

INITIAL COMPANY INFORMATION AND DISCLOSURE STATEMENT

(Pursuant to Rule 15c2-11 (a) (5))

KMA Global Solutions International, Inc.

(a Nevada corporation)

162 Guelph St Ste 232
Georgetown, ON L7G 5X7
Canada
Phone: (416) 303-4080
Website: <http://www,kmaglobalsolutions.com>
Email: jreid@kmaglobalsolutions.com

This Initial Disclosure document has been prepared in accordance with OTC Markets alternative Reporting Standard: Guidelines for Providing Adequate Current Information. All financial data has been prepared as of October 31, 2010.

Part A General Company Information

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

The exact name of the issuer is: KMA Global Solutions International, Inc.

The issuer does not have a material predecessor.

Item II The address of the Issuer's principal executive office

162 Guelph St Ste 232
Georgetown, ON L7g 5X7
Canada

Telephone: (416) 303-4080

URL: <http://www.kmaglobalsolutions.com>

The person responsible for issuer's investor relations is the issuer's CEO, Jeffrey D. Reid. His phone number and mailing address are the same as listed above; his email address is jreid@kmaglobalsolutions.com

Item III The jurisdiction and date of the Issuer's incorporation or organization

The issuer was incorporated under the laws of the state of Nevada on March 9, 2006

Part B Share Structure

Item IV The exact title and class of securities outstanding

The Issuer has shares of only one class of stock outstanding:

common stock – no separate classes or series authorized

CUSIP No.: 482542 10 7

Trading Symbol: KMAG

Item V Par value and description of the security

A. Par value:

The par value of the Issuer's common stock is \$.001 per share.

B. Description:

Each common share is entitled to one vote and to receive any dividends authorized by the Board (and the net assets of the corporation upon dissolution) on a pro rata basis. The Issuer's Articles of Incorporation deny any right to cumulative voting, and there are no preemptive rights to acquire any additions shares of the Issuer's common stock. There are no provisions in the Issuer's Articles of Incorporation or Bylaws which would delay, defer or prevent a change in control of the Issuer.

Item VI **The number of issued shares for each class of securities authorized**Common Stock

	<u>Fiscal year end 1</u>	<u>Fiscal year end 2</u>	<u>Quarter ended</u>
Period end date	January 31, 2009	January 31, 2010	October 31, 2010
Number of shares authorized	175,000,000	175,000,000	175,000,000
Number of issued shares	158,671,184	150,671,184	154,173,960
Number of non-restricted shares	128,653,856	92,087,191	98,823,300
Number of of-record shareholders	15	16	16

Preferred Stock

	<u>Fiscal year end 1</u>	<u>Fiscal year end 2</u>	<u>Quarter ended</u>
Period end date	January 31, 2009	January 31, 2010	October 31, 2010
Number of shares authorized	25,000,000	25,000,000	25,000,000
Number of shares issued	0	0	0
Number of non-restricted shares	0	0	0
Number of of-record shareholders	0	0	0

** Management does not know the number of beneficial owners of the Issuer's shares as of the date hereof (because it has not been able to obtain a Non-Objecting Beneficial Owner List from Broadridge), but intends to obtain a NOBO List (or take other steps to ascertain the number of beneficial owners) as soon as it can reasonably do so.

Part C Business Information**Item VII** **The name and address of the transfer agent**

American Registrar & Transfer Co.
342 East 900 South
Salt Lake City, UT 84111

Phone: (801) 363-9065
Fax: (801) 363-9066

American Registrar & Transfer Co. is registered with the SEC under the Securities Exchange Act of 1934.

Item VII **The nature of the issuer's business**

A. Business Development: KMA Global Solutions International, Inc. ("KMAG") is a corporation organized on March 9, 2006 under the laws of the state of Nevada. KMAG's fiscal year end is January 31st; it has never been in bankruptcy, receivership (or any similar proceeding). Over the past three years the KMAG has been engaged in the Electronic Articles Surveillance (EAS) industry.

Industry sources estimate that the value of goods which are not paid for, known as "shrinkage", is an approximately \$40 billion per year problem for the global retail industry. Shrinkage is caused primarily by shoplifting and employee theft. EAS solutions are designed to act as a deterrent to control the problem of merchandise theft. To address this market opportunity, KMAG built the necessary infrastructure to be a single source for EAS solutions worldwide.

Jeff Reid, KMAG's CEO and founder, was the inventor of KMAG's EAS DUAL Tag™ and NEXTag™, which KMAG developed and sold from 2006-2009. From 2006 Until January of 2009 KMAG sold the following discrete radio frequency (RF) and acoustic magnetic (AM) technology products to retailers:

Universal Source Tagging Solutions –both AM and RF technologies:

DUAL Tag™, Triple Tag™

Sew-on Source Tagging Solutions – for use with soft-goods:

Original NEXTag™, NEXTag™ Slimline - Tyvek®, NEXTag™ Jean, NEXTag™ Woven

Drop-in Source Tagging Solutions - hard goods EAS solution:

Original NEXTag™, NEXTag™ Tyvek®

Attachable Source Tagging Solutions:

Wrap Tags, Luggage Tag, Logo Tag

Adhesive Source Tagging Solutions:

Meat Tag, Foamback Tag

Custom Source Tagging Solutions

Sensormatic Label Distributor™ - the Company was also an authorized distributor of the Sensormatic™ EAS label.

As of March 15, 2006, KMA Global Solutions, Inc. (a corporation organized under the laws of Ontario "KMA Canada") was the assignee of active patents issued by the U.S. Patent and Trademark Office (as well as corresponding foreign patents granted in Germany, Spain, France, Italy, Netherlands, United Kingdom and Mexico. These patents relate to a sew-on security label, which anticipates and incorporates RFID technology, improvements and manufacturing process thereof). KMA Canada is a wholly-owned subsidiary of KMA Global Solutions International, Inc. ("KMAG").

Although KMAG had other employees, Jeff Reid was the CEO, President and Chairman, and KMAG was substantially dependant on his efforts and expertise in the business in which the Company was engaged; the Company then had two wholly-owned subsidiaries, KMA Global Solutions, Inc. (previously described as KMA Canada, through which the Company conducted its operations) and KMA Global Solutions (Hong Kong), Inc. (a manufacturing subsidiary organized under the laws of Hong Kong), and planned to organize a third subsidiary in the United States (to manufacture a product for the packaging industry); management anticipated an industry shift from Electronic Article Surveillance (EAS) security products to radio frequency identification (RFID) inventory control products, and had developed a strategy to enable the Company not only to survive such a shift, but to participate in a significant way in the growth of RFID technology; the Company had a net loss of \$1,856,399 in 2008 (The Issuer is in default of a loan from the Issuer's CEO. The loan is noted in the financial statements as "Advances from Shareholders". The Issuer also owes approximately \$400,000 to its CEO for unpaid salaries), and the Company's ability to continue as a going concern, let alone to make the changes necessary to enter the RFID market, depended upon its ability to secure additional financing or to grow its sales and achieve profitability.

KMAG did proceed to organize the U.S. subsidiary, KMA Global Solutions USA, Inc., ("KMA US") on June 25, 2008, arranged for a suitable leased building, and installed \$498,158.15 worth of manufacturing equipment in it. At about the same, management determined that KMAG was not able to bear the substantial cost (in terms of fees of auditors and attorneys) of being a reporting issuer (that is, of filing reports under the Securities Exchange Act of 1934), or at least that it would be in the best interest of the Company and its stockholders if the costs required in connection with filing '34 Act reports were instead devoted to attempting to grow the KMAG's business. Accordingly, on September 16, 2008 KMAG filed a Form 15 with the Securities and Exchange Commission to terminate the Company's reporting obligations under the '34 Exchange Act. This caused the Issuer's common shares to no longer be quoted on FINRA's OTC Bulletin Board.

Unfortunately, in January of 2009 during the course of a routine physical examination Mr. Reid discovered he had a serious health problem. Thus, he was required to put essentially everything else aside and devote his entire time and attention for the next fifteen months securing treatment and getting the problem resolved. During that period KMAG was managed and run by other of its officers and directors and employees, but because KMAG was substantially dependant upon Mr. Reid, during that period: KMAG did not secure any additional financing, and its business did not grow; rent on KMA US's premises was not paid, and the landlord seized it's manufacturing equipment and caused it to be sold in a manner which, in management's judgment, was unlawful; announcements were released to the public toward the end of 2009 purportedly on behalf of the Company, the gist of which was that the Company would benefit from certain contracts (but in the event it didn't); and, the anticipated industry shift from EAS security products to RFID inventory control products did occur.

