrative actions either by or against the Company that could have a material effect on the Company's business, financial conditions or operations. State the names of the principal parties, the nature and current status of the matters, and the amounts involved.

The Company has been named as a defendant in 3 lawsuits that have been brought by Fusion Contact Centers, LLC, New Millennium PR Communications, Inc, and Dundas Data Visualization, Inc. against the Company. The lawsuits relate to claims that the Company has not paid for services rendered. The plaintiffs are looking for damages in excess of Two hundred and thirty thousand dollars. The Company is in the process of negotiating settlements with the Plaintiffs. The company has successfully settled all three lawsuits.

## B. Business of Issuer

iFinix Corp. (a Nevada corporation) is a provider of financial services for the Securities Industry. iFinix Corp will be able to offer its clients a completely integrated and advanced trading suite. Our trading platform combines order routing, trade management, charting, analytical information, news, and fundamental data from all major data and information sources into a single workstation environment. iFinix can create a totally customizable version of the trading platform, which can be adjusted up, or scaled down to meet our client's needs (basic, detailed, or advanced). We can provide the tools and technology in order to help our customers enhance their trading performance and productivity. We can provide market professionals with access to their most precious resource, liquidity, and provide to them the fastest vehicle with which to access it. Through iFinix's acquisition of R&B Computer Systems Inc., iFinix will be able to provide its clients with a single source to obtain all their technology products and services, and supplement and enhance iFinix's combined revenue stream. Additionally the acquisition of iFinix Futures, Inc, iFinix will provide professional services to individuals, fund managers and institutions that require leading edge technology to satisfy their trading needs. Through iFinix Futures, you can trade a variety of futures contracts at prices among the lowest in the industry.

### **iFinix Suite of Products**

**iFinixRealtime:** A comprehensive setup package, which can be operated by both novices and professionals in order to increase their effectiveness and profitability, significantly. It excludes the functionality for executions and account management. It is a powerful analysis system that is beneficial to traders who wish to use the system only for information and analysis.

**iFinix Trader:** A complete, integrated and advanced trading suite. We combine order routing, trade management, charts, analytics, news and fundamental data from all major sources into a single workstation. The product is highly customizable, which can be scaled down or scaled up, to meet our clients basic or more detailed and advanced needs.

**eFinix:** a web enabled low level version of iFinix RealTime. This tool helps traders who are traveling to get real time information and their positions.

iFinix's competitive advantages include its skilled resources in the core areas of product design, understanding of the markets along with theoretical concepts, management and software development capabilities. In fact, active traders helped designed the software solutions. The Company's immediate plans include devoting more resources to marketing, sales and support to build strong sales growth. Currently, iFinix is in negotiations with several equity day trading firms to license its trading platforms.

1. Please indicate the Company's primary and secondary SIC codes:

The primary SIC code for the Company is 7373, and the secondary SIC code is 7371.

2. If the Company has never conducted operations, is in the development stage or is currently conducting operations:

The Company is currently conducting operations.

3. Whether the Issuer is or has at any time been a “shell company”:

The Issuer is not nor has it at any time been a shell company.

4. State the name of any parent, subsidiary, or affiliate of the issuer, and describe its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement:

iFinix Futures, Inc., is a wholly owned subsidiary by iFinix. It is a full service futures and options brokerage firm that provides professional services to individuals, fund managers and institutions who require leading edge technology to satisfy their trading needs.

iFinix Capital, Inc., is a wholly owned subsidiary of iFinix Corp.

BuildMasters LLC, is a wholly owned subsidiary of iFinix Corp.

5. The effect of existing or probably government regulations on the business:

The Company does not foresee any substantial changes that could adversely affect the business of the Company at this time.

6. An estimate of the amount of spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers: The Company has not expended sums on research. All expenditures, as reflected by the financial statements, may be said to pertain to development of the Company's business.

No costs are borne by customers.

7. Costs and effects of compliance with environmental laws (federal, state and local):

None.

8. Number of total employees and number of full time employees:

The total number of current employees is 3.



B. Investment Policies.

1. Description of the investments of the Company:

To date, the Company has made no investments.

2. Limitations on the percentage of assets, which may be invested in any one investment, and whether such a policy may be changed without a vote of security holders:

The Company has no limitation on the percentage of assets, which may be invested in any one investment. Presently, the Board of Directors determines policy matters of this nature.

3. State whether the Company's policy is to acquire assets primarily for possible capital gain or primarily for income:

Not applicable.

4. Does the Company own any real estate, interests in real estate, mortgages, or securities related to or backed by real estate:

The Company does not own any real estate or real estate related investments.

Item 9. THE NATURE OF PRODUCTS OR SERVICES OFFERED

1. Principal products or services, and their markets:

iFinix's principal product is a financial trading platform and maintaining the platform for its customers. R&B computer focuses on Telecommunication networks and services, Web design and Internet services, hardware and software development, and medical software.

iFinix Futures provides professional services to individuals, fund managers and institutions who require leading edge technology to satisfy their trading needs.

BuildMasters constructs commercial steel buildings.

2. Distribution methods of the products or services;

We will distribute our products through direct sales, web marketing, television advertising

3. Status of any publicly announced new product or services;

The Company has not publicly announced any new products or services.

