

VEGA PROMOTIONAL SYSTEMS, INC.

**ISSUER INFORMATION AND DISCLOSURE STATEMENT
PREPARED IN ACORDANCE WITH SEC RULE 15c2-11**

THIS STATEMENT IS COMPILED TO FULFILL THE DISCLOSURE REQUIREMENTS OF PINK SHEETS, LLC; THE ENUMERATED ITEMS AND CAPTIONS HEREIN CORRESPOND TO THE ITEMS AND CAPTIONS SET FORTH BY THE PINK SHEETS, LLC VERSION 9.1 DISCLOSURE GUIDELINES

ALL INFORMATION WITHIN THIS DOCUMENT HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OF VEGA PROMOTIONAL SYSTEMS, INC. BY THE OFFICERS AND DIRECTORS OF THE COMPANY.

ANY REPRESENTATIONS NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY.

TABLE OF CONTENTS

Part A	
<u>Part A general company information</u>	-----1
<u>Nature of the Company's business</u>	-----2
<u>Business development</u>	-----3
<u>Nature of products or services offered</u>	-----4
<u>Risk factors</u>	-----4
Part B	
<u>Share structure and issuance</u>	-----4
<u>Securities outstanding</u>	-----5
Part C	
<u>Management and Control</u>	-----7
<u>Disclosure of relationships</u>	-----8
<u>Beneficial owners</u>	-----8
Part D	
<u>Financial Reports</u>	-----9
<u>Exhibit A resumes</u>	-----10
<u>Exhibit B Articles of incorporation</u>	-----10
<u>Exhibit C Bylaws</u>	-----14

Part A **General Company Information****Item I** The exact name of the company and its predecessor (if any).

Vega Promotional Systems, Inc. 9-09 to present
Natural Fuels Industries, Inc. 2-09 to 9-09
Vega Promotional Systems, Inc. until 2-09

Item II The address of the company's principal executive offices.

95 Wilton Street Suite 3, London SW1V-1BZ UK

Phone: 800-481-0186 Fax: 866-421-1216

Website: www.vegabiofuels.com

Person responsible for the company's investor relations: The management staff

Item III The state and date of the company's incorporation or organization

Delaware 1986

Item IV The name and address of the transfer agent:

Action Stock Transfer Corp.
7069 S. Highland Dr., Suite 300
Salt Lake City, UT 84121

Item V The nature of the company's business

Vega was formed to pursue the production and sale of biofuel products throughout the world. With the growing need for clean energy, and the uncertain costs of fossil fuels, power generating plants around the world are looking at more useful and economical methods to run their power systems.

The Company has the unique advantage of having experts in the bio fuel manufacturing industry involved in the Company. Vega's Management Team has experience ranging from machinery set up, processing, fiber product expertise, research, marketing, transportation, purchasing, and accounting. The years of experience and the proprietary knowledge and ability to research the best combination of raw materials to make the best product will position the Company in a very competitive position in the bio fuel industry.

Business Development

Sanswire Technologies, Inc. (the "Company" or "Sanswire") was incorporated on May 2, 2001 in the state of Delaware to develop and sell wireless technology.

On May 2, 2002, Pear Technologies, Inc., a Delaware corporation acquired 100% of the shares of Sanswire Technologies, Inc. and changed its name to Sanswire Technologies, Inc

On May 8, 2003, the Company's Board of Directors approved a reverse split of 10 to 1 (10 shares for 1 share), and approved an increase in the Company's authorized shares to 200,000,000.

June 2005 name changed from Sanswire technology to Wireless Holdings group, Inc

On November 27, 2005 the Company's Board of Directors approved a reverse split of 150 to 1 (150 shares for 1 share).

On Dec 12, 2006 Name changed from Wireless Holdings Group, Inc to Vega Promotional Systems, Inc.

On March 3, 2008, the Company's Board of Directors approved a reverse split of 100 to 1 (100 shares for 1 share).

On March 25, 2008, the Company's Board of Directors approved an increase in the number of authorized Common shares to 501,000,000 and the number of authorized Preferred Shares to 1,000,000.

1. Form of organization ----- Corporation
2. Date of Incorporation ----- 1986
3. Fiscal year end ----- December 31
4. The company has not been in bankruptcy, receivership or any similar proceeding.
5. The company has not had any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the company to make payments.
6. There has been no delisting of the company's securities by any securities exchange or NASDAQ or deletion from the OTC Bulletin Board; and
7. The company has no current, past, pending or threatened legal proceedings or administrative actions either by or against the company that could have a material effect on the company's business, financial condition, or operations. The company has no current, past or pending trading suspensions by a securities regulator.

B. Business of Issuer.

The Company's Business Plan includes the manufacturing of various products including energy efficient pellet fuel made from organic waste bi-products using unique and innovative ideas combined with proven technology. The Company's current expansion includes building manufacturing plants in various international locations that will produce bio-mass products and bio-diesel products for power generation units.

