

**HALL OF FAME  
BEVERAGES, Inc.  
(A Nevada Corporation)**

**Unaudited reported Annual Report  
December 31, 2009**

**Hall of Fame Beverages, Inc. (a Nevada Corporation)**

**December 31, 2009**

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## Accountant's Review Report

The Board of Directors

Hall of Fame Beverages, Inc (Nevada Corporation)

The accompanying income statement; and the related balance sheet, statement of changes of stockholders' equity and statement of cash flow have been reviewed and present fairly in all material respects, the financial position of Hall of Fame Beverage, Inc. (a Nevada Corporation) for the year ended December 31, 2009, in accordance with Statements on Standards for Accounting and review Services issued by the American Institute of Certified Public Accountants. All information included in these financial statements is the responsibility of the officers of Hall of Fame Beverages, Inc.

A review consists principally of inquiries and analytical procedures of evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. It is substantially less in scope than an audit in accordance with generally accepted auditing standards, the objective of which is the expression of an opinion regarding the financial statements taken as a whole.

Accordingly, we do not express such opinion.

Based on our review, we are not aware of any material modification that should be made to the accompanying financial statements in order for them to be in conformity with accounting principles generally accepted in the United States.

/s/ The Joshua Management Group, LLC

Accountancy Corporation

# Issuer's Information & Disclosure Statement

For Broker-Dealer Due Diligence Pursuant to Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934, as Amended from time to time

## Part A General Company Information

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

Issuer Name: Hall of Fame Beverages, Inc

Hall of Fame Beverages, Inc. was originally incorporated as 911 Performance, Inc. on September 28, 2001. The company amended its Articles of Incorporation on January 12, 2007, changing the company's name to dfw-consultants.com, Inc. The company again amended its Articles of Incorporation on July 11, 2007, changing the company's name to OG Nation, Inc. The company amended its Articles of Incorporation on January 23, 2008, changing the company's name to Hall of Fame Beverages, Inc. Other than listed above, the corporation has used no other names in the past 5 years.

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

The principal offices of the company are located in Carlsbad, California at:  
3425 Circulo Adorno, Carlsbad, CA. 92009  
The telephone number is: 760-613-8828  
The facsimile number is: 760-753-6443  
The Email address is: [info@halloffamebeverages.com](mailto:info@halloffamebeverages.com)  
The Website address is: [www.halloffamebeverages.com](http://www.halloffamebeverages.com)  
The investor relations contact is: Invest Source 714-675-2633.

**Item III** The jurisdiction(s) and date of the Issuer's incorporation or organization.

Hall of Fame Beverages, Inc. is a Nevada corporation and was incorporated on September 28, 2001.

## Part B Share Structure

**Item IV** The exact title and class of securities outstanding.

The corporation has authorized 2 classes of securities:

Hall of Fame Beverages, Inc. - common stock  
Hall of Fame Beverages, Inc. - preferred stock  
The CUSIP for our Common Stock is 406089 201  
The Trading Symbol for our Common Stock on the Pink Sheets is HFBG  
Our Preferred Stock does not have a CUSIP and is not publicly traded.

**Item V** Par or stated value and description of the security.

**A. *Par or stated value.* Provide the par or stated value for each class of outstanding securities.**

The par value of the issuer's common stock is \$0.001 per share.  
The par value of the issuer's preferred stock is \$0.001 per share.

**B. *Common or Preferred Stock.***

**1. For common equity, describe any dividend, voting or preemption rights.**

Common stock is issued and outstanding.

Voting rights: One vote per share

There is no dividend, or preemption rights.

**2. For preferred stock, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions.**

Series A Preferred is issued and outstanding.

Voting rights: the Series A Preferred rate at the time of any particular vote, is the total number of shares of common and Series A Preferred outstanding (including any shares that could be outstanding is convertible notes, options, warrants or subscription agreements are exercised) times the number of shares of Series A preferred outstanding at time of the vote.

There are no dividends, conversion and liquidation rights as well as no redemption or sinking fund provisions attached to the preferred stock.

**3. Describe any other material rights of common or preferred stockholders.**

There are no other material rights of common or preferred stockholders.

**4. Describe any provision in issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.**

There is no other provision in issuer's charter or by-laws that would delay defer or prevent a change in control of the issuer.

**Item VI** The number of shares or total amount of the securities outstanding for each class of securities authorized.

**1. As of the end of the issuer's most recent quarter.**

- (i) As of the period ended March 31, 2010, the company had:
- (ii) 1,470,000,000 common shares authorized/30,000,000 Preferred Shares Authorized
- (iii) 1,272,391,050 common shares issued and outstanding/5,000,000 Preferred A Shares Issued and outstanding.
- (iv) 1,156,815,084 freely tradable shares (public float);
- (v) (1) Total number of beneficial shareholders; and
- (vi) There were a total of 41 shareholders of record.

## **2. As of the end of the issuer's most recent fiscal year end.**

- (i) As of the period ended December 31, 2009, the company had:
- (ii) 1,302,641,175 common shares issued and outstanding/5,000,000 Preferred A Shares Issued and outstanding.
- (iii) 1,470,000,000 common shares authorized/30,000,000 Preferred Shares Authorized
- (iv) 860,165,084 freely tradable shares (public float);
- (v) (0) Total number of beneficial shareholders; and
- (vi) There were a total of 42 shareholders of record.