While Mr. Reid's health issues are under control for now, the facts are that upon his return KMAG was lacking some infrastructure and was in need of additional employees, but was without the ability to hire or pay the employees necessary to enable it to catch up in the marketplace (referring to the industry shift to RFID); and, with substantial indebtedness which KMAG doesn't have the ability to pay. Most important, the statistics of Mr. Reid's condition made it clear that it would be prudent, and in the best interest of stockholders for the Company to put itself in a position such that it is not dependent solely on him to receive financial benefit from the intellectual property Mr. Reid licensed to it. Ultimately it has been determined to position KMAG in a way such that it is not basically dependent solely upon Mr. Reid.

Accordingly, KMA Canada has licensed its intellectual property to r-pac International Hong Kong, which has distribution in numerous countries and an in depth customer list, and the financial resources to make the most of the technology (in light of current market conditions). KMAG will receive royalty payments, which are anticipated to be substantial, over the life of the patents in question.

There have been no material reclassifications, mergers or consolidations in the past three years. The Issuer merged/reincorporated with Espo's Ltd. (a New York Corporation) in 2006 and the Issuer was the surviving entity. The Issuer entered into an acquisition agreement with KMA Global Solutions, Inc. in 2006. The details of the merger and acquisition agreement can be found in the Form 10-SB that the Issuer filed with the SEC on March 29, 2006 and are incorporated herein by reference.

There has not been any change in control over the past three years. Jeff Reid, the Issuer's CEO and founder has been the controlling person of the Issuer at all times since its incorporation.

On January 28, 2009 the Issuer issued 36,565,665 shares of common stock which was approximately a 48% increase in the number of issued shares. On January 31, 2009 the Issuer issued 46,771,200 shares of common stock which was approximately a 29% increase in the number of issued shares. The details of the share issuance are discussed at length below under "Part E Issuance History".

On March 27, 2006 the Issuer effectuated a 17 for 1 forward split. There are no other pending stock splits; however, management has been considering a possible reverse split of its common

shares (and in fact a reverse split is likely). It has not been determined what the ratio of such a split might be. A recapitalization of shares would be done concurrently with a reverse split.

Although there is no present agreement or understanding for the Issuer to make any particular acquisition, it does now intend to attempt to seek out, entertain and evaluate proposals for acquisition of other assets and/or business opportunities in exchange for its authorized but presently unissued shares. There cannot, of course, be any assurance that any such acquisition proposals will be made to or located by the Issuer, and it is probable that any which the board of directors might entertain will be on the terms that would be deemed unfavorable to the Issuer's then shareholders—at least in terms of the percentage of the Issuer owned by each, which would be diluted by issuance of a large number of the Issuer's shares in consummation of any such acquisition.

Management is considering and is likely to authorize a partial-liquidating dividend of the issued shares of all its wholly-owned subsidiaries which will be paid to shareholders of the Issuers as of a record date (to be determined in the near future) on a pro-rata basis.

There are no current, past, pending or threatened legal proceedings or administrative actions either by or against the Issuer that could have a material effect on the Issuer's business, financial condition, or operations. There are no current, past or pending trading suspensions by a securities regulator.

B. Business of the Issuer: KMAG's primary SIC code is 7380 - Services-Miscellaneous Business Services; KMAG does not have a secondary SIC code. While KMAG conducted operations and received significant revenue, at present it does not have any full-time employees and KMA Canada has licensed its intellectual property to r-pac International Hong Kong, which has distribution in numerous countries and an in depth customer list, and the financial resources to make the most of the technology (in light of current market conditions). KMAG will receive royalty payments, which are anticipated to be substantial, over the life of the patents in question.

KMAG has three wholly-owned subsidiary corporations: KMA Global Solutions, Inc. a Canadian corporation through which the Company conducted its operations, KMA Global Solutions (Hong Kong), Inc. a Hong Kong corporation which was a manufacturing subsidiary, and KMA Global Solutions USA, Inc. which was incorporated to manufacture EAS products for the packaging industry. Presently, KMAG's wholly-owned subsidiary KMA Global Solutions, Inc. is the assignee of patents which were used to produce KMAG's EAS products. KMA Canada subsequently licensed those patents to r-pac International Hong Kong. The financial information of the subsidiaries is included in the financial statements attached hereto as it is a consolidated statement.

KMAG has never been a "shell company". KMA Global Solutions International, Inc. was incorporated on March 9, 2006 under the laws of the State of Nevada. On March 10, 2006, KMAG entered into a merger/reincorporation with Espo's Ltd. ("Espo's"), a corporation formed under the laws of the State of New York on September 7, 2001 and KMAG was the surviving corporation. Espo's had operated since its inception as a retail provider of sporting goods and athletic apparel, with a focus on aquatic sports products. Espo's shares traded on the Pink Sheets of the National Quotation Bureau under the symbol "EPOL." As a result of the merger/reincorporation, shares of former Espo's common stock currently trade on the Pink Sheets of the National Quotation Bureau under the symbol "KMAG."

On March 15, 2006, KMAG entered into an acquisition agreement with KMA Global Solutions, Inc., a corporation formed on April 1996 under the laws of the Province of Ontario, Canada ("KMA Canada") whereby KMAG purchased 314,400 shares of KMA Canada common stock in exchange for an equal number of shares of KMAG's common stock. KMA Canada was a multinational provider of diversified electronic article surveillance ("EAS") solutions for retail security applications in a variety of consumer industries, including apparel, multimedia, sporting goods, grocery and over-the-counter pharmaceuticals. Concurrent with the Acquisition Agreement, KMAG transferred its assets and liabilities acquired from ESPO's to other entities unaffiliated with the Company

In February 2010 KMA Canada, which is the assignee of patents which were used to produce KMA's EAS products licensed its intellectual property to r-pac International Hong Kong, which has distribution in numerous countries and an in depth customer list, and the financial resources to make the most of the technology. KMA is currently receiving royalty payments from the license.

Accordingly, KMA has at all times since its incorporation had operations which were not nominal and assets which were (i) not nominal, (ii) consisting solely of cash or cash equivalents or (iii) assets consisting of any amount of cash and cash equivalents and nominal other assets.

KMA is not aware of existing or probable governmental regulations which will have any effect on it. KMA did not spend any money on research and development during each of the last two fiscal years. There are no environmental laws that KMA has to comply with which cost it any money or have any effect on it.

Item IX The nature of products or services offered

As a result of the fact that KMA Canada has licensed its intellectual property to r-pac International Hong Kong it does not provide or have:

- A. principal products or services
- B. distribution methods
- C. publicly announced new products or services
- D. a competitive position in the EAS industry
- E. sources (or the need) for raw materials
- F. the need for governmental approval of principal products or services or requested government approvals

Taking into account the fact that KMA Canada has licensed its technology to r-pac International Hong Kong the following is true:

- G. KMA is dependent upon r-pac International Hong Kong to continue to pay a royalty for the use of KMA Canada's technology
- H. KMA Canada is the assignee of patents on the EAS Nextag™ and Dual Tag™ which it has licensed to r-pac International Hong Kong. KMA will be paid royalty payments at the following rates on all EAS products sold by r-pac International Hong Kong over the life of the patent:

Up to \$1,000,000 in sales – 1%
From \$1,000,001 to \$3,000,000 - 1.5%
From \$3,000,001 to \$5,000,000 – 2%
From \$5,000,001 to \$7,500,000 – 2.5%
More than \$7,500,000 – 3%

Item X The nature and extent of the Issuer's facilities

As a result of the fact that KMA Canada has licensed its intellectual property to r-pac International Hong Kong it does not have nor need facilities. Business affairs for KMA and all three of its wholly-owned subsidiaries are run from a mailbox location.