1. The company's primary and secondary SIC Codes; 7371 Secondary code: unknown
2. The Company has conducted current operations since 2001.
3. The Company is not currently, nor has it ever been a "Shell Company" within the meaning of Rule 405 of the Securities Act, nor if the Company were a registrant would the Company be considered a shell company within the meaning of Rule 405
4. The effect of existing or probable governmental regulations on the business is negligible
5. The amount of time and money spent during the last two fiscal years on research and development activities is insignificant
6. Costs and effects of compliance with federal, state and local environmental laws are minimal
7. The Company utilizes both permanent and part time employees.

C. Investment Policies.

- a) The Company has neither a current investment policy nor any policy to acquire assets for capital gain or income.
- b) The Company neither owns nor has interests in any real estate or real estate projects

Item VI The nature of products or services offered.

The Company plans to manufacture and market various products including energy efficient pellet fuel made from organic waste bi-products using unique and innovative ideas combined with proven technology. The Company's current expansion includes building manufacturing plants in various international locations that will produce biomass products and biodiesel products for power generation units.

Item IX Description of the security

- A. Par value \$0.0001
- B. Common Stock.
 - 1. The issuer has not and for the foreseeable future will not pay dividend on its common stock.
 - 2. Each common stock shareholder is entitled to one vote; shareholders have no preemptive or cumulative voting rights.
 - 3. The Articles of Incorporation and the Bylaws allow the Board of Directors to establish dividend, voting, conversion and liquidation rights and redemption or sinking fund provisions.
 - 4. The common stockholders have no other material rights.
 - 5. There are no provisions in issuer’s charter or by-laws that would delay, defer or prevent a change in control of the issuer.
- C. Preferred Stock.
 - 1. At this time, the issuer has 1,000,000 shares of preferred stock authorized.

Item X The number of shares or total amount of the securities outstanding for each class of securities outstanding

(a)	Common shares outstanding as of the end of 2005-----	19,080,933
	i. Free trading	-----19,080,933
(b)	Common shares outstanding as of the third quarter 2006-----	84,289,561
(c)	Common shares outstanding as of the issuer’s most recent fiscal year end (12/31/2008)	-----120,445,787
(d)	Common shares outstanding as of the end of the most recent fiscal quarter (9/30/2009)	-----367,438,787
(e)	Common shares outstanding as of the issuer’s most recent fiscal year end (12/31/2009)	-----437,438,787

Period end date: December 31, 2009

Number of shares authorized – common -----501,000,000

Number of shares outstanding - common	-----437,438,787
Freely tradable shares (public float)	-----195,470,747
Number of shareholders of record984

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

The Company issued 5 million restricted shares common shares to Amerasian Capital Group as payment of debt. The shares were restricted and bore the applicable 144 legends.

The Company issued 5 million restricted shares common shares to Blue and Gold Ventures, LLC as payment of debt. The shares were restricted and bore the applicable 144 legends.

The Company issued 11 million restricted shares common shares to Pixel Arcanum, Inc. as payment of debt. The shares were restricted and bore the applicable 144 legends.

The Company issued 13 million restricted common shares to Cissonius NV as payment of debt associated with its subsidiary, Natural Fuels Industries, Inc. The shares were restricted and bore the applicable 144 legends.

The Company issued 13 million restricted common shares to Nahir Manji as payment of debt associated with its subsidiary, Natural Fuels Industries, Inc. The shares were restricted and bore the applicable 144 legends.

The Company issued 149,250,000 restricted common shares to Natural Fuels Industries, LTD as association with the acquisition of NFI. The shares were restricted and bore the applicable 144 legends.

The Company issued 5 million restricted common shares to Stuart Jacobson per the terms of a contract with the Company. The shares were restricted and bore the applicable 144 legends.

The Company issued 10 million restricted common shares to Allan Schoenberg as payment of debt. The shares were restricted and bore the applicable 144 legends.

The Company issued 30 million restricted common shares to Information Technologies, LTD as payment of debt pursuant to the terms of a contract with the Company. The shares were restricted and bore the applicable 144 legends.

The Company issued 35 million restricted common shares to Market Ideas, Inc. as payment of debt. The shares were restricted and bore the applicable 144 legends.

The Company issued 35 million restricted common shares to Kevin Worth as payment of debt. The shares were restricted and bore the applicable 144 legends.

Part C Management and Control Structure

Item XII The name of the chief executive officer, members of the board of directors, as well as control persons.