## **3. As of the end of the issuer's previous fiscal year end.**

- (i) As of the period ended December 31, 2008, the company had:
- (ii) 733,207,020 common shares issued and outstanding/5,000,000 Preferred A Shares Issued and outstanding.
- (iii) 900,000,000 common shares authorized/30,000,000 Preferred Shares Authorized
- (iv) 423,349,212 freely tradable shares (public float);
- (v) (0) Total number of beneficial shareholders; and
- (vi) There were a total of 42 shareholders of record.

## **4. As of the date this disclosure document was compiled.**

- (i) As of the period ended April 28, 2010, the company had:
- (ii) 1,398,391,050 common shares issued and outstanding / 5,000,000 preferred A shares issued and outstanding.
- (iii) 1,470,000,000 common shares authorized / 30,000,000 preferred shares authorized
- (iv) 1,282,815,084 freely tradable shares (public float);
- (v) (0) Total number of beneficial shareholders; and
- (vi) There were a total of 41 shareholders of record.

## **Part C Business Information**

### **Item VII The name and address of the transfer agent**

Action Stock Transfer Corp.  
7069 S. Highland Drive Suite 300  
Salt Lake  
City UT 84121  
Telephone: 801 274-1088  
Facsimile: 801 274-1099

This Transfer Agent is registered under the Exchange Act. The regulatory authority of this Transfer Agent is the Securities and Exchange Commission.

## **Item VIII The nature of the issuer's business.**

### **A. Business Development**

The company's predecessor, dfw-consultants.com, inc. (TX) was Incorporated September 28, 2001 as a Nevada corporation as a service provider for computer troubleshooting, repair, new computer and server build outs, web site design and maintenance, operating in the Information Technology Market. On August 1, 2007 the Company entered into a Share Exchange Agreement with Our Thing Now, Inc. (NV) whereby the Company acquired all of the outstanding Common Stock of Our Thing Now, Inc. (NV). On July 11, 2007 the Company, through a Board of Directors Resolution, changed its name to OG Nation, Inc. On January 23, 2008 the company again amended its articles of incorporation changing its name to Hall of Fame Beverages, Inc. Our current business is manufacturing, distributing and selling beverages, nonalcoholic (energy drinks, ice teas, enhanced waters).

#### **1. The form of the organization of the issuer; (e.g., corporation, partnership, limited liability company, etc.);**

Hall of Fame Beverages, Inc. is a Nevada corporation.

#### **2. The year the issuer (or any predecessor) was organized;**

Hall of Fame Beverages, Inc. was incorporated as 911 Performance, Inc. under the laws of the State of Nevada on September 28, 2001.

#### **3. The Issuer's fiscal year end date;**

The Issuer's Fiscal year end date is December 31.

#### **4. Whether the issuer (and/or any predecessor) has been in bankruptcy, receivership, or any similar proceeding;**

Issuer has not been in any bankruptcy, receivership, or any similar proceedings.

#### **5. Any material reclassification, merger, consolidation, or purchase or sale of significant amount of assets not in ordinary course of business;**

On April 27, 2006, the Company amended its Articles of Incorporation to increase the number of authorized common shares from 65,000,000 (Sixty Five Million) to 300,000,000 (Three Hundred Million). The par value of which is \$.001 per share. The Company increased the number of authorized Preferred Shares from 10,000,000 (Ten Million) shares to 30,000,000 (Thirty Million) shares. The par value of which is \$.001 per share.

On January 8, 2007, the Company issued 6,000,000 shares of Common stock to acquire the outstanding common stock of dfw-consultants.com, inc. (TX) pursuant to a Share Exchange Agreement between the company and dfw-consultants.com, inc. (TX).

On July 9, 2007 The Board of Directors approved a 20/1 forward Stock Split on the Company's outstanding Common Stock, which was effective on July 27, 2007.

On July 27, 2007, the company issued 88,500,000 shares of Common Stock to acquire the outstanding Common Stock of Our Thing Now, Inc. (NV) pursuant to a Share Exchange Agreement between the Company and Our Thing Now, Inc. (NV).

On May 23, 2008 the Company amended its Articles of Incorporation to increase the number of authorized common shares from 300,000,000 (Three Hundred Million) to 470,000,000 (Four Hundred and Seventy Million). The par value of which is \$.001.

On December 10, 2008 the Company amended its Articles of Incorporation to increase the number of authorized common shares from 470,000,000 (Four Hundred and Seventy Million) to 900,000,000 (Nine Hundred Million). The par value of which is \$.001.

On February 18, 2009 the Company amended its Articles of Incorporation to increase the number of authorized common shares from 900,000,000 (Nine Hundred Million) to 1,270,000,000 (One Billion Two Hundred and Seventy Million). The par value of which is \$.001.

On February 24, 2009 The Board of Directors approved a one for three Reverse Stock Split on the Company's outstanding Common Stock. 470,000,000 (Four Hundred Seventy Million) of Common Shares. The par value of which is \$.001.

On February 26, 2009 the Company issued 5,000,000 (Five Million) Series A Preferred Shares 2,500,000 (Two Million Five Hundred Thousand) Series A Preferred Shares were issued to Mr. Giovanni Luciano for salary compensation and consideration of monies paid in the way of start up costs. 2,500,000 (Two Million Five Hundred Thousand) Series A Preferred Shares were issued to Mr. Calvin Ross for salary compensation and consideration of monies paid in the way of start up costs.

On May 22, 2009 the Company amended its Articles of Incorporation to increase the number of authorized common shares to 1,470,000,000 (One Billion Four Hundred Seventy Million) shares of Common Stock.

There has been no other material reclassification, merger, consolidation, or purchase or sale of significant amount of assets.



