

BONANZA LAND HOLDINGS.

(a Nevada corporation)

889 West Pender Street
Vancouver, BC, V6C 3B2

<http://www.vlinux.com>

Phone: 604-569-0327
Fax: 604-569-0457
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**REQUIRED TO CONFORM WITH THE PROVISIONS OF
THE PINK SHEETS ISSUERS DISCLOSURE STATEMENT**

September 21, 2011

Current Information Regarding

BONANZA LAND HOLDINGS INC.

The following information is provided to assist securities brokerage firms and potential investors with “due diligence” compliance. The information set forth below as to the above named corporation follows the requirements of the Pink Sheets Issuers Disclosure Statement and generally follows the format set forth therein.

PART A GENERAL COMPANY INFORMATION

ITEM 1 THE EXACT NAME OF THE ISSUER AND ITS PREDECESSOR (IF ANY):

The exact name of the issuer is Bonanza Land Holdings Inc. (“we,” “us,” “our” or the “Company”). We were incorporated in the State of Delaware on February 26, 1982 under the name of MAC Systems, Inc. in Delaware and merged with Addison Industries, Inc. on January 4 1996 . Addison Industries merged with Bonanza Land Holdings, Inc and changed our name to Bonanza Land Holding, Inc. with a move of Domicile to Nevada from Delaware on April 24, 2006,. On August 9, 2011, Bonanza acquired VLinx B.C., Inc(formerly VLinx, Inc.), as an operating subsidiary of the Company (hereinafter referred to as “vLinx”).

ITEM 2 THE ADDRESS OF THE ISSUER’S PRINCIPAL EXECUTIVE OFFICE:

Bonanza Land Holdings, Inc.
C/O – Vlinx B.C., Inc.
889 West Pender Street
Vancouver, BC, V6C 3B2
<http://www.Vlinx.com>
Phone 604-569-0327
Fax: 604-569-0457
E-mail: info@Vlinx.com

ITEM 3 THE STATE OF INCORPORATION:

The Company is incorporated under the laws of the State of Nevada. VLinx is incorporated under the laws of the province of British Columbia.

PART B SHARE STRUCTURE

ITEM 4 THE EXACT TITLE AND CLASS OF SECURITIES OUTSTANDING:

Common Stock 500,000,000 Authorized 375,148,786 Issued and outstanding including 100,015,556 Freely Trading shares
CUSIP No.: 097838106
Trading Symbol: BZLH

ITEM 5 THE PAR OR STATED VALUE AND DESCRIPTION OF EACH CLASS OF OUTSTANDING SECURITIES:

Common Stock:

The par value of the Company's Common Stock is \$0.001 per share with 500,000,000 shares authorized. Each share of common stock entitles the holder to one vote on each matter submitted to a vote of our stockholders, including the election of directors. There is no cumulative voting. Subject to preferences that may be applicable to any outstanding preferred stock, stockholders are entitled to receive ratably such dividends, if any, as may be declared from time to time by the Board of Directors. Stockholders have no preemptive, conversion or other subscription rights. There are no redemption or sinking fund provisions related to the common stock. In the event of liquidation, dissolution or winding up of Company, stockholders are entitled to share ratably in all assets remaining after payment of liabilities, subject to prior distribution rights of preferred stock, if any, then outstanding.

ITEM 6 The number of shares or the total amount of the securities outstanding for each class of securities authorized

As of our most recent fiscal quarter ended June 30, 2011 and as of the end of each prior fiscal year ended December 31, 2010 and 2009, we had 50,000,000 Common Shares authorized, with 1,048,783 Common Shares issued and outstanding, including 15,556 free trading shares and 1,033,227 restricted shares, held by 387 shareholders. Currently, we have 500,000,000 common shares authorized with 375,148,786 issued and outstanding shares including 100,015,556 freely tradable shares, with 423 shareholders.

ITEM 7 THE NAME AND ADDRESS OF THE TRANSFER AGENT:

First American Stock Transfer, Inc
4747 N. 7th Street, Suite 170
Phoenix, AZ 85014
Telephone: 602-485-1346
Fax: 602-788-0423

First American Stock Transfer is registered under the Securities Exchange Act of 1934 and regulated by the SEC.

**PART C
BUSINESS INFORMATION**

ITEM 8 THE NATURE OF THE ISSUER'S BUSINESS:

A. BUSINESS DEVELOPMENT

Company Overview: Bonanza /vLinx is a software company that has developed and deployed a global sourcing and Product Lifecycle Management platform for retailers. vLinx (www.vlinx.com) genesis was in response to Walmart's superior global sourcing solution. The vLinx Software-as-a-Service (SaaS) solution delivers tangible and immediate ROI for clients. Through private investment of approximately US \$6.5 million vLinx has created a unique and powerful technology platform that directly addresses the complex and convoluted processes of developing and importing products

from overseas suppliers. In 2007, The Kroger Company became the first retail client to utilize the vLinX platform along with Kroger's network of suppliers. Kroger has continued to expand their usage of the platform across their entire network and partner base. In 2010, Kroger renewed their contract for an additional 2 years. vLinX is headquartered in Vancouver, BC Canada.

Challenges of Global Sourcing: Today every retailer, in every continent, in every category, faces imperatives of managing:

- Hyper-competitive markets
- Shrinking margins
- The Walmart factor
- Urgent need to expand offshore sourcing
- Urgent need to develop higher margin, private label products
- Intrinsic complexities and inefficiencies of cross-border sourcing

Two concurrent studies by the World Trade Organization (WTO) and UN Centre for Trade and eCommerce have quantified the complexities and inefficiencies of global sourcing. The WTO reports the average international trade transaction involves 20-30 different parties, 40 documents, 200 data elements, and 60% of data being re-keyed. UN Centre for Trade estimates the related extra cost of each trans-border transaction includes an additional 5%-15% Ancillary Administrative Overhead costs. It is a cost that Walmart has nearly eliminated. For retail and distribution organizations, the process of developing, sourcing and purchasing products is a very labor intensive, cumbersome and costly process. To ensure profitability, these administrative costs must be recouped in the sale price of the goods. And yet, most organizations fail to recognize the impact of sub-optimum sourcing processes on their Landed Unit Costs. Most entities reflexively add personnel to manage the complexities. In fact, more people simply adds to the inefficiencies and therefore, costs. The principle challenge and root cause is the absence of a well defined and easy to implement solution.

Global Sourcing Solution: vLinX is the end-to-end, Import and Export solution for buyers and suppliers anywhere in the world. The Solution is the front-end of the Supply Chain. The workflow has been specifically designed to bring efficiency to the complex, convoluted and costly cross-border trade process. The vLinX technology provides immediate efficiency and benefits for both the buyers and suppliers. As a SaaS offering, there is no need for investment in hardware or software. The robust software has been designed to be extremely user-friendly and simple to use. On average, it takes a new user less than 30 minutes to be up and running. vLinX is a non-intrusive stand-alone module, or can be integrated with legacy systems. vLinX technology is currently in use in over 20 countries. The vLinX Solution reduces administrative overhead costs by as much as an estimated 12%. Furthermore, the added efficiency allows Buyers to increase the number of RFQs, creating a more competitive supplier bidding process resulting in as much as an estimated 4% reduction of direct landed unit cost. Retailers can grow their sourcing volume and business activity without having to add personnel

Customer Benefits: The vLinX platform produces tangible and immediate results. Key benefits:

- Enables retail organizations to build higher-margin import programs, including private label and store branded assortments
- Streamlines internal and external processes
- Communication management
- Improves efficiency for all users
- Delivers inter & intra company visibility
- Accelerates speed-to-market for products, programs and improvements
- Increases margins by lowering cost of goods
- Reduces administrative overhead and expenses related to the development and negotiation of products and assortments
-

Market Opportunity: There are three strategic market drivers for the vLinX technology: 1) The pressure on margins due to the Walmart factor, 2) Growth of offshore procurement & private labels and 3) SaaS technology adoption. Walmart's relentless pursuit and multi-billion dollar investment on improving internal efficiencies and reducing retail prices fundamentally shifted how all other retailers manage and measure their business. Walmart continually invests and improves its supply chain process, thereby reducing administrative overhead costs. As such, the Landed Unit Cost of Walmart's products are lower than competing retailers. Without similar efficiencies, competitors start at a price

disadvantage- hence the Walmart factor. Retailers, distributors and wholesalers are continually driven to produce innovation and cost savings for their customers. In order to accomplish this task, they must explore new markets, new suppliers and constantly negotiate better terms with current suppliers. Increasing the volume of globally sourced products and expanding private label offering is effectively the only meaningful choice. The transition from costly ERP system implementations to SaaS models present immense opportunities for vLinX. Two industry reports that clearly show this trend: 1) Gartner expects SaaS revenue to total \$10.7B in 2011, nearly 16% higher than 2010. By 2012, SaaS spending will hit \$14B and 2) Computerworld study reported that 42% of survey respondents reported using SaaS in their organizations. The primary targets for vLinX are Global Retailers with sales in excess of \$1.0 Billion and sufficient global sourcing business to make them potential users of the vLinX platform. Secondary target companies include retailers with sales of \$250 Million to \$1 Billion. There are upwards of 3,272 of these organizations in the United States and Canada. The tertiary sector is comprised of global retailers with sales of up to \$25 Million which represents 16,954 organizations. The Platform can be deployed in any global sourcing verticals e.g. auto parts, electronics or food.

•**Competitive Landscape:** The barriers to entry are formidable as the vLinX solution is not merely a compilation of code, but an application based on complex trade algorithms and workflow, which are extremely expensive and time consuming to replicate. Tradestone Software (U.S.) and Trace One (France) represent direct competitors. Among the three however, vLinX is the only specialized SaaS model. There are also numerous sourcing and procurement software companies in the marketplace, including platforms by Ariba, JDA, Oracle and SAP. However, not a single solution was designed to specifically handle the complex and convoluted international sourcing requirements. There are also a number of solutions addressing a range of sourcing challenges including logistics, compliance, warehouse management, spend management and financing, e.g. Tradebeam, Emptoris, Ketersa, Tradecard, Manhattan Associates, Procuri, etc. In each case, the vLinX global sourcing solution is a natural complement.

•**Summary and Opportunity:** vLinX is a leading provider of web-based, global sourcing solutions with customers and annual recurring revenues in the range of \$250,000 - \$450,000 per retailer ecosystem. vLinX' successful SaaS business forecasts becoming cash flow positive with three additional retail customers. The proposed capitalization will allow the company to rapidly accelerate the growth of its business and realize its substantial market potential.