4. Competitive business conditions, the issuer's competitive position in the industry, and methods of competition:

The Company competitive advantages include its skilled resources in the core areas of product design, understanding of the markets along with theoretical concepts, management and software development capabilities. In fact, active traders helped designed the software solutions.

5. Sources and availability of raw materials and the names of principal suppliers:

Not applicable.

6. Dependence on one or a few major customers:

The Company is not dependent on any one major customer for the endurance of the company.

7. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration:

The Company currently does not own rights to any patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts at this time.

8. The need for any governmental approval of principal products or services:

The Company, at this time, does not need and has not requested governmental approval for any products or services.

Item 10. THE NATURE AND EXTENT OF THE ISSUER'S FACILITIES

The Company has a lease for office space located at 445 Hamilton Avenue, Suite 1102, NY 10601.

**Part D Management Structure and Financial Information**

Item 11. A. **THE NAME OF THE CHIEF EXECUTIVE OFFICER, MEMBERS OF THE BOARD OF DIRECTORS, AS WELL AS CONTROL PERSONS**

a. Officers and Directors: Each of the following Officers and Directors maintains their business address at the Company's executive offices located at 255 Executive Drive, Plainview, NY 11803.

**Douglas Spadaro**, Chairman of the Board of Directors.

Mr. Spadaro is responsible for the strategic and future growth of iFinix. He works closely with the C.E.O. in achieving these goals. Mr. Spadaro brings close to thirty years experience in both management and financial services. Mr. Spadaro has held management position in such companies as Citicorp, ABN/AMRO, NatWest, and Paget Group. Mr. Spadaro has a B.S. in Finance and Micro Economics.

Compensation: None

Number and class of shares beneficially owned: 600,000 Common & 1,619,531 Preferred

**Benhope Munroe** CEO, is responsible for the daily activities of iFinix and works closely with the chairman as well as the presidents of the company's subsidiaries. He is also responsible for the preparing and reviewing the necessary financial statements required.

Compensation: \$250,000 annually

Number and class of shares beneficially owned: 4,100,000 Common & 34,068,039 Preferred

Control Persons:

Douglas Hugh Spadaro, Chairman of the Board  
Benhope Munroe, CEO, CFO

**B. Legal/Disciplinary History.**

**None of the above or below mentioned Officers, Directors, Consultants, Resident Agent, Control Person, Counsel, Auditors and Accountants have in the past 5 years been:**

1. Convicted of any criminal proceedings either named or as a defendant.

2. Has not had a judgment order, or decree, not subsequently reversed, suspended or vacated, by court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such persons involvement in any type of business, securities, commodities or banking activities.
3. Has not had a finding or judgment by a court of competent jurisdiction (in a civil action), the SEC, the CFTC, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated.
4. Has not had an entry of an order by a self-regulatory organization that permanently barred, suspended or limited such person's involvement in any type of business or securities activity.

**C. Disclosure of Family Relationships.**

Describe any family relationships among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of the any class of the issuer's equity securities.

None

**D. Disclosure of Related Party Transactions.**

None

**E. Disclosure of Conflicts of Interest.**

None

Item 12. **THE ISSUER'S MOST RECENT BALANACE SHEET AND PROFIT AND LOSS AND RETAINED EARNINGS STATEMENTS.**

The Issuer's Consolidated Financial Statements for the Year ending December 31, 2011, including Consolidated balance sheets, statement of operations, statement of cash flows, statement of Stockholders Equity and accompanying Notes - are incorporated at the end of the report.

Item 13. SIMILAR FINANCIAL INFORMATION FOR SUCH PART OF THE 2 PRECEDING FISCAL YEARS AS THE ISSUER OR ITS PREDECESSOR HAS BEEN IN EXISTENCE.

The Issuer's financial statements for the preceding two years have been posted on otcmarket.com

Item 14. Beneficial Owners.

Provide a list of the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any of the issuer's equity securities. To the extent not otherwise disclosed, if any of the above shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Benhope Munroe, 445 Hamilton Avenue, Suite 1102, White Plains, NY 10601 , 34,068,038 or 76% of the company's preferred shares

Ezekiel Equity Corporation, 304 Richmond Road, Suite 1, Berea, KY 40403, 6,800,000 or 15% of the company's preferred shares.

Item 15. The name address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:

1. Investment Advisor - NONE
2. Promoters -NONE
3. Legal Counsel:
4. Accountant or Auditor:
5. Public Relations Consultants - - NONE
6. Investor Relations Consultant - - NONE
7. Any other advisors – NONE

Item 16. Management's Discussion and Analysis or Plan of Operation

A. Plan of Operation

The company's goal for the next twelve months is to complete its plan of creating a fully synergistic group of operating companies, offering a full range of complementary products and services to

active traders and the institutional and retail investment community.

The company also plans to purchase or join with other companies to bolster its business.

- B. Managements Discussion and Analysis of Financial Condition and Results of Operations.  
The financial condition of the company as seen in the recent financial statements shows that the company is in need for additional capital to grow the business.. Management believes that with additional capital the company will soon show significant revenues.

At this time the company does not have any material commitments for capital expenditures.

- C. Off-Balance Sheet Arrangements.

**The Company has no Off-Balance Sheet Arrangements.**

## **PART E ISSUANCE HISTORY**

Item 17. List of Securities offerings and shares issued for services in the past two years.