**6. Any default of terms of any note, loan, lease, or other indebtedness or other indebtedness or financing arrangement requiring the issuer to make payments.**

The Issuer has no defaulted indebtedness and no financing arrangements requiring Issuer to make payments.

**7. Any change of control; Date Description**

February 1, 2010 Lawrence Twombly is appointed CEO.

February 1, 2010 Mark Hammill is appointed COO.

February 1, 2010 Calvin Ross is appointed CFO.

**8. Any increase in 10% or more of the same class of outstanding equity securities; Date Description**

Oct. 1, 2001 the issuance of 350,000 shares of common stock, to Chad Vogel, a founder of 911 Performance, Inc., valued at \$350.00 The issuance of 350,000 shares of common stock, to Kaye Vogel, a founder of 911 Performance, Inc., valued at \$350.00 The issuance of 350,000 shares of common stock, to Donald Vogel, a founder of 911 Performance, Inc., valued at \$350.00. A total of 1,050,000 common shares were issued to the company's Founding Directors.

Jan 8, 2006 The issuance of 6,000,000 shares of common stock to Glenn Russo, valued at \$6,000, in exchange for the common stock of dfw-consultants.com, inc. (a Texas corporation), pursuant to a Share Exchange Agreement.

July 27, 2007 the issuance of a total of 88,500,000 shares of common stock to six individuals valued at \$88,500 in exchange for the Common Stock of Our Thing Now, Inc. (NV), pursuant to a Share Exchange Agreement. Giovanni Luciano (33,187,500) shares of Common Stock, Cyndi Luciano (4,425,000) shares of Common Stock, Calvin Ross (33,187,500) shares of Common Stock, Jim Brown (13,275,000) shares of Common Stock, Lorraine Anderson (1,770,000) shares of Common Stock and Anthony Perry (2,655,000) shares of Common Stock.

The Company's outstanding common shares issued and outstanding increased to 1,302,641,175 as of December 31, 2009 from 733,207,020 at the end of 2008, as a result of the sales of the Company's stock as set forth through Regulation D 504. The net proceeds of such sale were used in general operating expenses.

On February 26, 2009, The Company issued 2,500,000 Series A preferred shares each to Calvin Ross and Giovanni Luciano, respectively.

**9. Description of any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;**

On January 10, 2007 the Company entered into a Share Exchange Agreement with dfwconsultants.com, Inc. (TX) whereby the Company acquired the outstanding Common Stock of dfwconsultants.com, inc. (TX), (1,000,000) One Million shares of common stock, in exchange for (6,000,000) Six Million shares of the Company's Common Stock.

On July 24, 2007, through a Board of Directors Resolution, the Company severed its Business relationship with dfw-consultants.com, Inc. (TX) in a "Spin Off" of dfw-consultants.com, Inc.'s business activity with the Company.

On Aug. 1, 2007 the company entered into a Share Exchange Agreement with OG Nation, Inc. (NV) whereby the company acquired the outstanding Common Stock of OG Nation, Inc. (NV) (1,500) One Thousand Five Hundred shares of Common Stock, in exchange for (88,500,000) Eighty Eight Million Five Hundred Thousand shares of the Company's Common Stock.

On July 9, 2007 The Board of Directors approved a 20/1 Forward Stock Split on the Company's outstanding Common Stock which was effective on July 27, 2007.

On February 24, 2009 The Board of Directors approved a one for three Reverse Stock Split on the Company's outstanding Common Stock. 470,000,000 (Four Hundred Seventy Million) of Common Shares.

On February 26, 2009 The Company issued 5,000,000 (Five Million) Series A Preferred Shares.

**10. Any delisting of the issuer's securities by any securities exchange or NASDAQ;**  
The issuer has not had any of its securities delisted by any securities exchange or NASDAQ.

**11. Any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations. State the name of the principal parties, the nature and current status of the matters, and the amounts involved.**

The company has no past or present legal matters pending that could have a material effect on the issuer's business, financial condition, or operations.

**B. Business of The Issuer**

The Issuer is a company for the manufacturing, distributing and selling of beverages, nonalcoholic (energy drinks, ice teas and enhanced waters).

**1. The issuer's primary and secondary SIC codes;**

Primary- 2086 Secondary- 2082

**2. Whether the issuer has ever conducted operations is in the development stage or is currently conducting operations.**

The Issuer has been continually conducting business operations since April 2002. Our current business is manufacturing, distributing and selling beverages, nonalcoholic (energy drinks, ice teas and enhanced waters).

**3. Whether the Issuer is considered a "Shell Company" pursuant to Securities Act Rule 405.**

The Issuer is not considered a Shell Company pursuant to Securities Act Rule 405.

**4. The names of any parent, subsidiary, or affiliate of the issuer, and describe its business purpose, its methods of operation, its ownership, and whether it is included in the financial statements attached to this disclosure document.**

There are no subsidiaries or affiliates of the Company.

**5. The effect of existing or probable governmental regulations on the business;**

There is no direct governmental regulation overlooking the company, or its products and services. The company does have to comply with various cities, county and/or State laws and regulations in connection to its operations.

**6. An estimate of the amount spent during each of the last two fiscal years on research and development activities, the extent to which the cost of such activities are borne directly by customers;**

Through October 31, 2009 the company has expended approximately \$40,000 on research and development activities. The costs of our research and development activities are not borne directly by customers.

**7. Costs and effects of compliance with environmental laws (federal, state and local);**

There are no direct costs to the company for compliance with environmental laws.

**8. Total number of employees and number of full time employees;**

The company has a total of 3 Full Time employees, and at any given time, we contract with at least one, and as many as 5 Independent Consultants. The 3 Full

Time employees perform day-to-day operations and manufacturing of product, as well as sales for the Company.