Part D Management Structure and Financial Information

Item XI The name of the CEO, members of the board of directors and control persons

- A. Officers and Directors. Jeffrey D. Reid is KMA's CEO and only current director
 - 1. Full name: Jeffrey D. Reid
 - 2. Business address: 162 Guelph St Ste 232, Georgetown, ON L7G 5X7, Canada
 - 3. Employment history: KMA Canada - founder, CEO and board member since 1996
 - 4. Mr. Reid is not a board member of any other company

5. KMAG has not compensated Mr. Reid for several years, but owes him approximately \$400,000 in past due salary
6. Mr. Reid owns, of-record, 48,426,666 shares of common stock of KMAG, which is 31.41% of the total number of issued shares.

B. Legal/Disciplinary History. In the last 5 years Mr. Reid has not been the subject of:

1. A Conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding.
2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended, or otherwise limited such person's involvement in any type of business, securities, commodities or banking activities.
3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, or a state securities regulator of a violation of federal or state securities law, which finding or judgment has not been reversed, suspended or vacated; or
4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

C. Disclosure of Family Relationships. There are no family relationships amongst the officers and directors as there is currently only one person acting in those capacities.

D. Disclosure of Related Party Transactions. There are no current related party transactions or related party transactions which have occurred in the past two years.

E. Disclosure of Conflicts of Interest. There are no conflicts of interest that KMAG is aware of.

Item XII Financial information for the Issuer's most recent fiscal period

KMAG's consolidated financial report for the period ended October 31, 2010 will follow the end of the disclosure as an exhibit thereto and is incorporated herein by reference.

Item XIII Similar Financial information for such part of the two preceding fiscal years as the issuer or its predecessor have been in existence

Similar financial information as required by Item XII above for the preceding fiscal years has been uploaded to the SEC's EDGAR filing system as well as to OTC Markets News and Disclosure Service under KMAG's "Financials" tab and is incorporated by reference.

Item XIV Beneficial Owners

The following is a listing of of-record shareholders who own 5% or more of KMAG's issued shares:

Cede & Co.	61.7%
Jeffrey D. Reid	31.4%

** Management does know the number of beneficial owners of the Issuer's shares as of the date hereof (because it has not been able to obtain a Non-Objecting Beneficial Owner List from Broadridge), but intends to obtain a NOBO List (or take other steps to ascertain the number of beneficial owners) as soon as it can reasonably do so.

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

1. Investment banker: KMAG does not engage an investment banker
2. Promoters: KMAG does not engage any promoters

3. Counsel: KMAC does not have any counsel on retainer, but has engaged Richard M. Day to review this disclosure document so that he may provide OTC Markets his opinion with regard to whether or not KMAC is providing adequate current information pursuant to Rule 15c2-11 (a) (5)
4. Accountant or Auditor: KMAC's financial information is prepared by its CEO and reviewed by HJ & Associates in Salt Lake City, UT as an outside CPA.
5. Public Relations Consultant: KMAC does not engage any public relations consultants
6. Investor Relations Consultant: KMAC does not engage an investor relations consultant
7. There are no other advisors that assisted, advised, prepared or provided information with respect to this disclosure statement – the information was prepared by KMAC's CEO, Jeffrey D. Reid.

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

A. Plan of Operation.

1. KMAC's plan of operation over the next twelve months is to continue to receive royalty payments from r-pac International Hong Kong in exchange for the use of intellectual property while simultaneously working to make the Company less dependent on Jeffrey D. Reid which may include exploring different business ventures.
 - i. KMAC is able to satisfy its cash requirements over the next twelve months in its current state as its cash requirements at this time are substantially low. Accordingly, the royalty payments received from its licensed technology will cover KMAC's need for cash. It is not now known whether KMAC will require additional financing as it possibly explores alternative business ventures over the next twelve month.
 - ii. There are currently no plans for product research and development over the next twelve months.
 - iii. There is no expected purchase or sale of plant or significant equipment.
 - iv. There are no expected significant changes in the number of employees.

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

1. *Full Fiscal Years.* Stockholders (and other interested persons) are referred to the amended Form 10-KSB in respect of the Company's fiscal year ended January 31, 2008 (filed on August 12, 2008) for a complete description of the Company's structure, business, principal products and markets and business strategy at that time. In particular: while the Company had other employees, Jeffrey D. Reid was its CEO, President and Chairman, and it was substantially dependant on his efforts, expertise and experience in the business in which the Company is engaged. Management anticipated an industry shift from Electronic Article Surveillance (EAS) security products to radio frequency identification (RFID) inventory control products, and had developed a strategy to enable the Company not only to survive such a shift, but to participate in a significant way in the growth of RFID technology; the Company had a net loss of \$1,856,399 in 2008 (a significant portion of which was unpaid salary and royalty owed to Mr. Reid), and the Company's ability to continue as a going concern, let alone to make the changes necessary to enter the RFID market, depended upon its ability to secure additional financing or to grow its sales and achieve profitability.

For a period of time beginning in 2009 while Mr. Reid was away from the Company was managed and run by other of its officers and directors and employees, but because (as noted) the Company was substantially dependant upon Mr. Reid, during that period: the Company did not secure any additional financing, and its business did not grow; rent on KMA USA's premises was not paid, and the landlord seized its manufacturing equipment and caused it to be sold for an amount substantially less than management believes it to be worth. Furthermore, announcements were released to the public toward the end of 2009 purportedly on behalf of the Company, the gist of which was that the Company would benefit from certain contracts (but in the event it didn't); and, the anticipated industry shift from EAS security products to RFID inventory control products did

occur.

Upon Mr. Reid's return the Company was lacking some infrastructure and was in need of additional employees, but was without the ability to hire or pay the employees necessary to enable it to catch up in the marketplace (referring to the industry shift); was far behind in the market place in terms of the industry shift to RFID inventory control products, and without the capital required to catch up; and, with substantial indebtedness (including a substantial amount to Mr. Reid) which the Company doesn't have the ability to pay.

As previously mentioned there was a strong shift in the EAS industry to RFID technology which has and will continue to impact KMAG's short-term and long-term liquidity. Accordingly, r-pac International Hong Kong has been assigned the patents that Mr. Reid invented for which it will pay KMAG a royalty on sales, which are anticipated to be substantial, over the life of the patents in question. r-pac has distribution in numerous countries and an in depth customer list, and the financial resources to make the most of the technology in light of current market conditions.

KMAG's only external source of liquidity comes from the royalty payments it receives from r-pac as previously discussed and does not have material commitments for capital expenditures.

2. *Interim Periods.* Please refer to part 1 "Full Fiscal Years" above. The discussion and analysis of KMAG's financial condition, results from operations, current situation and market analysis is the same in all material aspects for the past two years and all interim periods.

C. Off-Balance Sheet Arrangements.

1. There are no off-balance sheet arrangements.

Part E Issuance History

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

The following is a list of events, in chronological order, which resulted in changes to the total number of KMAG's issued shares within the two-year period ending on the last day of KMAG's most recent fiscal year:

On January 28, 2009 KMAG issued 36,566,665 shares of common stock. Shares were issued to KMAG's transfer agent, as compensation for legal work and as compensation to Mr. Reid and a former director of the company. The total value of the shares was \$247,250. The issuance was not registered; however, the shares were exempt from registration pursuant to the exemption afforded by section 4(2) of the '33 Act and were all issued as restricted securities with the certificate bearing a standard form legend.

On January 31, 2009 KMAG issued 46,771,200 shares of common stock pursuant to a settlement agreement. The issuance was not registered; however, the shares were exempt from registration pursuant to the exemption afforded by section 4(2) of the '33 Act. The certificates representing the shares were originally issued without a standard '33 Act legend as they were exempt pursuant to section 4(1) of the '33 Act.

On March 6, 2009 KMAG caused 8,000,000 shares of common stock to be cancelled and not re-issued. The shares in question were originally issued in 2007 pursuant to a contract signed at that time. It was agreed by KMAG and the recipient of the shares to cancel them due to non-performance under the terms of the contract.

The following is a list of events, in chronological order, which resulted in changes to the total number of KMAG's issued shares since the last day of KMAG's most recent fiscal year:

On April 8, 2010 KMAG issued 3,502,776 shares of common stock. The issuance was not registered; however, the shares were exempt from registration pursuant to the exemption afforded

by section 4(2) of the '33 Act. The shares were being issued pursuant to a 2009 Memorandum of Understanding and the certificates representing the shares were originally issued without a standard '33 Act legend as they were exempt pursuant to section 4(1) of the '33 Act.