01/29/10	Theresa Joyce	NY	458,333 Common - Restricted	\$.003	\$1,375	Section 4(2)	Asset Purchase
01/29/10	James Taormina	NY	458,333 Common - Restricted	\$.003	\$1,375	Section 4(2)	Asset Purchase
01/29/10	Andrea Gengo	NY	458,333 Common - Restricted	\$.003	\$1,375	Section 4(2)	Asset Purchase
01/29/10	Marina Gengo	NY	458,333 Common - Restricted	\$.003	\$1,375	Section 4(2)	Asset Purchase
01/29/10	Michael Pisano	NY	458,333 Common - Restricted	\$.003	\$1,375	Section 4(2)	Asset Purchase
01/29/10	Robert Riley	NY	458,333 Common - Restricted	\$.003	\$1,375	Section 4(2)	Asset Purchase
01/29/10	Marissa Segreto	NY	458,333 Common - Restricted	\$.003	\$1,375	Section 4(2)	Asset Purchase
01/29/10	Nicholas Piazza	NY	458,333 Common - Restricted	\$.003	\$1,375	Section 4(2)	Asset Purchase
02/03/10	Greyhawk Equities – Dan Garber	NY	2,400,000 Common - Restricted	\$.017	\$40,000	Rule 504	Cash
02/04/10	Melvin Heller	NY	458,333 Common -	\$.003	\$1,375	Section	Asset Purchase

			Restricted			4(2)	
02/23/10	Jorico, Inc – Joseph Guccione	NY	6,000,000 Common - Restricted	\$.0003	\$1,800	Rule 144	Debt
03/02/10	Greyhawk Equities – Dan Garber	NY	3,800,000 Common - Restricted	\$.0105	\$40,000	Rule 504	Cash
01/04/10	B Warrant issuance to existing shareholders		520,000 Common - Restricted	\$.0015	\$780	Section 4(2)	Cash
04/05/10	Mark Presley	FL	5,000,000 Common - Restricted	\$.003	\$15,000	Section 4(2)	Cash
04/05/10	Siobhan Clarke	NY	450,000 Common - Restricted	\$.01	\$4,500	Section 4(2)	Cash
04/05/10	Lowell Sellard	KY	500,000 Common - Restricted	\$.01	\$5,000	Section 4(2)	Service
04/21/10	Greyhawk Equities	NY	10,000,000 Common - Restricted	\$.003	\$30,000	Rule 504	Cash
05/21/10	JSJ Investments, Inc	TX	6,666,667 Common - Restricted	\$.006	\$40,000	Rule 504	Cash
06/10/10	Sarava Equities, LLC	NY	10,000,000 Common - Restricted	\$.0025	\$25,000	Rule 504	Cash
07/27/10	Magna Group	NY	20,000,000 Common -	\$.001	\$20,000	Rule 504	Cash
8/20/10	Magna Group	NY	8,000,000 Common	\$.00055	\$4,400	Rule 504	Cash
9/14/10	Magna Group	NY	30,303,600 Common	\$.00055	\$16,667	Rule 504	Debt
10/07/10	Voyager Partners, LP	NY	20,000,000 Common	\$.0003	\$6,000	Rule 144	Debt
11/04/10	Magna Group	NY	35,555,600 Common	\$.00045	\$16,000	Rule 504	Debt
12/17/10	Fairhills Capital	NY	35,000,000 Common	\$.00055	\$19,250	Rule 504	Cash

12/31/10	Sales Developers	NY	884,739 Preferred	\$.018	\$15,925	Section 4(2)	Services
12/31/10	Kevin Henlon	NY	277,778 Preferred	\$.018	\$5,000	Section 4(2)	Services
12/31/10	Benhope Munroe	NY	2,000,000 Preferred	\$.01	\$20,000	Section 4(2)	Salary
01/21/11	Fairhills Capital	NY	50,000,000 Common	\$.0003	\$15,000	Rule 504	Cash
02/17/11	Fairhills Capital	NY	90,000,000 Common	\$.00055	\$15,000	Rule 504	Cash
03/02/11	Greystone Funding	FL	42,500,000 Common		\$4,500	Rule 144	Debt
03/16/11	Fairhills Capital	NY	150,000,000 Common	\$.0001	\$15,000	Rule 504	Cash
03/16/11	Innovative Holdings	NJ	175,000,000 Common	\$.0001	\$17,500	Section 4 (2)	Stock Purchase
03/17/11	Voyager Partners	NY	65,000,000 Common	\$.0003	\$19,500	Rule 144	Debt
04/01/11	Lowell Sellads	KY	15,000,000 Common	\$.0005	\$7,000	Rule 144	Services
04/08/11	Fairhills Capital	NY	120,000,000 Common	\$.0002	\$23,000	Rule 504	Cash
04/19/11	Greystone Funding	FL	100,000,000 Common	\$.0001	\$10,000	Rule 144	Debt
05/13/11	Voyager Partners	NY	10,500,000 Common	\$.0002	\$2100	Rule 144	Debt
05/13/11	Voyager Partners	NY	52,500,000 Common	\$.0002	\$10,500	Rule 144	Debt
05/13/11	Voyager Partners	NY	22,000,000 Common	\$.0002	\$4,400	Rule 144	Debt
05/13/11	Fairhills Capital	NY	150,000,000 Common	\$.0001	\$15,000	Rule 504	Cash
05/20/11	Voyager Partners	NY	82,000,000 Common	\$.0002	\$16,500	Rule 144	Debt
05/20/11	Columbus Partners	NY	24,000,000 Common	\$.0004	\$11,000	Rule 144	Debt
05/20/11	Dartmouth Capital	NY	33,000,000 Common	\$.0003	\$10,000	Rule 144	Debt
07/18/11	Greystone	FL	142,857,143	\$.000035	\$5,000	Rule 144	Debt