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

**A. Principal products or services, and their markets;**

## **SUMMARY**

Hall of Fame Beverages, Inc. has positioned itself within the beverage industry to target a niche clientele that has been sought after, but difficult to obtain by most beverage companies. Hall of Fame Beverages, Inc. is designed to focus on the consumer. We have performed extensive market research on the energy drink industry and understand the needs of our consumer and the importance of delivering the highest quality products and services to them.

## **PRODUCTS & SERVICES**

Atomic Dogg <sup>TM</sup>  
Grand Mama Sweet Southern Tea <sup>TM</sup>  
AND Enhanced Waters <sup>TM</sup>  
Hydro Power Enhanced Waters <sup>TM</sup>

*-----Targeted Service Area and Client Base-----*

Hall of Fame Beverages, Inc. will market to 18-34 year olds as they have a high brand name recall percentage. Our target market is the young hip business executive. The company will create a product that is perfect for every drinking opportunity-either in a new hip cocktail or just sipped down. At events our product will be the one asked for in all social settings. Our marketing plan will utilize gorilla-marketing tactics by using street teams and strategic alliances with urban marketing companies. We plan on marketing by sponsoring at special events, radio station events, movie premiers, etc. We also plan to market at the hippest clubs and restaurants in Los Angeles. We will concentrate on Los Angeles and Southern California initially and eventually expand our branding across the United States.

*-----Services Pricing Strategy-----*

Our pricing strategy is set up in such a way that makes us extremely competitive within the market. Sales are reflected at a price point of \$24.00 per case for the energy drink. Costs of goods sold are based on manufacturing a case at \$7.48 of Atomic Dogg Energy Drink®, a case contains 24 -16oz. With the expertise and contacts we have made in the industry, sales projections are realistic and attainable. Our pricing is competitive, although it is our experience that pricing overall has a minimal affect on the customer's decision to purchase, it is mostly taste and kick. We will offer Net 30 day terms to credit worthy distributors as a competitive edge.

## **MARKET**

### **-----Market Analysis Summary-----**

Current demand in target market, energy drinks can be marketed to consumers who are part of the Urban/MTV/ Hip Hop culture. The best way to define and review the Urban/MTV market is to look to the demographic market that is so well controlled by the MTV channel as follows: MTV reaches 363 million households worldwide, and is the number one Media Brand in the world. MTV consumers are passionate about topics ranging from fashion, lifestyle and sports to attitude, politics and creativity; all through the prism of music. MTV states that they own the young adult demographic. Young adults 12 - 34's are 95 million strong and growing, representing 32% of the population. Our Niche will be the unique way we market our product and our customer base we are targeting. Our promotion intends to utilize gorilla marketing, street teams and strategic alliances within the urban marketing companies we currently have relationships with. Additionally we have a full complement of point of sales items already developed, the logo is developed and all logos and labels are trademarked.

### **-----Competitive Comparison-----**

This company will be geared toward creating an entire industry that will include marketing, distribution, and manufacturing thereby creating jobs for many in the communities in which it is based. Management's prior beverage and business experience is what leads the competition. Successful start- up companies have to be able to control expenses and provide superior quality. The management team at Hall of Fame Beverages, Inc is poised to accomplish just that.

Our largest product competitors are Red Bull, Monster, Rock Star, and Full Throttle. We are not trying to take over their market share as they are well-established brands; however we intend to penetrate a portion with our products. We want to successfully brand our product and therefore increase our market share. We believe that our products will be able to compete due to several factors. We use the highest quality ingredients in our product formula. Pricing will be competitive. We will target and develop an urban niche, which has been mostly, disregarded by the major labels. As a

matter of fact, the few majors that have attempted to penetrate the urban niche have been for the most part unsuccessful. We intend to concentrate our efforts and develop the niche market to the fullest.

Energy Drink:

*PRODUCT SIZE RETAIL PRICE PER CAN*

Monster 16oz 2.99

Rock Star 16oz 2.99

Full Throttle 16oz 2.99

Red Bull 8.4oz 2.49

*-----Target Market Segment Strategy-----*

Current demand in the target market for energy drinks can be marketed to consumers who are part of the Urban/MTV/ Hip Hop culture. The best way to define and review the Urban/MTV market is to look to the demographic market that is so well controlled by the MTV channel as follows: MTV reaches 363 million households worldwide, and is the number one Media Brand in the world. MTV consumers are passionate about topics ranging from fashion, lifestyle and sports to attitude, politics and creativity; all through the prism of music. MTV states that they own the young adult demographic. Young adults 12 - 34's are 95 million strong and growing, representing 32% of the population. The MTV audience wields over \$250 billion dollars in buying power. The MTV audience is more likely to reside in homes with a household income in excess of \$75,000.

By the year 2010, young adult spending power is projected to be \$350 billion. MTV's audience is deciding what they want. Their median age represents when a majority of young Americans become loyal to brands they are most likely to use for the rest of their lives. Now is the time to influence their choices. In fact, 69% of these consumers make their purchasing decisions based on brand name, not price.

Market Research indicates that Energy Drinks appeal disproportionately to the Hispanic and black adult consumer, with consumption of energy drinks among black and Hispanic adults at 16% and 22%, respectively, compared to 9% of white adults. Conversely, energy drink consumption among black and Hispanic teens is slightly lower than white teens (17% vs. 18%).

