

Annual Report January 31 2012



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

438 Gibraltar Dr. No. 11
Mississauga, ON L5T 2P2
Canada

Phone: (647) 478-8783

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

Email: investorrelations@kmaglobalsolutions.com

The Annual Report for KMA Global Solutions International, Inc. has been prepared with OTC Markets alternative Reporting Standard. All financial data has been prepared as of January 31, 2012.

Part A General Company Information

Item 1 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 2 The address of the Issuer's principal executive office

438 Gibraltar Dr. No. 11
Mississauga, ON L5T 2P2
Canada

Telephone: (647) 478 8783
Fax: (647) 478 8785

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

The person responsible for issuer's investor relations is the Company's Chief Executive Officer, Chief Financial Officer, and sole director, Jeffrey D. Reid. Mr. Reid's phone number and mailing address are the same as listed above. The email address to reach Mr. Reid for investor relations is investorrelations@kmaglobalsolutions.com

The Company's transfer agent is American Stock Transfer & Trust Company, LLC., 6201 15th Avenue, Brooklyn, NY, 11219 Tel: 718-921-8380 Fax 718-765-8711

Item 3 The jurisdiction and date of the Issuer's incorporation or organization

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

Part B Share Structure

Item 4 The exact title and class of securities outstanding.

common stock – no separate classes or series authorized

CUSIP No.: 482542 10 7
Trading Symbol: KMAG

Item 5 Par or stated value and description of the security

A. Par value: Common Stock:

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 6 **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>
Period end date	January 31, 2011	January 31, 2012
Number of shares authorized	175,000,000	1,000,000,000
Number of issued shares	175,000,000	609,420,100
Number of non-restricted shares	100,345,039	543,051,805
Number of of-record shareholders**	16	12

Preferred Stock

	<u>Fiscal year end 1</u>	<u>Fiscal year end 2</u>
Period end date	January 31, 2011	January 31, 2012
Number of shares authorized	25,000,000	25,000,000
Number of shares issued	0	0
Number of non-restricted shares	0	0
Number of of-record shareholders**	0	0

On April 8, 2011, we amended our Articles of Incorporation, such that there is now authorized 1,025,000,000 shares of capital stock, par value \$.001, consisting of 25,000,000 shares of preferred stock and 1,000,000,000 shares of common stock.

** 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 7 The name and address of the transfer agent

As of June 17, 2011 American Stock Transfer and Trust Company LLC became the transfer agent of KMA Global Solutions International Inc. Prior to June 17, 2011, American Registrar and Transfer Co. was the transfer agent.

American Stock Transfer & Trust Company, LLC
6201 15th Avenue
Brooklyn, NY 11219

Tel: 718-921-8380
Fax: 718-765-8711

American Stock Transfer and Trust Company LLC is registered with the SEC under the Securities Exchange Act of 1934, as amended.

Part C Business Information

Item 8 The Nature of the Issuer's business

A. Business Development:

KMA Global Solutions International, Inc. ("KMAG" or the "Issuer") was incorporated on March 9, 2006 under the laws of the State of Nevada. The Company's fiscal year end is January 31. The Company has never been subject to bankruptcy, receivership or any similar proceeding. There are no current, past or pending trading suspensions by a securities regulator.

Over the past five years KMAG has been engaged in the Electronic Articles Surveillance (EAS) industry. Shrinkage (the value of goods which are not paid for) 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 source for EAS solutions worldwide.

Our operations now include a baggage handling solution using KMAG's RFID application and process along with a unique IP for tracking baggage for both the airline and the baggage owner. KMAG is applying an RFID tag to baggage tickets in a bulk format allowing for in airport use. This will enable the owner of the luggage to track his or her own luggage from the moment the bag is checked in at the airport and confirm your luggage is located on the plane and once again upon your arrival at your destination and or transit. Certain airlines have agreed to unique pilot projects as well as a smart phone application for the baggage owner. KMA has delivered initial product to the client during the fourth quarter year ending 2012 and is awaiting further development of our client's platform before further production is required. We continue to work closely with our client and will adapt our product to best fit any change required by their platform.

Further development is in process by PI Innovations which KMAG has signed a Memorandum of Understanding (Dated August 23 2011) to supply RFID encapsulated tags and labels and to assist in the sourcing of Hardware required to implement PI Innovation's process.

KMAG is also developing high speed packaging line equipment which is being tested and built that can apply, read and write a RFID tag in a variety of different tag configurations onto a variety of

consumer packaging. Specifically we are working with a customer that will use this equipment in the start up phase for tracking merchandise from production throughout distribution to the customers dock. The opportunity is based on applying RFID tags to different packaging containing liquids that allow for reading with 100% confidence. This closed loop start up phase will transition into point of purchase retail solution which will allow for third party use at retail. The potential for this project to spread to other users is viable.