B. BUSINESS OF ISSUER

Bonanza / vLinX is a software company that has developed and deployed a global sourcing and Product Lifecycle Management platform for retailers. vLinX (www.vlinx.com) genesis was in response to Walmart's superior global sourcing solution. The vLinX Software-as-a-Service (SaaS) solution delivers tangible and immediate ROI for clients. Through private investment of USD\$6.5 million vLinX has created a unique and powerful technology platform that directly addresses the complex and convoluted processes of developing and importing products from overseas suppliers. In 2007, The Kroger Company became the first retail client to utilize the vLinX platform along with Kroger's network of suppliers. Kroger has continued to expand their usage of the platform across their entire network and partner base. In 2010, Kroger renewed their contract for an additional 2 years. vLinX is headquartered in Vancouver, BC Canada. See Business Development above for additional information regarding vLinX.

SIC CODES

1. Our SIC code is: 7371 – Computer programs.

CONDUCTING BUSINESS

2. The Company is currently conducting business.

SHELL COMPANY STATUS

3. vLinux has never been a shell company.

GOVERNMENT REGULATIONS

5. The company is subject to numerous general laws and regulations, compliance with which are handled through legal counsel, our existing staff and management. There are no governmental regulations that are specifically applicable to vLinux's operations.

RESEARCH AND DEVELOPMENT

6. The company has spent approximately \$100,000 over the last two years on research and development activities.

ENVIRONMENTAL MATTERS

7. The company is not subject to environmental laws and regulations that directly impact its operations

EMPLOYEES

8. As of the date hereof we have five (5) employee including our management. We anticipate that if we receive financing we will hire additional employees in the areas of administrative and software support.

ITEM 9 THE NATURE OF PRODUCTS OR SERVICES OFFERED:

See Item 8, above and the following:

Industry Overview/Market Conditions

Product

vLinux delivers a SaaS global sourcing platform that facilitates the sourcing and development of private label and retail branded products for retailers and their network of suppliers, agents and service providers. The Platform streamlines development, facilitates communication, increases visibility, dynamically manages information and reduces time-to-market for all retailers. The architecture and design is flexible, modular, portable and scalable to the size and needs of any client or regional requirements:

- Plug and Play customized software; All Users Need is an Internet Connection
- No training Platform
- Verticals for General Merchandise, Apparel and Food
- RFP, Negotiation and PO
- Supplier Product Alerts
- Proprietary Price Engine, FOB to Landed Cost to FOB *ad infinitum*
- Communication Management
- Sample & Shipment Tracking
- Electronic Quote Sheet generation
- Electronic data compilation from transaction related 3rd parties including but not limited to, Inspection, Compliance and Logistics

- Dynamic eCatalogue – Transaction Engine Integration
- Technology agnostic i.e. seamless integration with ERP and legacy systems

Featured Functionality:

- Open collaboration channels between suppliers, sourcing companies, buyers, internal support groups and external third parties
- Align workflow and scheduling, with automated alerts based on dates
- Dynamic price translation; multi currency, FOB-LUC
- Hierarchical information management and controls; based upon organizational structure
- Specification management: price, product specs, terms, conditions
- Freight, duty and customs management
- Sample management & tracking
- Electronic document generation
- Integrated private and public supplier product catalogues
- Product Lifecycle Management (PLM); product management from concept through to delivery
- Techpaks creation
- Manage & Create Styles Specs, Fabrics & Trims Online
- Seamless information exchange with Legacy systems

COMPETITION

Competitive Landscape: The barriers to entry are formidable as the vLinx solution is not merely a compilation of code, but an application based on complex trade algorithms and workflow, which are extremely expensive and time consuming to replicate. Tradestone Software (U.S.) and Trace One (France) represent direct competitors. Among the three however, vLinx is the only specialized SaaS model. There are also numerous sourcing and procurement software companies in the marketplace, including platforms by Ariba, JDA, Oracle and SAP. However, no a single solution was designed to specifically handle the complex and convoluted international sourcing requirements. There are also a number of solutions addressing a range of sourcing challenges including logistics, compliance, warehouse management, spend management and financing, such as Tradebeam, Emptoris, Ketera, Tradecard, Manhattan Associates, and Procuri. In each case, the vLinx global sourcing solution is a natural complement.

TRADEMARKS – TRADE NAMES

vLinx

ITEM 10 THE NATURE AND EXTENT OF THE ISSUER'S FACILITIES:

Our headquarters are located at:

889 West Pender Street
Vancouver, BC, V6C 3B2
<http://www.vlinx.com>
Phone: 604-569-0327
Fax: 604-569-0457
E-mail: info@vlinx.com

PART D

MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION

ITEM 11 THE NAMES OF THE EXECUTIVE OFFICERS AND MEMBERS OF THE BOARD OF DIRECTORS:

The following sets forth certain information concerning our directors and executive officers:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Kris McLean	41	President and CEO
Kombiz Eghdami	63	Director
Pamela Anne Pike	43	Director

Kris McLean has been employed by vLinx for over three years and previously owned a consulting firm for business start-ups primarily focused in the retail segment. With more than 15 years of retail operational, sales and management experience, Kris McLean has developed a sharp eye for how businesses and individuals can benefit from strategic organization. She has also had a rewarding career in the direct sales business in Canada. She studied Human Resources Management at the British Columbia Institute of Technology. (compensation\$60,000 per annum which she has waived for past several years:Bonanza share ownership—none)

KOMBIZ EGHdami IS THE FOUNDER, A DIRECTOR OF VLINX AND HAS SERVED IN THIS CAPACITY SINCE ITS FORMATION IN 2002. MR. EGHdami began his professional career with Hewlett-Packard Corporation in Palo Alto, California and subsequently in the European HQ in Geneva, Switzerland and Athens, Greece. He holds a M.Sc. and an MBA from Stanford University.(compensation\$60,000 per annum which he has been waived for past several years-Bonanza share ownership—107,646,637 shares)

Pamela Anne Pike has been employed by vLinx since 2004. Ms. Pike was the Category Manager Home Products Division, Canadian Tire Corporation, Toronto Canada. She has spent over ten years developing a wide variety of product categories and businesses and sourcing opportunities throughout China and Asia. She holds a B.A. Honours., University of New Brunswick. (compensation \$90,000 per year- Bonanza share ownership—none)

B. Legal disciplinary history NONE.

C. Disclosure of Family Relationships. None

D. Disclosure of Related Party Transactions. None

E. Disclosure of Conflicts of Interest. None

ITEM 12 THE ISSUER'S MOST RECENT BALANCE SHEET AND PROFIT AND LOSS AND RETAINED EARNINGS STATEMENTS:

Our audited financial statements for the years 2007-2008-2009 and our unaudited financial statements for the year

2010 and partial year to date of June 30, 2011 are included in this filing.

ITEM 13 SIMILAR FINANCIAL INFORMATION FOR SUCH PART OF THE TWO PRECEDING FISCAL YEARS AS THE ISSUER OR ITS PREDECESSOR HAS BEEN IN EXISTENCE:

See Item 12 above.

ITEM 14 BENEFICIAL OWNERS.

The following table sets forth certain information regarding the ownership of our Common Stock as of the date hereof, by (i) each person known to us to own more than 5% of our outstanding common stock, (ii) each of our directors, (iii) each of our executive officers, and (iv) all of our directors and executive officers as a group. Unless otherwise indicated, all shares are owned directly and the indicated person has sole voting and investment power.

Title of Class	Name and Address Of Beneficial Owner	Amount and Nature Of Beneficial Ownership	Percent Of Class
Common	Kombiz Eghdami 1108 Highland Place West Vancouver, BC V7S 2H5 Canada	107,646,637	29%
Common	Kris McLean 889 Pender Street, suite 400 Vancouver, B.C.v6c 3b2 Canada	0	0%
Common	Pamela Anne Pike 889 Pender Street, suite 400 Vancouver, B.C.v6c 3b2 Canada	0	0%
Common	Beheko Corp. #500-906 12 th Avenue SW Calgary, AB T2R 1K7 Canada	71,530,983	19%
Common	Pip Peri Pembo Management VCC Suite 400-555 West 8 th Ave Vancouver, BC V5Z 1C6 Canada	18,395,516	5%
Common	William Saywell 401 Shaw Street Toronto, ON M6J 2X4 Canada	18,999,612	5%

Common	TonBridge Management , Inc. 889 Pender Street, suite 400 Vancouver, B.C.v6c 3b2 Canada	37,500,000(1)	10%
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(1) Owned by the family of Kombiz Eghdami

ITEM 15 THE NAME, ADDRESS, TELEPHONE NUMBER AND EMAIL ADDRESS OF EACH OF THE FOLLOWING OUTSIDE PROVIDERS THAT ADVISE THE ISSUER ON MATTERS RELATING TO THE OPERATIONS, BUSINESS DEVELOPMENT AND DISCLOSURE.

Investment Banker: None

Promoters: None

Legal Counsel:

US Corporate Counsel	Morse & Morse PLLC Steven Morse 1400 Old Country Road Suite 302 Westbury, NY 11590
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Accountant or Auditor:	
Accountant:	Paul B. Winstanley Ltd. Paul Winstanley 200-585 16 th Street West Vancouver B.C. V7V 3R8 Canada

Auditor:	Davidson & Company LLP, Chartered Accountants 1200 – 609 Granville Street P.O. Box 10372 Pacific Centre Vancouver, BC V7Y 1G6 Canada
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Public Relations Consultants: None

Investor Relations Consultants: None

Any Other Advisors:

ITEM 16 MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

This disclosure report contains a number of forward-looking statements, including statements about our financial conditions, results of operations, earnings outlook and prospects. Forward looking statements are typically identified by words such as "plan," "believe," "expect," "anticipate," "intend," "outlook," "estimate," "forecast," "project," "will," "seek" and other similar words and expressions. The forward-looking statements involve certain risks and uncertainties.

Our ability to predict results or the actual effects of our plans and strategies is subject to inherent uncertainty. The execution of the company's business plans are predicated upon receipt of financing, which may never be obtained. Factors that may cause actual results or earnings to differ materially from such forward-looking statements include those set forth below in this disclosure statement under the heading "Risk Factors." Because these forward-looking statements are subject to assumptions and uncertainties, actual results may differ materially from those expressed or implied by these forward-looking statements. You are cautioned not to place undue reliance on these statements, which speak only as of the date of this disclosure statement.

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

Bonanza / vLinx is a software company that has developed and deployed a global sourcing and Product Lifecycle Management platform for retailers. vLinx (www.vlinx.com) genesis was in response to Walmart's superior global sourcing solution. The vLinx Software-as-a-Service (SaaS) solution delivers tangible and immediate ROI for clients. Through private investment of U.S.\$6.5 million vLinx has created a unique and powerful technology platform that directly addresses the complex and convoluted processes of developing and importing products from overseas suppliers. In 2007, The Kroger Company became the first retail client to utilize the vLinx platform along with Kroger's network of suppliers. Kroger has continued to expand their usage of the platform across their entire network and partner base. In 2010, Kroger renewed their contract for an additional 2 years. vLinx is headquartered in Vancouver, BC Canada.