There are no other shares, securities or options to acquire such securities issued for services in the past two fiscal years and any interim periods.

Part F Exhibits

Item XVIII Material contracts

There are no material contracts that were not made in the ordinary course of business.

Item XIX Articles of Incorporation and Bylaws

Following herewith

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

None

Item XXI Issuer's Certifications

Following herewith

KMA GLOBAL SOLUTIONS INC.
CONSOLIDATED BALANCE SHEET
UNAUDITED
FOR NINE MONTHS ENDED OCTOBER 31, 2010

	KMA Consolidated US \$
ASSETS	
CURRENT	
Cash	\$ 1,890
Accounts Receivable	50,000
Prepaid Expenses	2,699
Total Current Assets	54,589
Future Income Taxes	388,125
Deposits on Equipment and Patents	36,664
Capital Assets	82,360
Total Assets	\$ 561,738
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)	
CURRENT	
Unearned Revenue	\$ 62,424
Accounts Payable and Accrued Liabilities	1,097,082
Total Current Liabilities	1,159,506
LONG TERM DEBT	
Shareholder Loan	377,837
Total Liabilities	1,537,343
SHAREHOLDERS' EQUITY (DEFICIT)	
Capital Stock	154,174
Additional Paid-In Capital	3,378,314
Cumulative Translation Adjustment	(199,206)
Retained Deficit	(4,308,887)
Total Shareholders' Equity (DEFICIT)	(975,605)
Total Liabilities and Shareholders' Equity	\$ 561,738

KMA GLOBAL SOLUTIONS INC.
UNAUDITED STATEMENT OF INCOME AND DEFICIT
FOR NINE MONTHS ENDED OCTOBER 31, 2010

	KMA Consolidated US\$ <u>OCTOBER 31 2010</u>
SALES	
Sales	\$ 120,313
	<u>120,313</u>
COST OF SALES	
Inventories, beginning of period	26,596
Purchases	<u>52,669</u>
	79,265
Less: Inventories, end of period	<u>-</u>
	<u>79,265</u>
GROSS MARGIN	<u>41,048</u>
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	<u>153,953</u>
Income (Loss) before income taxes	<u>(112,905)</u>
Income taxes	<u>-</u>
NET LOSS	<u>\$ (112,905)</u>
(DEFICIT), beginning of period	<u>(4,195,982)</u>
(DEFICIT), end of period	<u>\$ (4,308,887)</u>

KMA GLOBAL SOLUTIONS INC.
CONSOLIDATED STATEMENT OF CASH FLOWS
AS AT OCTOBER 31, 2010
(UNAUDITED)
(Expressed in U.S. dollars)

CASH FLOWS FROM OPERATING ACTIVITIES

Net loss for the year	\$ (112,905)
Adjustment to reconcile net income (loss) to net cash used in operating activities:	
Amortization	12,815
Issuance of stock for services	12,260
Foreign currency translation gain	(83,929)
Future Income Taxes	(16,837)
Changes in assets and liabilities:	
Increase in accounts receivable	(49,581)
Decrease in unearned revenue	(2,286)
Decrease in inventories	25,967
Decrease in prepaid expenses	29,786
Increase (decrease) in accounts payable and accrued liabilities	(108,022)

Net cash used by operating activities

(292,732)

CASH FLOWS FROM INVESTING ACTIVITIES

Decrease in advances to shareholders	(77,926)
Sale of equipment and patents	156,340
Sale of deposits on equipment and patents	207,324

Net cash provided by investing activities

285,738

CASH FLOWS FROM FINANCING ACTIVITIES

Net cash provided (used) by financing activities

-

-

NET DECREASE IN CASH

(6,994)

CASH, BEGINNING OF YEAR

8,884

CASH, END OF PERIOD

\$ 1,890

**KMA GLOBAL SOLUTIONS INC.
SHAREHOLDERS' EQUITY
FOR NINE MONTHS ENDED OCTOBER 31, 2010**

Continuity of Shareholders' Equity - KMA Canada prior to reverse merger

	Common Shares	Par Value @ \$0.001	Additional Paid-In Capital	Subscriptions Receivable	Comp. Income	Accumulated Earnings
January 31, 2006	32,136,800	\$ -	\$ 461,901	\$ -	\$ 43,547	\$ 82,982
Issuance of shares for consulting services	408,000	-	52,173	-	-	-
Issuance of shares for finders fees	1,700,000	-	217,391	-	-	-
March 31, 2006	34,244,800	\$ -	\$ 731,465	\$ -	\$ 43,547	\$ 82,982

Continuity of Shareholders' Equity - KMA International

	Common Shares	Par Value @ \$0.001	Additional Paid-In Capital	Subscriptions Receivable	Comp. Income	Accumulated Earnings
January 31, 2006	4,920,250	\$ 4,920	\$ 166,421	\$ -	\$ -	\$ (171,341)
Retired to treasury	(4,225,427)	(4,225)	4,225	-	-	-
17:1 share split	11,117,168	11,117	(11,117)	-	-	-
Issuance of shares in reverse merger	34,244,800	34,245	525,878	-	43,547	82,982
Accumulated deficit acquired in reverse merger	-	-	-	-	-	171,341
Retirement of shares	(5,344,800)	(5,345)	5,345	-	-	-
Issuance of replacement shares	1,179,000	1,179	(1,179)	-	-	-
Currency translation adjustment	-	-	-	-	4,601	-
Issuance of shares for investor relations services	25,000	25	11,025	-	-	-
Issuance of shares for consulting services	150,000	150	28,500	-	-	-
Net loss January 31, 2007	-	-	-	-	-	(736,403)
January 31, 2007	42,065,991	42,066	729,098	-	48,148	(653,421)
Issuance of shares for financing, net	10,000,000	10,000	965,000	-	2,883	-
Warrant valuation allocation	-	-	(346,000)	-	-	-
Issuance of shares for agent fees	1,000,000	1,000	-	-	-	-
Issuance of agent warrants on financing	-	-	(90,000)	-	-	-
Issuance of shares for consulting services	1,867,328	1,867	337,133	-	-	-
Warrants exercised	3,850,000	3,850	746,900	-	-	-
Warrant valuation allocation	-	-	188,610	-	-	-
Warrant valuation allocation	-	-	247,390	-	-	-
Warrants exercised	7,150,000	7,150	1,387,150	(930,000)	-	-
Issuance of Shares	8,000,000	8,000	1,942,000	(1,800,000)	-	-
Issuance of shares for agent fees	1,400,000	1,400	-	-	-	-
Warrant valuation allocation	-	-	(1,149,000)	-	-	-
Share issue costs	-	-	(113,252)	-	-	-
Currency translation adjustment	-	-	-	-	(62,261)	-
Net Loss January 31, 2008	-	-	-	-	-	(1,856,399)
January 31, 2008	75,333,319	75,333	4,845,029	(2,730,000)	(11,230)	(2,509,820)
Shares returned	(8,000,000)	(8,000)	(1,992,000)	1,800,000	-	-
Warrant valuation allocation	-	-	1,149,000	-	-	-
Shares issued for services	36,566,665	36,567	119,797	-	-	-
Shares issued for debt	46,771,200	46,771	177,731	-	-	-
Net Loss January 31, 2009	-	-	-	-	-	(1,196,649)
January 31, 2009	150,671,184	150,671	4,299,557	(930,000)	(11,230)	(3,706,469)
Cancellation of Warrants/Subscription	-	-	(930,000)	930,000	-	-
Currency translation adjustment	-	-	-	-	(104,047)	-
Net Loss January 31, 2010	-	-	-	-	-	(489,513)
January 31, 2010	150,671,184	150,671	3,369,557	-	(115,277)	(4,195,982)
Shares issued for consulting services	3,502,776	3,503	8,757	-	-	-
Currency translation adjustment	-	-	-	-	(83,929)	-
Net Loss October 31, 2010	-	-	-	-	-	(112,905)
July 31, 2010	154,173,960	\$ 154,174	\$ 3,378,314	\$ -	\$ (199,206)	\$ (4,308,887)
No changes for the period 7/31/10 thorough period end date October 31, 2010	154,173,960	\$ 154,174	\$ 3,378,314	\$ -	\$ (199,206)	\$ (4,308,887)

Note 1

Basis of Presentation

The accompanying unaudited financial statements include the accounts of KMA Global Solutions International, Inc. and its subsidiaries (the "Company"). All inter-company accounts and transactions have been eliminated on consolidation.

