

**ISSUER INFORMATION AND DISCLOSURE STATEMENT
PURSUANT TO
RULE 15c2-11**

**COMPETITIVE GAMES INTERNATIONAL, INC.
A Nevada Corporation**

World Trade Center
First Floor – Commercial Area
53rd Street, Marbella
Panama, Republic of Panama
Telephone: (507) 205-1905
Facsimile: (507) 205-1802

Federal Tax I.D. No.
APPLIED FOR

CUSIP NO.
20452 M 201

ISSUER'S EQUITY SECURITIES

COMMON STOCK

\$0.001 Par Value
500,000,000 Shares Authorized
40,097,326 Issued and Outstanding (at May 25, 2007)

TRANSFER AGENT

**First American Stock Transfer, Inc.
706 East Bell Road, Suite 202
Phoenix, AZ 85022
Phone: 602 485 1346
FAX: 602 788 0423**

*First American is registered under the Exchange Act and is an SEC
Approved transfer agent.

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INFORMATION AND DISCLOSURE STATEMENT

ALL INFORMATION FURNISHED HEREIN HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OBTAINED FROM COMPETITIVE GAMES INTERNATIONAL, INC. (THE "COMPANY") IN ACCORDANCE WITH RULE 15c2-11 PROMULGATED UNDER THE SECURITIES AND EXCHANGE ACT OF 1934, AS AMENDED, AND IS INTENDED ONLY AS INFORMATION TO BE USED BY SECURITIES BROKER-DEALERS.

NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS NOT CONTAINED HEREIN IN CONNECTION WITH THE COMPANY. ANY REPRESENTATIONS NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY.

I, JULIO COLLADO, CHIEF EXECUTIVE OFFICER OF COMPETITIVE GAMES INTERNATIONAL, INC., DO HEREBY REPRESENT THAT I HAVE REVIEWED THE WITHIN INFORMATION AND DISCLOSURE STATEMENT AND EXHIBITS AND THAT THE SAME ARE TRUE TO THE BEST OF MY KNOWLEDGE, ACCURATE AND COMPLETE.

**COMPETITIVE GAMES INTERNATIONAL,
INC.
A Nevada Corporation**

/s/ Julio Collado

Dated: May 28, 2007

**By: Julio Collado
Its: CEO**

COMPETITIVE GAMES INTERNATIONAL, INC.
A Nevada Corporation

INFORMATION AND DISCLOSURE STATEMENT

***THIS STATEMENT HAS NOT BEEN FILED WITH THE NASD OR ANY OTHER REGULATORY AGENCY.**

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

PART 1.

ISSUER AND SECURITY INFORMATION

Item 1. The exact name of the Issuer and its Predecessor:

The name of the Issuer is: **Competitive Games International, Inc.**

The name of its predecessors: **Global Prospecting Ventures, Inc.**
Avenue Holdings, Inc.
Dash Industries, Inc.

Item 2. Address and telephone number of its principal executive offices:

World Trade Center
First Floor – Commercial Area
53rd Street, Marbella
Panama, Republic of Panama

Mailing Address:

P.O. Box 0832-00155 World Trade Center, Panama, Republic of Panama

Tel: (507) 205-1905

Fax: (507) 205-1802

www.cgmi-competitivegames.com

Item 3. The state of incorporation, if issuer is a corporation:

The Issuer is incorporated in the State of Nevada.

Originally, the Issuer was incorporated on October 29, 2003 in the State of Florida under the name Dash Industries, Inc. Thereafter, on or about November 6, 2003, the Issuer filed Articles of Amendment with the State of Florida Secretary of State changing its name to Avenue Holdings, Inc. On December 31, 2003, the Issuer changed its name to Global Prospecting Ventures, Inc. by filing Articles of Amendment with the Florida Secretary of State.

The Issuer redomiciled from the State of Florida to the State of Nevada on June 4, 2004 as Global Prospecting Ventures, Inc. by and through the filing of Articles of Conversion. The issuer changed its name on January 8, 2007 to Competitive Games International, Inc. (hereinafter, "CGI" or the "Company").

Item 4. The exact title and class of the security:

The Issuer has one class of securities outstanding, which is common stock.

The CUSIP number is 20452 M 201 for the Issuer's common stock.

The trading symbol is CGMI.PK.

Item 5. The par or stated value of the security:

The Company is authorized to issue 500,000,000 shares of Common Stock, \$0.001 Par Value.

Item 6. The number of shares or total amount of the securities outstanding as of the end of the issuer's most recent fiscal year and a list of securities offerings in the past two years:

A. The total number of issued and outstanding shares as of May 27, 2007, and related information, is as follows:

1. As of December 31, 2006, there were 48,655,245 issued and outstanding shares of Common Stock, \$0.001 Par Value, of the Issuer.
2. There are no shares of the Preferred Stock of the Company issued and outstanding.
3. 10,097,326 shares of the Issuer's common stock are designated as free trading as of May 27, 2007.
4. 30,000,000 shares of the Issuer's common stock are designated as restricted as of May 27, 2007.
5. As of May 27, 2007, there were 40 shareholders of record of the Issuer's common stock, and a total of 40,097,326 shares issued and outstanding.

B. Recent Offerings:

1. Over the last two years, the Issuer has sold (and may sell in the future) restricted shares on a limited basis to various parties which may include but not be limited to investors, employees, and/or affiliates.
2. On or about November 6, 2006, the Company issued approximately 25,000,000 shares of common stock to its President and CEO under an exemption from registration pursuant to Section 4(2) of the Securities Act of 1933 .
3. On or about April 17th, and per the terms of a Convertible Debenture, the Company issued 10,000,000 shares of free-trading stock under an exemption from registration pursuant to Section 4(2) of the Securities Act of 1933.
4. On or about April 17, 2007, the Company issued 5,000,000 restricted shares of its common stock to Global Trends International for delivery of certain software.
5. On or about April 17, 2007, the Company issued 5,000,000 restricted shares of its common stock to Rodney Gray for marketing, website design and implementation, and various other related consulting services.
6. On or about May 8, 2007, the Company issued 5,000,000 restricted shares of its common stock to Ion Play Technologies for software development and various related consulting services.
7. On or about May 8, 2007, the Company issued 7,750,000 restricted shares of its common stock to Brenda Geen for business development and related consulting services.

Item 7. The name and address of the transfer agent:

The Transfer Agent for the shares of common voting stock of the Company is:

First American Stock Transfer, Inc.
706 East Bell Road, Suite 202
Phoenix, AZ 85022
Phone: 602 485 1346
FAX: 602 788 0423

*First American is registered under the Exchange Act and is an SEC
Approved transfer agent.

Item 8. The nature of the issuer's business:

FORWARD LOOKING STATEMENTS

This Information and Disclosure Statement contains various “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 as amended and Section 21E of the Securities Exchange Act of 1934 as amended. Forward-looking statements represent the Company’s expectations or beliefs concerning future events. The words believe, expect, anticipate, intend, estimate, project and similar expressions are intended to identify forward-looking statements. The Company cautions that these statements are further qualified by important factors that could cause actual results to differ materially from those in the forward-looking statements, including without limitations the factors described in this Information and Disclosure Statement.

Investors are cautioned not to place undue reliance on such forward-looking statements because they speak only of the Company’s views as of the statement dates. Although the Company has attempted to list the important factors that presently affect the Company’s business and operating results, the Company further cautions investors that other factors may in the future prove to be important in affecting the Company’s results of operations. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

The issuer is an Affiliate Marketing company designed to offer online Skill Game (or Casual Game) Services to Customers and Affiliates worldwide. The business model is designed around a new concept—**Multi Tiered Affiliate Marketing TM. (MTAM)**—which is designed to not only to encourage game play, but to distribute CGI products and services. And, by operating a nationwide marketing organization of highly motivated independent distributors, CGI taps into the white hot business trend of network marketing

(A) Business Development

The CGI business model provides the infrastructure to help its Affiliates build a successful business. Specifically, CGI Affiliates will be provided with all the tools required to start and subsequently operate their own home based business. These tools include, for example, a state-of-the-art automated marketing system, a dynamic ‘flash’ genealogy chart, a commission calculator, and personalized websites. The result will be that Affiliates will earn an income by way of an intricate and exciting commission based compensation plan developed around the MTAM model.