A. Officers and Directors. In responding to this item, please provide the following information for each of the issuer's executive officers, directors, general partners and control persons, as of the date of this information statement:

Chairman of the Board -----Michael Molen
Other Board memberships and other affiliations-----none

Director -----Michael Herron
Other Board memberships and other affiliations -----none

Director -----Dan Wilcox
Other Board memberships and other affiliations ----- none

Business address 95 Wilton Street Suite 3 London, UK

Resumes -----See Exhibit A

Stock owned by officers and directors:

Michael Molen, Chairman of the Board -----1,000,000 restricted shares

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None of the preceding officers and directors have been convicted in a criminal proceeding or named as a defendant in a pending criminal proceeding;

The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None of the preceding officers and directors have been permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or in a civil action.

None of the preceding officers and directors have been found by a court of competent jurisdiction, the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law.

The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

None of the preceding officers and directors was the object of an order by any self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited the preceding officers and directors involvement in any type of business or securities activities.

C. Disclosure of certain relationships

There are no relationships or affiliations among the shareholders, the issuer, its officers and directors or among the officers, directors and shareholders.

D. Disclosure of Conflicts of Interest.

Our existing shareholders, directors and management exercise significant control over our affairs and may face conflicts of interest. Certain of the company's officers, directors and consultants have other employment and business interests, and there can be no assurance these conflicts or the unavailability of full-time management will not adversely impact our operations and chances for success.

Item XIII Financial Information

The issuer's financial statements are posted on the Pink Sheets News Service as separate items under the titles of Annual Report for the applicable fiscal year end, and Interim Report for the applicable quarter. The issuer's financial statements are not consolidated with any other entity.

Item XIV Beneficial Owners

Persons owning more than five percent (5%) of the issuer's securities as of the date issued:

Natural Fuels Industries, Inc.: 149,250,000 restricted common shares
c/o William Jacobson
2120 Reserve Street Suite 207
Missoula, MT 59801

Information Technologies, LTD: 30,000,000 restricted common shares
c/o Masahiro Aruga
16th Floor Suite 1-3, Kinwick Centre, 32 Hollywood Road
Central, Hong Kong, China

Market Ideas, Inc.: 35,000,000 restricted common shares
c/o Robert Gasich
1019 N. Halsted Street, Suite 52
Chicago, IL 60622

Kevin Worth: 35,000,000 restricted common shares
1st Floor Chancery Court, PO Box 756
Providenciales, Turks and Caicos Islands- BWI

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

1. Investment Banker -----None
2. Promoters -----Company personnel
3. Legal Counsel: David Rees
Vincent & Rees
175 East 400 South Suite 1000
Salt Lake City, UT 84111
4. Accountant or Auditor-----None
5. Investor Relations Consultant ----- None
6. Public Relations Consultant ----- None

This document is prepared from the records of the issuer by officers of the corporation without benefit of professional advice

PART D

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

During the next twelve months, the Company plans to raise the necessary capital to initiate its Business Plan via a Private Placement.

It is anticipated that there will be a significant change in the number of employees.

The following is a brief description of the Company's Business Plan:

Who We Are: We are a newly formed biomass sales and manufacturing company.

What we do: We market various products including energy efficient pellet fuel made from organic waste bi-products using unique and innovative ideas combined with proven technology.

How we do it: Through our experience with the market and the expertise that is available to us in the organization, we build manufacturing facilities and market products that we manufacture throughout the world.

Off-Balance Sheet Arrangements

The company has no off balance sheet arrangements

Material Contracts: None

Purchases of Equity Securities by the Issuer and Affiliated Purchasers: None

PART E

Exhibits

ITEM XVIII Management

Michael K. Molen, Chairman

Mr. Molen has over 25 years experience in the communications industry and was a pioneer of the wireless telecommunications business. In the early 1990's, Mr. Molen co-founded a United States consulting firm specializing in wireless cable television licensing. In 1994, Mr. Molen resigned as President of the consulting firm to pursue ownership of international MMDS licenses within various markets where he had contacts. As director of International Wireless Telecommunications, LLC, Mr. Molen played an integral role in the development of wireless systems in Argentina and the Philippines, and acted as a liaison between the Company and various foreign governments. In 1996, Mr. Molen founded Sanswire.Net, one of the world's first wireless broadband Internet Service Providers. The Company created wireless environments in hotels and coined the now popular term "hot spot". In 2002, Mr. Molen founded Sanswire Technologies with the intent of building the nation's first National Wireless Broadband Network. In order to facilitate the build out and have access to the world's financial markets, Mr. Molen negotiated a merger with PEAR Technologies, a publicly traded company. Mr. Molen became the Chairman and CEO of the new publicly traded Sanswire Technologies, Inc. In April, 2004, Mr. Molen successfully negotiated the sale of the majority of the assets of Sanswire Technologies to GlobeTel Communications Corp. and assumed the CEO position of the wholly owned subsidiary, Sanswire Networks, LLC. Mr. Molen has since resigned from Sanswire

Networks and assumed the Chairman position of Vega Promotional Systems, Inc. Mr. Molen is 53 years old.