Equipment has been installed at our primary customer and extensive testing and training has occurred with generally successful results. The plan is to move to final changes in the equipment and start producing the final version of the equipment in Q1 of 2013.

KMAG is 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 processes. KMAG also has patent applications pending in the U.S. (as well as corresponding foreign patent applications in Mexico, Germany, Spain, France, Italy, Netherlands, United Kingdom and Canada) relating to its dual technology EAS label and high speed process, which anticipates and incorporates RFID technology and improvements thereof.

KMAG continues to promote and sell EAS solutions and develop products used by its retail customers in both EAS and RFID. KMAG continues to promote the existing business and has augmented its existing intellectual property and knowledge of the RFID industry.

Consumer packaging application equipment is built to fit the latest versions of packaging lines. These high speed packaging lines need RFID application and confirming antennae to be built into compact existing equipment. We offer the complete engineering services and design to match the packaging company demands.

Although there is no present agreement or understanding for KMAG to make any particular acquisition, it does intend to attempt to seek out, entertain and evaluate proposals for acquisition of other assets and/or business opportunities in exchange for shares of its common stock. There cannot, of course, be any assurance that any such acquisition proposals will be made to or located by KMAG, and it is probable that any which the board of directors might entertain may be on terms that would be deemed unfavorable to and have a dilutive effect on KMAG's existing shareholders.

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. Prior to the merger, Espo's shares traded on the Pink Sheets under the symbol "EPOL."

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 KMAG.

In September of 2008 management determined that KMAG was not able to bear the substantial cost (in terms of audit and legal fees) of being a reporting issuer (that is, of filing reports under the Securities Exchange Act of 1934 (the "Exchange Act")), and that it would be in the best interest of KMAG and its stockholders if the costs required in connection with filing Exchange 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 KMAG's reporting

obligations under the Exchange Act. Consequently, KMAG's common shares were no longer quoted on FINRA's OTC Bulletin Board.

On January 28, 2009 KMAG issued 36,565,665 shares of common stock which was approximately a 48% increase in the number of issued shares. On January 31, 2009 KMAG issued 46,771,200 shares of common stock which was approximately a 29% increase in the number of issued shares. On January 12, 2011 KMAG issued 20,826,040 shares of common stock which was approximately a 13% increase in the number of issued shares. The details of the share issuance are discussed at length below under "Part E Issuance History".

On February 8, 2010 the Company converted certain Accounts Payable in the amount of \$294,067 into Convertible Debentures of the Company with an expiry date of June 30, 2011 and had an interest rate of 10% per annum. The interest was added to the principal and became payable at the expiry date. The holders converted the Convertible Debentures in common shares of the Company at a price equal to 66.67% of the quoted share price on the trading day immediately preceding the day on which the Notice of Conversion was delivered to the Company. The Debentures were converted on April 26, 2011.

The Company used the discounted cash flow method of valuing the convertible notes. The Company used a normal rate of interest of 18% representing an estimate of the interest rate that would have been required had the Debentures not been convertible. The difference in the discounted value was allocated to Contributed Surplus. The Contributed Surplus was amortized and provides an accretion in the value of the Convertible Debentures over the term. The accrued interest has been expensed monthly over the term of the Convertible Debentures.

The debentures were converted and 434,420,100 shares issued on July 19, 2011. There is no convertible debt remaining.

In February 2010 KMAG 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. KMAG is currently receiving royalty payments from the license.

As of February 21, 2011 KMAG spun off its three subsidiaries to the KMAG shareholders. The three subsidiaries include 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 manufactured EAS products for the packaging industry.

KMAG distributed to its shareholders the shares of capital stock that it owned in each of those subsidiaries. Specifically, KMAG distributed to each of its shareholders of record as of February 21, 2011, one share of each such subsidiary's stock for each share of KMAG common stock owned by that shareholder as of that date. On February 21, 2011, KMAG owned 175,000,000 shares of stock of each of its subsidiaries. Accordingly, all of the 175,000,000 shares of stock KMAG owned of each of its subsidiaries were distributed to KMAG's shareholders as of that date. As a result, as of February 21, 2011, KMAG has no subsidiaries and they are not included in the financial statements at January 31, 2012.

There have been no material reclassifications, mergers or consolidations in the past three years. KMAG merged/reincorporated with Espo's Ltd. (a New York corporation) in 2006 and KMAG was the surviving entity. KMAG 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 KMAG 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, KMAG's CEO and founder has been the controlling person of the Issuer at all times since its incorporation.

On March 27, 2006 KMAG effectuated a 17 for 1 forward split. There are no other pending stock splits or anticipated stock splits, stock dividends, recapitalizations, merger, acquisitions, spin offs or reorganizations.