Direct Selling is an industry that has brought goods and services to consumers since early times. The industry thrives on building relationships between the buyer and seller. In order to be successful, the seller must not only offer a quality product, he or she must also offer a superior service. Hence relationships are of utmost importance. Finding people

who understand these principles is the key to launching a new venture in the direct selling, otherwise known as network marketing, business.

Other Corporate Information:

- a. The Issuer is a Nevada corporation.
- b. The Issuer filed Articles of Conversion thereby redomiciling from the State of Florida to the State of Nevada on June 4, 2004 under the name of Global Prospecting Ventures, Inc. The issuer changed its name on January 8, 2007 to Competitive Games International, Inc.
- c. The fiscal year end date for the Company is December 31.
- d. The issuer and/or any predecessor has not and is not in the process of filing bankruptcy, receivership or any similar proceeding.
- e. The issuer has not made any material reclassifications, mergers, consolidations, or purchases or sales of any significant amount of assets not in the ordinary course of business, other than as set forth herein.
- f. The issuer is not in default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuers to make payments.
- g. The issuer changed its name on January 8, 2007, thereupon the control and management of the issuer was changed.
- h. The Company has not had an increase of 10% of the same class of outstanding equity securities other than as set forth herein in Item 6(B).
- i. The Company had a reverse stock split of 500:1 that was effective on the 14th day of March, 2007. The Company has no pending or anticipated stock splits, stock dividends, recapitalization, merger, acquisition, spin-off or reorganizations.
- j. The Company's securities have not been de-listed and are not in the process of being de-listed by the Securities & Exchange Commission ("SEC") or the NASD.
- k. There are no current, past, pending, or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations.

(B) Business of the Issuer.

Competitive Games International, Inc. (CGI) is a new and innovative Skill Games (Causal Games) company in the 'competitive entertainment' industry that will use a strategic Affiliate Marketing system to encourage game play and the distribution of its products and services. Skill Games (or Casual Games) are games in which the outcome of each competition is determined by the player's skill – in contrast to casino style games or lotteries where the outcome is determined by random odds, or chance. CGI is creating a competitive environment that will offer many web-based Skill Games (or Casual Games), and an accompanying game server that will allow players test their skills against others for fun, or for cash and prizes. The fallout from recent US legislation with respect to Casino Gambling and the extent to which this legislation has severely curtailed that industry has left a void in the online gaming industry. This void is precisely what CGI intends to fill. In fact, the timing of CGI coming to market could not be better.

Therefore, the true innovation CGI will offer is its combinational usage of the successful Affiliate Marketing strategies (enhanced by the easily sustainable continued usage plan embodied by the MTAM model), coupled with the explosive growth potential of the online Skill Game (or Casual Game) industry. When you consider the potential of Affiliate Marketing taking advantage of one of the largest booms on the internet, continual growth and sustainability can easily be forecast in this rare business opportunity. Affiliates can look forward to creating their own tournaments and events for

promotion or even just for fun. It's like owning an online skill gaming business with all of the development, research, and expense done for you.

All CGI products and services will be offered to retail customers through one of three CGI retail packages—the CGI-Platinum-Package, CGI-Silver-Package and the CGI-Bronze-Package. The range of products and services within each package vary, and are priced accordingly. CGI products and services include CGI Chips, CGI Tomobola Vouchers, CGI Gold Coins, Travel Vouchers, and much more. Moreover, all CGI-Packages include a year long Affiliateship to CGI's exclusive and interactive online "Skill Games" arena – the fastest growing industry on the net. Visit www.CompetitiveGames.com to view all aspects of the CGI business.

CGI intends to lease, design and built several web-based Skill Games, and an accompanying game server that allows players to simply play for fun against other affiliates, or, if they choose, they can increase the excitement and enter tournaments to win money and/or prizes. This service will provide an enticing adjunct to the other aforementioned products and services offered. Thus, CGI will create a branded competitive entertainment community for its Affiliates to enjoy and for its Affiliates to further assist in marketing CGI-Packages. CGI intends to offer a "Texas Hold'em Poker" venue. Texas Hold'em is currently the most popular game in America and CGI's site is destined to attract thousands of players. (note: Due to recent US gaming regulatory changes CGI Texas Hold'em Poker can only be played with CGI Gold Coins which are not redeemable for cash dollars).

The unique environment of CGI, coupled with the innovative MTAM business model will be like no other online retail/entertainment venue. Affiliates will be provided with numerous tools to market CGI's great products, and at the same time will be eligible to participate in CGI games (and related events). And, in doing so, all Affiliates will be eligible for compensation via the unique MTAM method. As CGI continues to grow, it will, over time, introduce more and more products and services to help give greater breadth to its retail base. At the same time, CGI will add new skill games to cultivate a greater sense of online community. Each Affiliate and/or Affiliate will have password protected access to the CGI Website that hosts all corporate information, retail product information and game related material.

Revenues will be generated from the sale of CGI-Packages, and Skill Game play. Moreover, as the CGI Affiliateship and Affiliate base expands, CGI expects revenues from advertising and the sale of CGI goods (i.e. items not included in the packages) will increase significantly. Income for the individual Affiliate is directly correlated to their ability to generate (through marketing efforts) retail sales of CGI-Packages.

As the internet transcends borders worldwide, and because many of the CGI products and services can be provided via the Web, CGI believes there will continue to be a strong market for selling CGI products and services far into the future. Moreover, CGI is poised to create a niche in the already huge online Skill Game market by way of creating its own CGI-branded community. Due to the expected quality of CGI's products and services, combined with its unique marketing strategy, and games of skill arena, CGI feels confident it will become a dominant feature in the World Wide Web community.

- a. The primary SIC code for Competitive Games International, Inc. is 7371.
- b. The Company is in the development stage.
- c. The Issuer has no parent, subsidiaries or affiliates.
- d. The Company does not foresee any substantial changes that could adversely affect the business of the Company at this time.
- e. The Company has spent a great deal of time, preparation and labor on the research and development of the Company and it is hard to put a number on

it at this time. The customers will not be adversely affected by these expenditures.

- f. The Company is not producing any products that are hazardous to the environment and does not foresee any changes that could adversely affect the environment.
- g. The Company has 0 full time employees.

(C) **Investment Policies**—At the present time, the Company has no investments. Going forward, all revenue not allocated for expenses will be invested into the business to generate additional revenue for the Company.

There are no limitations with regard to the percentage of assets invested nor on the type of instruments used. The investment policy may only be changed by an affirmative vote of the Board of Directors.

- 1. Investments in real estate or interest in real estate.

None.

- 2. Investments in real estate mortgages.

None.

- 3. Securities of, or interest in, persons primarily engaged in real estate activities.

None.

Item 9. The Nature of Products or Services Offered:

- 1. Competitive Games International, Inc. (CGI) is a Skill Games (Causal Games) company in the ‘competitive entertainment’ industry that will use a strategic Affiliate Marketing system to encourage game play and the distribution of its products and services world wide.
- 2. The Company will distribute its products using digital downloading and other internet sales methods. All CGI products and services are offered to retail customers through one of three CGI retail packages—the CGI-Platinum-Package, CGI-Silver-Package and the CGI-Bronze-Package. The range of products and services within each package vary, and are priced accordingly. CGI products and services include CGI Chips, CGI Tomobola Vouchers, CGI Gold Coins, Travel Vouchers, and much more. Moreover, all CGI-Packages include a year long Affiliateship to CGI’s exclusive and interactive online “Skill Games” arena.
- 3. There are no publicly announced new products or services at this time.
- 4. The Company’s business model is unique, and we are not aware of any competitors at this time.
- 5. Not applicable to the Company.
- 6. The Company is not dependent on one or a few customers.
- 7. The Company has no patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts.
- 8. The Company does not require government approval for its principal products or services.

Item 10. United States Intellectual Property

The Company holds no patents or trademarks, nor has the Company filed any pending applications for any Patents or Trademarks.

Item 11. The nature and extent of the issuer's facilities:

We lease our corporate headquarters located at World Trade Center Building, Panama City, Panama. The property is generic office space that meets the Company's executive and administrative requirements providing ample space for our executives to run the Company, as well as space to expand and hire new employees.