	Funding		Common				
08/15/11	BaseTech Consulting	KY	31,500,000 Common	\$.00014	\$4,275	Rule 144	Services
08/15/11	Benhope Munroe	NY	20,000,000 Preferred	\$.0001	\$20,000	Rule 144	Salary
10/16/11	Benhope Munroe	NY	9,000,000 Preferred	\$.0001	\$9,000	Rules 144	Salary
11/22/11	Zono Plc	FL	175,000,000 Common	\$.0001	\$17,500	Rule 144	Debt
11/23/11	HSF Consulting	FL	170,000,000 Common	\$.0001	\$17,000	Rule 144	Debt
11/23/11	Pro Health Management	FL	250,000,000 Common	\$.0001	\$25,000	Rule 144	Debt

**PART F EXHIBITS**

Item 18. Material Contracts

NONE

Item 19. Articles of Incorporation and By-laws.

The Company's Articles of Incorporation and By-laws were posted to the Pink Sheets on August 6, 2009 and are incorporated herein by reference.

Item 20. Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

NONE

Item 21. Issuer's Certifications.

I, Benhope Munroe, certify that:

1. I have reviewed this Annual disclosure statement of Ifinix Corporation;
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 in this disclosure statement.

Date: September 26, 2012



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Benhope Munroe  
Chief Executive Officer

**iFinix Corporation**  
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To the Shareholders of iFinix Corporation

The management team of iFinix Corporation is presenting the December 31, 2011 consolidated financial statements prepared in accordance with the United States generally accepted accounting principles. The preparation of these statements along with their reliability, completeness and integrity is the responsibility of management.

Except as might otherwise be determined under the software valuation contingency described in Note 7 of these statements, the December 31, 2011 consolidated financial statements, and notes thereto, present fairly, in all material respects, the financial position of the iFinix Corporation 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.



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Benhope Munroe, CEO

**iFinix Corporation and Subsidiary**  
**Consolidated Balance Sheet**  
(Unaudited)

**ASSETS**

	December 31, 2011	December 31, 2010
<b>Current Assets</b>		
Cash & Cash Equivalents	\$ 948	\$ 10,010
Commissions Receivable	\$ -	\$ 112,265
Prepaid Expenses and Others	\$ 17,500	\$ 4,617
<b>Total Current Assets</b>	\$ 18,448	\$ 126,892
 Property & Equipment, Net	 \$ 1,500,017	 \$ 1,500,156
 <b>Other Assets</b>		
Deposits	\$ -	\$ 6,022
Loans & Exchanges	\$ 12,375	\$ 11,675
<b>Total Other Assets</b>	\$ 12,375	\$ 17,697
 <b>Total Assets</b>	\$ 1,530,840	\$ 1,644,745

**LIABILITIES & SHAREHOLDERS' DEFICIT**

<b>Current Liabilities</b>		
Accounts Payable	\$ 530,495	\$ 431,204
Accrued Salary - Officers	\$ 178,097	\$ 284,809
Accrued Expenses	\$ -	\$ 97,607
Settlement Liability	\$ 60,987	\$ 74,987
Loans	\$ 74,035	\$ 34,348
Loans from Shareholders	\$ 243,971	\$ 319,918
Payroll Liabilities	\$ 73,942	\$ -
Credit Card	\$ 9,025	\$ -
<b>Total Current Liabilities</b>	\$ 1,170,552	\$ 1,242,873
 Commitments & Contingencies	 \$ -	 \$ -
 <b>Stockholders' Deficit</b>		
Preferred Stock: Class A, \$0.0001 par value, 50,000,000 shares authorized; 45,032,933 shares issued and outstanding	\$ 4,503	\$ 973
Common Stock - Class A, \$0.0001 par value, 3,000,000,000 shares authorized; 2,863,614,417 shares issued and outstanding	\$ 286,361	\$ 69,976
Subscriptions Receivable	\$ -	\$ (2,979)
Additional Paid in Capital	\$ 8,941,410	\$ 8,775,751
Accumulated Deficit	\$ (8,871,986)	\$ (8,441,849)
<b>Total Stockholders' Deficit</b>	\$ 360,289	\$ 401,872
 <b>Total Liabilities &amp; Stockholders' Deficit</b>	\$ 1,530,840	\$ 1,644,745