Michael Herron, Director

In 1988, after 15 years of service in the Royal Navy, Mr. Herron began his business career as an entrepreneur by opening a snooker club in the United Kingdom. With the introduction of the Financial Services Act in 1988, Mr. Herron also completed training to become a Financial Adviser / Mortgage Broker. Having achieved the necessary qualifications, he was appointed as a Regional Development Manager for Sun Alliance. Mr. Herron resigned in 1992 and founded his own mortgage brokerage firm. Mr. Herron recently negotiated the sale of his mortgage brokerage firm and assumed the position of Chief Executive Officer for Vega Promotional Systems, Inc. Mr. Herron recently resigned as the Company's CEO and remains a Director.

Dan Wilcox, Director

Mr. Wilcox's background includes commercial and residential real estate business. He also has management experience from forming and running various businesses including implementing budget controls and human resource/benefit packages. Mr. Wilcox is 61 years old.

Item XIX Articles of Incorporation and Bylaws

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:23 PM 08/31/2007
FILED 12:23 PM 08/31/2007
SRV 070977305 - 2098152 FILE

**CERTIFICATE FOR RENEWAL
AND REVIVAL OF CHARTER**

VEGA PROMOTIONAL SYSTEMS, INC.,
a corporation organized under the laws of Delaware, the charter of which was forfeited for failure to obtain a registered agent, now desires to procure a restoration, renewal and revival of its charter, and hereby certifies as follows:

1. The name of this corporation is VEGA PROMOTIONAL SYSTEMS, INC.
2. Its registered office in the State of Delaware is located at 3511 Silverside Road, Suite 105, County of New Castle, Wilmington, Delaware 19810. The name and address of its registered agent is YACHT REGISTRY, LTD., 3511 Silverside Road, Suite 105, Wilmington, DE 19810.
3. The date of filing of the original Certificate of Incorporation in Delaware was 8-5-1986
4. The date when restoration, renewal, and revival of the charter of this company is to commence is the 12TH day of JUNE, same being prior to the date of the expiration of the charter. This renewal and revival of the charter of this corporation is to be perpetual.
5. This corporation was duly organized and carried on the business authorized by its charter until the 13TH day of JUNE A.D. 2007, at which time its charter became inoperative and forfeited for failure to obtain a registered agent and this certificate for renewal and revival is filed by authority of the duly elected directors of the corporation in accordance with the laws of the State of Delaware.

IN TESTIMONY WHEREOF, and in compliance with the provisions of Section 312 of the General Corporation Law of the State of Delaware, as amended, providing for the renewal, extension and restoration of charters, MICHAEL K. MOLEN, the last and acting authorized officer hereunto set his/her hand to this certificate this 30th day of AUGUST, 2007.

BY: 
Signature of Authorized Officer

TITLE OF OFFICER: MICHAEL K. MOLEN
Print/Type Name and Title

PRESIDENT

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VEGA PROMOTIONAL SYSTEMS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF SEPTEMBER, A.D. 2007.

2098152 8300



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5973137

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

WIRELESS HOLDINGS GROUP, INC. a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by written consent of its members adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the fourth article of the Certificate of Incorporation of WIRELESS HOLDINGS GROUP INC. be amended by consolidating the issued shares of the corporation on the basis that One Hundred Fifty (150) of such shares shall become one (1) share and by amending the par value of the shares of the corporation, both issued and non-issued, from \$0.0001 each before such consolidation to \$0.0001 each after such consolidation; provided that no fractional shares of the corporation shall be issued in connection with the consolidation and the number of shares to be received by a stockholder shall be rounded up or down to the nearest whole number of shares in the event that such stockholder would otherwise be entitled to receive a fractional share upon such consolidation. Upon such consolidation, the fourth article of the Certificate of Incorporation of WIRELESS HOLDINGS GROUP, INC. shall read as follows:

"The corporation shall be authorized to issue two hundred million (200,000,000) shares at \$0.0001."

SECOND: That the Board of Directors of said corporation, by written consent of its members adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation

RESOLVED, that the first article of the Certificate of Incorporation of WIRELESS HOLDINGS GROUP INC., be amended to change the name of the Corporation to "VEGA PROMOTIONAL SYSTEMS, INC." The first article of the Certificate of Incorporation of WIRELESS HOLDING GROUP INC. shall read as follows:

"The name of the Corporation is Vega Promotional Systems, Inc."

THIRD: That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware and written notice of the adoption of the amendment has been given as provided in Section 228 of the General Corporation Law of the State of Delaware to every stockholder entitled to such notice.

FOURTH: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, WIRELESS HOLDINGS GROUP, INC. has caused this certificate to be signed by Michael K. Molen, its Chairman, this 27th Day of November, 2006.