Item 12. The name of the chief executive officer and the members of the board of directors:

Information about our executive officers and directors follows:

NAME & ADDRESSES	AGE	POSITIONS	DATE FIRST HELD
Julio Collado Business Address: World Trade Center First Floor – Commercial Area 53 rd Street, Marbella Panama, Republic of Panama	37	President, CEO, CFO, Director	May 18, 2007

Daysi Gil Business Address: World Trade Center First Floor – Commercial Area 53 rd Street, Marbella Panama, Republic of Panama	35	Secretary	May 18, 2007
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Our Articles of Incorporation provide for a Board of Directors ranging from 1 to 10 members, with the exact number to be specified by resolution of the board. All Directors hold office until the next annual meeting of the shareholders following their election and until their successors have been elected and qualified. The Board of Directors appoints Officers. Officers hold office until the next annual meeting of our Board of Directors following their appointment and until their successors have been appointed and qualified.

The business experience during the past five years of each of the persons presently listed above as an Officer or Director of the Company is as follows:

Julio Collado

Mr. Collado has worked as a legal aid for much of the last 5 years. He has experience in corporation development, corporate administration and accounting. Mr. Collado also has experience in international marketing. Mr Collado is 37 years of age and resides in Panama City, Panama.

Dasyi Gil

Ms. Gil has worked as a legal assistant for much of the last 5 years. She has experience in corporate communications, accounting and office administration. Ms Gil is 35 years of age and resides in Panama City, Panama.

General Partners.

None.

Promoters.

None.

Control Persons.

The members of the board of directors and officers of the issuer are the only entities considered to be control persons of the issuer.

Accountant.

None

Public Relations.

None.

Any other advisor (s) that assisted, advised, prepared, or provided information with respect to this disclosure documentation.

None, other than as set forth elsewhere in this statement.

LEGAL/DISCIPLINARY HISTORY OF AFOREMENTIONED PARTIES

None of the above officers or directors has in the last five (5) years been:

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

Has not had 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.

Has not had a finding or judgment by a court of competent jurisdiction (in a civil action), the SEC, the CFTC, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated.

Has not had an entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such a person's involvement in any type of business or securities activities.

Item 13. The issuer's financial statements for the two preceding fiscal years and most recent balance sheet and profit and loss and retained earnings statements:

Please refer to Exhibit C attached hereto.

Item 14. Disclosure whether the broker or dealer or any associated persons is affiliated, directly or indirectly with the issuer:

The Company has no knowledge of any broker-dealer(s) or associated person(s) who is submitting quotations with respect to the Company's Common Stock, who may be associated, directly or indirectly, with the Company.

Item 15. Disclosure whether the quotation is being published or submitted on behalf of any broker or dealer:

None

Item 16. Disclosure whether the quotation is being submitted or published directly or indirectly on behalf of the issuer, or any director, officer or other person directly or indirectly the beneficial owner of more than ten percent (10%) of the outstanding units or shares of any equity security of the issuer, and, if so, the name of such person, and the basis for any exemption under the federal securities laws for any sales of such securities on behalf of such persons:

The Company has no knowledge of the quotation being submitted on behalf of the Company or any director, officer or ten percent shareholder of any of the Company's securities.

Item 17. The ownership of management or anyone known to the issuer to own beneficially more than 5.0% of the outstanding shares of common stock as of the date hereof:

		Number of	Percent	
		of		
		Shares	Beneficially	
Outstanding	Beneficial Owner	Title	Owned	Shares
	Julio Collado	President, CEO, CFO & Director	Nil	0%
	Daysi Gil	Secretary	Nil	0%
	Brenda Geen	-	7,750,000	19.328%
	Global Trends Int'l	-	5,000,000	12.470%
	Rodney Gray	-	5,000,000	12.470%
	Ion Play	-	7,750,000	18.704%
	Ion Play Technologies	-	5,000,000	12.470%

Item 18. Disclosure whether the quotation is being published or submitted on behalf of any broker or dealer:

Not Applicable

Item 19. Disclosure whether the quotation is being submitted or published directly or indirectly on behalf of the issuer, or any director, officer or other person directly or indirectly the beneficial owner of more than ten percent (10%) of the outstanding units or shares of any equity security of the issuer, and, if so, the name of such person, and the basis for any exemption under the federal securities laws for any sales of such securities on behalf of such persons:

The Company has no knowledge of the quotation being submitted on behalf of the Company or any director, officer or ten percent shareholder of any of the Company's securities.

Item 20. Brief history of the Issuer:

Originally, the Issuer was incorporated on October 29, 2003 in the State of Florida under the name Dash Industries, Inc. Thereafter, on or about November 6, 2003, the Issuer filed Articles of Amendment with the State of Florida Secretary of State changing its name to Avenue Holdings, Inc. On December 31, 2003, the Issuer changed its name to Global Prospecting Ventures, Inc. by filing Articles of Amendment with the Florida Secretary of State.

The Issuer redomiciled from the State of Florida to the State of Nevada on June 4, 2004 as Global Prospecting Ventures, Inc. by and through the filing of Articles of Conversion. The issuer changed its name on January 8, 2007 to Competitive Games International, Inc. (hereinafter, "CGI" or the "Company").

Prior to commencing current operations concurrent with our name change on January 8, 2007, the Company was formerly a junior mining and exploration company since inception.

Item 21. Disclosure as to any current, past or pending legal proceedings either by or against the issuer:

The Company is not a party to any material legal proceedings, nor to the Company's knowledge are there any other material legal proceedings contemplated against it.

Item 22. The name, address and telephone number of the company's corporate and securities counsel:

Corporate Counsel

SteadyLaw Group, LLP Tel: (619) 399-3090
501 W. Broadway, Suite 800 Fax: (619) 330-1888
San Diego, CA 92101

Securities Counsel

SteadyLaw Group, LLP Tel: (619) 399-3090
501 W. Broadway, Suite 800 Fax: (619) 330-1888
San Diego, CA 92104

Item 23. The name, address and telephone number of the company's independent public accountants:

None

Item 24. Nature of trading market:

The Issuer's shares are traded on the Over the Counter Pink Sheets.

CERTIFICATION

This Information and Disclosure Statement and the attached Exhibits constitutes adequate and current information in respect of Competitive Games International, Inc, and is being furnished to interested securities brokers or dealers, who may rely on it in submitting and publishing quotations on the common stock of Competitive Games International, Inc. and will be furnished upon request to other interested securities brokers or dealers who may also rely on it in publishing quotations on the Issuer's shares of common stock.

Interested parties may contact:

COMPETITIVE GAMES INTERNATIONAL, INC.

World Trade Center
First Floor – Commercial Area
53rd Street, Marbella
Panama, Republic of Panama

Mailing Address:

P.O. Box 0832-00155 World Trade Center, Panama, Republic of Panama

Tel: (507) 205-1905

Fax: (507) 205-1802

With Copies Sent to:

SteadyLaw Group, LLP

Attn: Luis Carrillo

501 W. Broadway, Suite 800

San Diego, CA 92101

Tel: (619) 399-3090

Fax: (619) 330-1888

Executed pursuant to authorization of the board of directors of Competitive Games International, Inc.

Competitive Games International, Inc.

/s/ Julio Collado

Dated: May 28, 2007

By: Julio Collado

Its: President

Exhibit A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

**COMPETITIVE GAMES INTERNATIONAL, INC.
(A Nevada Corporation)**

ARTICLE 1.

Company Name

- 1.1 The name of this corporation is Competitive Games International, Inc.

ARTICLE 2.

Duration

- 2.1 The corporation shall continue in existence perpetually unless sooner dissolved according to law.

ARTICLE 3.

Principal Office

- 3.1 The name and address of its Resident Agent is Laughlin Associates, Inc., 2533 North Carson Street, Carson City, NV 89706.

ARTICLE 4.

Purpose

- 4.1 The purpose for which the corporation is organized is to engage in any lawful activity within or outside the State of Nevada.

- 4.2 The corporation may also maintain offices at such other places within or without the State of Nevada as it may from time to time determine. Corporate business of every kind and nature may be conducted, and meetings of directors and shareholders may be held outside the State of Nevada with the same effect as if in the State of Nevada.

ARTICLE 5.

Board of Directors

- 5.1 Number. The board of directors of the Corporation shall consist of such number of persons, not less than one and not to exceed 10, as shall be determined in accordance with the bylaws from time to time.