**iFinix Corporation and Subsidiary**  
**Consolidated Statement of Operations**  
(Unaudited)

	<u>Year Ended December 31,</u> <u>2011</u>	<u>Year Ended December 31,</u> <u>2010</u>
<b>Revenue</b>		
Commission	\$ 275,933	\$ 340,054
Construction	30,730	
Management Income	92,056	127,308
Rental Income	18,950	35,400
Subscription Services	-	3,097
	<u>417,669</u>	<u>505,860</u>
<b>Operating Expenses</b>		
Advertising	21,527	73,884
Commission	75,986	110,311
Consulting	142,125	80,565
Depreciation & Amortization	139	15,667
Legal & Professional	2,188	58,195
Selling, General & Administrative	499,259	767,512
Total Operating Expenses	<u>741,224</u>	<u>1,106,134</u>
<b>Loss from Operations</b>	(323,554)	(600,274)
<b>Non-Operating Income (Expense)</b>		
Interest Income	-	1
Interest Expense	39,831	151,148
Total Non-Operating Income (Expense)	<u>39,831</u>	<u>151,149</u>
<b>Loss From Operations before Income taxes</b>	(283,723)	(449,126)
<b>Provision for Income Taxes</b>	-	-
<b>Net Loss</b>	<u>\$ (283,723)</u>	<u>\$ (449,126)</u>
<b>Basic &amp; Diluted Net Loss Per Share</b>	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
<b>Weighted Average Shares of Share Capital Outstanding</b>		
- Basic & Diluted	<u>1,222,650,880</u>	<u>644,795,949</u>

**iFinix Corporation and Subsidiary**  
**Consolidated Statement of Cash Flows**  
(Unaudited)

	<u>Year Ended December 31,</u> <u>2011</u>	<u>Year Ended December 31,</u> <u>2010</u>
Net Loss	\$ (283,723)	\$ (449,126)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation		15,667
Changes in operating assets and liabilities:		
Accounts receivable	68,740	(79,849)
Prepaid expense and other assets	6,107	1,150
Loans & exchanges	(88,098)	167,983
Accounts payable	70,300	(145,752)
Accrued expenses	(5,500)	77,347
Accrued Salary	(106,112)	-
Note Payable	(17,500)	-
Payroll Liability	12,970	-
Settlement liability	(14,000)	(4,668)
Net Cash Used in Operating Activities	<u>(73,093)</u>	<u>(417,248)</u>
Cash Flows from Investing Activities		
Purchase of fixed assets	(40,800)	-
Net Cash Used in Investing Activities	<u>(40,800)</u>	<u>-</u>
Cash Flows from Financing Activities		
Net Loans from/to related party	-	(12,975)
Common stock - Class A Shares issued for loan conversion, net	216,386	-
Additional Paid In Capital	165,659	-
Stock issued for services	-	327,893
Stock issued for compensation	3,530	-
Stock issued in settlement of debt	-	85,584
Common stock issued for cash	-	-
Net Capital Infussion	-	(55,000)
Stock Receivable	2,979	678
Net Cash provided by Financing Activites	<u>388,554</u>	<u>346,180</u>
Net Increase (Decrease) in Cash	(9,062)	(71,068)
Cash & Cash Equivalents - Beginning of the year	10,010	81,077
Cash & Cash Equivalents - End of the year	<u>\$ 948</u>	<u>10,010</u>

**iFinix Corporation and Subsidiary**  
**Consolidated Statements of Stockholders' Equity (Deficit)**  
(Unaudited)

	Preferred Stock		Common Stock - Class A		Additional Paid in Capital	Stock Subscriptions	Accumulated Deficit	Total Stockholders' Deficit
	Number of Shares	Amount	Number of Shares	Amount				
Balance - December 31, 2010	9,732,933.43	973.28	699,757,274.00	69,975.73	8,775,751.94	(2,979.21)	(8,441,849.84)	\$ 401,872
Shares issued to investors for cash			290,000,000	29,000	16,000			45,000
Shares issued for stock purchase			175,000,000	17,500	-			17,500
Shares issued for conversion of Debt			107,500,000	10,750	13,250			24,000
Adjustment							-3256.87	-3257
Net Profit/Loss							-25761.37	-25761.37
Balance - March 31, 2011	9,732,933.43	973.28	1,272,257,274.00	127,225.73	8,805,001.94	(2,979.21)	(8,470,868.08)	\$ 459,354
Shares issued to investors for cash			450,000,000	45,000	3,000			48,000
Shares issued for Preferred Conversion	(500,000)	-50	30,000,000	3,000	(2,950)			-
Shares issued for Services			15,000,000	1,500	5,500			7,000
Shares issued for conversion of Debt			324,500,000	32,450	32,050			64,500
Shares issued for Salary			500,000,000	50,000	-			50,000
Adjustment					(1)		-43572.87	
Net Profit/Loss							-21288.57	-21288.57
Balance - June 30, 2011	9,232,933.43	923.28	2,591,757,274.00	259,175.73	8,842,600.96	(2,979.21)	(8,535,729.52)	563,991.24
Shares issued for Forward Split			3,000,000	300	-300			-
Shares issued for Services			31,000,000	3,100	1175			4,275
Shares issued for conversion of Debt			142,857,143	14,285.71	-9286			5,000
Shares issued for Salary	20,000,000	2,000			18,000			20,000
Net Profit/Loss							(13,966.54)	-13,966.54
Balance - September 30, 2011	29,232,933.43	2,923.28	2,768,614,417.00	276,861.44	8,852,189.96	(2,979.21)	(8,549,696.06)	579,299.70
Shares issued for Purchase	6,800,000	680			40,120.00			40,120
Shares issued for conversion of Debt			595,000,000	59,500.00				59,500
Shares issued for Salary	9,000,000	900	-500,000,000	(50,000.00)	49,100.00			-
Uncollectible Shares						2979.21		2,979
Adjustment							(38,566.90)	(38,567)
Net Profit/Loss							(283,723.33)	-283,723.33
Balance - December 31, 2011	45,032,933	4,503.28	2,863,614,417	286,361.44	8,941,409.96	-	(8,871,986.29)	360,288.39