Energy Drinks are particularly appealing to the youth-oriented segment of the consumer population often termed the Urban, MTV, or Hip Hop generation. Although the energy drink niche is a small share of the soft drink market, it shows excellent growth potential. The energy drink category is small, dynamic and growing. The energy drink sector continues to grow and is expected to continue growing.

-----**Market Need**-----

Our marketing plan is designed to focus on the consumer. We have performed extensive market research on the energy drink industry and understand the needs of our consumer and the importance of delivering the highest quality products and services to them. Energy Drinks are particularly appealing to the youth-oriented segment of the consumer population often termed the Urban, MTV, or Hip Hop generation.

Although the energy drink niche is a small share of the soft drink market, it shows excellent growth potential. The energy drink category is dynamic and growing. The energy drink sector continues to grow and is expected to continue growing. Hall of Fame Beverages, Inc. intends to take full advantage of this growth with a well-executed marketing plan. The Company understands that it has to execute our marketing plan with excellence in order to compete.

-----**Market Trend**-----

Energy Drink:

Current facts about the energy drink industry are: The young energy drink market has grown significantly in the past five years. From 1998-2003 sales have increased an estimated 465%.

Even with that growth, energy drinks are expected to remain a niche category at 2% of the larger \$60 billion generated by the carbonated soft drink industry. Currently, three major manufacturers dominate the energy drink category: Red Bull, Hansen and Rock Star, which collectively hold approximately 80% of the market share.

When it comes to spending, the age 12-34 demographic wields a significant amount of influence. In total, people age 12-34 accounted for 41% of all retail shopping dollars spent last year. In fact, this consumer group spent more money shopping than did those over 35 years of age.

## **EXPANSION**

-----**MARKETING**-----

Upon securing expansion capital, Management will secure manufacturing and distribution of Atomic Dogg Energy Drink. Hall of Fame Beverages will aggressively sell and service our products to a new and larger client base, which the Company believes will create substantial revenues and profits for Hall of Fame Beverages, Inc.

Additionally, Hall of Fame Beverages, Inc. is planning to launch a full marketing campaign and strategic alliance with a large east coast distributor that will cover multiple cities and states on the East coast.

-----**ADDITIONAL SERVICE AREAS**-----

We anticipate by the end of the 2010 Calendar year that we will have grown to a size which will allow us to “name brand” our own line of Urban and sportswear allowing us to utilize our world wide web presence to increase our revenue, while still offering all the same services and products that our current clients have come to know and trust. By continuing to branch outward into additional markets, offering the same levels of quality that our clients are already accustomed to, we foresee continued growth in multiple states.

Once we have securely established our presence in multiple States and have the name and brand recognition, we are anticipating opening markets that are available to us in the Caribbean, Canada, and Mexico. We are presently negotiating a strategic alliance with companies that have large distributions available in each of these territories.

**B. Distribution methods of the products or service;**

Our products will be distributed by independent distributors through existing lines of distribution, such as convenience stores, supermarkets, and clubs. The Channels of distribution are the key to our growth and our prospects for additional growth. The channels will seek to first create customer awareness regarding the products offered, develop that customer base, and establish connections with targeted markets and work toward building customer loyalty. We have identified seven main marketing channels to be utilized:

- Convenience Stores
- Retail grocery chains/super stores
- Bars
- Hotels
- Restaurants
- Nightclubs
- Raves

**C. Status of any publicly announced new product or services;**

Ready for manufacturing.

**D. Competitive business conditions, the issuer’s competitive position in the industry, and methods of competition;**

Hall of Fame Beverages, Inc. has a unique marketing strategy with street teams and gorilla marketing. We intend to manage our company better, faster, cheaper, manufacturing a high quality product in a timely fashion, while controlling expenses.



**E. Sources and availability of raw materials and the names of principal suppliers;**

We have a relationship with a Corona California flavor house, Flavor Specialties that will blend the energy drinks, teas and enhance waters. The raw blended formula goes to Carolina Beer Company. We order the bottles from Ball Can Company. The bottles are sent to Carolina Beer Company where the drinks are brewed, blended, and bottled in 16oz bottles. They are placed in 24 bottles cases and ship them to our warehouses.

**F. Dependence on one or a few major customers;**

The Company is not dependent on one or a few major customers.

**G. Patents, trademark, licenses, franchises, concessions, royalty agreements, or labor contracts, including their duration;**

Hall of Fame Beverages, Inc. Trademarks:

Atomic Dogg <sup>TM</sup>

Grand Mama Sweet Southern Tea <sup>TM</sup>

AND Enhanced Water <sup>TM</sup>

Hydro Power Enhanced Water <sup>TM</sup>

**H. The need for government approval of principal products or services. Discuss the status of any requested government approvals.**

The issuer does not need governmental approval for its principal products or services.

**Item X The nature and extent of the issuer's facilities**

The Issuer's principal Executive and Administrative offices are located at: 3425 Circulo Adorno, Carlsbad, CA 92009. This location provides office space, kitchen, restrooms and a stockroom for the exclusive use of the company.