There are no current, past, pending or threatened legal proceedings or administrative actions either by or against KMAG that could have a material effect on KMAG'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.

At January 31, 2011, KMAG had 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 manufactured EAS products for the packaging industry. The subsidiaries are included in the financial statements dated January 31, 2011, as they are consolidated statements.

On February 21, 2011 KMAG spun off its three subsidiaries to the KMAG shareholders. Specifically, KMAG distributed to its shareholders the shares of capital stock that it owned in each of those subsidiaries. The effective date of those spin-offs is February 21, 2011. Specifically, KMAG distributed to each of its shareholders of record as of February 21, 2011, one share of each such subsidiary's stock for each share of KMAG common stock owned by that shareholder as of that date. On February 21, 2011, KMAG owned 175,000,000 shares of stock of each of its subsidiaries. Accordingly, all of the 175,000,000 shares of stock KMAG owned of each of its subsidiaries were distributed to KMAG's shareholders as of that date. As a result, as of February 21, 2011, KMAG had no subsidiaries.

The transactions pursuant to which the shares of stock of the subsidiaries were distributed to KMAG's shareholders were exempt from the registration and prospectus delivery requirements of the Exchange Act, as each of those transactions satisfied the 5 requirements of the SEC, which requirements, if satisfied, allow a spin-off of securities to occur without such registration.

KMAG is and 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. Prior to the merger Espo's shares traded on the Pink Sheets under the symbol "EPOL." 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 KMAG.

In February 2010 KMAG 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. KMAG is currently receiving royalty payments from the license.

Accordingly, KMAG has at all times since its incorporation had operations which were not nominal and assets which were not nominal, consisting solely of cash or cash equivalents or assets consisting of any amount of any amount of cash and cash equivalents and nominal other assets.

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

Item 9 **The nature of products or services offered**

KMAG is producing products to service its ongoing business in the baggage ticketing and consumer packaging markets. In the baggage handling market we produce the RFID active labels that will enable the airport baggage handling services, as well as the personal tracking capability for the consumer.

The consumer packaging application equipment is built to fit the latest versions of packaging lines. These high speed packaging lines need RFID application and confirming antennae to be built into a compact existing equipment. We offer the complete engineering services and design to match the packaging company demands.

EAS security soft good solutions are distributed by r-pac International through the r-pac HK Location in Tseun Wan, Hong Kong where they manufacture and ship products to customers globally. R-pac International is a global leader in packaging and is active with most of the major retailers globally.

KMA's products', major competitor is Avery Dennison. KMA has the ability to produce and implement new products at much quicker turnarounds and enjoys advantages in automation due to its IP that does not exist with the competition.

All major suppliers to KMA for its raw materials are located conveniently close to our manufacturing facility in HK. There is competition for supply of our materials and we keep the best quality suppliers as our major source.

Materials required for our machine building are located generally in North America and can be sourced in short lead times.

RFID products are sourced globally and we are not reliant on any one supplier and use multiple suppliers mostly dictated by our customer's requirements.

We are not reliant on any customer for more than 5% of our business in this Fiscal year.

KMA is not aware of any government approval required to continue business in this marketplace.

Patents

Jurisdiction	Applicant/Owner	Patent No.	Patent Title	Issue Date/ Publication Date
US	1175634 Ontario Limited	6,404,341	"Security tag and method of making the same"	June 11, 2002
WIPO	1175634 Ontario Limited	PCT/CA2000/000429	"Improved Security Tag and Method of Making Same"	Oct. 25, 2001
Canada	KMA Global Solutions Inc.	2403593	"Improved Security Tag and Method of Making Same"	Nov. 6, 2007
European Patent Office	KMA Global Solutions Inc.	00920303.5	"Improved Security Tag and Method of Making Same"	[Jan. 1, 2004]
US	KMA Global Solutions Inc.	7,345,583	"Dual Security Label"	March 18, 2008
WIPO	KMA Global Solutions Inc.	PCT/CA2004/000530	"Dual Security Label"	Oct. 21, 2004
European Patent Office	KMA Global Solutions Inc.	2004726077	"Dual Security Label"	Withdrawn Sept. 20, 2008
Mexico	[unclear]	PA/a/2005/010852	"Dual Security Label"	[unclear]

KMA International has assigned exclusive rights to producing EAS products to r-pac International which pays KMA a royalty for what it sells. The royalty is on a volume basis and ranges from 1-3% as stated below. The term of royalty is for the life time of the patents. (All patents are 17 years from issue date.)