- 5.2 The number, name and address of the Board of Directors is (2) as follows:

Julio Collado
Mailing Address:
2533 North Carson Street
Carson City, NV 89706

Daysi Gil
Mailing Address:
2533 North Carson Street
Carson City, NV 89706

ARTICLE 6.

Capital Stock

6.1 Authorized Capital Stock. The aggregate number of shares which this Corporation shall have authority to issue is five hundred million (500,000,000) shares of Common Stock, par value \$0.001 per share (the "Common Stock"). A description of the classes of shares and a statement of the number of shares in each class and the relative rights, voting power, and preferences granted to the, and restrictions imposed upon the, shares of each class are as set forth in this Article 6.

6.2 Common Stock. Each share of Common Stock shall have, for all purposes one (1) vote per share.

Subject to the preferences applicable to Preferred Stock outstanding at any time, the holders of shares of Common Stock shall be entitled to receive such dividends and other distributions in cash, property or shares of stock of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefore. The holders of Common Stock issued and outstanding have and possess the right to receive notice of shareholders' meetings and to vote upon the election of directors or upon any other matter as to which approval of the outstanding shares of Common Stock or approval of the common shareholders is required or requested.

6.3 Preferred Stock. The Shares of Preferred Stock may be issued from time to time in one or more series if duly authorized. The Board of Directors is authorized, by resolution adopted and filed in accordance with law, to provide for the issue of such series of shares of Preferred Stock. Each series of shares of Preferred Stock:

- (a) may have such voting powers, full or limited, or may be without voting powers;
- (b) may be subject to redemption at such time or times and at such prices as determine by the Board of Directors;
- (c) may be entitled to receive dividends (which may be cumulative or non-cumulative) at such rate or rates, on such conditions and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or series of stock;
- (d) may have such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation;
- (e) may be made convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation or such other corporation or other entity at such price or prices or at such rates of exchange and with such adjustments;
- (f) may be entitled to the benefit of a sinking fund to be applied to the purchase or redemption of shares of such series in such amount or amounts;
- (g) may be entitled to the benefit of conditions and restrictions upon the creation of indebtedness of the Corporation or any subsidiary, upon the issue of any additional shares (including additional shares of such series or of any other series) and upon the payment of dividends or the making of other distributions on, and the purchase, redemption or other acquisition by the Corporation or any subsidiary of, any outstanding shares of the Corporation; and

(h) may have such other relative, participating, optional or other special rights, qualifications, limitations or restrictions thereof, in each case as shall be stated in said resolution or resolutions providing for the issue of such shares of Preferred Stock. Shares of Preferred Stock of any series that have been redeemed or repurchased by the Corporation (whether through the operation of a sinking fund or otherwise) or that, if convertible or exchangeable, have been converted or exchanged in accordance with their terms shall be retired and have the status of authorized and unissued shares of Preferred Stock of the same series and may be reissued as a part of the series of which they were originally a part or may, upon the filing of an appropriate certificate with the Secretary of State of the State of Nevada be reissued as part of a new series of shares of Preferred Stock to be created by resolution or resolutions of the Board of Directors or as part of any other series of shares of Preferred Stock, all subject to the conditions or restrictions on issuance set forth in the resolution or resolutions adopted by the Board of Directors providing for the issue of any series of shares of Preferred Stock.

ARTICLE 7.

No Further Assessments

7.1 The capital stock, after the amount of the subscription price determine by the board of directors has been paid in money, property, or services, as the Directors shall determine, shall be subject to no further assessment to pay the debts of the corporation, and no stock issued as fully paid up shall ever be assessable or assessed, and these Articles of Incorporation shall not and cannot be amended, regardless of the vote therefore, so as to amend, modify or rescind this Article 7.

ARTICLE 8.

No Preemptive Rights

8.1 Except as otherwise set forth herein, none of the shares of the Corporation shall carry with them any preemptive right to acquire additional or other shares of the corporation and no holder of any stock of the Corporation shall be entitled, as of right, to purchase or subscribe for any part of any unissued shares of stock of the Corporation or for any additional shares of stock, of any class or series, which may at any time be issued, whether now or hereafter authorized, or for any rights, options, or warrants to purchase or receive shares of stock or for any bonds, certificates of indebtedness, debentures, or other securities.

ARTICLE 9.

No Cumulative Voting

9.1 There shall be no cumulative voting of shares.

ARTICLE 10.

Election Not to be Governed By Provisions of NRS 78.411 to 78.444.

10.1 The Corporation, pursuant to NRS 78.434, hereby elects not to be governed by the provisions of NRS 78.411 to 78.411, inclusive.

ARTICLE 11.

Indemnification of Officers and Directors

11.1 The Corporation shall indemnify its directors, officers, employee, fiduciaries and agents to the fullest extent permitted under the Nevada Revised Statutes.

11.2 Every person who was or is a party or is threatened to be made a party to or is involved in any action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he or a person for whom he is the legal representative is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the law of the State of Nevada from time to time against all expenses, liability and loss (including attorney's fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right that may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any By-Law, agreement, vote of stockholders, provision of law or otherwise, as well as their rights under this Article.

11.3 Without limiting the application of the foregoing, the Board of Directors may adopt By-Laws from time to time with respect to indemnification to provide at all times the fullest indemnification permitted by the law of the State of Nevada and may cause the corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation as a director of officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the corporation would have the power to indemnify such person.

11.4 The private property of the Stockholders, Directors and Officers shall not be subject to the payment of corporate debts to any extent whatsoever.

11.5 No director, officer or shareholder shall have any personal liability to the corporation or its stockholders for damages for breach of fiduciary duty as a director or officer, except that this provision does not eliminate nor limit in any way the liability of a director or officer for:

- (a) Acts or omissions which involve intentional misconduct, fraud or a knowing violation of law; or
- (b) The payment of dividends in violation of Nevada Revised Statutes (N.R.S.) 78.300.

IN WITNESS WHEREOF, we have hereunto set my hand this 18th day of May, 2007, hereby declaring and certifying that the facts stated hereinabove are true.

/s/ Julio Collado

Julio Collado
President, Competitive Games International, Inc.

Exhibit B

**BY-LAWS
OF
COMPETITIVE GAMES INTERNATIONAL, INC.
(A Nevada Corporation)**

**ARTICLE I
OFFICES**

1.01 Principal Offices. The Board of Directors shall fix the location of the principal executive office of the Corporation at any place within or outside the State of Nevada. If the principal executive office is located outside the State and the Corporation has no principal office in Nevada, the Board of Directors shall fix and designate the office of its Agent for service as its Nevada office.

1.02 Other Offices. The officers or the Board of Directors may, at any time, establish branch or subordinate offices at any place or places where the Corporation is qualified to do business, and may change the location of any office of the Corporation.

**ARTICLE II
MEETING OF SHAREHOLDERS**

2.01 Place of Meeting. Meetings of shareholders shall be held at any place within or outside the State of Nevada designated by the Board of Directors upon proper notice. In the absence of any such designation, shareholders' meetings shall be held at the principal executive office of the Corporation.

2.02 Annual Meetings. Unless held at a time and date designated each year by the Board of Directors in accordance with applicable law, an annual meeting of shareholders shall be held on the last day of the week of July of each year at 10:00 o'clock a.m., provided, however, that should such day fall upon a legal holiday, then the annual meeting of shareholders shall be held at the same time and place on the next day thereafter ensuing which is a full business day. At the annual meeting, Directors shall be elected and any other proper business may be transacted.

2.03 Special Meetings.

(a) A special meeting of the shareholders may be called at any time by the Board of Directors, or by the Chairman of the Board, by the President, by one or more shareholders holding shares which, in the aggregate, entitle them to cast not less than ten percent (10%) of the votes at any such meeting.

(b) If a special meeting is called by any person or persons other than the Board of Directors, the request shall be in writing specifying the time of such meeting and the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the Chairman of the Board, the President, any Vice President, or the Secretary of the Corporation. The officer receiving the request shall cause notice to be promptly given to the shareholders entitled to vote, in accordance with the provisions of paragraph 2.01, 2.03 and 2.04 of this Article II, that a meeting will be held at the time requested by the person or persons calling the meeting, not less than thirty five

(35) nor more than sixty (60) days after the receipt of the request. If the notice is not given within twenty (20) days after the receipt of the request, the person or persons requesting the meeting may give the notice. Nothing contained in this paragraph 2.02 shall be construed as limiting, fixing or affecting the time when a meeting of shareholders called by action of the Board of Directors may be held.