**Part D Management Structure and Financial Information**

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

**A. Officers and Directors;**

Name, Position, Other Affiliations, Compensation by Issuer Shares

| Names & Addresses of Officers, Directors & | Number of Shares Held | Compensation |
|--|-----------------------|--------------|
|--|-----------------------|--------------|

| <b>Principal Shareholders</b>  |                                    |   |
|--|------------------------------------|---|
| Lawrence Twombly, CEO<br>3425 Circulo Adorno<br>Carlsbad, CA 92009             | 0                                  | Performance based. Will be compensated from proceeds of sale of products.<br>-    |
| Mark Hammill, COO<br>3193 Mandan Way<br>San Diego, CA 92117                    | 0                                  | Performance based. Will be compensated from the proceeds of sale of product.<br>- |
| Calvin Ross, CFO<br>263 W. Olive Ave.<br>Burbank, CA 92009                     | 2,500,000 Series A preferred stock | No compensation   |
| Giovanni Luciano, Principal Shareholder<br>67 S Higley Rd<br>Gilbert, AZ 85236 | 2,500,000 Series A preferred stock | No compensation   |

**Officer's Employment History, consisting of previous 5 (Five) years.**

**Lawrence Twombly - Chief Executive Officer**

|                               |   |
|-------------------------------|---|
| February, 2010 - Present:     | CEO, Hall of Fame Beverages, Inc.                                   |
| Job Description:              | Coordinate the sales and marketing of products.                     |
| April, 2008 - February, 2010: | Owner and Operator of Pretty Berry Ice Cream.                       |
| Job Description:              | Operation of wholesale and retail ice cream.                        |
| December, 2004 - April, 2008: | CEO, Hat Trick Beverage, Inc.                                       |
| Job Description:              | Oversee the development, sales and production of beverage products. |

### **Mark Hammill - Chief Operating Officer**

|   |   |
|---|---|
| February, 2010 - Present:<br>Job Description:     | COO, Hall of Fame Beverages, Inc.<br>Coordinate the production and inventory of beverage products.                          |
| April, 2008 - February, 2010:<br>Job Description: | Owner and Operator of Mark's Graphics.<br>Design and layout of graphics and labels for multiple clients in many industries. |
| March, 2005 - April, 2008:<br>Job Description:    | Owner of Buckethead Beverage.<br>Design and develop beverage concepts.  |

### **Calvin Ross - Chief Financial Officer/Director**

|   |   |
|---|---|
| February, 2010 - Present:<br>Job Description:   | CFO, Hall of Fame Beverages, Inc.<br>Oversee the planning and operations.                                   |
| Jan, 2008 - February, 2010:<br>Job Description: | CEO, Hall of Fame Beverages, Inc.<br>Coordinated the production, the sales and marketing of products.       |
| Jan, 2007 - Jan, 2008:<br>Job Description:      | COO, Hall of Fame Beverages, Inc.<br>Coordinated the sales, marketing and distribution of products.         |
| July, 2003 - Jan, 2007:<br>Job Description:     | Owner and CEO of Dawg House Holdings LLC.<br>Oversee production development and marketing and distribution. |

### ***Lawrence Twombly - Chief Executive Office***

Lawrence Twombly has worked full time in the Beverage Industry since 1995, successfully developing and launching Buzzy's Coffee. He grew Buzzy's Coffee into a 2 million dollar a year brand at which point he sold the brand to a Venture Capital Group. In 2005 Mr. Twombly went on to launch Hat Trick Beverage, a publicly traded Beverage Company, along with his design partner Mark Hammill, they developed innovative brands such as Pumped Fitness. Hat Trick Beverage was sold to a Canadian firm in 2008.

### ***Mark Hammill - Chief Operating Officer***

Mark Hammill is a graphic designer with over 8 years of experience in the design and print industries. In 2005 he launched, Buckethead Beverage, Inc. and teamed up with Hat Trick Beverages, Inc. to create new and exciting lines of water based beverage

products. His beverage portfolio consists of innovative design projects such as Pumped Fitness, Roadkill and Super Buzz.

Mark also has considerable experience in the beverage industry creating private water bottle labels for a variety of corporations including Treasure Island, MGM Grand, Luxor, Embassy Suites, Honda, Toyota, Chevrolet and Ford dealerships, Orange County Performing Arts Center, The Resort at Pelican Hill and other smaller organizations and companies.

The scope of his design work also includes company logos, brand identities, business cards, postcards, letterhead, product brochures, point of sale materials, screen and direct print tee shirt design, and label and package design for beverage products. Mr. Hammill holds a Bachelor of Fine Art Degree in Graphic Design with honors from the California State University, Fullerton (2004).

### ***Calvin Ross - Chief Financial Officer***

Calvin Ross has been a successful entrepreneur, beverage industry executive and expert, and founder and CEO of two separate beverage companies. He has been profiled in trade publications like BevNet for his innovative approach and novel marketing techniques. From the summers of his youth spent running a Kool-Aid stand, his fascination with the beverage industry has clung to him. It was during his years as an amateur boxer that Mr. Ross was inspired to create and develop a beverage that would offer the restorative virtue that would provide a competitive advantage for athletes. After consultation with herbalists and nutritionists, Calvin Ross brought his own insights and marketing savvy to the table, and he created and developed an energy drink which he named Pit Bull. Relying on the lessons learned from this experience, Mr. Ross launched the Hip Hop Beverage Corporation in 2000, targeting an urban youth demographic that was at that time largely overlooked. By 2003, he was seeking new challenges, and he left the company to launch Raw Dawg Beverages. As President and founder of Raw Dawg Beverages, the producer of Raw Dawg Sports Energy Drink, Mr. Ross was responsible for developing the company's signature brand and look, and expanding the distribution to become an approved supplier to Wal-Mart Stores, Inc. Attuned to the currents of the industry, and exceptionally well-versed in negotiating the complex market, Calvin Ross possesses the insight and experience that is invaluable to the success of Hall of Fame Beverage, Inc. Mr. Ross has been galvanized by the vision of Hall of Fame Beverage, and his imagination has been fired by the possibilities of this emerging Company. His own unique perspective, individualism, and personal energy will be vitally important to the future development of Hall of Fame Beverage, Inc.