Up to \$1,000,000	1% of Net Sales
From \$1,000,001 to \$3,000,000	1.5% of Net Sales
From \$3,000,001 to \$5,000,000	2% of Net Sales
From \$5,000,001 to \$7,500,000	2.5% of Net Sales
More than \$7,500,000	3% of Net Sales

Item 10 The nature and extent of the Issuer's facilities

The facilities for KMAG are leased on a month to month basis at a cost of \$1400 per month net. KMAG is located in a rented 4800 square foot facility at 438 Gibraltar Road, Unit 11, Mississauga, Ontario L5T 2P2.

Part D Management Structure and Financial Information

Item 11 The name of the Chief Executive Officer, members of the board of directors, as well as control persons

A. Officers and Directors. Jeffrey D. Reid is KMAG's Chief Executive Officer and only current director

1. Full name: Jeffrey D. Reid
2. Business address: 438 Gibraltar Dr. No. 11, Mississauga, ON L5T 2P2, 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. Jeffrey D. Reid entered into an employment agreement as Chief Executive Officer reporting to the Board of Directors of the KMAG as of March 9, 2006. Mr. Reid's contract is a renewable three year contract and provides for annual remuneration of \$200,000, exclusive of bonuses, benefits and other compensation. Mr. Reid will be entitled to earn up to 100,000 options per year subject to meeting certain objectives and milestones to be determined once a company stock option plan has been established. The milestones required for Mr. Reid to receive cash bonuses revolve around KMAG top-line revenue targets. Mr. Reid will be entitled to a \$50,000 cash bonus if sales of \$25 million are achieved in any year, a \$100,000 cash bonus if sales of \$40 Million are achieved in any year, and \$150,000 cash bonus if sales of \$65 Million are achieved in any year. Benefits specifically refer to a package which includes medical and life insurance. Other compensation refers to the use of a KMAG vehicle as well as stock options if applicable. Mr. Reid has entered into a non-competition agreement and non-solicitation agreement which extend for a period of one year following the termination of his employment with the KMAG. Mr. Reid is subject to termination provisions commensurate with his position which includes a severance of not less than two years' salary upon termination of his employment with KMAG. Mr. Reid's contract does not contemplate "change in control" benefits. For the 2008 fiscal year, Mr. Reid agreed to reduce his salary to \$150,000 and for the first quarter of fiscal 2009 Mr. Reid waived his salary. Mr. Reid is currently renegotiating the terms of his employment to an incentive based plan, which will be reflective of the operational success of the KMAG.
6. Mr. Reid owns 39,042,036 shares of common stock of KMAG, which as of the date hereof is 6.4% of the total number of issued shares.
7. Mr. Reid, is owed \$328,015 as of January 31, 2012. This loan is non-interest bearing, unsecured and has no fixed term of payment. This loan is convertible into Preferred Shares of the Company at the option of Mr. Reid at a 50% discount to the market price. Mr. Reid served notice to the company of his intention to convert on August 23, 2011 and will convert once all filings are current.

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.

D. Disclosure of Related Party Transactions. Mr. Reid, is owed \$328,015 as of January 31, 2012. This loan is non-interest bearing, unsecured and has no fixed term of payment. This loan is convertible into Preferred Shares of the Company at the option of Mr. Reid at a 50% discount to the market price. Mr. Reid served notice to the company of his intention to convert on August 23, 2011 and will convert once all filings are current.

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

Item 12 Financial information for the Issuer's most recent fiscal period

KMAG's Annual report for the period ended January 31, 2012 will follow the end of this disclosure statement as an exhibit and is incorporated herein by reference.

Item 13 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 12 above for the two preceding fiscal years is attached to this disclosure statement as exhibits and is incorporated herein by reference.

Item 14 Beneficial Owners

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

Jeffrey D Reid 6.4% (39,042,036 shares)

** Management does know the number of beneficial owners of KMAG'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 15 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: KMAG does not have any counsel on retainer. The law firm of Sichenzia Ross Friedman Ference LLP acts as counsel to KMAG for the purpose of reviewing current information supplied by issuer to OTC Market Group Inc.
4. Accountant or Auditor: KMAG does not have an outside accountant that provides audit or review services. KMAG's financial information is prepared by Jeffrey D. Reid, its CEO, with the collaboration from Donald J Page CA.
5. Public Relations Consultant: KMAG does not engage any public relations consultants
6. Investor Relations Consultant: KMAG 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 KMAG's CEO, Jeffrey D. Reid.

Item 16

This Management's Discussion and Analysis of Financial Condition and Results of Operations includes a number of forward-looking statements that reflect Management's current views with respect to future events and financial performance. You can identify these statements by forward-looking words such as "may", "will", "expect", "anticipate", "believe", "estimate" and "continue" or similar words. Those statements included statements regarding the intent, belief or current expectations of us or members of our management team as well as the assumptions of which such statements are based. Prospective investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risk and uncertainties and that actual results may differ materially from those contemplated by such forward-looking statements.