2.04 Notice of Shareholders' Meetings.

(a) All notices of meetings of shareholders shall be sent or otherwise given in accordance with this paragraph 2.04 not less than ten (10) nor more than sixty (60) days before the date of the meeting being noticed. The notice shall specify the place, date and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, or (ii) in the case of the annual meeting, those matters which the Board of Directors or the other person or persons calling the meeting, at the time of giving the notice, intend to present for action by the shareholders. The notice of any meeting at which Directors are to be elected shall include the names of any nominees, which at the time of the notice, management intends to present for election.

(b) If action is proposed to be taken at any meeting for approval of (i) a contract or transaction in which a Director has a direct or indirect financial interest, (ii) an amendment of the Articles of Incorporation, (iii) a reorganization of the Corporation, pursuant to, or (iv) a voluntary dissolution of the Corporation as defined by the code of Nevada, the notice shall also state the general nature of such proposals.

2.05 Manner of Giving Notice and Affidavit of Notice.

(a) Notice of any meeting of shareholders shall be given either personally or by first class mail, telegraphic, express mail, or other written communication, charges prepaid, addressed to each shareholder at the address of such shareholder appearing on the books of the Corporation or more recently given by the shareholder to the Corporation for the purpose of notice. If no such address appears on the Corporation's books or has been so given, notice shall be deemed to have been properly given to such shareholder if sent by first class mail or telegraphic or other written communication to the Corporation's principal executive office to the attention of such shareholder, or if published at least once in a newspaper of general circulation in the county where such office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.

(b) If any notice addressed to a shareholder at the address of such shareholder appearing on the books of the Corporation is returned to the Corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice to the shareholder at such address, all future notices or reports shall be deemed to have been duly given without further mailing if the same shall be available to the shareholder upon written demand of the shareholder at the principal executive office of the Corporation for a period of one (1) year from the date of the giving of such notice.

(c) An affidavit of the mailing or other means of giving any notice of any shareholders' meeting shall be executed by the Secretary, Assistant Secretary or any

transfer agent of the Corporation giving such notice, and shall be filed and maintained in the minute book of the Corporation.

2.06 Quorum. The presence in person or by proxy of the holders of a majority of the shares entitled to vote

at the subject meeting of shareholders shall constitute a quorum for the transaction of business. The shareholders present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the shares required to constitute a quorum.

2.07 Adjourned Meeting and Notice Thereof.

(a) Any shareholders' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the shares represented at such meeting, either in person or by proxy, but in the absence of a quorum, no other business may be transacted at such meeting, except as provided in paragraph 2.05.

(b) When any meeting of shareholders, either annual or special, is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken, unless a new record date for the adjourned meeting is fixed, or unless the adjournment is for more than forty five (45) days from the date set for the original meeting, in which case the Board of Directors shall set a new record date. Notice of any such adjourned meeting, if required, shall be given to each shareholder of record entitled to vote at the adjourned meeting in accordance with the provisions of paragraph 2.03 and 2.04. At any adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

2.08 Voting.

(a) The shareholders entitled to vote at any meeting of shareholders shall be determined in accordance with the provisions of paragraph 2.10, subject to the provisions of the Nevada Code (relating to voting shares held by a fiduciary, in the name of the Corporation or in joint ownership). Such vote may be by voice vote or by ballot; provided, however, that all elections for Directors must be by ballot upon demand by a shareholder at such election made before the voting begins. Any shareholder entitled to vote on any matter (other than the election of Directors) may vote part of the shares in favor of the proposal and refrain from voting the remaining shares or vote them against the proposal, but if the shareholder fails to specify the number of shares such shareholder is voting affirmatively, it will be conclusively presumed that the shareholder's approving vote is with respect to all shares such shareholder is entitled to vote. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting, entitled to vote and voting on any matter (other than the election of Directors) shall be the act of the shareholders, unless the vote of a greater number or voting by classes is required by the Code or the Articles of Incorporation.

(b) At a shareholders' meeting involving the election of Directors, no shareholder shall be entitled to cumulate votes (i.e., cast for any candidate a number of votes greater than the number of the shareholder's shares). The candidates

receiving the highest number of votes, up to the number of Directors to be elected, shall be elected.

2.09 Waiver of Notice or Consent by Absent Shareholders.

(a) The transactions of any meeting of shareholders, either annual or special, however called and noticed and wherever held shall be a valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote but not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes thereof. The waiver of notice, consent or approval need not specify either the business to be transacted or the purpose of any annual or special meeting of shareholders, except that if action is taken or proposed to be taken for approval of any of those matters specified in paragraph 2.04(b), the waiver of notice shall state the general nature of such proposal. All such waivers, consents and Approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(b) Attendance of a person at a meeting shall constitute a waiver of notice and presence at such meeting unless such person objects at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened, except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by the Code to be included in the notice of the meeting but not so included if such objection is expressly made at the meeting.

2.10 Record Date for Shareholder Notice, Voting and Giving Consents.

(a) For purposes of determining the shareholders entitled to notice of any meeting, to vote, or to give consent to corporate action without a meeting, the Board of Directors may fix, in advance, a record date which shall not be more than sixty (60) days nor less than ten (10) days prior to the date of any such meeting, nor more than sixty (60) days prior to such action without a meeting, and in such case, only shareholders of record at the close of business on the date so fixed are entitled to notice and to vote or to give consents, as the case may be, notwithstanding any transfer of any shares on the books of the Corporation after the record date fixed at aforesaid, except as otherwise provided in a Nevada General Corporation Law.

(b) If the Board of Directors does not so fix a record date:

(i) the record date for determining shareholders entitled to notice of, or to vote at, a meeting of shareholders shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held; and

(ii) the record date for determining shareholders entitled to give consent to corporate action in writing without a meeting, (A) when no prior action by the Board has been taken, shall be the day on which the first written consent is given, or (B) when prior action of the Board has been taken, shall be at the close of business on the day on which the Board adopts the resolution relating thereto, or the sixtieth (60th) day prior to the date of such other action, whichever is later.

2.11 Proxies. Every person entitled to vote for Directors or on any other matter shall have the right to do so either in person or by one or more agents authorized by a written proxy signed by such person and filed with the Secretary of the Corporation. A proxy shall be deemed signed if the shareholder's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission or otherwise) by the shareholder or the shareholder's attorney-in-fact. A validly executed proxy which does not state that it is irrevocable shall continue in full force and effect unless (i) revoked by the person executing it, prior to the vote pursuant thereto, by a writing delivered to the Corporation stating that the proxy is revoked, or by a subsequent proxy executed by the person executing the prior proxy and presented to the meeting, or by such person's attendance at the meeting and voting in person; or (ii) written notice of the death or incapacity of the maker of such proxy is received by the Corporation before the vote pursuant thereto is counted; provided, however, that no such proxy shall be valid after the expiration of eleven (11) months from the date of such proxy, unless otherwise provided in the proxy.

2.12 Inspectors of Election.

(a) Before any meeting of shareholders, the Board of Directors may appoint any persons other than nominees for office to act as inspectors of election at the meeting or its adjournment. If no inspectors of election are so appointed, the chairman of the meeting may, and on the request of any shareholder or a shareholder's proxy shall, appoint inspectors of election at the meeting. The number of inspectors shall be either one (1) or three (3). If inspectors are appointed at the meeting on the request of one or more shareholders or proxies, the holders of a majority of shares or their proxies present at the meeting, shall determine whether one (1) or three (3) inspectors are to be appointed. If any person appointed as inspector fails to appear or fails or refuses to act, the chairman of the meeting may, and upon the request of any shareholder or shareholder's proxy shall, appoint a person to fill the vacancy.

(b) The inspectors shall:

(i) determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum, and the authenticity, validity and effect of proxies;

(ii) receive votes, ballots or consents;

(iii) hear and determine all challenges and questions in any way arising in connection with the right to vote;

(iv) count and tabulate all votes or consents;

(v) determine when the polls shall close;

(vi) determine the result; and

(vii) do any other acts that may be proper to conduct the election or vote with fairness to all shareholders.