Plan Of Operation

At June 30, 2011, vLinx's current assets were \$2,136,964, which exceeded its current liabilities of \$1,772,832 resulting in a working capital of \$364,132. At June 30, 2011, vLinx had a shareholders deficit of \$3,685,841. Total non-current liabilities in the form of shareholder loans amounted to \$4,065,996. At September 30, 2010, vLinx had current assets of \$2,021,105 as compared to current liabilities of \$1,246,008 amounting to a working capital of approximately \$775,000. At September 30, 2010, shareholder loans totaled approximately \$3,965,502. At that time, vLinx had a total shareholder deficit of \$3,175,031. vLinx requires approximately \$400,000 together with cash flow from operations to meet its current liabilities as they become due and payable. Additional financing of up to \$2.5 million would enable the Company to purchase hardware and software and to hire additional personnel to expand the Company's operations and to develop the Company as management believes it should grow. To date, the Company has met its obligations through loans, equity investments and cash generated through operations. vLinx has no current plans to spend money on research and development.

Results of Operation

For the period October 1, 2010 through June 30, 2011, total revenues of vLinx were approximately \$250,000 with operating expenses of approximately \$650,000 resulting in a net loss of approximately \$400,000. For the year ended September 30, 2010, total income was approximately \$1,018,000 with costs of goods sold of approximately \$30,000 and operating expenses of approximately \$875,000, resulting in a net income of approximately \$116,000. Management believes that it is currently in a very good competitive position in its industry.

In today's hyper competitive retail sector, every retailer is under constant pressure to deliver expanded selection of products at lower prices. It is referred to as the Wal-Mart factor and is a direct result of its unrelenting assault on every sector. Retailers defend their market share by importing more products and for looking for cost savings in any manner possible. Most however, have reached the limits of negotiating lower prices from manufacturers. A number of leading retailers have begun deploying technology to create "process" efficiencies that can lead to significant cost reductions. The advent of Cloud computing has facilitated and accelerated this trend. To date, the leading technology platforms are the

domain of specialized firms. Should software giants such as Oracle, Microsoft or SAP decide to enter the sector, it would create enormous competition. Management believes however, the time and investment required by the major players to duplicate the technology will not be attractive, and historically they have tended to acquire the specialist firms such as our company rather than to start from scratch to compete in this arena. While revenues over the last several fiscal years have been steady, in order to conserve cash and in anticipation of additional financing, vLinx has reduced both its fixed overhead and certain operating expenses to preserve its competition position in the marketplace.

C. Lack of Off-Balance Sheet Arrangements.

vLinx has no off-balance sheet arrangements that have or are reasonably likely to have a current or future affect on vLinx's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures of capital resources that is material to investors.

Risk Factors:

The company's business, financial condition, results of operations or prospects could be materially adversely affected by any of the risks and uncertainties described below. These risks may result in an adverse effect on your investments, including the loss of a material portion thereof. The following is a summary of the material business obstacles that may impact your investment in vLinx.

- As our contracts are entered into they may not be renewed and our existing relationships may not continue, in particular, a major client of vLinx is Kroger. The failure of Kroger to renew its contract would materially adversely affect the operations of vLinx.
- We operate in competitive markets, and there can be no certainty that we will maintain our current customers or attract new customers or that operating margins will not be impacted by competition. Should software giants such as Oracle, Microsoft or SAP elect to enter into our industry, it would create enormous competition from companies that have substantial experience and are substantially better funded than vLinx.
- Worsening economic conditions and trends and downturns in the business cycles of the industries we serve and which provide services to us would impact our business and operating results.
- The company is subject to economic policy risks and uncertainties in the countries in which it operates. Any disruption of the economic environment and business climate in those countries may have a material adverse effect on the company's business, financial condition, results of operations or prospect.
- The company is subject to the threat of future risk of litigation which could adversely affect its profitability.
- The company's insurance coverage or lack thereof may prove inadequate to satisfy future claims against us.
- vLinx requires substantial additional financing to meet its obligations as they become due and payable and to carry out management's plans to expand operations and to compete in the global economy.
- Stockholders who purchase the Company's common stock are subject to the possibility of illiquidity, lack of a public market for the Company's Common Stock and possible loss of their entire investment. No insurances can be given that investors will be able to recover their entire investment or that the Company's operations will be profitable.

- The Company has never paid a dividend and it does not expect to pay cash or other dividends in the future.
- Several members of Management of the Company and its subsidiaries have had their salaries accrued or have made substantial shareholder loans to the Company or its subsidiaries. There can be no assurances given that these arrangements will continue in the future.

PART E ISSUANCE HISTORY

ITEM 17 LIST OF SECURITIES OFFERINGS AND SHARES ISSUED FOR SERVICES IN THE PAST TWO YEARS

None

PART F EXHIBITS

ITEM 18 MATERIAL CONTRACTS

The following contracts are deemed material by vLinux in which its business is substantially dependent upon:

1. The Kroger Co. entered into a Subscription Services Agreement with vLinux on February 18, 2010. Kroger is a substantial client of vLinux. Its License Agreement currently terminates on January 31, 2012.
2. On July 21, 2009, vLinux entered into an agreement with Fusepoint Managed Services. The Master Services Agreement executed provided vLinux with a web server and managed application infrastructure services and a database server for its technology and business operations.
3. In February 2005, vLinux entered into an OpenEC Software and License Agreement with Mala Ventures, Inc. to provide an e-catalog solution and licensing contracts for vLinux customers.
4. vLinux has agreement with WFX Solution Provider for it to have a hosted ASP/IT and installed on premise software to provide software solutions for fashion, apparel, retail and other businesses and for vLinux to license WFX webplan business applications for the purpose of sale and promotion to vLinux customers.

ITEM 19 ARTICLES OF INCORPORATION AND BYLAWS

See attached.

None

I, Kris McLean, certify that

- Date: September 19, 2011.

BONANZA LAND HOLDINGS, INC.

By: /s/ Kris Mclean
Kris McLean, President

**ITEM 12 THE ISSUER'S MOST RECENT BALANCE SHEET AND PROFIT
AND LOSS AND RETAINED EARNINGS STATEMENTS:**

Our audited financial statements for the years 2007-2008-2009 and our unaudited financial statements for the year 2010 and partial year to date of June 30, 2011 are included in this filing.

vLinx Inc.
Balance Sheet

US Dollars 1.037
 As of June 30, 2011

	June 30, 11
ASSETS	
Current Assets	
Cash and cash equivalents	55,674.03
Accounts receivable	2,033,113.14
Prepaid expense	48,176.40
Total Current Assets	2,136,963.57
Fixed Assets	16,023.41
TOTAL ASSETS	2,152,986.98
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable and Accrued Liabilities	297,846.65
Other Current Liabilities	1,474,984.70
Total Current Liabilities	1,772,831.35
Shareholders Loan	4,065,996.19
Total Liabilities	5,838,827.54
Equity	-3,685,840.55
TOTAL LIABILITIES & EQUITY	2,152,986.98

vLinx Inc.
Profit & Loss

US Dollars 1.037
June 2011

	June'11	Oct'10 - Jun'11
Revenue		
Software License	30,170.18	264,619.53
Consulting	0.00	0.00
Total Revenue	30,170.18	264,619.53
Cost of Goods Sold		
SL - Customer Support	358.47	3,321.05
SL - IT Supports & Maintenance	1,099.22	1,099.22
Total COGS	1,457.69	4,420.27
Gross Margin	28,712.49	260,199.26
Operating Expense		
Consulting Fees	57.42	53,436.67
Depreciation and Amortization	500.64	4,505.79
General and Administrative	33,141.64	313,288.13
Professional Fees	1,663.72	19,389.47
Salaries and Benefits	20,047.95	282,121.18
Sales and Marketing	6.80	3,423.73
Travel and Entertainment	209.66	4,711.02
Total Operating Expense	55,627.83	680,875.99
Operating Income (Loss)	-26,915.35	-420,676.73
Other Income/Expense		
Other Income	5,581.80	8,270.67
Other Expense	153.53	5,269.86
	5,428.27	3,000.81
Net Income	-21,487.08	-417,675.92

vLinux Inc.
Statement of Cash Flows

US Dollars 1.037
June 2011

	June'11
OPERATING ACTIVITIES	
Net Income	-21,487.08
Adjustments to reconcile Net Income to net cash provided by operations:	
Accounts Receivable USD	0.00
Accounts Receivable CAD	-1,425.02
Prepays	358.47
Accounts Payable CAD	16,547.63
Accounts Payable - USD	-259.30
HSBC MasterCard	-849.48
Tax Payable	1,233.15
Unearned Revenue	-24,881.62
Short-term Loan - Tonbridge	10,110.75
Short-term Loan - Crown Law	49,998.96
Net cash provided by Operating Activities	29,346.45
INVESTING ACTIVITIES	
Computers & Peripherals	0.00
Accum Deprec - Computers & Peri	295.50
Accum Deprec - Software	93.33
Accu Depre-Furniture & Fixtures	44.30
Acc Dep-Catalog Software Licens	67.51
Net cash provided by Investing Activities	500.64
FINANCING ACTIVITIES	
Shareholders Loan	4,148.00
Shares & Retained Earnings	0.00
Net cash provided by Financing Activities	4,148.00
Net cash increase for period	33,995.09
Cash at beginning of period	21,678.94
Cash at end of period	55,674.03

BONANZA LAND HOLDINGS INC/ VLINX

UNAUDITED

	COMMON STOCK Shares	Amount	Additional Paid-In Capital	Retained Earnings (Deficit)	Stockholders' Equity (Deficit)
Balance Common as of Dec 31, 2010	1,048,786	1,049			
Stock Cancelled	(1,000,000)	(1,000)			
Stock Issued for Acquisition	275,000,000	275,000			
Stock Issued for Acquisition	100,000	100			
Stock Issued by Court	100,000,000	100,000			
Total as of June 30, 2011	375,148,786	375,149	7,118,640	-11,179,630	(3,685,841)

vLinux INC.

CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)

SEPTEMBER 30, 2009

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Directors of
vLinx Inc.