WIRELESS HOLDINGS GROUP INC.

By: 
Michael K. Molen, Chairman

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:09 PM 03/19/2008
FILED 01:09 PM 03/19/2008
SRV 080334152 - 2098152 FILE

**AMENDMENT TO
VEGA PROMOTIONAL SYSTEMS, INC.
ARTICLES OF INCORPORATION**

Pursuant to Delaware statutes, the Articles of Incorporation of VEGA PROMOTIONAL SYSTEMS, Inc. are amended as follows:

1. The paragraph of the Fourth Article previously amended shall be additionally amended to read as follows:
2. The number of common shares that the Corporation has issued is reversed on the basis of one hundred (100) shares for each one (1) share issued and the Corporation is thereafter authorized to issue 200,000,000 shares at \$0.001 par value, the specific attributes, as to the foregoing, of which are to be determined, shall be by the Corporation's Board of Directors.
3. The above amendment has been adopted by the Board of Directors of the Corporation entitled to vote thereon by written consent in lieu of a special meeting, on March 3, 2008, pursuant to Sections 607.1001 and 607.1002, as required by the laws of the State of Delaware. This action by the Board of Directors does not require shareholder approval.

IN WITNESS WHEREOF, the undersigned Chairman of the Corporation has executed these Articles of Amendment on March 3, 2008.

VEGA PROMOTIONAL SYSTEMS, INC.


Michael K. Molen, Chairman

Signed, Sealed and Delivered
in My Presence

Notary Public



The foregoing instrument was acknowledged before me on Monday, March 03, 2008 by Michael K. Molen as Chairman of Vega Promotional Systems, Inc., a Delaware corporation, on behalf of the Corporation and the Board of Directors.

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION
OF
VEGA PROMOTIONAL SYSTEMS, INC.

It is hereby certified that:

1. The name of the corporation is VEGA PROMOTIONAL SYSTEMS, INC. (hereinafter referred to as the "Corporation").

2. The Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on 8-5-1986.

The amendment of the certificate of incorporation effected by this certificate of amendment is as follows:

3. The certificate of incorporation of the Corporation is hereby amended by striking out Article FOUR thereof and by substituting in lieu of said Article FOUR the following new Article FOUR:

"ARTICLE FOUR. CAPITAL STOCK. The total number of shares of all classes of stock which the Corporation shall have authority to issue is Five Hundred and One Million (501,000,000), consisting of Five Hundred Million (500,000,000) shares of Common Stock, par value \$ 0001 per share ("Common Stock"), and One Million (1,000,000) shares of Preferred Stock, par value \$.0010 per share ("Preferred Stock") Except as otherwise provided by law, the shares of stock of the Corporation, regardless of class, may be issued by the Corporation from time to time in such amounts, for such consideration and for such corporate purposes as the Board of Directors may from time to time determine.

The designations of the Preferred Stock and the powers, preferences, qualifications, limitations or restrictions, and relative rights thereof shall be as follows:

Shares of Preferred Stock may be issued from time to time in one or more series of any number of shares as may be determined from time to time by the Board of Directors, provided that the aggregate number of shares issued and not cancelled of any and all such series shall not exceed the total number of shares of Preferred Stock authorized by this Certificate of Incorporation. Each series of Preferred Stock shall be distinctly designated. The voting powers, if any, of each such series and the preferences and relative, participating, option and other special rights of each such series and qualifications, limitations and restrictions thereof, if any, may differ from those of any and all other series at any time outstanding; and the Board of Directors is hereby expressly granted authority to fix, in the resolution or resolutions providing for the issue of a particular series of Preferred Stock, the voting powers, if any, of each such series and the designations, preferences and relative, participating, option and other special rights of each such series and qualifications, limitations and restrictions thereof to the full extent now or hereafter permitted by this Certificate of Incorporation and the laws of the State of Delaware,

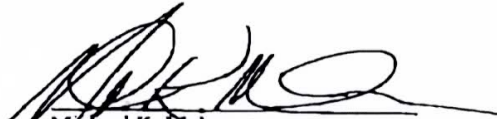
including (but without limiting the generality of the foregoing) the following:

- (1) the designation of such series;
- (2) the dividend rate of such series, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any class or classes or on any other series of any class or classes of capital stock of the Corporation, and whether such dividends shall be cumulative or non-cumulative;
- (3) whether the shares of such series may be redeemed by the Corporation, and if so, the times, prices and other terms and conditions of such redemption;
- (4) the terms and amount of any sinking fund provided for the purchase or redemption of the shares of such series;
- (5) whether the shares of such series shall be convertible into or exchangeable for shares of any other class or classes or of any series of any class or classes of capital stock of the Corporation, and, if the provision be made for conversion or exchange, the times, prices, rates, adjustments and other terms and condition of such conversion or exchange;
- (6) the restrictions and conditions, if any, upon the series or reissue of any additional Preferred Shares ranking on a parity with or prior to such shares as to dividends or upon dissolution;
- (7) the rights of the holders of the shares of such series upon the liquidation or distribution of assets of the Corporation, which rights may be different in the case of a voluntary liquidation than in the case of an involuntary liquidation

Except as otherwise required by law and except for such voting powers with respect to the election of directors or other matters as may be stated in the resolutions of the Board creating any series of Preferred Shares, the holders of any such series shall have no voting power whatsoever."