The financial information as of July 31, 2010 has been prepared without audit. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted, although we believe that the disclosures made are adequate to provide for fair presentations

In the opinion of management, all adjustments necessary to present a fair statement of financial position as of July 31, 2010 and results of operations for the period ended July 31, 2010 have been made.

Note 2

Accounts Receivable and Patents

The money is owed from r-pac International Corporation for assets that were sold to it from KMA Global Solutions (Hong Kong) Limited (a wholly owned subsidiary of the Company). The account is current and management expects to receive payment within 60-90 days.

Note 3

Unearned Revenue

The amount reflected is from deposits received on orders that were never shipped and eventually will be a zero value when the money is returned.

Note 4

Advances from Shareholders

The amount reflected is money advanced from Jeff Reid and is evidenced by a note.

Note 5

Loss on Capital Assets

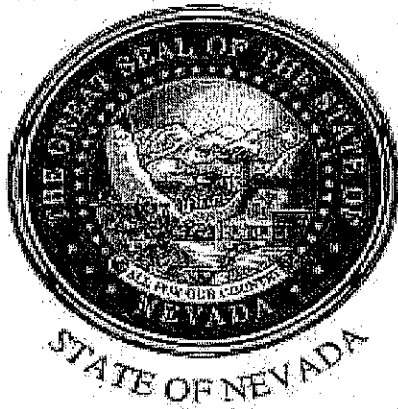
The loss occurred as a result of the sale of equipment by KMA Global Solutions, Inc. to r-pac International Corporation. The sale was made at fair market value which was less than book value.

Note 6

Subsidiaries

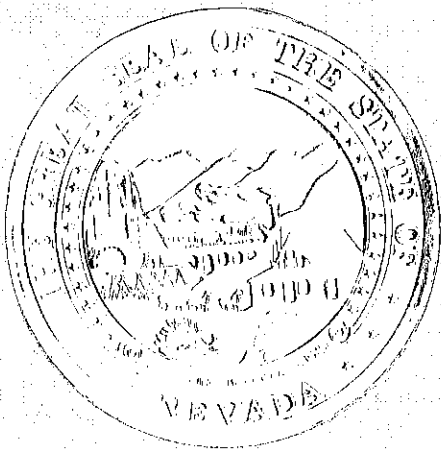
The Company has three wholly owned subsidiaries: KMA Global Solutions, Inc. (a Canadian corporation), KMA Global Solutions USA, Inc. (a Nevada corporation) and KMA Global Solutions (Hong Kong) Limited (a Hong Kong corporation)

SECRETARY OF STATE



CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **KMA GLOBAL SOLUTIONS INTERNATIONAL, INC.**, did on March 9, 2006, file in this office the original Articles of Incorporation; that said Articles of Incorporation are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on March 9, 2006.

Dean Heller

DEAN HELLER
Secretary of State

By

Judith M. Ventura

Certification Clerk

DEAN HELLER
Secretary of State

STATE OF NEVADA

CHARLES E. MOORE
Securities Administrator

RENEE L. PARKER
*Chief Deputy
Secretary of State*



SCOTT W. ANDERSON
*Deputy Secretary
for Commercial Recordings*

PAMELA RUCKEL
*Deputy Secretary
for Southern Nevada*

ELICK HSU
*Deputy Secretary
for Elections*

OFFICE OF THE
SECRETARY OF STATE

Certified Copy

March 9, 2006

Job Number: C20060309-1705

Reference Number:

Expedite:

Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20060150276-39	Articles of Incorporation	1 Pages/1 Copies



Respectfully,

Handwritten signature of Dean Heller.

DEAN HELLER
Secretary of State

By

Handwritten signature of Judith M. Ventura.

Certification Clerk

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138

DEAN HELLER
Secretary of State
206 North Carson Street
Carson City, Nevada 89701-4298
(775) 884 5701
Website: secretaryofstate.biz

Entity #
E0171822006-4
Document Number:
20060150276-39

Date Filed:
3/9/2006 1:15:16 PM
In the office of

Dean Heller

Dean Heller
ABOVE SPAC Secretary of State

1. Name of Corporation:	KMA Global Solutions International, Inc.		
2. Resident Agent Name and Street Address: <small>(must be a Nevada address where process may be served)</small>	Corporate Creations Network Inc. Name 8275 South Eastern Avenue #200-47 Street Address Las Vegas Nevada 89123 City State Zip Code Optional Mailing Address City State Zip Code		
3. Shares: <small>(number of shares consisting authorized to issue)</small>	Number of shares with par value: 200,000,000 Par value: \$.001 Number of shares without par value:		
4. Names & Addresses of Board of Directors/Officers: <small>(attach additional page, if more than 3 directors/officers)</small>	1. Jeffrey Reid Name 5570 A Kennedy Road Street Address Mississauga ON L4Z 2A9 City State Zip Code 2. Name City State Zip Code 3. Name City State Zip Code		
5. Purpose: <small>(attach see instructions)</small>	The purpose of this Corporation shall be: to conduct and promote any lawful business or purpose		
6. Names, Address and Signature of Incorporator: <small>(attach additional page, if more than 1 incorporator)</small>	Lawrence Cohen, Esq. Name Princeton Pike Corp. Center 997 Lenox Drive, Building 3 Address Lawrenceville NJ 08648 City State Zip Code <i>attorney in fact</i>		
7. Certificate of Acceptance of Appointment of Resident Agent:	I hereby accept appointment as Resident Agent for the above named corporation. Authorized Signature of R. A. or On Behalf of R. A. Company Date 3/9/06		

This form must be accompanied by appropriate fees.

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FOX ROTHSCHILD

002/002

DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4238
(775) 684-5705
Website: secretaryofstate.biz

Entity #
E0171822006-4
Document Number:
20060186531-82

Date Filed:
3/27/2006 9:30:35 AM
In the office of

Dean Heller

Dean Heller
Secretary of State

(ARROW SPACE IS FOR OFFICE USE ONLY)

**Certificate to Accompany
Restated Articles**
(PURSUANT TO NRS)

This Form is to Accompany Restated Articles of Incorporation
(Pursuant to NRS 79.403, 79.471, 80.221, 80.355 or 80A.200)

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

1. Name of Nevada entity as last recorded in this office:
KNA Global Solutions International, Inc.

2. The articles are being ☐ Restated or ☒ Amended and Restated (check only one). Please entitle your attached articles "Restated" or "Amended and Restated," accordingly.

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

- ☐ No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on _____. The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.
- ☐ The entity name has been amended.
- ☐ The resident agent has been changed; (attach Certificate of Acceptance from new resident agent).
- ☐ The purpose of the entity has been amended.
- ☐ The authorized shares have been amended.
- ☐ The directors, managers or general partners have been amended.
- ☐ IRS tax language has been added.
- ☒ Articles have been added.
- ☐ Articles have been deleted.

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

The number of authorized shares of capital stock remains 200,000,000 but has been amended to reflect that it is comprised of 25,000,000 of preferred stock, \$5.001 par value and 175,000,000 shares of common stock, \$.001 par value. New articles referring to non-assessability for debts of the issuer (Art. VI); no cumulative voting (Art. VII); no preemptive rights (Art. VIII); transactions with Officers & Directors (Art. IX); indemnification (Art. X); limitation of director's liability (Art. XI); no limitation of director's rights (Art. XII) and other miscellaneous articles have been added.

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

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

This form must be accompanied by appropriate fees.

Noted Secretary of State DEAN HELLER
12-2005-001-002

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**RESTATED & AMENDED
ARTICLES OF INCORPORATION OF
KMA GLOBAL SOLUTIONS INTERNATIONAL, INC.**

Pursuant to the provisions of Section 78.385 through 78.403 of the Nevada Revised Statutes, KMA Global Solutions International, Inc., a Nevada corporation, hereinafter referred to as the "Corporation," hereby adopts the following Restated and Amended Articles of Incorporation:

The Articles of Incorporation shall be amended to read as follows:

ARTICLE I. NAME

The name of the Corporation shall be KMA Global Solutions International, Inc.