We have audited the accompanying balance sheets of vLinx Inc. as of September 30, 2009, 2008 and 2007 and the related statements of operations and comprehensive loss, stockholders' deficiency, and cash flows for each of the years then ended. vLinx Inc.'s management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of vLinx Inc. as of September 30, 2009, 2008 and 2007 and the results of its operations and its cash flows for each of the years then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, the Company has minimal assets, is dependent upon financing to continue operations has suffered recurring losses from operations, and has a working capital deficit as of September 30, 2009. These matters raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regards to these matters are discussed in Note 1. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Vancouver, Canada

Chartered Accountants

May 12, 2010 (except as to Note 12
which is as of _____)

VLINX INC.
CONSOLIDATED BALANCE SHEETS
(Expressed in Canadian Dollars)
AS AT SEPTEMBER 30

	2009	2008	2007
ASSETS			
Current assets			
Cash and cash equivalents	\$ 82,921	\$ 79,392	\$ 166,223
Accounts receivable (Net of allowance of \$Nil (2008 and 2007 \$Nil))	5,801	1,468	131,786
Other receivables (Note 11)	1,077,329	85,014	30,000
Prepaid expenses	<u>21,013</u>	<u>30,142</u>	<u>45,909</u>
Total current assets	1,187,064	196,016	373,918
Property, plant and equipment, net (Note 3)	16,402	21,691	27,459
Equity investment (Note 5)	<u>-</u>	<u>-</u>	<u>619,903</u>
Total assets	<u>\$ 1,203,466</u>	<u>\$ 217,207</u>	<u>\$ 1,021,280</u>
LIABILITIES AND STOCKHOLDERS' DEFICIENCY			
Current liabilities			
Accounts payable and accrued liabilities	\$ 331,500	\$ 232,791	\$ 93,215
Amounts due to Joint Venture	-	1,167	111,798
Deposits received	54,093	47,650	49,798
Shareholder loans – convertible debt (Note 4)	4,169,121	3,473,390	3,234,282
Shareholder loans – other (Note 4)	<u>940,000</u>	<u>940,000</u>	<u>940,000</u>
Total current liabilities	<u>5,494,714</u>	<u>4,694,998</u>	<u>4,429,093</u>
Commitments (Note 9)			
Stockholders' deficiency			
Capital stock (Note 6)			
Authorized			
Unlimited common shares, without par value			
200,000,000 Class A preferred shares, without par value			
200,000,000 Class B preferred shares, without par value			
Issued			
45,000,001 common shares (2008 and 2007 – 45,000,001)	1,032,516	1,032,516	1,032,516
14,000,000 Class A preferred shares (2008 and 2007 – 14,000,000)	1,087,926	1,087,926	1,087,926
18,200,000 Class B preferred shares (2008 and 2007 – 18,200,000)	1,378,162	1,378,162	1,378,162
Additional paid-in capital	1,171,377	801,143	478,391
Deficit	<u>(8,961,229)</u>	<u>(8,777,038)</u>	<u>(7,384,808)</u>
Total stockholders' deficiency	<u>(4,291,248)</u>	<u>(4,477,291)</u>	<u>(3,407,813)</u>
Total liabilities and stockholders' deficiency	<u>\$ 1,203,466</u>	<u>\$ 217,707</u>	<u>\$ 1,021,280</u>

The accompanying notes are an integral part of these consolidated financial statements.

VLINX INC.**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS**

(Expressed in Canadian Dollars)

YEAR ENDED SEPTEMBER 30

	2009	2008	2007
SALES			
eSource Trading	\$ -	\$ -	\$ 216,421
Consulting services	710,567	605,879	592,395
Licenses	<u>469,705</u>	<u>405,859</u>	<u>424,000</u>
	1,180,232	1,011,738	1,232,816
COST OF SALES	<u>-</u>	<u>-</u>	<u>(190,371)</u>
GROSS PROFIT	<u>1,180,232</u>	<u>1,011,738</u>	<u>1,042,445</u>
OPERATING EXPENSES			
Consulting fees	204,285	100,445	248,114
Depreciation and amortization	7,591	10,137	14,045
General and administrative	117,193	134,800	138,714
Professional fees	35,040	104,456	148,189
Research and development	-	33,216	45,195
Salaries and benefits	525,808	773,574	747,965
Sales and marketing	21,123	115,749	124,211
Travel and entertainment	<u>8,873</u>	<u>18,634</u>	<u>18,931</u>
	<u>(919,913)</u>	<u>(1,291,011)</u>	<u>(1,485,364)</u>
Loss before other items	<u>260,319</u>	<u>(279,273)</u>	<u>(442,919)</u>
OTHER ITEMS			
Interest income	109	1,702	4,614
Interest expense	(376,041)	(391,310)	(307,917)
Bad debt expense	-	-	(99,582)
(Loss) gain on foreign exchange	(68,578)	(103,446)	153,565
SR&ED Investment tax credit	-	-	224,633
Income (loss) on equity investment	<u>-</u>	<u>(619,903)</u>	<u>(605,732)</u>
	<u>(444,510)</u>	<u>(1,112,957)</u>	<u>(630,419)</u>
Net loss and comprehensive loss for the year	<u>\$ (184,191)</u>	<u>\$ (1,392,230)</u>	<u>\$ (1,073,338)</u>
Basic and diluted loss per common share	<u>\$ (0.00)</u>	<u>\$ (0.03)</u>	<u>\$ (0.02)</u>
Weighted average number of common shares outstanding:			
Basic and diluted	45,000,001	45,000,001	45,000,001

The accompanying notes are an integral part of these consolidated financial statements.

VLINX INC.
CONSOLIDATED STATEMENTS STOCKHOLDERS' DEFICIENCY
(Expressed in Canadian Dollars)
YEAR ENDED SEPTEMBER 30

	Common Stock		Preferred Shares				Additional Paid-in Capital		
			Class A		Class B				
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount	Deficit	Total	
September 30, 2006	45,000,001	\$ 1,032,516	14,000,000	\$ 1,087,926	18,200,000	\$ 1,378,162	\$ 321,280	\$ (6,311,470)	\$ (2,491,586)
Forgiveness of interest on shareholder loans	-	-	-	-	-	-	151,625	-	151,625
Stock-based compensation	-	-	-	-	-	-	5,486	-	5,486
Net loss	-	-	-	-	-	-	-	(1,073,338)	(1,073,338)
September 30, 2007	45,000,001	1,032,516	14,000,000	1,087,926	18,200,000	1,378,162	478,391	(7,384,808)	(3,407,813)
Forgiveness of interest on shareholder loans	-	-	-	-	-	-	322,752	-	322,752
Net loss	-	-	-	-	-	-	-	(1,392,230)	(1,392,230)
September 30, 2008	45,000,001	1,032,516	14,000,000	1,087,926	18,200,000	1,378,162	801,143	(8,777,038)	(4,477,291)
Forgiveness of interest on shareholder loans	-	-	-	-	-	-	370,234	-	370,234
Net loss	-	-	-	-	-	-	-	(184,191)	(184,191)
September 30, 2009	45,000,001	\$ 1,032,516	14,000,000	\$ 1,087,926	18,200,000	\$ 1,378,162	\$ 1,171,377	\$ (8,961,229)	\$ (4,291,248)

The accompanying notes are an integral part of these consolidated financial statements.

VLINX INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
YEAR ENDED SEPTEMBER 30

	2009	2008	2007
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income	\$ (184,191)	\$ (1,392,230)	\$ (1,073,338)
Items not affecting cash:			
Depreciation and amortization	7,591	10,137	14,046
Equity investment loss	-	619,903	605,732
Stock-based compensation	-	-	5,486
Unrealized foreign exchange	48,656	18,308	(17,574)
Forgiveness of interest on shareholder loans	370,234	322,752	-
Accrued management fees	261,874	-	-
Changes in non-cash working capital items:			
(Increase) decrease in accounts receivable	(4,333)	130,318	(94,798)
(Increase) in other receivables	(992,315)	(55,014)	(29,475)
Decrease in inventory	-	-	10,697
(Increase) decrease in prepaid expenses	9,129	15,767	(3,282)
Increase (Decrease) in accounts payable and accrued liabilities	98,709	139,576	(14,319)
(Decrease) in amounts due to Joint Venture	(1,167)	(110,631)	(57,038)
Increase (Decrease) in deposits received	<u>6,443</u>	<u>(2,148)</u>	<u>22,165</u>
Net cash used in operating activities	(379,370)	(303,262)	(631,698)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of equipment and software	<u>(2,302)</u>	<u>(4,369)</u>	<u>(8,385)</u>
Net cash used in investing activities	(2,302)	(4,369)	(8,385)
CASH FLOWS FROM FINANCING ACTIVITIES			
Advances from shareholders	385,201	220,800	884,380
Repayment to shareholders	<u>-</u>	<u>-</u>	<u>(250,000)</u>
Net cash provided by financing activities	385,201	220,800	634,380
Net change in cash and cash equivalents	3,529	(86,831)	(5,703)
Cash and cash equivalents, beginning of year	<u>79,392</u>	<u>166,223</u>	<u>171,926</u>
Cash and cash equivalents, end of year	<u>\$ 82,921</u>	<u>\$ 79,392</u>	<u>\$ 166,223</u>

Supplemental disclosure with respect to cash flows (Note 10)

The accompanying notes are an integral part of these consolidated financial statements.

1. NATURE OF OPERATIONS

vLinx Inc. (the “Company”) was incorporated on April 12, 2002 under the name of 4043189 B.C. Inc. pursuant to the laws of British Columbia and on June 17, 2002 changed its name to vLinx Inc. The Company’s wholly owned subsidiary, vLinx (USA) Inc. (“vLinx (USA)”), operating as “vLinx.com” was incorporated in the State of California on January 3, 2000.

The Company has designed and developed a web based enterprise application for an online business to business global sourcing and fulfillment service that provides a rapid sale environment and global marketplace where buyers and suppliers can trade in volume. vLinx SaaS technology is the end-to-end, eCatalogue-Transaction Engine™ for suppliers and buyers anywhere in the world. The Company has established international sales and marketing offices in China and the United States of America. The Company’s customers are located internationally.

On July 7, 2005, the Company formed a joint venture, vLinx (UAE) LLC. (“vLinx (UAE)”), with RAK Investment authority. vLinx (UAE) LLC was incorporated in the RAK Free Zone, United Arab Emirates.

The financial statements have been prepared on a going concern basis which presumes the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future.

The Company has incurred significant losses and negative cash flow from operations since incorporation and has a deficit of \$8,961,229 at September 30, 2009. The Company has financed its operations to date through the issuance of equity and shareholder loans.

Management of the Company has undertaken steps as part of a plan to improve operations with the goal of sustaining Company operations for the next twelve months and beyond. These steps include: (a) generating sales; (b) raising additional financing; and (c) converting existing shareholder loans into equity (Note 12). The outcome of these matters cannot be predicted at this time. There can be no assurance the Company can attain profitable operations in the future.

These consolidated financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than normal course of business and at amounts different from those reflected in the accompanying consolidated financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES

Generally accepted accounting principles

These consolidated financial statements have been prepared in conformity with generally accepted accounting principles of the United States of America.