4. The amendments of the certificate of incorporation herein certified have been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on March 25, 2008



Michael K. Moln, President

Vega Promotional Services, Inc
Bylaws
Adopted November 30, 2005

ARTICLE I

OFFICES

Section 1.01 Offices. The Corporation shall have its registered office in the State of Delaware, and may have such other offices and places of business within or without the State of Delaware as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II

STOCKHOLDERS

Section 2.01 Place of Meetings. Meetings of stockholders for any purpose may be held at such place or places, either within or without the State of Delaware, as shall be designated by the Board of Directors, or by the President with respect to meetings called by him.

Section 2.02 Annual Meeting. The annual meeting of stockholders shall be held on such date as may be determined by the Board of Directors. At such meeting, the stockholders shall elect a Board of Directors and transact such other business as may properly come before the meeting.

Section 2.03 Special Meetings. Special meetings of stockholders may be called at any time by the Board of Directors or by the President, and shall be called by the President or Secretary at the written request of stockholders owning a majority of the shares of the Corporation then outstanding and entitled to vote.

Section 2.04 Notice of Meetings. Written notice of the annual meeting or any special meeting of stock shall be given to each stockholder entitled to vote thereat, not less than ten nor more than sixty days prior to the meeting, except as otherwise required by statute, and shall state the time and place and, in the case of a special meeting, the purpose or purposes of the meeting. Notice need not be given, however, to any stockholder who submits a signed waiver of notice, before or after the meeting, or who attends the meeting in person or by proxy without objecting to the transaction of business.

Section 2.05 Quorum. At all meetings of stockholders, the holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum for the transaction of business, except as otherwise provided by statute, the Certificate of Incorporation or these By-Laws. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any stockholder.

Section 2.06 Voting. (a) At all meetings of stockholders, each stockholder having the right to vote thereat may vote in person or by proxy, and, unless otherwise provided in the Certificate of Incorporation or in any resolution providing for the issuance of any class or series of stock adopted by the Board of Directors pursuant to authority vested in the Board by the Certificate of

Incorporation, shall have one vote for each share of stock registered in his name. Election of directors shall be by written ballot.

(b) When a quorum is once present at any meeting of stockholders, a majority of the votes cast, whether in person or represented by proxy, shall decide any question or proposed action brought before such meeting, except for the election of directors, who shall be elected by a plurality of the votes cast, or unless the question or action is one upon which a different vote is required by express provision of statute, the Certificate of Incorporation or these By-Laws or an agreement among stockholders, in which case such provision shall govern the vote on the decision of such question or action.

Section 2.07 Adjourned Meetings. Any meeting of stockholders may be adjourned to a designated time and place by a vote of a majority in interest of the stockholders present in person or by proxy and entitled to vote, even though less than a quorum is present, or by the President if a quorum of stockholders is not present. No notice of such adjourned meeting need be given, other than by announcement at the meeting at which adjournment is taken, and any business may be transacted at the adjourned meeting which might have been transacted at the meeting as originally called. However, if such adjournment is for more than thirty days, or if after such adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at such meeting.

Section 2.08 Action by Written Consent of Stockholders. Any action of the stockholders required or permitted to be taken at any regular or special meeting thereof may be taken without any such meeting, notice of meeting or vote if a consent in writing setting forth the action thereby taken is signed by the holders of outstanding stock having not less than the number of votes that would have been necessary to authorize such action at a meeting at which all shares entitled to vote were present and voted. Prompt notice of the taking of any such action shall be given to any stockholders entitled to vote who have not so consented in writing.

Section 2.09 Stockholders of Record. (a) The stockholders from time to time entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to any corporate action without a meeting, or entitled to receive payment of any dividend or other distribution or the allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, shall be the stockholders of record as of the close of business on a date fixed by the Board of Directors as the record date for any such purpose. Such a record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and shall not, with respect to stockholder meetings, be more than sixty days nor less than ten days before the date of such meeting, or, with respect to stockholder consents, more than ten days after the date upon which the resolution fixing the record date is adopted by the Board of Directors.