Readers are urged to carefully review and consider the various disclosures made by us in this report. The following Management's Discussion and Analysis of Financial condition and Results of Operations of the

Company should be read in conjunction with the Financial Statements and notes related thereto included in this Annual Report.

Management's Discussion and Analysis or Plan of Operation

A. Plan of Operation.

1. KMA's plan of operation over the next twelve months is to continue with its agreement with r-pac International Hong Kong in licensing its intellectual property to it in exchange for royalty payments. KMA has continued to expand its business operations building a solution for the baggage industry and a high speed application solution for RFID with consumer packaging.

i.

KMA has current revenues that satisfy our cash requirements as an ongoing business. We plan to expand our current business by both supporting our licensed technology as well from the development of new products in the RFID marketplace. KMA does not see the need for additional financing, however, will rely upon traditional debt or bank financing.

ii. There are currently plans for product research and development in the RFID marketplace over the next twelve months.

iii. There is no expected purchase or sale of plant or significant equipment.

B. We intend to expand KMA's Management to include a CFO and a Chief Operations Officer/General Manager during the next fiscal year and both are planned to become board members. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Due to the spin-off of our three subsidiaries, as discussed above, there is no comparable period for the three and twelve months ended January 31, 2011.

Twelve Months Ended January 31, 2012

Net Revenues

The Company's sales were \$858,802 for the twelve months ended January 31, 2012, which included revenues from continued sales of EAS products, royalties from sales of EAS products and sales of new RFID product developed in the baggage industry.

Sales in the EAS industry were primarily developed through the contractual arrangement with r-pac International with Royalties and profit sharing to KMA Global Solutions International Inc.

Baggage RFID solutions being developed for this unique portion of the industry to date have been mostly for test and trial programs resulting in minimum sales revenue. Sales in this segment have begun to develop as the baggage handling process develops. We have started with our early designed products and moving to build a variety of RFID products for this marketplace. KMA has developed products in the RFID market which are also for specialty retailers that demand inventory controls for their in store stock. This market is considered the future core of KMA efforts.

Gross Profit

The Company's gross profit was \$199,119 or 23.2% of sales for the twelve months ending January 31, 2012. This is due to a sale of \$180,000 of a RFID solution that the cost included all set up, testing and mold charges for the first 1,000,000 units purchased. Increased sales volume will result in lower costs as well as discounted sales pricing and we will endeavor to maintain this margin

target. RFID product sales have lower margins due to the low volume orders to date however this should not affect of next fiscal year.

Net Operating Expenses

Net operating expenses were \$196,051 for the twelve months ended January 31, 2012. This was primarily due to (i) legal and administrative expenses associated with the Company's convertible debentures and their associated conversion to equity (ii) interest expense primarily on the convertible debenture, (iii) travel and entertainment expense and expenses associated with the Company's reporting obligations.

Net Income

Net Income was \$3,068 for the twelve month ending January 31, 2012. With increased sales volume and targeted gross profit of 30% we anticipate strong net income as our expenses are well maintained and Cost of Sales have been well negotiated or the upcoming fiscal year.

1. Full Fiscal Year. KMAG has redefined its path during the fiscal year while continuing to draw on its former market of EAS while developing new solutions and technologies that will make KMAG a strong front runner for the coming years.

The development of new solutions has been driven by customer demand looking to solve real time problems within the boundaries of known technology and anticipated technologies. KMA has developed hard tag solutions to complement its sew in business that has been licensed to r-pac International HK. Customers have demanded a reusable EAS tag for years which can be reused and recycled we have developed our own suite of products in this category as well as developing new products for the anticipated shift in market.

KMA designed the dual tag to answer the converging technologies that will exist in the transition phase where the RFID solution will not answer the security factor. This convergent market place will create unique solutions in order to protect merchandise and limit capital expenditure for retailers. We are creating solutions for this market place that allows EAS and RFID to co-exist.

Further development in hard tag solutions for large footwear retailers that are challenged for both Security and Inventory control, we have developed a new solution that will leave no residual damage to the product and is reusable..

Accordingly, KMAG has licensed its EAS Intellectual Property to r-pac International, which has distribution in numerous countries and an in depth customer list, and the financial resources to make the most of the technology. . KMAG is currently receiving royalty payments from the license.

KMAG's current external source of liquidity comes from the sale of products and equipment to a wide range of customers in North America and royalty payments it receives from r-pac for the licensed IP products they produce and sell..

KMAG has no material commitments for capital expenditures.