2.13 Conduct of Shareholders' Meetings.

(a) The Chairman of the Board shall preside at the meetings of the shareholders. In the absence of the Chairman of the Board, the Chief Executive Officer shall preside at the meetings of the shareholders. In the absence of both the Chairman of the Board and the Chief Executive Officer, the President shall preside at the meetings of the shareholders. In the anticipated absence of all officers designated to preside at the meetings of shareholders, the board of directors may designate an individual to preside at a meeting of shareholders. If the individual or individuals designated to preside are not present or do not assert the right to preside, the shareholders may elect a chairman of the meeting.

(b) The Board of Directors of the Corporation may, to the extent not prohibited by law, the articles of incorporation, or these bylaws, adopt such additional or supplemental rules and regulations for the conduct of the meetings of shareholders, as it shall deem appropriate. Except to the extent inconsistent with such rules and regulations as are adopted by the Board of Directors, the chairman of any meeting of shareholders shall have the right and authority, prior to, at the inception of, or during the meeting, to prescribe such additional supplemental rules, regulations, and procedures and to do all such acts as, in the judgment of such chairman of the meeting, are appropriate for the proper conduct of the meeting. Such rules, regulations, or procedures, whether adopted by the Board of Directors or prescribed by the chairman of the meeting, may include, without limitation, the following: (i) the establishment of an agenda or order of business for the meeting; (ii) rules and procedures for maintaining order at the meeting and the safety of those present; (iii) limitations on attendance at or participation in the meeting to shareholders of record of the Corporation, their duly authorized and constituted proxies, or such other persons as the chairman of the meeting shall determine; (iv) restrictions on entry to the meeting after the time fixed for the commencement thereof; and (v) limitations on the time allotted to questions or comments by participants. Unless and to the extent determined by the Board of Directors or the chairman of the meeting, meetings of shareholders shall not be required to be held in accordance with the rules of parliamentary procedure.

2.14 Notice of Business and Nominations.

(a) To be properly brought before any shareholders' meeting, business and nominations of persons for election to the Board of Directors of the Corporation must be (i) specified in the notice of meeting given by or at the direction of the Chairman of the Board or the President or the Board of Directors, (ii) otherwise properly brought before such meeting by or at the direction of the Board of Directors, or (iii) otherwise properly brought before such meeting by a shareholder or shareholders who was a shareholder or were shareholders, respectively, of record at the time that notice of such meeting was given, who is or are entitled to vote for the election of Directors at such meeting and who complies or comply with the notice procedures set forth in this By-Law.

(b) For business to be properly brought before any shareholders' meeting by a shareholder or shareholders, the shareholder or shareholders must have given timely notice thereof in writing to the Secretary of the Corporation and such business must otherwise be a proper matter for shareholder action. To be timely, a shareholder's or shareholders' notice shall be delivered to or received at the principal executive offices of the Corporation not later than eighty days nor earlier than ninety days prior to (a)

in the case of a special meeting called by such shareholder or shareholders, the date the shareholder has, or the shareholders have, as applicable, selected for such special meeting, and (b) in the case of an annual meeting, the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than thirty days before or more than sixty days after such anniversary date, notice by such shareholder or shareholders to be timely must be so received by the Secretary of the Corporation (i) not later than the close of business on the later of the eightieth day prior to such annual meeting or the tenth day following the day on which public announcement of the date of such annual meeting is first made by the Corporation and (ii) not earlier than the ninetieth day prior to such annual meeting. In the event that the number of directors to be elected to the Board of Directors of the Corporation is increased and there is no public announcement by the Corporation naming all of the nominees for director or specifying the size of the increased Board of Directors at least ninety days prior to the first anniversary of the preceding year's annual meeting, a shareholder's or shareholders' notice required by this By-Law shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the tenth day following the day on which such public announcement is first made by the Corporation. In the event the Corporation calls a special meeting of shareholders for the purpose of electing one or more directors to the Board of Directors, any such shareholder may nominate a person or persons (as the case may be), for election to such position or positions as specified in the Corporation's notice of meeting, if the shareholder's notice required by this By-Law shall be delivered to the Secretary at the principal executive offices of the Corporation (i) not later than the close of business on the later of the eightieth day prior to such special meeting or the tenth day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting and (ii) not earlier than the close of business on the ninetieth day prior to such special meeting. In no event shall the public announcement of an adjournment of a meeting commence a new time period for the giving of a shareholder's notice as described above.

(c) A shareholder's notice to the Secretary of the Corporation shall set forth as to each matter that the shareholder proposes to bring before such meeting (i) as to each person whom the shareholder proposes to nominate for election or reelection as a director all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Rule 14a-11 thereunder (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); (ii) as to any other business that the shareholder proposes to bring before the meeting, a brief description of the business desired to be brought before such meeting and the reasons for conducting such business at such meeting of such shareholder and the beneficial owner, if any, on whose behalf the proposal is made; (iii) as to the shareholder giving the notice and the beneficial owner, if any, on whose behalf such nomination or proposal of business is made (A) the name and address of such shareholder, as they appear on the Corporation's books, and of such beneficial owner, (B) the class and number of shares of the securities of the corporation that are beneficially owned by such shareholder and such beneficial owner; and (iv) any material interest of such shareholder and such beneficial owner in such nomination and such business.

(d) Only such persons who are nominated in accordance with the procedures set forth in this By-Law shall be eligible to serve as directors, and only such business shall be conducted at a meeting of shareholders as shall have been brought before the meeting in accordance with the procedures set forth in this By-Law. Except as otherwise provided by law, the chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that the nomination or business that the shareholder proposes to bring before such meeting was not properly brought before such meeting in accordance with the foregoing procedure, and if he should so determine, he shall so declare to the meeting, and the defective proposal or nomination shall be disregarded.

ARTICLE III

DIRECTORS

3.01 Powers.

(a) Subject to the provisions of the Nevada Code, any limitations in the Articles of Incorporation, and these By-Laws relating to action required to be approved by the shareholders or by the outstanding shares, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors.

(b) Without prejudice to such general powers but subject to the same limitations, it is hereby expressly declared that the Directors shall have the power and authority to:

(i) select and remove all officers, agents and employees of the Corporation, prescribe such powers and duties for them as are not inconsistent with law, the Articles of Incorporation, or these By-Laws, fix their compensation, and require from them security for faithful service;

(ii) change the principal executive office or the principal business office of the Corporation from one location to another; cause the Corporation to be qualified to conduct or do business in any state, territory, dependency, or foreign country; designate any place within or without the State for the holding of any shareholders' meeting or meetings, including annual meetings; adopt, make or use a corporate seal, prescribe the forms of certificates of stock, and alter the form of such seal and of such certificates;

(iii) authorize the issuance of options and warrants to purchase shares of stock of the Corporation, from time to time, upon such terms as may be lawful, in consideration of money paid, labor done, services actually rendered, debts or securities cancelled, or tangible or intangible property actually received; and

(iv) borrow money and incur indebtedness for the purposes of the Corporation, and cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

3.02 Number and Qualifications of Directors. The number of members of the Board of Directors shall be designated from time to time by a resolution of the Board of Directors.

3.03 Vacancies.

(a) Vacancies in the Board of Directors may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director, except that a vacancy created by the removal of a Director by the vote or written consent of the shareholders or by court order may be filled only by the vote of a majority of the shares represented and voting at a duly held meeting at which a quorum is present (which shares voting affirmatively also constitute at least a majority of the required quorum), or by the unanimous written consent of all shares entitled to vote for the election of Directors. Each Director so elected shall hold office until the next annual meeting of the shareholders and until a successor has been elected and qualified.

(b) A vacancy or vacancies in the Board of Directors shall be deemed to exist in the case of the death, resignation or removal of any Director, or if the Board of Directors, by resolution, declares vacant the office of Director who has been declared of unsound mind by an order of Court or convicted of a felony, or if the authorized number of Directors is increased, or if the shareholders fail, at any meeting of shareholders at which any Director or Directors are elected, to elect the full authorized number of Directors to be voted for at the meeting.

(c) The shareholders may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors, but any such election by written consent, other than to fill a vacancy created by removal, shall require the consent of a majority of the outstanding shares entitled to vote.

(d) Any Director may resign upon giving written notice to the Chairman of the Board, the President, the Secretary or the Board of Directors. A resignation shall be effective upon the giving of the notice, unless the notice specifies a later time for its effectiveness. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

(e) No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his term of office.