ARTICLE II. RESIDENT AGENT

The Corporation's resident agent in the State of Nevada is Corporate Creations Network, Inc., 8275 South Eastern Avenue #260-47, Las Vegas, Nevada 89123.

ARTICLE III. PERIOD OF DURATION

The Corporation shall continue in existence perpetually unless sooner dissolved according to law.

ARTICLE IV. PURPOSES

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

ARTICLE V. AUTHORIZED SHARES

The Corporation is authorized to issue a total of 200,000,000 shares of capital stock, par value \$.001, consisting of 50,000,000 shares of preferred stock having a par value of \$.001 per share (hereinafter referred to as "Preferred Stock") and 150,000,000 shares of common stock having a par value \$.001 per share (hereinafter referred to as "Common Stock"). Shares of any class of stock may be issued, without shareholder action, from time to time in one or more series, as may from time to time be determined by the board of directors. The board of directors of this Corporation is hereby expressly granted authority, without shareholder action, and within the limits set forth in the Nevada Revised Statutes, to:

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

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

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

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(d) increase or decrease the number of shares constituting any series, the number of shares of which was originally fixed by the board of directors, either before or after the issuance of shares of the series; provided that, the number may not be decreased below the number of shares of the series then outstanding, or increased above the total number of authorized shares of the applicable class of shares available for designation as a part of the series.

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

ARTICLE VI NON-ACCESSIBILITY FOR DEBTS OF CORPORATION

After the amount of the subscription price, the purchase price, or the par value of the stock of any class or series is paid into the Corporation, owners or holders of shares of any stock in the Corporation may never be assessed to pay the debts of the Corporation.

ARTICLE VII NO CUMULATIVE VOTING

Except as may otherwise be required by law, these Articles of Incorporation or the provisions of the resolution or resolutions as may be adopted by the board of directors pursuant to Article IV of these articles of incorporation, in all matters as to which the vote or consent of stockholders of the Corporation shall be required to be taken, the holders of Common Stock shall have one vote per share of Common Stock held. Cumulative Voting on the election of directors or on any other matter submitted to the stockholders shall not be permitted.

ARTICLE VIII NO PREEMPTIVE RIGHTS

No holder of any of the shares of any class or series of stock or of options, warrants, or other rights to purchase shares of any class or series of stock or of other securities of the Corporation shall have any preemptive right to purchase or subscribe for any unissued stock of any class or series of any additional shares of any class or series to be issued by reason of any increase of the authorized capital stock of the Corporation of any class or series, or bonds, certificates of indebtedness, debentures, or other securities convertible into or exchangeable for stock of the Corporation of any class or series, or carrying any rights to purchase stock of any class or series, but any such unissued stock, additional authorized issue of shares of any class or series of stock, or securities convertible into or exchangeable for stock carrying any right to purchase stock may be issued and disposed of pursuant to an appropriate resolution of the board of directors to such persons, firms, corporations, or associations and on such terms as may be deemed advisable by the board of directors in the exercise of its sole discretion.

ARTICLE IX TRANSACTIONS WITH OFFICERS AND DIRECTORS

No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any corporation, firm or association in which one or more of its directors or officers are directors or officers or are financially interested, is void or voidable solely for this reason or solely because any such director or officer is present at the meeting of the board of directors or a committee thereof which authorizes or approves the contract or transaction, or because the vote or votes

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of common or interested directors are counted for that purpose, if the circumstances specified in any of the following paragraphs exist:

(a) The fact of the common directorship, office or financial interest is disclosed or known to the board of directors or committee and noted in the minutes, and the board or committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient for the purpose without counting the vote or votes of the common or interested director or directors;

(b) The fact of the common directorship, office or financial interest is disclosed or known to the stockholders, and they approve or ratify the contract or transaction in good faith by a majority vote of stockholders holding a majority of the voting power. The votes of the common or interested directors or officers must be counted in any such vote of stockholders; or

(c) The contract or transaction is fair as to the Corporation at the time it is authorized or approved

ARTICLE X. INDEMNIFICATION OF OFFICERS, DIRECTORS, AND OTHERS

(a) The Corporation shall indemnify each director and officer of the Corporation and their respective heirs, administrators, and executors against all liabilities and expenses reasonably incurred in connection with any action, suit, or proceeding to which he may be made a party by reason of the fact that he is or was a director or officer of the Corporation, to the full extent permitted by the laws of the state of Nevada now existing or as such laws may hereafter be amended. The expenses of officers and directors incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Corporation as they are incurred and in advance of the final disposition of the action, suit, or proceeding, upon receipt of an undertaking by or on behalf of 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 Corporation.

(b) The Corporation may indemnify each director, officer, employee, or agent of the Corporation and their respective heirs, administrators, and executors against all liabilities and expenses reasonably incurred in connection with any action, suit, or proceeding to which such person may be made a party by reason of such person being, or having been, a director, officer, employee, or agent of the Corporation, to the full extent permitted by the laws of the state of Nevada now existing or as such laws may hereafter be amended.

ARTICLE XI. LIMITATION ON DIRECTORS LIABILITY

To the full extent permitted by the Nevada Revised Statutes, directors and officers of the Corporation shall have no personal liability to the Corporation or its stockholders for damages for breach of their fiduciary duty as a director or officer, except for damages resulting from (a) acts or omissions which involve intentional misconduct, fraud or a knowing violation of law; (b) the payment of distributed in violation of section 78.300 of the Nevada Revised Statutes, as it may be amended from time to time or any successor statute therein.

ARTICLE XII. NO LIMITATIONS ON VOTING RIGHTS

To the extent permissible under the applicable law of any jurisdiction to which the Corporation may become subject by reason of the conduct of business, the ownership of assets, the residence of shareholders, the location of offices or facilities, or any other item, the Corporation elects not to be governed by the provisions of any statute that (i) limits, restricts, modifies, suspends, terminates, or otherwise affects the rights of any shareholder to cast one vote for each share of Common Stock resident in the name of such shareholder on the books of the Corporation, without regard to whether such shares

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were acquired directly from the Corporation or from any other person and without regard to whether such shareholder has the power to exercise or direct the exercise of voting power over any specific fraction of the shares of Common Stock of the Corporation issued and outstanding or (ii) grants to any shareholder the right to have his or her stock redeemed or purchased by the Corporation or any other shareholder of the Corporation. Without limiting the generality of the foregoing, the Corporation expressly elects not to be governed by or be subject to the provisions of sections 78.378 through 78.3793 of the Nevada Revised Statutes or any similar or successor statutes adopted by any state which may be deemed to apply to the Corporation from time to time.

ARTICLE XIII. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal all or any portion of the provisions contained in these Restated and Amended Articles of Incorporation from time to time in accordance with the laws of the state of Nevada, and all rights conferred herein on stockholders are granted subject to this reservation.

ARTICLE XIV. ADOPTION AND AMENDMENT OF BYLAWS

The initial bylaws of the Corporation shall be adopted by the board of directors. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the board of directors. The bylaws may contain any provisions for the regulation or management of the affairs of this Corporation not inconsistent with these Articles of Incorporation and the law of the state of Nevada now or hereafter existing.

ARTICLE XV. GOVERNING BOARD

The governing board of the Corporation shall be known as the "Board of Directors." The Board of Directors must have at least one director or as otherwise specified in its bylaws or directors resolutions.

ARTICLE XVI. POWERS OF GOVERNING BOARD

The governing board of the Corporation is specifically granted by these Restated and Amended Articles of Incorporation all powers permitted to be vested in the governing board of a corporation by the applicable provisions of the law of the state of Nevada now or hereafter existing.

Officer's Certification

By executing these Restated and Amended Articles of Incorporation, the President of the Corporation hereby certifies that on March 17th, 2006, the foregoing amendment to the Articles of Incorporation of KMA Global Solutions International, Inc. was authorized and approved pursuant to Section 78.390 of the Nevada Revised Statutes by the consent of the majority of the Corporation's shareholders. The number of issued and outstanding shares entitled to vote on the foregoing amendment to the Articles of Incorporation was 2,708,223, of which all shares voted for and no shares voted against and no shares abstained from the foregoing amendment to the Articles of Incorporation. No other class of shares was entitled to vote thereon as a class.