## **iFinix Corporation**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS** **(Unaudited)**

#### **Note 1 – The Business, Basis of Presentation and Principles of Consolidation**

iFinix Corporation (“iFinix”), incorporated June 23, 2004, is a diversified information technology services and solutions company. iFinix provides streaming, real-time market data, news and analytics to professionals and active individual investors through its suite of products which include iFinix Realtime, iFinix Trader, and eFinix.

On October 4, 2004, iFinix purchased 100% of the common stock of R&B Computer Systems, Inc. (R&B). R&B provides network integration solutions for client in the New York Metro area. They provide software development and web development and hosting services. R&B is consolidated in the accompanying financial statements and all material intercompany balances and transactions have been eliminated in consolidation.

On August 13, 2008 and September 29, 2008, iFinix purchased 80% and 20% of the common stock of Pro-Active Futures now iFinix Futures, Inc. respectively. iFinix Futures has been engaged in the business of commodities, futures trading and currencies for the past three years. iFinix Futures is a member of the National Futures Association as a non-guaranteed introducing broker and is also regulated by the Commodities Futures Trading Commission.

On November 16, 2011 the company acquired 100% of the total interest in BuildMasters LLC. (“BuildMasters”), located in Berea, KY. BuildMasters LLC was organized under the laws of the State of Kentucky on May 14, 2009. BuildMasters has been engaged in the construction business for the past two and a half years and specifically in commercial steel buildings for one year. BuildMasters is a member of the Better Business Bureau.

The Company has been principally devoted to organizational activities, raising capital and developing Internet software to provide subscribers real-time market data, news and analytics. Although the Company’s subsidiaries have generated revenue from operations, the consolidated Company as a whole has not generated substantial revenue from its core operation of providing subscribers data.

The accompanying unaudited consolidated financial statements contain all adjustments (consisting only of those of a normal recurring nature) necessary to present fairly the financial position of iFinix Corporation as of December 31, 2011.

**Going Concern** - The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. The Company's financial statements are prepared using generally accepted accounting principles in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has a net loss of \$281,470 and net cash used in operations of \$75,346 in 2011 and an accumulated deficit of \$8,869,733 at December 31, 2011. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

In order to continue as a going concern, the Company will need, among other things, additional capital resources. Management's plan is to obtain such resources for the Company by obtaining capital from management and significant shareholders sufficient to meet its minimal operating expenses and seeking equity and/or debt financing. However management cannot provide any assurances that the Company will be successful in accomplishing any of its plans.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

These conditions raise substantial doubt about the Company's ability to continue as a going concern. These consolidated financial statements do not include any adjustments to reflect the possible future effect on the recoverability and classification of assets or the amounts and classifications of liabilities that may result from the outcome of these uncertainties.

## **Note 2 – Summary of Significant Accounting Policies**

The following summarizes significant accounting policies to assist the reading in understanding and evaluating the consolidated financial statements. These policies are in conformity with accounting principles generally accepted in the United States of America and have been applied consistently in all material respects.

**Use of Estimates in Financial Statements** – The presentation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, as well as certain financial statement disclosures. While management believes that the estimates and assumptions used in the preparation of the financial statements are appropriate, actual results could differ from these estimates. Significant estimates in 2010 include the allowance for the receivable from the joint venture, the impairment of the website software under development, derivative liability valuation, the valuation of stock issued for services, and the valuation allowance on deferred tax assets.

**Concentration of Credit Risks** – Financial instruments that potentially subject the Company to concentration of credit risk consist principally of cash and cash equivalents. The Company maintains cash balances with certain banks whose balances insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000. There were no single bank accounts exceeding the insured limit as of December 31, 2011 and 2010.

### **Principles of Consolidation**

The consolidated financial statements include the results of the Company and all majority-owned subsidiaries. All significant inter-company accounts and transactions have been eliminated. As of December 31, 2011 there were no amounts pertaining to the non-controlling ownership interest held by third parties.

**Cash and Cash Equivalents** - Cash and cash equivalents represent cash and short term, highly liquid investments with original maturities of three months or less.

**Property and Equipment, Net** – Property and equipment is recorded at cost, net of accumulated depreciation. Depreciation is calculated by using the straight-line method over the estimated useful lives of the assets, which is three to five years for all categories. Amortization of leasehold improvements is computed using the straight-line bases over the lesser of the estimated useful lives of the underlying assets or the terms of the related lease. When assets items are retired or otherwise disposed of, income is charged or credited for the difference between net book value and proceeds realized thereon. Repairs and maintenance are charged to expense as incurred. Expenditures for betterments and renewals are capitalized.

**Website Software** – Website software is recorded at cost, net of amortization. Amortization is calculated by using the straight-line method over the estimated useful life of 10 years, starting when the software is placed in service. Potential impairment is measured at each reporting period and recorded if the expected future cash flows do not exceed the cost, net of amortization. See description of the contingency at Note 7.