Principles of consolidation

These consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, vLinx USA. All inter-company balances and transactions have been eliminated upon consolidation.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates incorporated into the Company's consolidated financial statements include the revenue recognition, allowances for doubtful accounts receivable, asset valuations, impairment assessments, income taxes, stock-based compensation and contingencies. Actual results could differ from those estimates.

Cash and cash equivalents

Cash and cash equivalents consist of cash on deposit and highly liquid short-term interest bearing securities with initial maturity at date of acquisition of three months or less.

Receivables

Accounts receivable and other receivables are reported at face value less any provisions for uncollectible accounts considered necessary. Accounts receivable primarily includes trade receivables from customers and Goods and Services Taxes in Canada. Other receivables are from the Company's joint venture investee. The Company estimates doubtful accounts on an item-by-item basis and includes over aged accounts as part of allowance for doubtful accounts. The Company has not provided any allowance for doubtful accounts for the years presented.

Property, plant and equipment

Equipment is recorded at cost less accumulated depreciation. Equipment is depreciated using the declining-balance method using the following rates.

Computer equipment	30%
Computer software	50%
Office equipment	20%

The Company reviews for the impairment of equipment at least annually and whenever changes in circumstances indicate that the carrying amount of an asset may not be recoverable from the expected undiscounted future cash flows from its use and eventual disposition. The impairment loss is measured as the excess of the carrying value over its fair value. The Company has not identified any impairment losses for the years ended September 30, 2009, 2008 and 2007.

Equity investment

The Company's joint venture investment is accounted for using the equity method. Under the equity method, the original cost of the investee is adjusted for the Company's share of post-acquisition earnings or losses and is reduced for dividends received.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Impairment of long-lived assets and long-lived assets to be disposed of

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount and the fair value less costs to sell.

Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into Canadian dollars at the exchange rate in effect at the balance sheet date. Other balance sheet items are translated at exchange rates in effect when the assets are acquired or obligations are incurred. Revenue and expense items are translated at the approximate exchange rates prevailing at the time the transactions occurred. Foreign exchange gains and losses resulting from these translations are reflected in the consolidated statement of operations.

Earnings per share

Basic earnings per common share is computed by dividing net income available to common shareholders by the weighted average number of common shares outstanding in the period. Diluted earnings per common share takes into consideration common shares outstanding (computed under basic earnings per share) and potentially dilutive common shares. The Company's potential dilutive instruments are its stock options and shareholder loans, which have not been included in the dilution calculation as they were anti-dilutive.

Stock-based compensation

The Company follows ASC 718, "Compensation – Stock Compensation". All stock-based compensation is recognized as an expense in the financial statements and such costs are measured at the fair value of the award.

Financial instruments

All financial instruments are classified into one of five categories: held-for-trading, held-to-maturity investments, loans and receivables, available-for-sale financial assets or other financial liabilities. All financial instruments and derivatives are measured in the balance sheet at fair value except for loans and receivables, held-to maturity investments and other financial liabilities which are measured at amortized cost. Subsequent measurement and changes in fair value will depend on their initial classification. Held-for-trading financial assets are measured at fair value and changes in fair value are recognized in net income. Available-for-sale financial instruments are measured at fair value with changes in fair value recorded in other comprehensive income until the instrument is derecognized or impaired.

The Company has classified its cash as held-for-trading. Accounts receivable and other receivables are classified as loans and receivables. Accounts payable and accrued liabilities, amounts to due joint venture, deposits received and shareholder loans are classified as other liabilities, which are measured at amortized cost.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Financial instruments (cont'd...)

Under GAAP, fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. A fair value hierarchy is also established, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. There are three levels of inputs that may be used to measure fair value:

Level 1 – quoted prices in active markets for identical assets or liabilities

Level 2 – quoted prices for similar assets and liabilities in active markets or inputs that are observable

Level 3 – inputs that are unobservable (for example cash flow modeling inputs based on assumptions)

At September 30, 2009, cash is classified as Level 1 on the hierarchy of levels, there were no assets or liabilities subject to additional disclosure.

Income taxes

A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and net operating loss carryforwards. Deferred tax expense (benefit) results from the net change during the year of deferred tax assets and liabilities.

Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Revenue recognition

eSource trading is the wholesale of goods using the Company's own web based platform. Revenue from sale of goods is recognized once a sale arrangement exists, delivery has occurred, the sales price is fixed and determinable and collectability is reasonably assured. Consulting and services revenue is recognized on a percentage completion method. Licensing revenue is recognized on a rateable basis over the term of the license once a sale arrangement exists, delivery has occurred, the sales price is fixed and determinable and collectability is reasonably assured.

Recent accounting pronouncements

During the fourth quarter of 2009, the Company adopted the FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles in accordance with FASB ASC Topic 105, "Generally Accepted Accounting Principles" (the Codification). The Codification has become the source of authoritative U.S. generally accepted accounting principles (GAAP) recognized by the FASB to be applied by nongovernmental entities. Rules and interpretive releases of the Securities and Exchange Commission (SEC) under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. Effective with the Company's adoption on July 1, 2009, the Codification has superseded all prior non-SEC accounting and reporting standards. All other non-grandfathered non-SEC accounting literature not included in the Codification has become non-authoritative. As the adoption of the Codification only affected how specific references to GAAP literature have been disclosed in the notes to our condensed consolidated financial statements, it did not result in any impact on the Company's results of operations, financial condition, or cash flows.

VLINX INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
SEPTEMBER 30, 2009

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Recent accounting pronouncements (cont'd...)

ASC 855-10-20, "Subsequent Events" establishes accounting and reporting standards for events that occur after the balance sheet date but before financial statements are issued or are available to be issued. The adoption of this standard did not have an impact on the consolidated financial statements. See Note 12 for the required disclosures.

In April 2009, the FASB issued ASC 820-10-65 formerly FASB Staff Position FAS 157-4, "Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly" ("FSP 157-4"). This provides significant guidance for determining when a market has become inactive as well as guidance for determining whether transactions are not orderly. It also provides guidance on the use of valuation techniques and the use of broker quotes and pricing services. It reiterates that fair value is based on an exit price and also that fair value is market-driven and not entity-specific. The accounting standard of codification applies to all assets and liabilities within the scope of ASC 820 and is effective for all interim and annual periods ending after June 15, 2009. The adoption of ASC 820-10-65 did not have a material effect on the Company's results of operations, financial position, and cash flows.

In April 2009, the FASB issued ASC 320-10-65, formerly FASB Staff Position FAS 115-2, FAS 124-2 and EITF 99-20-2, "Recognition and Presentation of Other-Than-Temporary Impairments" ("FSP 115-2"). This accounting standard provides guidance related to determining the amount of an other-than-temporary impairment (OTTI) of debt securities and prescribes the method to be used to present information about an OTTI in the financial statements. It is effective for all interim and annual periods ending after June 15, 2009. The adoption of FSP 115-2 did not have a material effect on the Company's results of operations, financial position, and cash flows.

In April 2009, the FASB issued ASC 825-10-65, formerly FASB Staff Position FAS 107-1 and APB 28-1, "Interim Disclosures about Fair Value of Financial Instruments" ("FSP 107-1"), which increases the frequency of fair value disclosures to a quarterly basis instead of an annual basis. The guidance relates to fair value disclosures for any financial instruments that are not currently reflected on the balance sheet at fair value. This ASC is effective for interim and annual periods ending after June 15, 2009. The adoption did not have a material effect on the Company's results of operations, financial position, and cash flows.

3. PROPERTY, PLANT AND EQUIPMENT

A summary of property, plant, and equipment as of September 30, 2009, 2008 and 2007 follows:

	2009			2008		
	Cost	Accumulated Amortization	Net Book Value	Cost	Accumulated Amortization	Net Book Value
Computer equipment	\$ 72,112	\$ 61,607	\$ 10,505	\$ 72,112	\$ 57,104	\$ 15,008
Computer software	46,213	42,486	3,727	43,911	39,910	4,001
Office equipment	<u>7,307</u>	<u>5,137</u>	<u>2,170</u>	<u>7,307</u>	<u>4,625</u>	<u>2,682</u>
	<u>\$ 125,632</u>	<u>\$ 109,230</u>	<u>\$ 16,402</u>	<u>\$ 123,330</u>	<u>\$ 101,639</u>	<u>\$ 21,691</u>

VLINX INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
SEPTEMBER 30, 2009

3. PROPERTY, PLANT AND EQUIPMENT (cont'd...)

	2007		
	Cost	Accumulated Amortization	Net Book Value
Computer equipment	\$ 67,744	\$ 51,608	\$ 16,136
Computer software	43,911	35,911	8,000
Office equipment	<u>7,307</u>	<u>3,984</u>	<u>3,323</u>
	<u>\$ 118,962</u>	<u>\$ 91,503</u>	<u>\$ 27,459</u>

In the event that facts and circumstances indicate that the carrying amount of an asset may not be recoverable and an estimate of future discounted cash flows is less than the carrying amount of the asset, an impairment loss will be recognized. Management's estimates of revenues, operating expenses, and operating capital are subject to certain risks and uncertainties which may affect the recoverability of the Company's investments in its assets. Although management has made its best estimate of these factors based on current conditions, it is possible that changes could occur which could adversely affect management's estimate of the net cash flow expected to be generated from its operations.

4. SHAREHOLDER LOANS

Shareholder loans are payable on demand bearing 10% interest per annum, and are convertible at any time at the option of the holder into common shares at \$0.10 per share. For fiscal 2008 and 2009, the shareholders waived and forgave the interest of 10%, and accordingly the expense has been attributed to additional paid-in capital. During the year ended September 30, 2009, the shareholders advanced \$385,201 (2008 - \$220,800; 2007 - \$884,380) to the Company. During the year ended September 30, 2007, \$250,000 of shareholder loans was repaid. The Company is in the process of converting the loans into equity (Note 12).

Of the shareholder loans outstanding, \$1,000,000 of the loans advanced during 2005 are additionally convertible into Class C preferred voting shares, which are convertible at the option of the holder into common shares at a ratio of 1:1. The Class C shares are retractable at the option of the holder, and as a result of this additional conversion option, the Company has recorded a \$1,000,000 non-cash financing cost associated with the grant of the conversion option for the Class C preferred shares (Note 6(a)). During fiscal 2006, \$60,000 was repaid of the \$1,000,000 loans advanced during 2005, which resulted in a gain on settlement of this liability in the amount of \$60,000. The remaining \$940,000 remains a liability.