Jeffrey D. Smith, President & Director

LV: 389565-1 03/22/06

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BYLAWS
OF
KMA GLOBAL SOLUTIONS INTERNATIONAL, INC.
(a Nevada corporation)

ARTICLE I
STOCKHOLDERS

Section 1. Certificates Representing Stock. Every holder of stock in the corporation shall be entitled to have a certificate signed by, or in the name of, the corporation by an officer and/ or director of the corporation or by agents designated by the Board of Directors, certifying the number of shares owned by him in the corporation and setting forth any additional statements that may be required by the General Corporation Law of the State of Nevada (the "General Corporation Law"). If any such certificate is countersigned or otherwise authenticated by a transfer agent or transfer clerk, and by a registrar, a facsimile of the signature of the officers, the transfer agent or the transfer clerk or the registrar of the corporation may be printed or lithographed upon the certificate in lieu of the actual signatures. If any officer or officers who shall have signed, or whose facsimile signature or signatures shall have been used on any certificate or certificates shall cease to be such officer or officers of the corporation before such certificate or certificates shall have been delivered by the corporation, the certificate or certificates may nevertheless be adopted by the corporation and be issued and delivered as though the person or persons who signed such certificate or certificates, or whose facsimile signature or signatures shall have been used thereon, had not ceased to be such officer or officers of the corporation.

Whenever the corporation shall be authorized to issue more than one class of stock or more than one series of any class of stock, the certificates representing stock of any such class or series shall set forth thereon the statements prescribed by the General Corporation Law. Any restrictions on the transfer or registration of transfer of any shares of stock of any class or series shall be noted conspicuously on the certificate representing such shares.

The corporation may issue a new certificate of stock in place of any certificate theretofore issued by it, alleged to have been lost, stolen, or destroyed, and the Board of Directors may require the owner of any lost, stolen, or destroyed certificate, or his legal representative, to give the corporation a bond sufficient to indemnify the corporation against any claim that may be made against it on account of the alleged loss, theft, or destruction of any such certificate or the issuance of any such new certificate.

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Section 2. Fractional Share Interests. The corporation is not obliged to but may execute and deliver a certificate for or including a fraction of a share. In lieu of executing and delivering a certificate for a fraction of a share, the corporation may proceed in the manner prescribed by the provisions of Section 78.205 of the General Corporation Law.

Section 3. Stock Transfers. Upon compliance with provisions restricting the transfer or registration of transfer of shares of stock, if any, transfers or registration of transfers of shares of stock of the corporation shall be made only on the stock ledger of the corporation by the registered holder thereof, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the corporation or with a transfer agent or a registrar, if any, and on surrender of the certificate or certificates for such shares of stock properly endorsed and the payment of all taxes, if any, due thereon.

Section 4. Record Date For Stockholders. For the purpose of determining the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or the allotment of any rights, or entitled to exercise any rights in respect of any change, conversion, or exchange of stock or for the purpose of any other lawful action, the directors may fix, in advance, a record date, which shall not be more than sixty days nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action. 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 any meeting of stockholders applies to an adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting. The directors must fix a new record date if the meeting is adjourned to a date more than sixty days later than the date set for the original meeting.

Section 5. Meaning of Certain Terms. As used in these Bylaws in respect of the right to notice of a meeting of stockholders or a waiver thereof or to participate or vote thereat or to consent or dissent in writing in lieu of a meeting, as the case may be, the term "share" or "shares" or "share of stock" or "shares of stock" or "stockholder" or "stockholders" refers to an outstanding share or shares of stock and to a holder or holders of record of outstanding shares of stock when the corporation is authorized to issue only one class of shares of stock, and said reference is also intended to include any outstanding share or shares of stock and any holder or holders of record of outstanding shares of stock of any class upon which or upon whom the Articles of Incorporation confers such rights where there are two or more classes or series of shares of stock or upon which or upon whom the General Corporation Law confers such rights notwithstanding that the articles of incorporation may provide for more than one class or series of shares of stock, one or more of which are limited or denied such rights thereunder; provided, however, that no such right shall vest in the event of an increase or a decrease in the authorized number of shares of stock of any class or series which is otherwise denied voting rights under the provisions of the Articles of Incorporation.

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Section 6. Stockholder Meetings.

(a) Time. The annual meeting shall be held on the date and at the time fixed, from time to time, by the directors, provided, that the first annual meeting shall be held on a date within thirteen months after the organization of the corporation, and each successive annual meeting shall be held on a date within thirteen months after the date of the preceding annual meeting. A special meeting shall be held on the date and at the time fixed by the directors.

(b) Place. Annual meetings and special meetings shall be held at such place, within or without the State of Nevada, as the directors may, from time to time, fix.

(c) Call. Annual meetings and special meetings may be called by the directors or by any officer instructed by the directors to call the meeting.

(d) Notice or Waiver of Notice. Notice of all meetings shall be in writing and signed by the President or a Vice-President, or the Secretary, or an Assistant Secretary, or by such other person or persons as the directors must designate. The notice must state the purpose or purposes for which the meeting is called and the time when, and the place, where it is to be held. A copy of the notice must be either delivered personally or mailed postage prepaid to each stockholder not less than ten nor more than sixty days before the meeting. If mailed, it must be directed to the stockholder at his address as it appears upon the records of the corporation. Any stockholder may waive notice of any meeting by a writing signed by him, or his duly authorized attorney, either before or after the meeting; and if notice of any kind is required to be given under the provisions of the General Corporation Law, a waiver thereof in writing and duly signed whether before or after the time stated therein, shall be deemed equivalent thereto.

(e) Conduct of Meetings. Meetings of the stockholders shall be presided over by one of the following officers in the order of seniority and if present and acting - the Chairman of the Board, if any, the Vice-Chairman of the Board, if any, the President, a Vice-President, or, if none of the foregoing is in office and present and acting, by a chairman to be chosen by the stockholders. The Secretary of the corporation, or in his absence, an Assistant Secretary, shall act as secretary of every meeting, but if neither the Secretary nor an Assistant Secretary is present the Chairman of the meeting shall appoint a secretary of the meeting.

(f) Proxy Representation. At any meeting of stockholders, any stockholder may designate another person or persons to act for him by proxy in any manner described in, or otherwise authorized by, the provisions of Section 78.355 of the General Corporation Law.

(g) Inspectors. The directors, in advance of any meeting, may, but need not, appoint one or more inspectors of election to act at the meeting or any adjournment thereof. If an inspector or inspectors are not appointed, the person presiding at the meeting may, but need not, appoint one or more inspectors. In case any person who may be appointed as an inspector fails to

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appear or act, the vacancy may be filled by appointment made by the directors in advance of the meeting or at the meeting by the person presiding thereat. Each inspector, if any, before entering upon the discharge of his duties, shall take

and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability. The inspectors, if any, shall determine the number of shares of stock outstanding and the voting power of each, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all stockholders. On request of the person presiding at the meeting, the inspector or inspectors, if any, shall make a report in writing of any challenge, question or matter determined by him or them and execute a certificate of any fact found by him or them.

(h) Quorum. A majority of the voting power, which includes the voting power that is present in person or by proxy, regardless of whether the proxy has authority to vote on all matters, constitutes a quorum at a meeting of stockholders for the transaction of business unless the action to be taken at the meeting shall require a greater proportion. The stockholders present may adjourn the meeting despite the absence of a quorum.

(i) Voting. Each share of stock shall entitle the holder thereof to one vote. In the election of directors, a plurality of the votes cast shall elect. Any other action is approved if the number of votes cast in favor of the action exceeds the number of votes cast in opposition to the action, except where the General Corporation Law, the Articles of Incorporation, or these Bylaws prescribe a different percentage of votes and/or a different exercise of voting power. In the election of directors, voting need not be by ballot; and, except as otherwise may be provided by the General Corporation Law, voting by ballot shall not be required for any other action.

Stockholders may participate in a meeting of stockholders by means of a conference telephone or similar method of communication by which all persons participating in the meeting can hear each other.