**Investment in Joint Venture** – The Company accounts for joint ventures under the cost method of accounting pursuant to APB 18 “The Equity Method of Accounting for Investments in Common Stock (as amended)” which records an investment in the stock of an investee at cost, and recognizes as income dividends received that are distributed from net accumulated earnings of the investee since the date of acquisition by the investor. The net accumulated earnings of an investee subsequent to the date of investment are recognized by the investor only to the extent distributed by the investee as dividends. A reduction in the cost is recorded if the investee incurs a series of losses that reduces the value of the investment below costs on other than temporary basis.

**Fair Value of Financial Instruments** – Due to the nature of all financial assets and liabilities, their carrying value approximates their fair value as the date of the balance sheet. The Company adopted SFAS No. 157, “Fair Value Measurements” effective January 1, 2008, as codified in FASB ASC Topic 820, “Fair Value Measurements and Disclosures”

(“ASC 820”), which defines fair value as the amount that would be received if an asset was sold or a liability transferred in an orderly transaction between market participants at the measurement date.

**Income Taxes** - The Company accounts for income taxes using the liability method, which requires the determination of deferred tax assets and liabilities based on the differences between the financial and tax bases of assets and liabilities, using enacted tax rates in effect for the year in which differences are expected to reverse. Deferred tax assets are adjusted by a valuation allowance, if based on the weight of available evidence it is more likely than not that some portion or all of the deferred tax assets will not be realized.

**Derivative Liability** - The Company reviews the terms of all convertible debt and equity instruments issued to determine whether they are derivative instruments in accordance with Statement of Financial Accounting Statement (SFAS) No. 133, Accounting for Derivative Instruments and Hedging Activities, as amended, and Emerging issues Task Force (EITF) Issue No. 00-19, Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, A Company’s Own Stock, including embedded conversion and other features that are required to be bifurcated and accounted for separately as derivative financial instruments.

Derivative liabilities are initially measured at their fair value and then re-valued at each reporting date, with changes in the fair value reported as charges or credits to the statement of operations. For derivative liabilities the Company uses the Black-Scholes option pricing model to determine the fair value. For derivative liabilities related to registration rights agreements and cash payment premiums, it used a discounted present value of expected future cash flows to determine the fair value.

To the extent that the initial fair values of the bifurcated and/or freestanding derivative liabilities exceed the total proceeds received, an immediate charge to the statements of operations is recognized, in order to initially record the derivative liabilities at fair value. The discount from the face value of the convertible debt resulting from allocating part or all of the proceeds to the derivative instruments, together with the stated interest on the instrument, is amortized over the life of the instrument through periodic charges to the statement of loss, using the effective interest method. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period. Derivative liabilities are classified in the balance sheet as current or non-current based on the classification of the host instrument.

**Stock Based Compensation** - The Company accounts for stock based compensation under FASB codification 718-10, “Share-Based Payment” and related interpretations. ASC 718-10 requires companies to estimate and recognize the fair value of stock-based awards to employee and directors. The value of the portion of an award that is ultimately expected to vest is recognized as an expense over the requisite service periods using the straight-line attribution method.

**Revenue Recognition** –The Company’s main source of revenue is from Commission. Commission revenues for securities and futures and options are earned and recorded at the closing of the underlying transaction. Revenue recognition is governed by Staff Accounting Bulletin No. 104, “Revenue Recognition.” We recognize revenue when persuasive evidence of an arrangement exists, delivery has occurred, the sale price is fixed or determinable and collectability is reasonably assured. For customer service contracts that include a fixed subscription fee for the right to access data over a specified contractual period, revenue is recognized on a straight line basis over the contract term. For customer contracts that include variable fees based on usage, revenue is recognized in the month that the data is delivered to customers.

**Advertising costs** – Advertising cost are charged to expense during the period in which they are incurred. Advertising expenses for the year ending December 31, 2011 and 2010 approximated \$21,527 and \$73,884, respectively.

## **Recent Accounting Pronouncements**

### ***FASB Codification***

In June 2009, the FASB issued SFAS No. 168 “The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles (as amended)” (“SFAS 168”), as codified in FASB ASC Topic 105, “Generally Accepted Accounting Principles” (“ASC 105”). ASC 105 approved the “FASB Accounting Standards Codification” (the “Codification”) as the single source of authoritative US GAAP recognized by the FASB to be applied by nongovernmental entities. Rules and releases of the SEC will also be sources of authoritative GAAP for SEC registrants. Following this statement, the FASB will not issue new standards in the form of SFASs, FSPs or EITFs. Instead, the FASB will issue Accounting Standards Updates (“ASU”). The Codification does not change current US GAAP, but is intended to simplify user access to all authoritative US GAAP by providing all the authoritative literature related to a particular topic in one place. All existing accounting standard documents will be superseded and all other accounting literature not included in the Codification will be considered non-authoritative. The Codification is effective for interim and annual periods ending after September 15, 2009. The Codification was adopted by the Company December 31, 2009, and did not have a material impact on the Company’s financial position, results of operations or cash flows.