5. EQUITY INVESTMENT

During the year ended September 30, 2005, and as amended in fiscal 2007, the Company entered into a joint venture (vLinx (UAE) LLC) to establish and operate a regional consumer goods trading centre in the United Arab Emirates ("UAE"). Under the terms of the arrangement, the Company subscribed for a 49% interest in vLinx (UAE) LLC for USD\$1,000,000. The other joint venture partner contributed USD\$3,000,000 for their 51% interest. Under the terms of the joint venture agreement, the joint venture receives use of the Company's customized technology in B2B eCatalogue – Transaction Engine™. In the event of a liquidity event in the joint venture, the assets of the joint venture available for distribution after discharging any liabilities and debts to third parties will be distributed as follows:

- (a) firstly, each joint venture partner will receive their share of the original contribution (USD\$1,000,000 for the Company)
- (b) secondly, \$6 million to the Company (for compensation of the technology provided by the Company)
- (c) thirdly, pro-rata between the respective shareholdings (49% for the Company).

6. CAPITAL STOCK

a) Authorized

Unlimited number of common voting shares, no par value.

200,000,000 Class A preferred voting shares, no par value, convertible at the option of the holder at any time into common shares at a ratio of ten Class A preferred shares into one common share, and with voting rights equal to the conversion ratio. There are no dividend rights.

200,000,000 Class B preferred voting shares, no par value, convertible at the option of the holder at any time into common shares at the same ratio as Class A preferred shares, and with voting rights equal to the conversion ratio. There are no dividend rights.

Under the terms of convertible debentures advanced during 2005, the Company agreed to establish a series of Class C preferred voting shares, no par value, convertible at the option of the holder at any time into common shares at a ratio of 1:1, and with voting rights equal to the conversion ratio. These shares are redeemable by the Company and retractable at the option of the holder upon a liquidity event occurring in vLinx (UAE) LLC. There are no dividend rights.

b) Stock options

The Company has a stock option plan for the purpose of attracting, retaining and motivating qualified directors, employees and contractors. Under the stock option plan the Board of Directors may, from time to time, at their sole discretion, issue stock options to directors and employees.

The exercise price of the stock options is determined by the Board (or a committee thereof) but generally will be at least equal to the fair value of the shares at the grant date. The stock options generally vest over a period of three years from the date of grant and immediately become exercisable once vested. Any stock options that do not vest as the result of a grantee leaving the Company are forfeited and the common shares underlying them are returned to the reserve unless amended by the Board. Stock options granted have a maximum contractual term of ten years.

VLINX INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
SEPTEMBER 30, 2009

6. CAPITAL STOCK (cont'd...)

b) Stock options (cont'd...)

Stock option transactions and the number of options outstanding are summarized below:

	Options Outstanding	
	Number of Options	Weighted Average Exercise Price
Balance, September 30, 2006	1,974,514	\$ 0.34
Options granted	<u>110,000</u>	<u>0.50</u>
Balance, September 30, 2007	2,084,514	0.37
Options granted	430,000	0.50
Options cancelled	<u>(70,000)</u>	<u>0.44</u>
Balance, September 30, 2008	2,444,514	0.39
Options cancelled	<u>(320,000)</u>	<u>0.39</u>
Balance, September 30, 2009	2,124,514	\$ 0.39
Number of options currently exercisable	1,975,088	\$ 0.38

As of September 30, 2009, the total number of shares available for purchase pursuant to options granted under this plan is not to exceed 9,432,006. As at September 30, 2009, 2,124,514 options have been granted and are outstanding and 1,975,088 options are vested and none have been exercised. The aggregated intrinsic value of the options outstanding and exercisable is \$Nil.

The exercise price for outstanding and exercisable options as September 30, 2009 is:

	Options Outstanding		Options Exercisable	
	Exercise Price	Number of Options Outstanding	Weighted Average Remaining Contractual Life	Number of Options Exercisable
\$	0.05	532,514	3.83	532,514
\$	0.50	1,592,000	7.08	1,442,574

VLINX INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
SEPTEMBER 30, 2009

6. CAPITAL STOCK (cont'd...)

b) Stock options (cont'd...)

The fair value of the Company's stock-based awards was estimated using the Black-Scholes valuation model using the following weighted average assumptions:

	2009	2008	2007
Volatility	-	50%	50%
Expected life of options	-	6.5 years	6.5 years
Risk free interest rate	-	3.74	4.22
Forfeiture rate	-	15%	15%

The weighted average fair value per share of stock options granted in the period ended September 30, 2008 was CDN\$0.0027 (2007 - \$0.0028).

For the years ended September 30, 2009 and 2008 the Company did not incur any significant non-cash stock-based compensation expense. For the year ended September 30, 2007 the Company incurred non-cash stock-based compensation expense of \$5,486 within salaries and benefits expense.

7. DEFERRED INCOME TAXES

A reconciliation of income tax recovery at statutory rates with the reported income tax recovery is as follows:

	2009	2008	2007
Loss for the year	\$ (184,191)	\$ (1,392,230)	\$ (1,073,338)
Income tax recovery at statutory rates	\$ (55,488)	\$ (444,191)	\$ (366,223)
Non-deductible items	113,820	303,988	299,052
Deductible items	-	-	(76,645)
Unrecognized (recognized) benefit of non-capital losses	(58,332)	140,203	143,816
Total income tax recovery	\$ -	\$ -	\$ -

VLINX INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
SEPTEMBER 30, 2009

7. DEFERRED INCOME TAXES (cont'd...)

The significant components of the Company's future income tax assets and liabilities are as follows:

	2009	2008	2007
Future income tax assets:			
Property and equipment	\$ 12,291	\$ 10,393	\$ 8,488
Non-capital losses carried forward	1,422,222	1,470,630	1,469,632
Equity investment	<u>306,409</u>	<u>306,409</u>	<u>163,548</u>
	1,740,922	1,787,432	1,641,668
Valuation allowance	<u>(1,740,922)</u>	<u>(1,787,432)</u>	<u>(1,641,668)</u>
Net future income tax assets	\$ -	\$ -	\$ -

The Company has non-capital losses of approximately \$5,800,000 available for deduction against future taxable income. These losses, if not utilized will expire through 2029. Future tax benefits which may arise as a result of these non-capital losses and other tax assets have not been recognized in these financial statements and have been offset by a valuation allowance.

8. RELATED PARTY TRANSACTIONS

During the year ended September 30, 2009, the Company incurred an expense of approximately \$172,080 (2008 - \$87,750; 2007 - \$117,000) in consultancy fees to Tonbridge Management a company controlled by an officer of the Company. These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the parties. As at September 30, 2009 a balance of \$295,381 (2008 - \$90,045; 2007 - \$Nil) was due on the above amounts and is included in accounts payable and accrued liabilities and shareholder loans.

9. COMMITMENTS

Lease commitments

The Company leases certain of its offices in Canada and China under operating lease agreements. The Company does not have any capital leases to date. The minimum lease commitments under these operating lease agreements for the next five years ending September 30 are as follows:

2010	\$ 90,586
2011	47,646
2012	-
2013	-
2014	<u>-</u>
	\$ 138,232

VLINX INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
SEPTEMBER 30, 2009

10. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

Certain cash payments for the years ended September 30, 2009, 2008 and 2007 are summarized as follows:

	2009	2008	2007
Cash paid during the year for:			
Interest	\$ -	\$ -	\$ -
Income taxes	\$ -	\$ -	\$ -

There were no non-cash investing or financing activities during the years presented.

11. CONCENTRATIONS

Credit risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents, accounts receivable and other receivables. The Company places its cash and cash equivalents with a high quality financial institution. The Company has concentrations of credit risk with respect to other receivables as all of the other receivables are from its joint venture investee for the years presented. The Company has reviewed its other receivable of \$1,077,327 and believes no allowance for doubtful accounts is necessary for the years presented because of the future projected plans of the joint venture investee. The Company also has a first priority on the receivable in an event of liquidation of the joint venture investee.

12. SUBSEQUENT EVENTS

Subsequent to the year-end September 30, 2009, the Company:

- a) Entered into a Letter of Intent ("LOI") with Bearing Minerals Inc. ("BMI") whereby BMI will acquire 100% of the outstanding shares of the Company from its shareholders through the issuance of 25,000,000 common shares of BMI. As part of the transaction BMI will also complete a private placement of 5,000,000 common shares at a price not lower than \$0.50 per common share. Upon completion of these transactions the Company's shareholders will hold approximately 66.67% of the outstanding shares of BMI.
- b) Entered into a subscription and set-off agreement with its shareholders whereby up to \$3,750,000 in shareholder loans will be converted into 37,500,000 common shares of the Company.
- c) Entered into resolutions to convert all existing preferred shares into common shares.

ITEM 19 ARTICLES OF INCORPORATION AND BYLAWS

SECRETARY OF STATE



CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **BONANZA LAND HOLDINGS, INC.**, did on April 24, 2006, file in this office the original Articles of Incorporation; that said Articles of Incorporation are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on April 24, 2006.



A handwritten signature in cursive script, reading "Dean Heller".

DEAN HELLER
Secretary of State

By

A handwritten signature in cursive script, reading "J. McCarley".

Certification Clerk

DEAN HELLER
Secretary of State
304 North Carson Street, Suite 1
Carson City, Nevada 89701-4399
(775) 684 5708
Website: secretaryofstate.biz

Articles of Conversion (PURSUANT TO NRS 92A.205)

Page 2

ABOVE SPACE IS FOR OFFICE USE ONLY

4. Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the resulting entity in the conversion):

Attn: Paul Enright

PO Box 553 Morrison, CO 80465

5. Effective date of conversion (optional) (not to exceed 90 days after the articles are filed pursuant to NRS 92A.240):

6. Signatures - must be signed by:

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited liability limited partnership; a manager of each Nevada limited liability company with managers or all the members if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited liability partnership (a.k.a.; general partnership governed by NRS chapter 87).
2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

Addice Industries, Inc.

Name of constituent entity

Signature

President and Secretary
Title

Date

Pursuant to NRS 92A.205(4) if the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date. This statement must be included within the resulting entity's articles.

Filing Fee \$350.00

This form must be accompanied by appropriate fees.

Indicate the number of copies of this form to be filed with the Secretary of State.