3.04 Place of Meeting and Telephonic Meetings. Regular meetings of the Board of Directors may be held without notice at any time and at any place within or outside the State of Nevada that may be designated by these By-Laws, or from time to time by resolution of the Board. In the absence of the designation of a place, regular meetings shall be held at the principal executive office of the Corporation. Special meetings of the Board shall be held at any place that has been designated in the notice of the meeting or, if not stated in the notice, at the principal executive office of the Corporation. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

3.05 Annual Meetings. Immediately following each annual meeting of shareholders, the Board of Directors shall hold a regular meeting for purposes of organization, any desired election of officers, and the transaction of other business. Notice of such meeting shall not be required.

3.06 Other Regular Meetings. Other regular meetings of the Board of Directors may be held not less than quarterly as shall from time to time be fixed by the Board of Directors. Such regular meetings may be held without notice but provided notice and an agenda shall be furnished to all Directors when time permits.

3.07 Special Meetings.

(a) Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board, the President, any Vice President, the Secretary or any two (2) Directors.

(b) Notice of the time and place of special meetings shall be delivered personally or by telephone to each Director or sent by first class mail or telegram, charges prepaid, addressed to each Director at his or her address as it is shown upon the records of the Corporation. In case such notice is mailed, it shall be deposited in the United States mail at least four (4) days prior to the time of the holding of the meeting. In case such notice is delivered personally, or by telephone or telegram, it shall be delivered personally or by telephone or to the telegraph company at least forty eight (48) hours prior to the time of the holding of the meeting. Any oral notice given personally or by telephone may be communicated to either the Director or to a person at the office of the Director who the person giving the notice has reason to believe will promptly communicate it to the Director. The notice need not specify the purpose of the meeting nor the place if the meeting is to be held at the principal executive office of the Corporation.

3.08 Quorum. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved at least a majority of the required quorum for such meeting.

3.09 Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice thereof. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director.

3.10 Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

3.11 Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty four (24) hours, in which case notice of such time and place shall be given, prior to the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

3.12 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board shall

individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

3.13 Fees and Compensation of Directors. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursements of expenses as may be fixed or determined by resolution of the Board of Directors. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation for such services.

ARTICLE IV

OFFICERS

4.01 Officers. The officers of the Corporation shall be a Chairman of the Board or a President, or both, a Secretary, and a Chief Financial Officer. The Corporation may also have, at the discretion of the Board of Directors, one or more Vice Presidents, a Treasurer, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of paragraph 4.03 of this Article IV. Any number of officers may be held by the same person

4.02 Election of Officers. The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of paragraph 4.03 or paragraph 4.05 of this Article V, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

4.03 Subordinate Officers, Etc. The Board of Directors may appoint, and may empower the President to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the By-Laws or as the Board of Directors may from time to time determine.

4.04 Removal and Resignation of Officers.

(a) Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting thereof, or, except in the case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

(b) Any officer may resign at any time by giving written notice to the Corporation. Any such resignation shall take effect upon the giving of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any such resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

4.04 Vacancies in Offices. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these By-Laws for regular appointments to such office.

4.05 Chairman of the Board. The Chairman of the Board, if such an officer be elected, shall, if present, preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be, from time to time, assigned to him by the Board of Directors or prescribed by the By-Laws, including, without limitation, the designation of Chief Executive Officer ("CEO").

4.06 President. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an officer, the President shall be the general manager and, if so designated by the Board of Directors, may be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and the officers of the Corporation. In the absence of the Chairman of the Board, or if there be none, he shall preside at all meetings of the Board of Directors. He shall have the general powers and duties of management usually vested in the office of President of a corporation and shall have such other powers and duties as may be prescribed by the Board of Directors or the By-Laws.

4.07 Vice Presidents. In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the Board of Directors, or, if not ranked, a Vice President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to, all the restrictions upon the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors, the By-Laws, or the President, or Chairman of the Board if there is no President.

4.08 Secretary.

(a) The Secretary shall keep or cause to be kept at the principal executive office, or such other place as the Board of Directors may designate, a book of minutes of all meetings and actions of Directors, committees of Directors, and shareholders, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at Directors' and committee meetings, the number of shares present or represented at shareholder's meetings, and the proceedings thereof.

(b) The Secretary shall keep or cause to be kept at the principal executive office, or at the office of the Corporation's transfer agent or registrar, as determined by resolution of the Board of Directors, a share register or a duplicate share register showing the names of all shareholders and their addresses, the number and classes of shares held by each, the number and date of certificates issued for the same, and the number and date of cancellation of every certificate surrendered for cancellation.

(c) The Secretary shall give, or cause to be given, notice of all meetings of the shareholders and of the Board of Directors required by the By-Laws or by law to be given, and shall keep the seal of the Corporation, if one be adopted, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the By-Laws.

4.9 Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts,

disbursements, gains, losses, capital, retained earnings and shares. The book of accounts shall be open at all reasonable times to inspection by any Director.

ARTICLE V

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

5.01 Agents, Proceedings and Expenses. For the purposes of this Article, "agent" means any person who is or was a Director, officer, employee, or other agent of this Corporation, or is or was serving at the request of this Corporation as a Director, officer, employee, or other agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of this Corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under paragraph 5.04 or paragraph 5.05(c) of this Article V.

5.02 Actions Other Than by the Corporation. This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by or in the right of this Corporation to procure a judgment in its favor) by reason of the fact that such person is or was an agent of this Corporation, against expenses, judgements, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding, if that person acted in good faith and in a manner that person reasonably believed to be in the best interests of this Corporation, and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of that person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

5.03 Actions by the Corporation. This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of this Corporation to procure a judgment in its favor by reason of the fact that that person is or was an agent of this Corporation, against expenses actually and reasonably incurred by that person in connection with the defense or settlement of that action if that person acted in good faith, in a manner that person believed to be in the best interests of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this paragraph 5.03:

(a) in respect of any claim, issue or matter as to which that person shall have been adjudged to be liable to this Corporation in the performance of that person's duty to this Corporation, unless and only to the extent that the court in which that proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, that person is fairly and reasonably entitled to indemnity for the expenses which the court shall determine;

(b) of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or (c) of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval.

5.04 Successful Defense by Agent. To the extent that an agent of this Corporation has been successful on the merits in defense of any proceeding referred to in paragraph 5.02 or 5.03 of this Article V, or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

5.05 Required Approval. Except as provided in paragraph 5.04 of this Article, any indemnification under this Article shall be made by this Corporation only if authorized in the specific case upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in paragraph 5.02 or 5.03 of this Article V, by:

(a) a majority vote of a quorum consisting of Directors who are not parties to the proceeding;

(b) approval by the affirmative vote of a majority of the shares of this Corporation represented and voting at a duly held meeting at which a quorum is present (which shares voting affirmatively also constitute at least a majority of the required quorum), or by the written consent of holders of a majority of the outstanding shares entitled to vote (for this purpose, the shares owned by the person to be indemnified shall not be entitled to vote thereon); or

(c) the court in which the proceeding is or was pending, upon application made by this Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by this Corporation.

5.06 Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article V.

5.07 Other Contractual Rights. Nothing contained in this Article V shall affect any right to indemnification to which persons other than Directors and officers of this Corporation or any subsidiary hereof may be entitled by contract or otherwise.

5.08 Limitations. No indemnification or advance shall be made under this Article V, except as provided in paragraph 5.04 or paragraph 5.05(c), in any circumstance where it appears:

(a) that it would be inconsistent with a provision of the Articles, these By-Laws, a resolution of the shareholders, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid which prohibits or otherwise limits indemnification; or

(b) that it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

5.09 Insurance. This Corporation may, upon a determination by the Board of Directors, purchase and maintain insurance on behalf of any agent of the Corporation against any liability which might be asserted against or incurred by the agent in such capacity, or which might arise out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against that liability under the provisions of this Article V.

5.10 Fiduciaries of Corporate Employee Benefit Plan. This Article V does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such even though that person may also be an agent of this Corporation as defined in paragraph 5.01 of this Article V. This Corporation may, however, upon approval in accordance with paragraph 5.05, indemnify and purchase and maintain insurance on behalf of any fiduciary to the extent permitted by the laws of the State of Nevada.

5.11 Amendment to Nevada Law. In the event that Nevada law regarding indemnification of Directors, officers, employees and other agents of corporations, as in effect at the time of adoption of these By-Laws, is subsequently amended in any way increase the scope of permissible indemnification beyond that set forth herein, the indemnification authorized by this Article V shall be deemed to be coextensive with that afforded by the Nevada law as so amended.