(b) If the Board of Directors does not fix a record date, (i) the record date for the determination of stockholders entitled to notice of or to vote at a meeting of stockholders shall be as of the close of business on the day next preceding the day on which notice of such meeting is given, or, if notice is waived as provided herein, on the day next preceding the day on which the meeting is held; (ii) the record date for determining stockholders entitled to express consent to corporate

action in writing without a meeting, where no prior action by the Board of Directors is necessary, shall be the close of business on the day on which the first signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation; and (iii) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the resolution of the Board of Directors relating thereto is adopted.

ARTICLE III

DIRECTORS

Section 3.01 Board of Directors. The management of the affairs, property and business of the Corporation shall be vested in a Board of Directors, the members of which need not be stockholders. In addition to the power and authority expressly conferred upon it by these By-Laws and the Certificate of Incorporation, the Board of Directors may take any action and do all such lawful acts and things on behalf of the Corporation and as are not by statute or by the Certificate of Incorporation or these By-Laws required to be taken or done by the stockholders.

Section 3.02 Number. The number of directors shall be as fixed from time to time by the Board of Directors.

Section 3.03 Election and Term of Directors. At each annual meeting of the stockholders, the stockholders shall elect directors to hold office until the next annual meeting. Each director shall hold office until the expiration of such term and until his successor, if any, has been elected and qualified, or until his earlier resignation or removal.

Section 3.04 Annual and Regular Meetings. The annual meeting of the Board of Directors shall be held promptly after the annual meeting of stockholders, and regular meetings of the Board of Directors may be held at such times as the Board of Directors may from time to time determine. No notice shall be required for the annual or any regular meeting of the Board of Directors.

Section 3.05 Special Meetings. Special meetings of the Board of Directors may be called by the President, by an officer of the corporation who is also a director or by any two directors, upon one day's notice to each director either personally or by mail, telephone, telecopier or telegraph, and if by telephone, telecopier or telegraph, in writing before or after the meeting, setting forth the time and place of such meeting. Notice of any special meeting need not be given, however, to any director who submits a signed waiver of notice, before or after the meeting, or who attends the meeting without objecting to the transaction of business.

Section 3.06 Place of Meetings. (a) The Board of Directors may hold its meetings, regular or special, at such places, either within or without the State of Delaware, as it may from time to time determine or as shall be set forth in any notice of such meeting.

(b) Any meeting of the Board of Directors may be held by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and such participation shall constitute presence at the meeting.

Section 3.07 Adjourned Meetings. A majority of the directors present, whether or not a quorum, may adjourn any meeting of the Board of Directors to another time and place. Notice of such adjourned meeting need not be given if the time and place thereof are announced at the meeting at which the adjournment is taken.

Section 3.08 Quorum of Directors. A majority of the total number of directors shall constitute a quorum for the transaction of business. The total number of directors means the number of directors the Corporation would have if there were no vacancies.

Section 3.09 Action of the Board of Directors. The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the question or action is one upon which a different vote is required by express provision of statute, the Certificate of Incorporation or these By-Laws, in which case such provision shall govern the vote on the decision of such question or action. Each director present shall have one vote.

Section 3.10 Action by Written Consent of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent thereto is signed by all members of the Board of Directors or of such committee, and such written consent is filed with the minutes of proceedings of the Board of Directors or committee.

Section 3.11 Resignation. A director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Board of Directors or such officer, and acceptance of the resignation shall not be necessary.

Section 3.12 Removal of Directors. Any or all of the directors may be removed with or without cause by a vote of the Board of Directors.

Section 3.13 Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the number of directors or vacancies occurring in the Board of Directors for any reason except the removal of directors without cause may be filled by a vote of the majority of the directors then in office, although less than a quorum. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the stockholders. A director elected to fill a newly created directorship or to fill any vacancy shall hold office until the next annual meeting of stockholders, and until his successor, if any, has been elected and qualified.

Section 3.14 Chairman. At all meetings of the Board of Directors the Chairman of the Board or, if one has not been elected or appointed or in his absence, a Chairman chosen by the directors present at such meeting, shall preside.

Section 3.15 Committees Appointed by the Board of Directors. The Board of Directors may, by resolution passed by a majority of the entire Board of Directors or by written consent of all of the directors, designate one or more committees, each committee to consist of one or more of the directors. The Board may also designate one or more directors as alternate members of any committee who may replace any absent or disqualified committee member at any committee

meeting. Any such committee, to the extent provided in the resolution, except as restricted by law, shall have and may exercise the powers of the Board of Directors in the management of the affairs, business and property of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it.

Section 3.16 Compensation. No compensation shall be paid to directors, as such, for their services, but the Board of Directors may authorize payment of an annual retainer and/or fixed sum and expenses for attendance at each annual, regular or special meeting of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE IV

OFFICERS

Section 4.01 Offices, Election and Term.

(a) At its annual meeting the Board of Directors shall elect or appoint a President and a Secretary and may, in addition, elect or appoint at any time such other officers as it may determine. Any number of offices may be held by the same person.