TOTAL P.08

DEAN HELLER
Secretary of State
250 North Carson Street
Carson City, Nevada 89701-4205
(775) 684 8708
Website: secretaryofstate.biz

Entity #
E0308022006-3
Document Number
20060256758-01

Articles of Incorporation

(PURSUANT TO NRS 78)

Date Filed:
4/24/2006 12:55:17 PM
In the office of

Dean Heller

Dean Heller
Secretary of State

ABOVE SPACE

1. Name of Corporation:	Reynolds Land Holdings, Inc.		
2. Resident Agent Name and Street Address: (For R.A. Nevada, address of agent, not of corporation)	The Corporation Trust Company of Nevada Name 6100 Neil Road, Suite 500 Street Address Reno City Nevada 89511 State Zip Code Optional Mailing Address City State Zip Code		
3. Shares: (Number of shares, amount, and par value)	Number of shares: with par value: 20,000,000 Per value: \$ 1.001 Number of shares without par value:		
4. Names & Addresses of Board of Directors/Officers: (List names and addresses of all directors and officers)	1. Paul Bright Name PO Box 553 Street Address Morrison City CO 80465 State Zip Code 2. Name Street Address City State Zip Code 3. Name Street Address City State Zip Code		
5. Purpose: (State the purpose of the corporation)	The purpose of this Corporation shall be: Any Lawful Purpose		
6. Names, Addresses and Signatures of Incorporator(s): (Name, address and signature of each person who has signed the articles)	Paul Bright Name PO Box 553 Address Morrison City CO 80465 State Zip Code Signature		
7. Certificate of Acceptance of Appointment of Resident Agent:	I hereby accept appointment as Resident Agent for the above named corporation. <i>Hiedi M. Lisch</i> Authorized Signature of R. A. or On Behalf of R. A. Company Date 4-21-06		

Hiedi Lisch
Assistant Secretary
This form filed be accompanied by appropriate fees.

Revised Secretary of State Form 1, 8/1/04, 2/05
FURNISHED BY THE SECRETARY OF STATE

Articles of Incorporation

OF

Bonanza Land Holdings, Inc.

Pursuant to NRS 78, the individual named below causes these Articles of Incorporation to be delivered to the Nevada Secretary of State for filing, and states as follows:

ARTICLE I

The name of the Corporation shall be Bonanza Land Holdings, Inc.

ARTICLE II

Authorized Shares

Section 1: Number. The aggregate number of shares which the Corporation shall have authority to issue is Five Hundred Million (500,000,000) Common Shares of one class, with unlimited voting rights, all with par value of \$.001, and one million (1,000,000) Preferred Shares, all with no par value, to have such classes and preferences as the Board of Directors may determine from time to time.

Section 2: Dividends. Dividends in cash, property or shares of the Corporation may be paid upon the stock, as and when declared by the Board of Directors, out of funds of the Corporation to the extent and in the manner permitted by law.

ARTICLE III

Preemptive Rights

The holders of the capital stock of this Corporation shall not have the preemptive right to acquire additional unissued Shares or treasury shares of the capital stock of this Corporation, or securities convertible into the shares of capital stock or carrying capital purchase warrants or privileges.

ARTICLE IV

Cumulative Voting

Cumulative Voting of shares of stock of the Corporation shall not be allowed or authorized in the election of the Board of Directors of the Corporation.

ARTICLE V

Provisions for the Regulation of the
Internal Corporate Affairs

The following provisions are inserted for the management of the business and for the regulation of the internal affairs of the corporation and the same are in furtherance of and not in limitation or exclusion of the powers conferred by law.

Section 1: Bylaws. The Board of Directors shall have the power to adopt, alter, amend or repeal, from time to time, such bylaws as it deems proper for the management of the affairs of the Corporation according to these Articles and the laws in such cases made and provided.

Section 2: Executive Committee. The Bylaws may provide for designation by the Board of Directors of an Executive Committee and one or more other committees, the personnel and authority of which and the other provisions relating to which shall be as may be set forth in the Bylaws.

Section 3: Place of Meetings. Both Stockholders' and Directors' meetings may be held either within or without the State of Nevada, as may be provided in the Bylaws.

Section 4: Compensation to Directors. The Board of Directors is authorized to make provisions for reasonable compensation to its members for their services as Directors. Any Director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

Section 5: Conflicts of Interest. No transaction of the Corporation with any other person, firm or corporation, or in which this Corporation is interested, shall be affected or invalidated solely by: (a) the fact that any one or more of the Directors or Officers of this Corporation is interested in or is a director or officer of another corporation; or (b) the fact that any Director or Officer, individually or jointly with others, may be a party to or may be interested in any such contract or transaction.

Section 6: Registered Owner of Stock. The Corporation shall be entitled to treat the registered holder of any shares of stock of the Corporation as the owner thereof for all purposes, including all rights deriving from such shares, on the part of any other person, including, but not limited to, a purchaser, assignee or transferee of such shares or rights deriving from such shares, unless and until such purchaser, assignee, transferee or other person becomes the registered holder of such shares, whether or not the Corporation shall have either actual or constructive notice of the interest of such purchaser, assignee, transferee or other person. The purchaser, assignee or transferee of any of the shares of the Corporation shall not be entitled to: (a) receive notice the meeting of the Shareholders; (b) vote at such meetings; (c) sums payable to Shareholders, or (d) own, enjoy or exercise any other property or rights deriving from such shares against the Corporation, until such purchaser, assignee, or transferee has become the registered holder of such shares.

Section 7: Conduct of Business. The Corporation may conduct part or all of its business not only in the State of Nevada but also in every other state of the United States and the District of Columbia, and in any territory, district, and possession of

the United States and in any foreign country, and the Corporation may qualify to do business in any of such locations and appoint an agent for service of process therein. The Corporation may hold, purchase, mortgage, lease and convey real and personal property in any of such locations. Part or all of the business of the Corporation may be carried on beyond the limits of the State of Nevada, and the Corporation may have one or more offices out of the State of Nevada.

Section 8: Vote of the Shareholders. To the fullest extent now or hereafter permitted by the NRS 78, the vote of a majority of the issued and outstanding shares of the Corporation entitled to vote on such matter shall be sufficient to approve any matter to come before the shareholders of the Corporation, including, but not limited to, the right from time to time to amend, alter or repeal or add any provisions to, the Corporation's Articles of Incorporation.

Section 9: Quorum For Voting. A quorum of Shareholders for any matter to come before any meeting of Shareholders of the Corporation shall consist of not less than one-third of the issued and outstanding shares entitled to vote on the matter.

Section 10: Restrictions on Stock. The Directors shall have the right, from time to time, to impose restrictions or to enter into agreements on behalf of the Corporation imposing restrictions on the transfer of all or a portion of the Corporation's shares, provided that no restrictions shall be imposed on the transfer of shares outstanding at the time the restrictions are adopted unless the holder of such shares consents to the restrictions.

Section 11: Indemnification of Directors. A director of the Corporation shall not be personally liable to the Corporation or to its shareholders for damages for breach of fiduciary duty as a director of the Corporation or to its shareholders for damages otherwise existing for (i) any breach of the director's duty of loyalty to the Corporation or to its shareholders; (ii) acts or omission not in good faith or which involve intentional misconduct or a knowing violation of the law; (iii) any transaction from which the director directly or indirectly derived any improper personal benefit. If the NRS 78 is hereafter amended to eliminate or limit further liability of a director, then, in addition to the elimination and limitation of liability provided by the foregoing, the liability of each director shall be eliminated or limited to the fullest extent permitted under the provisions of the NRS 78 as so amended. Any repeal or modification of the indemnification provided in these Articles shall not adversely affect any right or protection of a director of the Corporation under these Articles, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this limitation of liability, prior to such repeal or modification.

Section 12: Indemnification. The Corporation shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person, and the estate and personal representative of any such person, against all liability and expense (including, but not limited to attorney's fees) incurred by reason of the fact that he is or was a director or officer of the Corporation, he is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of, or in any similar managerial or fiduciary position of, another domestic or foreign corporation or other individual or entity of an employee benefit plan. The Corporation shall also indemnify any person who is serving or has served the Corporation as a director, officer, employee, fiduciary, or agent and that person's estate and personal representative to the extent and in the manner provided in any bylaw, resolution of

the shareholders or directors, contract, or otherwise, so long as such provision is legally permissible.

ARTICLE VI

Registered Office and Agent, Initial Directors and Officers

The address of the initial registered office of the Corporation is, The Corporation Trust Company of Nevada, 6100 Neil Road, Suite 500, Reno, NV 89511. The initial Board of Directors shall be Paul Enright. The initial officers shall be Paul Enright, President, Secretary and Vice President. Books of accounts, records, documents, and other papers may be kept at the registered office of the Corporation or at such other place as may be determined by the Board of Directors.

ARTICLE VII

Initial Principal Office

The address of the initial principal office of the Corporation is PO Box 533 Morrison, CO 80456. The Principal Office of the Corporation may be relocated to such other place or places from time to time as may be determined by the Board of Directors.

ARTICLE VIII

Data Respecting Incorporator

The name and address of the Incorporator of this Corporation is as follows: Paul Enright, PO Box 533 Morrison, CO 80456.

ARTICLE IX

Effective Date

These amended Articles shall begin on April 17, 2006.

ARTICLE X

Name and Address Information

The name and mailing address of the individual who caused this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused is: Paul Enright, PO Box 533 Morrison, CO 80456.



State of Delaware

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 898
DOVER, DELAWARE 19903

060350052

9518102
JESSICA RYAN
535 16TH ST.
DENVER

04-21-2006

CO 80202

DESCRIPTION	AMOUNT
ADDISON INDUSTRIES, INC.	
2577853 4100 Plain Copy	
Plain Copy Fee	10.00
Expedite Fee, 24 Hour	20.00
FILING TOTAL	30.00
TOTAL PAYMENTS	30.00
SERVICE REQUEST BALANCE	.00

SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 01/04/1996
960003565 - 2577853

CERTIFICATE OF INCORPORATION
OF

MAC Systems Inc.
A CLOSE CORPORATION

FIRST: The name of this corporation is MAC Systems Inc.

SECOND: Its registered office in the State of Delaware is to be located at Three Christina Centre, 201 N. Walnut Street, Wilmington, DE 19801, County of New Castle. The registered agent in charge thereof is The Company Corporation, address same as above.

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The amount of total authorized shares of stock of this corporation is 20,000,000 shares of \$.0001 par value.

FIFTH: The name and mailing address of the incorporator is

Regina Cephas, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801

SIXTH: The powers of the Incorporator are to terminate upon filing of the Certificate of Incorporation, and the name(s) and mailing address(es) of the persons who are to serve as director(s) until the first annual meeting of stockholders or until their successors are elected are as follows:

Morris Diamond

Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801

SEVENTH: All of the corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

EIGHTH: All of the issued stock of all classes shall be subject to one or more of the restrictions on transfer permitted by Section 202 of the General Corporation Law.

NINTH: The corporation shall make no offering of any of its stock of any class which would constitute a 'public offering' within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.

TENTH: Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate and do certify that the facts herein are true, and I have accordingly hereunto set my hand.

DATED: January 4, 1996

Regina Cephas

**BYLAWS
OF
Bonanza Land Holdings, INC.
A Nevada Corporation**

ARTICLE I

OFFICES

The registered agent of the Corporation shall be located and situated in the State of Nevada. The Corporation may also have such other offices, within and/or without the State of Nevada, as the Board of Directors may from time to time decide or the business of the Corporation may require.