C. Off-Balance Sheet Arrangements.

1. There are 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**

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, KMAG shares traded on the OTC Markets Pink Sheets

On February 8, 2010 the Company converted certain Accounts Payable in the amount of \$294,067 into Convertible Debentures of the Company. The Convertible Debentures expired on June 30, 2011 and had an interest rate of 10% per annum. The interest was added to the principal and was payable on the expiry date. The holders, at their option, converted the Convertible Debentures in common shares of the Company at a price equal to 66.67% of the quoted share price on the trading day immediately preceding the day on which the Notice of Conversion is delivered to the Company.

The Company used the discounted cash flow method of valuing the convertible notes. The Company used a normal rate of interest of 18% representing an estimate of the interest rate that would have been required had the Debentures not been convertible. The difference in the discounted value has been allocated to Contributed Surplus. The Contributed Surplus was amortized and provides an accretion in the value of the Convertible Debentures over the term. The accrued interest was expensed monthly over the term of the Convertible Debentures.

The debentures were converted and 434,420,100 shares issued on July 19, 2011. There is no convertible debt remaining.

As of February 21, 2011, KMAG distributed to its shareholders the shares of capital stock that it owned in each of its subsidiaries. The effective date of those spin-offs is February 21, 2011. Specifically, KMAG distributed to each of its shareholders of record as of February 21, 2011, one share of each such subsidiary's stock for each share of KMAG common stock owned by that shareholder as of that date. On February 21, 2011, KMAG owned 175,000,000 shares of stock of each of its subsidiaries. Accordingly, all of the 175,000,000 shares of stock KMAG owned of each of its subsidiaries were distributed to KMAG's shareholders as of that date. As a result, as of February 21, 2011, KMAG had no subsidiaries.

The transactions pursuant to which the shares of stock of the subsidiaries were distributed to KMAG's shareholders were exempt from the registration and prospectus delivery requirements of the '33 Act, as each of those transactions satisfied the 5 requirements of the SEC, which requirements, if satisfied, allow a spin-off of securities to occur without such registration.

On January 12, 2011 KMAG issued 20,826,000 shares of common stock. Shares were issued to KMAG's transfer agent, as compensation for legal work and fees paid on behalf of KMAG. The total value of the shares was \$8,038. The issuance was not registered; however, the shares are exempt from registration pursuant to the exemption afforded by Section 4(2) of the Securities Act of 1933, as amended (the "'33 Act") and were all issued as restricted securities with the certificate bearing a standard form legend.

On April 8, 2010 KMAG issued 3,502,776 shares of common stock. The value of the shares was \$12,260. 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 '33 Act legend, as they were exempt pursuant to Section 4(1) of the '33 Act.

Part F Exhibits

Item 18 **Material contracts**

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

Item 19 **Articles of Incorporation and Bylaws**

Attached as exhibits to this disclosure statement

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

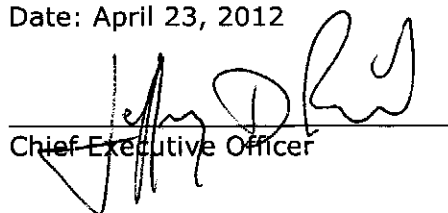
None

Item 21 **Issuer's Certifications**

I, Jeffrey D. Reid, certify that:

1. I have reviewed this annual 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.

Date: April 23, 2012



Chief Executive Officer

KMA GLOBAL SOLUTIONS INTERNATIONAL INC.

BALANCE SHEET (UNAUDITED)

	January 31, 2012 (unaudited)	January 31, 2011 (unaudited)
ASSETS		
CURRENT		
Cash	\$ 60,394	\$ 642
Accounts Receivable	255,600	
Total Current Assets	315,994	642
Other Receivables	1,556,059	1,739,041
Deposits on Equipment and Patents	76,664	36,664
Capital Assets	71,776	80,244
Total Assets	\$ 2,020,493	\$ 1,856,591
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)		
CURRENT		
Accounts Payable and Accrued Liabilities	\$ 210,766	\$ 65,276
Debentures Payable	-	304,133
Contributed Surplus	-	19,341
Total Current Liabilities	210,766	388,750
LONG TERM DEBT		
Shareholder Loan	328,015	328,015
Total Liabilities	\$ 538,781	\$ 716,765
SHAREHOLDERS' EQUITY (DEFICIT)		
Capital Stock	175,000	175,000
Additional Paid-In Capital	3,010,269	2,634,061
Cumulative Translation Adjustment	43,240	80,631
Retained Deficit	(1,746,798)	(1,749,866)
Total Shareholders' Equity	\$ 1,481,711	\$ 1,139,826
Total Liabilities and Shareholders' Equity	\$ 2,020,493	\$ 1,856,591

The accompanying notes are an integral part of the financial statements

KMA GLOBAL SOLUTIONS INTERNATIONAL INC.