Section 7. Stockholder Action Without Meetings. Except as may otherwise be provided by the General Corporation Law, any action required or permitted to be taken at a meeting of the stockholders may be taken without a meeting if, before or after the action, a written consent thereto is signed by stockholders holding at least a majority of the voting power; provided that if a different proportion of voting power is required for such an action at a meeting, then that proportion of written consents is required. In no instance where action is authorized by written consent need a meeting of stockholders be called or noticed.

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ARTICLE II

DIRECTORS

Section 1. Functions and Definition. The business and affairs of the corporation shall be managed by the Board of Directors of the corporation. The Board of Directors shall have authority to fix the compensation of the members thereof for services in any capacity. The use of the phrase "whole Board" herein refers to the total number of directors which the corporation would have if there were no vacancies.

Section 2. Qualifications and Number. Each director must be at least 18 years of age. A director need not be a stockholder or a resident of the State of Nevada. The initial Board of Directors shall consist of one (1) person. Thereafter the number of directors constituting the whole board shall be no less than one (1), nor more than three (3). Subject to the foregoing limitation and except for the first Board of Directors, such number may be fixed from time to time by action of the stockholders or of the directors, or, if the number is not fixed, the number shall be one (1). The number of directors may be increased or decreased by action of the stockholders or of the directors.

Section 3. Election and Term. Directors may be elected in the manner prescribed by the provisions of Sections 78.320 through 78.335 of the General Corporation Law of Nevada. The first Board of Directors shall hold office until the first election of directors by stockholders and until their successors are elected and qualified or until their earlier resignation or removal. Any director may resign at any time upon written notice to the corporation. Thereafter, directors who are elected at an election of directors by stockholders, and directors who are elected in the interim to fill vacancies and newly created directorships, shall hold office until the next election of directors by stockholders and until their successors are elected and qualified or until their earlier resignation or removal. In the interim between elections of directors by stockholders, newly created directorships and any vacancies in the Board of Directors, including any vacancies resulting from the removal of directors for cause or without cause by the stockholders and not filled by said stockholders, may be filled by the vote of a majority of the remaining directors then in office, although less than a quorum, or by the sole remaining director.

Section 4. Meetings.

(a) Time. Meetings shall be held at such time as the Board shall fix, except that the first meeting of a newly elected Board shall be held as soon after its election as the directors may conveniently assemble.

(b) Place. Meetings shall be held at such place within or without the State of Nevada as shall be fixed by the Board.

(c) Call. No call shall be required for regular meetings for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairman of the Board, if any, the Vice-Chairman of the Board, if any, of the President, or of a majority of the directors in office.

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(d) Notice or Actual or Constructive Waiver. No notice shall be required for regular meetings for which the time and place have been fixed. Written, oral, or any other mode of notice of the time and place shall be given for special meetings in sufficient time for the convenient assembly of the directors thereat. Notice if any need not be given to a director or to any member of a committee of directors who submits a written waiver of notice signed by him before or after the time stated therein.

(e) Quorum and Action. A majority of the directors then in office, at a meeting duly assembled, shall constitute a quorum. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except as the Articles of Incorporation or these Bylaws may otherwise provide, and except as otherwise provided by the General

Corporation Law, the act of the directors holding a majority of the voting power of the directors, present at a meeting at which a quorum is present, is the act of the Board. The quorum and voting provisions herein stated shall not be construed as conflicting with any provisions of the General Corporation Law and these Bylaws which govern a meeting of directors held to fill vacancies and newly created directorships in the Board or action of disinterested directors.

Members of the Board or of any committee which may be designated by the Board may participate in a meeting of the Board or of any such committee, as the case may be, by means of a telephone conference or similar method of communication by which all persons participating in the meeting hear each other. Participation in a meeting by said means constitutes presence in person at the meeting.

(f) Chairman of the Meeting. The Chairman of the Board, if any and if present and acting, shall preside at all meetings. Otherwise, the Vice-Chairman of the Board, if any and if present and acting, or the President, if present and acting, or any other director chosen by the Board, shall preside.

Section 5. Removal of Directors. Any or all of the directors may be removed for cause or without cause in accordance with the provisions of the General Corporation Law.

Section 6. Committees. Whenever its number consists of two or more, the Board of Directors may designate one or more committees which have such powers and duties as the Board shall determine. Any such committee, to the extent provided in the resolution or resolutions of the Board, shall have and may exercise 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 or stamp of the corporation to be affixed to all papers on which the corporation desires to place a seal or stamp. Each committee must include at least one director. The Board of Directors may appoint natural persons who are not directors to serve on committees.

Section 7. Written Action. Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee thereof may be taken without a meeting if, before or after the action, a written consent thereto is signed by all the members of the Board or of the committee, as the case may be.

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ARTICLE III

OFFICERS

Section 1. Officers. The corporation must have a President, a Secretary, and a Treasurer, and, if deemed necessary, expedient, or desirable by the Board of Directors, a Chairman of the Board, a Vice-Chairman of the Board, an Executive Vice-President, one or more other Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers and agents with such titles as the resolution choosing them shall designate. Each of any such officers must be natural persons and must be chosen by the Board of Directors or chosen in the manner determined by the Board of Directors.

Section 2. Qualifications. Except as may otherwise be provided in the resolution choosing him, no officer other than the Chairman of the Board, if

any, and the Vice-Chairman of the Board, if any, need be a director.

Any person may hold two or more offices, as the directors may determine.

Section 3. Term of Office. Unless otherwise provided in the resolution choosing him, each officer shall be chosen for a term which shall continue until the meeting of the Board of Directors following the next annual meeting of stockholders and until his successor shall have been chosen or until his resignation or removal before the expiration of his term.

Any officer may be removed, with or without cause, by the Board of Directors or in the manner determined by the Board.

Any vacancy in any office may be filled by the Board of Directors or in the manner determined by the Board.

Section 4. Duties and Authority. All officers of the corporation shall have such authority and perform such duties in the management and operation of the corporation as shall be prescribed in the resolution designating and choosing such officers and prescribing their authority and duties, and shall have such additional authority and duties as are incident to their office except to the extent that such resolutions or instruments may be inconsistent therewith.

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ARTICLE IV

REGISTERED OFFICE

The location of the initial registered office of the corporation in the State of Nevada is the address of the initial resident agent of the corporation, as set forth in the original Articles of Incorporation.

The corporation shall maintain at said registered office a copy, certified by the Secretary of State of the State of Nevada, of its Articles of Incorporation, and all amendments thereto, and a copy, certified by the Secretary of the corporation, of these Bylaws, and all amendments thereto. The corporation shall also keep at said registered office a stock ledger or a duplicate stock ledger, revised annually, containing the names, alphabetically arranged, of all persons who are stockholders of the corporation, showing their places of residence, if known, and the number of shares held by them respectively or a statement setting out the name of the custodian of the stock ledger or duplicate stock ledger, and the present and complete post office address, including street and number, if any, where such stock ledger or duplicate stock ledger is kept.

ARTICLE V

CORPORATE SEAL OR STAMP

The corporate seal or stamp shall be in such form as the Board of Directors may prescribe.

ARTICLE VI

FISCAL YEAR

The fiscal year of the corporation shall be fixed, and shall be subject to change, by the Board of Directors.

ARTICLE VII

CONTROL OVER BYLAWS

The power to amend, alter, and repeal these Bylaws and to make new Bylaws shall be vested in the Board of Directors subject to the Bylaws, if any, adopted by the stockholders.

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I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the Bylaws of KMA GLOBAL SOLUTIONS, INC., a Nevada corporation, as in effect on the date hereof.

Dated:

/s/ Jeffrey D. Reid

Jeffrey D. Reid, President

(SEAL)

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KMA Global Solutions International, Inc.
(a Nevada corporation)

438 Gibraltar Dr. No. 7
Mississauga, ON L5T 2P2
Canada
Phone: (416) 303-4080
Website: <http://www.kmaglobalsolutions.com>
Email: jreid@kmaglobalsolutions.com

I, Jeffrey D. Reid, certify that:

1. I have reviewed this Initial Disclosure Statement of KMA Global Solutions International, 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.

Dated this 24th day of December 2010:



Jeffrey D. Reid, CEO