ARTICLE VI

GENERAL CORPORATE MATTERS

6.01 Record Date for Purposes Other Than Notice and Voting.

(a) For purposes of determining the shareholders entitled to receive payment of any dividend or other distribution or allotment of any rights or entitled to exercise any rights in respect of any other lawful action (other than for the purposes prescribed by paragraph 2.10 of Article II of these By-Laws), the Board of Directors may fix, in advance, a record date, which shall not be more than sixty (60) days prior to any such action, and in such case only shareholders of record at the close of business on the date so fixed are entitled to receive the dividend, distribution or allotment of rights or to exercise the rights, as the case may be, notwithstanding any transfer of any shares on the books of the Corporation after the record date fixed as aforesaid, except as otherwise provided in Nevada General Corporation Law.

(b) If the Board of Directors does not so fix a record date, the record date for determining shareholders for any such purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto, or the sixtieth (60th) day prior to the date of such action, whichever is later.

6.02 Checks, Drafts, Evidences of Indebtedness. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors. Such signature(s) or endorsement(s) may be by facsimile or printed signature of the officer.

6.03 Corporate Contracts and Instruments; How Executed. The Board of Directors, except as otherwise provided in these By-Laws, may authorize any officer(s) or agent(s) to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and, unless authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, to pledge its credit, or to render it liable for any purpose or to any amount.

6.04 Certificates for Shares. A certificate or certificates for shares of the capital stock of the Corporation shall be issued to each shareholder when any such shares are fully paid, and the Board of Directors may authorize the issuance of certificates for shares as partly paid, provided that such certificates shall state the amount of the consideration to be paid therefor and the amount paid thereon. All such statements or references thereto appearing on the face of the certificate shall be conspicuous. All certificates shall be signed in the name of the Corporation by the Chairman of the Board, the President, a Vice President, the Secretary, or any Assistant Secretary certifying the number of shares and the class or series of shares owned by the shareholder. Any or all of the signatures on the certificate may be facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if such person were an officer, transfer agent or registrar at the date of issue.

6.05 Lost Certificates. Except as hereinafter provided in this paragraph 6.05, no new certificate for shares shall be issued in lieu of an old certificate unless the old certificate is surrendered to the Corporation and cancelled at the same time as such issuance. The Board of Directors may, if any share certificate or certificate for any other security is lost, stolen or destroyed, authorize the issuance of a new certificate in lieu thereof, upon such terms and conditions as the Board may require, including provision for indemnification of the Corporation secured by a bond or other adequate security sufficient to protect the Corporation against any claim that may be made against it, including any expense or liability, on account of the alleged loss, theft or destruction of such certificate or the issuance of such new certificate.

6.06 Representation of Shares of Other Corporations. The Chairman of the Board, the President, any Vice President, or any other person authorized by resolution of the Board of Directors or by any of the foregoing designated officers, is authorized to vote on behalf of the Corporation any and all shares of any other corporation or corporations, foreign or domestic, standing in the name of the Corporation. The authority herein granted to said officers to vote or represent, on behalf of the Corporation, any and all shares held by the Corporation in any other corporation or corporations may be exercised by any such officer in person or by any person authorized to do so by proxy duly executed by said officer.

6.07 Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Nevada General Corporation Law shall govern the construction of these By-Laws. Without limiting the generality of the foregoing, the singular numbers includes the plural, the plural number includes the singular, and the term "person" includes both a corporation and a natural person.

ARTICLE XII

RECORDS AND REPORTS

7.01 Maintenance and Inspection of Share Register.

(a) The Corporation shall keep at its principal executive office, or at the office of its transfer agent or registrar if one or the other has been appointed and as determined by resolution of the Board of Directors, a record of its shareholders, giving the names and addresses of all shareholders and the number and class of shares held by each shareholder.

(b) A person who has been a shareholder of record of the Corporation for at least six months immediately preceding his or her demand, or a person holding, or authorized in writing by the holders of, at least 5 percent of the outstanding voting shares of the Corporation, may (i) inspect and copy the records of shareholders' names and addresses and shareholdings during usual business hours upon five business days' prior written demand upon the Corporation accompanied by an affidavit that (A) the inspection and copying are not desired for a purpose that is in the interest of a business or object other than the business of the Corporation and (B) the shareholder has not at any time sold or offered for sale any list of shareholders of any domestic or foreign corporation or aided or abetted any person in procuring any such record of shareholders for any such purpose, or (ii) obtain from the transfer agent of the Corporation, upon written demand accompanied by an affidavit that (A) the inspection and copying are not desired for a purpose that is in the interest of a business or object other than the business of the Corporation and (B) the shareholder has not at any time sold or offered for sale any list of shareholders of any domestic or foreign corporation or aided or abetted any person in procuring any such record of shareholders for any such purpose, and upon the tender of such transfer agent's usual charges for such list, a list of the names and addresses of the shareholders of the Corporation, and their shareholdings as of the most recent record date for which such list has been compiled. Such list shall be made available to such shareholder or shareholders by the transfer agent on or before the later of the fifth business day after the demand is received or the date specified in the demand as the date as of which the list is to be compiled. Any inspection and copying under this paragraph 7.01 may be made in person or by an agent or attorney of the shareholder or holder of a voting trust certificate making such demand.

7.02 Maintenance and Inspection of By-Laws. The Corporation shall keep at its principal executive office, or, if its principal executive office is not in the State of Nevada, at its principal business office in such State, if any, the original or a copy of the By-Laws as amended to date, which shall be open to inspection by any shareholder upon the written demand of any such shareholder at all reasonable times during usual business hours. If the principal executive office of the Corporation is outside this state and the Corporation has no principal business office in this state, the Secretary shall, upon the written request of any shareholder, furnish to such shareholder a copy of the By-Laws as amended to date.

7.03 Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. Such inspection by a Director may be made in person or by agent or attorney, and the right of the inspection includes the right to copy and make extracts.

7.04 Annual Report to Shareholders. The Chairman of the Board or the President shall make an annual report to the shareholders, but nothing herein shall be interpreted as prohibiting the Board of Directors from issuing such annual or other periodic reports to the shareholders of the Corporation as they consider appropriate.

7.05 Financial Statements.

(a) A copy of any annual financial statement and any income statement of the Corporation for each quarterly period of each fiscal year, and any accompanying balance sheet of the Corporation as of the end of each such period, which have been prepared by the Corporation shall be kept on file in the principal executive office of the Corporation for twelve (12) months from their respective dates, and each such statement shall be exhibited at all reasonable times to any shareholder requesting an examination of any such statement or a copy thereof shall be mailed to any such shareholder.

(b) If a shareholder or shareholders holding at least ten percent (10%), in the aggregate, of the outstanding shares of any class of stock of the Corporation make a written request to the Corporation for an income statement of the Corporation for the three (3) month, six (6) month, or nine (9) month period of the current fiscal year having ended more than thirty (30) days prior to the date of the request, and a balance sheet of the Corporation as of the end of such period, the Treasurer shall cause such statement to be prepared, if not already prepared, in written form. Such minutes, accounting books, and records shall be open to inspection upon the written demand of any shareholder or holder of a voting trust certificate, at any reasonable time during usual business hours, for a purpose of reasonably related to such holder's interests as a shareholder or as the holder of a voting trust certificate. Such inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts. The foregoing rights of inspection shall extend to the records of each subsidiary corporation of the Corporation.

7.06 Annual Statement of General Information. The Corporation shall each year during the calendar month in which its Articles of Incorporation were originally filed with the Nevada Secretary of State, or at any time during the immediately preceding five (5) calendar months, file with the Secretary of State of the State of Nevada, on the prescribed form, a statement setting for the authorized number of Directors, the names and complete business or residence addresses of all incumbent Directors, the names and complete business or residence addresses of the Chief Executive Officer, and Secretary, the street address of its principal executive office or principal business office in this state (if any), and the general type of business constituting the principal business activity of the Corporation, together with a designation of the agent of the Corporation for the purpose of service of process, as provided by law.

ARTICLE XIII

AMENDMENTS

8.01 Amendment by Directors. The power to adopt, alter and repeal the Bylaws of the Corporation is vested exclusively in the Board of Directors.

Exhibit C