**B. Legal/Disciplinary History. Identify whether any of the foregoing persons have in the last five years, been the subject of:**

**1. 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 foregoing persons have been the subject of a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding.

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

None of the foregoing persons have been the subject of any order, judgment, or decree, that permanently or temporarily enjoined, barred, suspended or otherwise limited such a person's involvement in any type of business, securities, commodities, or banking activities.

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

None of the foregoing persons have been the subject of any finding or judgment by a court of competent jurisdiction (in a civil action), the SEC, the CFTC, or a state securities regulator of a violation of federal or state securities or commodities laws.

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

None of the foregoing persons have been the subject of any order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

**C. Disclosure of Certain Relationships. Describe any relationships existing among and between the issuer's officers, directors and shareholders.**

There are no relationships existing among and between the issuer's officers, directors and shareholders that have not been previously disclosed.

**D. Disclosure of Conflicts of Interest. Describe any related party transactions or conflicts of interests. Provide a description of the circumstances, parties involved and mitigating factors for any related party transactions or executive officer or director with competing professional or personal interests.**

The Issuer is not aware of any related party transactions or conflicts of interest.

**Item XII Financial information for the issuer’s most recent fiscal period.**

The company has provided as an Exhibit of this Issuer’s Statement, a Balance Sheet, Statement of Profit and Loss, Statement of Cash Flow and a Statement of Changes in Shareholders Equity/Deficit dated as of the Fiscal Years End of December 31, 2009, prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP).

**Item XIII Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.**

Financial Statements for the years ended December 31, 2007 and 2008 will be delayed due the difficulties that the new team at HFBG has in getting the former management team to respond to request for documentation and information. Acknowledgement has been made that the 2007/2008 financials are available and will be sent to Hall of Fame Beverages, Inc. The company will then post them as soon as possible.

**Item XIV Beneficial Owners**

Set forth are the names, addresses, shareholdings in the company’s stock, of all persons who beneficially own or control, directly or indirectly, more than 5% of the company’s outstanding common stock.

| <b>Names &amp; Addresses</b>  | <b>Number of Shares Held</b> | <b>Percent of shares Held</b> |
|---|------------------------------|-------------------------------|
| Cede & Co Fast Balance<br>Box 20 Bowling Green St<br>New York, NY 10004 | 1,282,692,084                | 91.73%                        |
| Roy Sahachaisere<br>7071 Warner Ave.<br>Huntington Beach, CA 92647      | 100,000,000                  | 7.15%                         |

**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**

None

**3. Special Securities Counsel**

Thomas E. Boccieri  
Attorney at Law  
561 Schaefer Avenue  
Oradell, New Jersey 07649-2517  
T- 201-983-2024  
F- 201-265-6069

**4. Accountant or Auditor**

The Company's outside accountant prepares unaudited financial statements in accordance with U.S. Generally Accepted Accounting Principles.

Management provides accurate and timely Financial Records to the outside Accountant to prepare Unaudited Financial Statements in accordance with US Generally Accepted Accounting Principles.

Aaron Joshua, CPA for 12 years  
The Joshua Management Group, LLC, Accountancy Corporation  
15030 Ventura Blvd, Suite 610  
Sherman Oaks, CA 91403  
818-787-5547 phone  
818-990-9827 fax

**5. Public Relations Consultant(s)**

None

**6. Investor Relations Consultant**

Invest Source 714-675-2633  
4630 Campus Drive Suite # 101  
Newport Beach, Ca 92660

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

None

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

**A. Plan of Operation**

1. Over the next twelve months, management intends to devote a substantial amount of time and effort to building the Hall of Fame Beverages, Inc. brand. The goal is to develop numerous revenue streams. Management is also committed to achieving its stated mission to create a more inclusive work environment and contribute to greater diversity, and is confident that the Company will benefit substantially from its ability to attract talented and motivated individuals from overlooked demographics. Cash requirements: The Company's plans for aggressive expansion will give rise to concomitant capital needs. At the present time, the Company intends to release its extensive product line in a graduated rollout process that will reduce the urgency of such capital demand, and should provide a continuing base of revenues to fund further expansion.

Significant changes in the number of employees: Management does not have specific figures or concrete plans in place to augment the work force. Instead, such staff increases will be dictated by the pace at which the Company is able to achieve its stated goals and reach milestones that will both necessitate additional personnel and provide the revenue base to support an augmented staff.

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

Over the next twelve months, it is Management's intent to have numerous product lines producing revenues and creating profits for Hall of Fame Beverages, Inc. Management intends to launch such product lines in a way that does not interfere with the profitability of the Companies existing products. Over the next twelve months Management intends to create a solid financial base on which to build from. Creating a solid and long term profit foundation from ongoing operations in the number one goal of the Management team of Hall of Fame Beverages, Inc.

**C. Off-Balance Sheet Arrangements.**

None

**Part E Issuance History**

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



100,000,000 shares of 144 restricted common stock on December, 2009 to:  
Invest Source, Inc.  
4630 Campus Drive Suite #101  
Newport Beach, Ca 92660

Investor and Public relations for the calendar year 2010.

### **Part F Exhibits**

The following exhibits must be either described in or attached to the disclosure statement:

#### **Item XVIII Material Contracts.**

None

#### **Item XIX Articles of Incorporation and Bylaws.**

See description below; Articles of Incorporation and Bylaws and any amendments

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

None

#### **Item XXI Issuer's Certifications.**

I, Lawrence Twombly, Chief Executive Officer, certify that:

I have reviewed this annual disclosure statement of Hall of Fame Beverages, Inc.;

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

Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: 4/28/10

/s/ Lawrence Twombly  
Lawrence Twombly  
CEO, Hall of Fame Beverages, Inc.