STATEMENT OF INCOME AND DEFICIT (UNAUDITED) FOR THE THREE & TWELVE MONTHS ENDED JANUARY 31, 2012

		For the Twelve Months Ended January 31 2012 (unaudited)
SALES	\$	858,802
COST OF SALES		<u>659,683</u>
GROSS MARGIN		<u>199,119</u>
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES		<u>196,051</u>
Income (Loss) before income taxes		<u>3,068</u>
Income taxes		
NET LOSS	\$	<u>3,068</u>

The accompanying notes are an integral part of the financial statements

KMA GLOBAL SOLUTIONS INTERNATIONAL INC.

CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED) AS AT January 31, 2012

CASH FLOWS FROM OPERATING ACTIVITIES

Net loss for the year	\$	3,068
Adjustment to reconcile net income (loss) to net cash used in operating activities:		
Amortization		8,467
Foreign currency translation adjustment		(37,391)
Changes in assets and liabilities:		
Increase in accounts receivable		(255,599)
Increase in accounts payable and accrued liabilities		145,491
Decrease in Other Receivable		182,982
Increase in Deposits on Equipment		(40,000)
Net cash used by operating activities		<u>7,018</u>

CASH FLOWS FROM INVESTING ACTIVITIES

Increase/(Decrease) in advances to shareholders		-
Net cash provided by investing activities		<u>-</u>

CASH FLOWS FROM FINANCING ACTIVITIES

Increase in Debentures Payable		(304,133)
Decrease in Contributed Surplus		(19,341)
Issuance of capital stock		<u>376,208</u>
Net cash provided (used) by financing activities		<u>52,734</u>

NET INCREASE IN CASH	\$	59,752
CASH, BEGINNING OF YEAR		<u>642</u>
CASH, END OF YEAR	\$	<u>60,394</u>

KMA GLOBAL SOLUTIONS INTERNATIONAL INC.

SHAREHOLDERS' EQUITY

FOR TWELVE MONTHS ENDED JANUARY 31, 2012

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	-	-	-
Issue of shares for consulting services	20,826,040	20,826	(12,788)	-	-	-
Currency translation adjustment	-	-	-	-	(114,976)	-
Net Loss January 31, 2011	-	-	-	-	-	(116,899)
January 31, 2011	175,000,000	\$ 175,000	\$ 3,365,526	\$ -	\$ (230,253)	\$ (4,312,881)
Adjustment to shareholder equity due to distribution of subsidiary companies to shareholders	-	-	(731,465)	-	310,884	2,563,015
Conversion of Debentures payable	434,420,100	-	376,208	-	-	-
Currency translation adjustment	-	-	-	-	(37,391)	-
Net Profit January 31, 2012	-	-	-	-	-	3,068
January 31, 2012	609,420,100	175,000	3,010,269	-	43,240	(1,746,798)

The accompanying notes are an integral part of the financial statements

Note 1

Basis of Presentation

The accompanying unaudited financial statements include the accounts of KMA Global Solutions International, Inc. ("KMAG" or the "Company") which is incorporated in the state of Nevada in the United States. Amounts that would have been previously eliminated on consolidation are now reflected as assets or liabilities in the financial statements of the Company.

In February 2011, the company distributed the shares of its wholly owned subsidiaries, KMA Global Solutions (US) Inc, a Company incorporated in the state of Nevada in the United States of America , KMA Global Solutions Inc., a company incorporated in Canada under the Ontario Business Corporations Act and KMA Global Solutions (Hong Kong) Ltd., which is incorporated in Hong Kong. These subsidiaries are not included in the statements dated January 31, 2012.

Note 2

Accounts Receivable and Patents

Accounts receivable relate to the amounts owed from the sale of products to the Company's customers. These amounts will be collected in the normal course of business.

KMAG is 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. KMAG also has patent applications pending in the U.S. (as well as corresponding foreign patent applications in Mexico, Germany, Spain, France, Italy, Netherlands, United Kingdom and Canada) relating to its dual technology EAS label and high speed process, which anticipates and incorporates RFID technology, and improvements thereof. The amounts reflected in the financial statements represent the capitalized costs of the patents.

Note 3

Other Receivables.

In February 2011, when the Company distributed the shares of its wholly owned subsidiaries, loans were outstanding payable to KMA Global Solutions International Inc. KMA Global Solutions Inc has an outstanding loan of \$1,409,056 and KMA Global Solutions (Hong Kong) Inc has an outstanding loan of \$147,003 at January 31, 2012. These loans are non-interest bearing, are unsecured and have no fixed term of payment. Payment from KMA (HK) was due to the supply of goods that KMAG was able to resell. KMAG was able to reduce its outstanding receivable by the amount supplied by KMA (HK).