(b) Unless otherwise specified by the Board of Directors, each officer shall be elected or appointed to hold office until the annual meeting of the Board of Directors next following his election or appointment and until his successor, if any, has been elected or appointed and qualified, or until his earlier resignation or removal.

(c) Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective.

(d) Any officer elected or appointed by the Board of Directors may only be removed by the Board of Directors with or without cause. Any vacancy occurring in any office by reason of death, resignation, removal or otherwise may be filled by the Board of Directors.

Section 4.02 Powers and Duties. The officers, agents and employees of the corporation shall each have such powers and perform such duties in the management of the affairs, property and business of the Corporation, subject to the control of and limitation by the Board of Directors, as generally pertain to their respective offices, as well as such powers and duties as may be authorized from time to time by the Board of Directors.

Section 4.03 Sureties and Bonds. If the Board of Directors shall so require, any officer, agent or employee of the Corporation shall furnish to the Corporation a bond in such sum and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his duties to the Corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his hands.

ARTICLE V

CERTIFICATES AND TRANSFER OF SHARES

Section 5.01 Certificates. Unless otherwise provided pursuant to the General Corporation Law of the State of Delaware, the shares of stock of the Corporation shall be represented by certificates, as provided by the General Corporation Law of the State of Delaware. They shall be numbered and entered in the books of the Corporation as they are issued.

Section 5.02 Lost or Destroyed Certificates. The Board of Directors may in its discretion authorize the issuance of a new certificate or certificates in place of any certificate or certificates theretofore issued by the Corporation, alleged to have been lost, stolen or destroyed. As a condition of such issuance, the Board of Directors may require, either generally or in each case, the record holder of such certificates, or his legal representative, to furnish an affidavit setting forth the facts of such alleged loss, theft or destruction, together with proof of advertisement of the alleged loss, theft or destruction, and a bond with such surety and in such form and amount as the Board may specify indemnifying the Corporation, any transfer agent and registrar against any claim against any of them relating to such lost, stolen or destroyed certificates.

Section 5.03 Transfer of Shares. (a) Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate for shares or other securities of the Corporation duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, the corporation shall issue a new certificate to the person entitled thereto, and cancel the old certificate, except to the extent the Corporation or such transfer agent may be prevented from so doing by law, by the order or process of any court of competent jurisdiction, or under any valid restriction on transfer imposed by the Certificate of Incorporation, these By-Laws, or agreement of security holders. Every such transfer shall be entered on the transfer books of the Corporation.

(b) The Corporation shall be entitled to treat the holder of record of any share or other security of the Corporation as the holder in fact thereof and shall not be bound to recognize any equitable or other claim to or interest in such share or security on the part of any other person whether or not it shall have express or other notice thereof, except as expressly provided by law.

ARTICLE VI

INDEMNIFICATION

Section 6.01 Indemnification. The Corporation shall indemnify the directors, officers, agents and employees of the Corporation in the manner and to the full extent provided in the General Corporation Law of the State of Delaware. Such indemnification may be in addition to any other rights to which any person seeking indemnification may be entitled under any agreement, vote of stockholders or directors, any provision of these By-Laws or otherwise. The directors, officers, employees and agents of the Corporation shall be fully protected individually in making or

refusing to make any payment or in taking or refusing to take any other action under this Article VI in reliance upon the advice of counsel.

ARTICLE VII

MISCELLANEOUS

Section 7.01 Corporate Seal. The seal of the Corporation shall be circular in form and bear the name of the Corporation, the year of its organization and the words, "Corporate Seal, Delaware". The seal of the certificates for shares or any corporate obligation for the payment of money, or on any other instrument, may be a facsimile, engraved, printed or otherwise reproduced.

Section 7.02 Execution of Instruments. All corporate instruments and documents shall be signed or countersigned, executed, and, if desired, verified or acknowledged by a proper officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 7.03 Fiscal Year. The fiscal year of the Corporation shall be as determined by the Board of Directors.

ARTICLE VIII

AMENDMENTS

Section 8.01 Amendments. These By-Laws may be altered, amended or repealed from time to time by the Board of Directors without the assent or vote of the stockholders.

The Board adopted the foregoing Bylaws on November 30, 2005.

Michael Molen,
Acting Secretary

ITEM XX Issuer's Certifications

I, Michael K. Molen, certify that:

1. I have reviewed this Annual Disclosure Statement of Vega Promotional Systems, Inc.; and
2. Based on my knowledge, this Disclosure Statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Disclosure Statement; and
3. Based on my knowledge, the Financial Statements and other financial information included or incorporated by reference in this Disclosure Statement, fairly present in all material respects, the financial condition, results of operations and cash flows of Vega Promotional Systems, Inc. as of, and for, the periods presented in this Disclosure Statement.

March 1, 2010



Michael K. Molen
Chairman