ARTICLE II

SHAREHOLDERS

Section 1. Annual Meetings.

The annual meeting of the shareholders, beginning with the year 2006, shall be held on the 10th day of the month of January, if not a Sunday or legal holiday, and if a Sunday or legal holiday, then on the next business day following, at 12 o'clock p.m. At such Annual Meeting, the shareholders shall elect the Board of Directors and transact such other business as may come before the meeting.

Section 2. Special Meetings.

Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President and shall be so called at the request, in a writing stating the purpose(s) of the requested Special Meeting, of a majority of the Board of Directors or of shareholders who together hold at least 50.1% of the entire issued and outstanding capital stock of the Corporation and are entitled to vote. Business transacted at any special meeting of shareholders shall be limited to the purposes specifically described in the Notice of Meeting.

Section 3. Place of Meetings.

All meetings of the shareholders shall be held at such place, within or without the State of Nevada, as may be designated from time to time by the Board of Directors. If no designation is made, the place of the meeting shall be the principal offices of the Corporation.

Section 4. Notice of Meetings.

A written Notice of Meeting or, when applicable, Notice of Special Meeting, stating the purpose(s) for which the meeting is called and stating the place, date, and hour of the meeting, shall be delivered to each shareholder entitled to vote at such meeting not less than fourteen nor more than sixty days before the date of the meeting. If "delivery" is to be accomplished by mail, the Notice shall be deemed to be "delivered" when deposited in the United States mail, postage prepaid, addressed to the shareholder at the last address recorded for such shareholder in the stock ledger/book(s) of the Corporation.

A written Waiver of Notice, signed by the person(s) entitled to such notice, shall be deemed equivalent to the required notice.

Section 5. List of Shareholders.

At least twenty days prior to any meeting of shareholders, the officer in charge of the stock ledger/books of the Corporation shall make a complete list of all shareholders entitled to vote at the meeting, arranged in alphabetical order, showing the name, address, and number of shares held by each shareholder. Such list shall be produced and kept open at the principal offices of the Corporation for examination and/or inspection by any shareholder, for any purpose, during ordinary business hours, for a period of not less than twenty days immediately preceding the meeting. The list shall also be produced at, and kept open during, the meeting, and may be inspected by any shareholder who is present at the meeting.

Section 6. Quorum.

The holders of a majority of the issued and outstanding shares of the Corporation and entitled to vote, present in person or by proxy, shall constitute a quorum at any meeting of the shareholders. If, however, such quorum shall not be present or represented at any meeting of the shareholders, the shareholders entitled to vote, present in person or represented by proxy, shall have the power to adjourn the meeting without notice to a future date at which a quorum shall be present. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. If the adjournment is for more than thirty days, a notice of the adjourned meeting shall be given to each shareholder of record entitled to vote at the meeting.

Section 7. Proxies.

A written proxy, executed by a shareholder or his or her duly authorized attorney-in-fact and filed with the Secretary of the Corporation before or at the time of any meeting of shareholders, may be used to vote any or all of the voting shares of such shareholder. Unless specifically provided otherwise in the written proxy, no proxy shall be voted on after the first anniversary of its execution. Every proxy shall be revocable by the shareholder executing it, except where an irrevocable proxy is permitted by statute and the proxy specifically states that it shall be irrevocable.

Section 8. Voting.

When a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the incorporating documents, a different vote is required, in which case such express provision shall govern and control the decision of such question. Unless otherwise provided in the incorporating documents or by statute, each shareholder shall at every meeting of the shareholders be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such shareholder. Shares of its own stock belonging to the Corporation shall not be voted, directly or indirectly, at any meeting and shall not be counted in determining the total number of outstanding shares.

Section 9. Written Consent.

Unless otherwise provided by law or in the incorporating documents, any action required to be taken at any meeting of shareholders of the Corporation, or any other action which may be taken at any meeting of the shareholders, may be taken without a meeting, without notice and without a vote, if a written consent, setting forth the action so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote

thereon were present and voted. Any such consent shall be filed with the minutes of the Corporation.

Section 10: Depository Restrictions.

At any time the board of directors may restrict ownership of the shares of the corporation in any manner including, but not limited to, prohibiting securities intermediary registration, nominee holders of any kind, and residency holder restrictions.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Function, Authority, and Compensation.

The property, business, and affairs of the Corporation shall be managed by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law or otherwise required to be exercised by the shareholders. The Board of Directors shall have the authority from time to time to fix the compensation of Directors and to authorize the payment of expenses relating to service on the Board.

Section 2. Number.

The Corporation shall have 2 Directors serving on the Board of Directors. The Corporation may increase or reduce the total number of Directors at any time by vote of the Board of Directors, or by resignation or death of a current Director.

Section 3. Election and Term.

Each person named in the Articles or Certificate of Incorporation as a member of the first Board of Directors shall hold such office until the First Meeting of Shareholders and until his or her successor shall have been elected and qualified or until his or her resignation, removal, or death.

At the First Meeting of Shareholders and at each annual meeting thereafter, the shareholders shall elect directors to hold office until the next election. Each Director shall hold such office until his or her successor shall have been elected and qualified or until his or her resignation, removal, or death.

Section 4. Vacancies.

Any vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by the affirmative vote of a majority of the directors then in office, though less than a quorum of Directors, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and qualified, or until his or her resignation, removal, or death.

Section 5. Removal.

At any Annual Meeting of Shareholders or at a Special Meeting of Shareholders called expressly for such purpose, any Director(s) or the entire Board of Directors may be removed, with or without cause, by a majority vote of the issued and outstanding shares of the Corporation eligible to vote.

Section 6. Place of Meetings.

The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the State of Nevada, at such place as may be designated from time to time by the Board. If no designation is made, the place of meetings shall be the principal offices of the Corporation.

Section 7. Notice of Meetings.

Regular meetings of the Board of Directors may be held with forty-eight (48) hours' notice on such dates and at such times as shall from time to time be determined by the Board of Directors. Special meetings of the Board of Directors may be called by the President on two days' notice to each director, by phone, mail, electronic mail, or telegram, setting forth the time, place, and purpose of the meeting. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of at least two directors.

Notice of a meeting need not be given to any Director who signs a Waiver of Notice either before or after a meeting. Attendance of a Director at a meeting shall constitute a Waiver of Notice of such meeting and a waiver of any and all objections to the place or time of the meeting, unless the Director states, at the beginning of the meeting, any objections to the transaction of business because the meeting was not lawfully called or convened.

Section 8. Telephonic Meetings and Action Without a Meeting.

Members of the Board of Directors may participate in a meeting of the Board as if present in person by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Any action required to be taken at a meeting of the Board or which may be taken at any meeting of the Board, may be taken without a meeting, if all Directors consent thereto in writing, and such writing(s) is/are filed with the Minutes of the proceedings of the Board. Such consent shall have the same effect as a unanimous vote.

Section 9. Voting.

A majority of directors shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum is not present, a majority of the directors present may adjourn the meeting until an announced date and time.

Section 10. Presumption of Assent.

At any meeting of the Board at which action is taken on a corporate matter, each Director in attendance shall be presumed to assent to the action unless such director's dissent is entered in the Minutes of the meeting or unless any such dissent is filed with the Secretary.

ARTICLE IV

OFFICERS

Section 1. Positions.

The officers of the Corporation shall be elected by the Board of Directors and shall consist of a President, one or more Vice Presidents, a Secretary, and a Treasurer. The Board of Directors may also choose additional officers or assistant officers, and/or a Chairman of the Board.

Section 2. Election and Term.

At its first meeting and following each Annual Meeting of Shareholders, the Board shall elect the officers. Each officer shall hold his or her office until his or her successor shall be duly elected and qualified, or until his or her resignation, removal, or death.

Section 3. Removal.

Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of Directors.

Section 4. Salaries.

Officers' salaries shall be fixed from time to time by the Board of Directors.

Section 5. President.

The President shall be the chief executive officer of the Corporation and shall have general and active supervision and management of the business and affairs of the Corporation. He or she shall enforce and/or effect all orders and resolutions of the Board of Directors and shall preside at all Shareholders' and Board of Directors' meetings. The President shall have the authority to sign checks and to execute all bonds, deeds, mortgages, conveyances, contracts, and other instruments on behalf of the Corporation. The President shall have the power to appoint or hire such agents and employees as in his or her judgment may be necessary or proper for the transaction of the business or affairs of the Corporation.

Section 6. Vice President.

The Vice Presidents shall, in the absence of the President, perform and exercise the duties and powers of the President with the same force and effect as if performed by the President and shall generally assist the President and perform any duties given to him or her from time to time by the Board of Directors.

Section 7. Secretary.

The Secretary shall have custody of and maintain the non-financial corporate records of the Corporation and he or she shall attend all meetings of the Board of Directors and all meetings of the shareholders and record all the proceedings of the meetings of the Corporation and of the Board of Directors in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the shareholders and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President.

Section 8. Treasurer.

The Treasurer shall have the custody of the corporate funds and financial records and shall keep full and accurate accounts of receipts and disbursements. He or she shall deposit all

moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President, the Board of Directors, and the Shareholders at regular meetings, or when the Board of Directors so requires, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation.

ARTICLE VI

STOCK CERTIFICATES

Section 1. Certificates for Shares

Every holder of shares of the Corporation shall be entitled to have a certificate certifying the number of shares owned by that person. Certificates representing shares of the Corporation shall be in such form as shall be determined by the Board of Directors. Such certificates shall be signed by the President and by the Secretary or by such other officers authorized by law and by the Board of Directors so to do, and sealed with the corporate seal. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the Corporation. All certificates surrendered to the Corporation for transfer shall be canceled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled, except that in case of a lost, destroyed, or mutilated certificate, a new one may be issued thereupon upon such terms and indemnity to the Corporation as the Board of Directors may prescribe.

Section 2. Transfer of Shares.

The Corporation shall register a Stock Certificate presented to it for transfer provided that it is properly endorsed by the holder of record or by his or her duly authorized representative, who shall furnish proper evidence of authority to transfer.

Section 3. Lost Certificate.

The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Corporation shall be from January 1 to December 31.

ARTICLE VIII

AMENDMENTS

These bylaws may be amended, revised, or repealed or new bylaws may be adopted by the shareholders or by the Board of Directors at any meeting of the shareholders or of the Board of

Directors.

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify to the full extent authorized or permitted by the general corporation law of the State of Nevada, any person made, or threatened to be made, a party to any threatened, pending, or completed action, suit, or proceeding (whether civil, criminal, administrative, or investigative, including an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or serves or served any other enterprise as such at the request of the Corporation. This right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article. The foregoing right of indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his or her heirs, executors, representatives, and administrators.