Note 4

Advances from Shareholders

Advances from the shareholder Mr. Jeffrey D. Reid, the Company's Chief Executive Officer and sole director, are non-interest bearing, are unsecured and have no fixed term of payment. This loan is convertible into Preferred Shares of the Company at the option of Mr. Reid at a 50%

discount to the market price. Mr. Reid served notice to the company of his intention to convert on August 23, 2011 and will convert once all filings are current.

Note 5

Convertible Debentures

On February 8, 2010 the Company converted certain Accounts Payable in the amount of \$294,067 into Convertible Debentures of the Company. The Convertible Debentures expired on June 30, 2011 and had an interest rate of 10% per annum. The interest was added to the principal and was payable on the expiry date. The holders', converted the Convertible Debentures in common shares of the Company at a price equal to 66.67% of the quoted share price on the trading day immediately preceding the day on which the Notice of Conversion was delivered to the Company.

The Company used the discounted cash flow method of valuing the convertible notes. The Company used a normal rate of interest of 18% representing an estimate of the interest rate that would have been required had the Debentures not been convertible. The difference in the discounted value has been allocated to Contributed Surplus. The Contributed Surplus was amortized and provided an accretion in the value of the Convertible Debentures over the term. The accrued interest was expensed monthly over the term of the Convertible Debentures.

In the Financial Statement for the period ending January 31, 2012 the balance of the Convertible Debentures was as a Current Liability with a balance of zero as the debentures were converted and 434,420,100 shares issued on July 19, 2011.

Note 6

Shareholder Equity

After the distribution of the shares of the subsidiary companies, an adjustment was required to reflect the changes to the Shareholders' equity. The resulting Shareholders' equity reflects these adjustments on the Shareholders' equity of KMAG.

03/27/2006 12:16 FAX 809 886 1459

FOX ROTHENKILD

002/002

DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4299
(775) 684-5731
Website: secretaryofstate.nv

Entity #
00171822006-4
Document Number
20060186531-82

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

Dean Heller

Dean Heller
Secretary of State

MAJOR 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 79A.403, 82.371, 88.021, 88.156 or 89A.240)

(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:
XIA 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, \$500 par value and 175,000,000 shares of common stock, \$500 par value. New articles reflecting no non-voting rights for debt 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 directors liability (Art. XI), no limitation of director's rights (Art. XII) and other minor changes which have been amended.

* This form is to accompany Restated Articles which contain newly stated 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 certificates.

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

This form must be accompanied by appropriate fees.

Noted by Secretary of State on 03/27/2006 10:01:11 AM

Fax: 6088881489

Mar 27 2006 11:49

P.04

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

Pursuant to the provisions of Section 78.345 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., 2275 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 \$0.001, consisting of 50,000,000 shares of preferred stock having a par value of \$0.001 per share (hereinafter referred to as "Preferred Stock") and 150,000,000 shares of common stock having a par value \$0.001 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 in 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

Fax: 800 896 1452

Mar 27 2006 11:49

P. 05

(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 therein 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 arrested 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

Fax: 800 856 1468

Mar 27 2006 11:49

P. 05

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 distribution 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 in which the Corporation may become subject by reason of the conduct of business, the ownership of assets, the residence of stockholders, 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

LV1 32944v1 03/22/06

FAX#6098951489

Mar 27, 2006 11:50

P.07

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 78.374 through 78.378 of the Nevada Revised Statutes or any similar or successor statute 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 the 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 amendments to the Articles of Incorporation of JMA 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.


J. M. A. Global Solutions International, Inc. President & Director

LV132555-1 03/22/06

<DOCUMENT>
<TYPE>EX-3.3
<SEQUENCE>11
<FILENAME>v038724_ex3-3.txt
<TEXT>

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.

<PAGE>

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.

<PAGE>

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

<PAGE>

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.

<PAGE>

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.

<PAGE>

(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.

<PAGE>

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.

<PAGE>

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.

<PAGE>

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)

</TEXT>

</DOCUMENT>

SECRETARY OF STATE



NEVADA STATE BUSINESS LICENSE

KMA GLOBAL SOLUTIONS INTERNATIONAL, INC.
Nevada Business Identification # NV20061546217

Expiration Date: March 31, 2013

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

This license shall be considered valid until the expiration date listed above unless suspended or revoked in accordance with Title 7 of Nevada Revised Statutes.

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed the Great Seal of State,
at my office on March 29, 2012

A handwritten signature in black ink, appearing to read "Ross Miller".

ROSS MILLER
Secretary of State



This document is not transferable and is not issued in lieu of any locally-required business license, permit or registration.

Please Post in a Conspicuous Location

**You may verify this Nevada State Business License
online at www.nvsos.gov under the Nevada Business Search.**