### **Note 3 –Website Software**

The Company purchased software developed by the founder and Chairman of the Board for \$1.5 million through the convertible debenture dated November 1, 2004 (see derivative liability Note 4 below). This software is continuing to be developed and will be amortized on a straight line basis over the 10 year estimated life when it is placed into service.

The software is reviewed for impairment by comparing the expected cash flows expected to be generated by the software to the book value of the software at the date of the comparison. No impairment was deemed necessary as of the date of the accompanying financial statements. See contingency Note 7.

### **Note 4 – Notes Payable**

#### **Columbus Partners,**

On February 23, 2010, March 31, 2010 and August 25, 2010 the company issued convertible promissory notes for \$24,400, \$10,000 and \$4,000 respectively to Columbus Partners. The note is payable on demand and if not paid when request will incur a 12% interest rate per annum. On May 20, 2011, the Company issued 24,000,000 shares of common stock to settle \$11,000 of the note.

#### **Dartmouth Capital, Inc**

On May 4, 2010 the company issued a convertible promissory note for \$14,100, to Dartmouth Capital, Inc. The note is payable on demand and if not paid when request will incur a 12% interest rate per annum. On May 20, 2011, the Company issued 33,000,000 shares of common stock to settle \$10,000 of the note.

#### **Greenbridge Management, Inc**

On February 2, 2010 the company issued a convertible promissory note for \$5,000, to Greenbridge Management, Inc. The note is payable on demand and if not paid when request will incur a 12% interest rate per annum.

#### **Jorico, Inc**

On May 3, 2010 the company issued a convertible promissory note for \$5,000, to Jorico, Inc. The note is payable on demand and if not paid when request will incur a 12% interest rate per annum.

### **Magna Group, LLC**

On September 7, 2010 the company issued a convertible promissory note for \$50,000, to Magna Group, LLC. The note has a maturity date of September 7, 2011. The note bears interest at 12% and is due on November 8, 2012 and any amount not paid by September 7, 2011 will incur a 24.99% interest rate. On September 14, 2011, the Company issued 30,303,636 shares of common stock to settle \$16,667 of the note. On November 4, 2011, the Company issued 35,555,556 shares of common stock to settle \$16,000 of the note.

### **Perlinda Enterprises, Inc**

On February 11, 2008 and May 2, 2008 the company issued convertible promissory notes for \$50,000 and \$15,000 respectively to Perlinda Enterprises, Inc.. The note is payable on demand and if not paid when request will incur a 12% interest rate per annum.

### **Voyager Partners, LP**

On March 31, 2010, May 20, 2010, June 15,2010, August 20, 2010, November 1, 2010 and November 15, 2011 the company issued convertible promissory notes for \$32,000, \$10,000, \$10,000, \$12,500, \$8,250 and \$11,000 respectively to Voyager Partners, LP. The note is payable on demand and if not paid when request will incur a 12% interest rate per annum.

## **Note 5 – Stockholders’ Equity**

*Authorized Shares* – The Company currently has authorized Class A Common Stock and Preferred A Stock and Preferred A all with par values of \$0.0001. Each share of Preferred A stock carries 60 votes for every one vote of the class A common stock. Each Preferred A shares has a 60 to 1 convertible rate of the class A common stock.

*Authorized Share Increase* -.In February 2010, the Company reduced the authorized shares of its Class A Common Stock to 288,000,000, from 400,000,000. In August 2010, the Company increased the authorized shares of its Class A Common Stock with a par value of \$0.0001 per share to 600,000,000 shares. In September 2010, the Company increased the authorized shares of its Class A Common Stock to 700,000,000 shares. In January 2011, the increased the authorized shares of its Class A Common Stock to 990,000,000 shares. In March 2011, the increased the authorized shares of its Class A Common Stock to 3,000,000,000 shares.

*Forward stock split* - On September 20, 2010 the Company initiated a 2 to 1 forward stock split.

*Issuance of Common Stock* - During the year ending December 31, 2011, the Company raised a total of \$0 from sale of 0 Series A common stock.

## **Note 6 – Employment Contracts and Compensation of Officers**

The Company currently has an employment agreement with the Chief Executive Officer.

## **Note 7 – Significant Contingency**

As described in Note 4, the Company acquired the Company’s website software from the Chairman of the Board in exchange for a convertible debenture of \$1.5 million. The valuation of the transfer of intangible assets such as software from founders or organizers of public companies is an area of concern with the Securities and Exchange Commission (SEC). Typically, the assets must be transferred at the historical cost of the Chairman, with the difference between the consideration paid to the Chairman and the Chairman’s historical cost being reported as dividend to shareholder. There are limited situations that the SEC allows such assets to be recorded at the consideration paid to the Chairman. The Company must provide a comparable sale of essentially the same asset which supports the transaction price. Management has not identified such a transaction but they believe they can provide support that will persuade the SEC to allow the \$1.5 million transaction price. However, there is no

assurance that such a comparable sale can be found or that the SEC will accept such valuation or accounting treatment. If it is not accepted upon audit by an independent registered auditor or by the SEC most if not all the \$1.5 million asset value for the software reflected in the accompanying financial statements may be written off to dividends. The final conclusion of this issue will not impact the value or the usefulness of the software to the Company's future earnings (i.e. - the basis of its operation) however, it may materially impact the cost of the software recorded and essentially eliminate the majority of the assets in the financial statements.