I, Calvin Ross, Chief Financial Officer, certify that:

I have reviewed this annual disclosure statement of Hall of Fame Beverages, Inc.;

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

Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: 4/28/10

/s/ Calvin Ross  
Calvin Ross  
CFO, Hall of Fame Beverages, Inc.

**HALL OF FAME BEVERAGES, INC.**  
Balance Sheet  
For the year ending December 31, 2009

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**ASSETS:**

CURRENT ASSETS:

|                     |    |               |  |
|---------------------|----|---------------|--|
| Cash                | \$ | 9,278         |  |
| Accounts Receivable |    | <u>36,215</u> |  |
| TOTAL CURENT ASSETS |    | 45,493        |  |

OTHER ASSETS:

|                               |  |                |  |
|-------------------------------|--|----------------|--|
| Computer Equipment/Furniture  |  | 10,289         |  |
| Less Accumulated Depreciation |  | ( 4,115)       |  |
| Inventory                     |  | 240,000        |  |
| Vehicles and Fixed Assets     |  | 53,000         |  |
| Less Accumulated Depreciation |  | <u>(6,234)</u> |  |
| TOTAL OTHER ASSETS:           |  | 292,940        |  |

|                      |                       |                       |
|----------------------|-----------------------|-----------------------|
| <b>TOTAL ASSETS:</b> | <b><u>338,433</u></b> | <b><u>338,433</u></b> |
|----------------------|-----------------------|-----------------------|

**LIABILITIES:**

CURRENT LIABILITIES:

|                            |  |               |  |
|----------------------------|--|---------------|--|
| Legal Expenses Payable     |  | 10,000        |  |
| Accounts Payable           |  | <u>12,365</u> |  |
| TOTAL CURRENT LIABILITIES: |  | 22,365        |  |

LONG TERM LIABILITIES:

|                    |               |
|--------------------|---------------|
| Business Loans     | 45,000        |
| Vehicle Loans      | 14,460        |
| Long Term Payables | <u>58,000</u> |

TOTAL LONG TERM LIABILITIES: 117,460

TOTAL LIABILITIES: 139,825

STOCKHOLDERS' EQUITY:

Authorized Shares: 1,470,000,000 - Common  
30,000,000 - Preferred  
Outstanding Shares 1,302,641,175 - Common  
5,000,000 – Preferred A

at par value of .001

Total Stockholders' Equity 198,608

**TOTAL LIABILITIES/ EQUITY 338,433 338,433**

**HALL OF FAME BEVERAGES, INC.**

Income Statement

For the year ending December 31, 2009

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|                          |                |
|--------------------------|----------------|
| Gross Sales              | \$249,177      |
| Gross Income             | <u>249,177</u> |
| Less: Cost of Goods Sold | 64,252         |
| <b>Gross Profit</b>      | <b>184,925</b> |

General and Administrative Expenses:

|                        |          |
|------------------------|----------|
| Marketing/Sponsorship  | \$65,000 |
| Promotions             | 15,000   |
| Advertising            | 9,986    |
| Insurance              | 4,158    |
| Rent/Lease             | 5,400    |
| Wages/Salaries         | 27,512   |
| Maintenance and Repair | 1,589    |
| Vehicle Expenses       | 2,536    |
| Internet/Web Hosting   | 1,988    |
| Commissions & Fees     | 10,063   |
| Meals/Entertainment    | 2,894    |
| Travel/Lodging         | 13,572   |
| Telephone              | 3,875    |

|   |                  |                         |
|---|------------------|-------------------------|
| Utilities                               | 1,877            |                         |
| Janitorial                              | 1,020            |                         |
| Office Expense                          | 2,896            |                         |
| Taxes & Licenses                        | 1,827            |                         |
| Professional Services                   | 9,800            |                         |
| Contributions                           | 1,000            |                         |
| Depreciation                            | <u>685</u>       |                         |
| <br>                                    |                  |                         |
| Total General & Administrative Expenses | <u>\$182,678</u> | <b><u>\$182,678</u></b> |
| <br>                                    |                  |                         |
| Net Income (Loss)                       |                  | <b><u>\$2,247</u></b>   |

| <b>Hall of Fame Beverages, Inc</b>               |                            | <b>Statement of Changes of Stockholders' Equity</b> |                          | <b>As December 31, 2009</b> |
|--|----------------------------|---|--------------------------|-----------------------------|
|  | <b>Common Stock Issued</b> | <b>Owner's Capital</b>                              | <b>Retained earnings</b> | <b>Total equity</b>         |
| Balance, December 31, 2006                       | \$ 2,170,000               | \$ -  | \$ -                     | \$ 2,170,00                 |
| Net Income                                       | \$ -                       | \$ -  | \$ -                     | \$                          |
| Balance, December 31, 2007                       | \$ 157,484,000             | \$ -  | \$ -                     | \$ 157,484,000              |
| Return/cancel issued Stock to Treasury 7/31/2007 | \$(106,800,000)            |   |                          | \$(106,800,000)             |
| Net Income                                       | \$ -                       | \$ -  | \$ -                     | \$                          |
| Reclass of Owner's Capital                       | \$ -                       | \$ -  | \$ -                     | \$                          |
| Issuance of Common Stock                         | \$ 155,314,000             | \$ -  | \$ -                     | \$ 155,314,000              |
| Balance, December 31, 2008                       | \$ 733,207,020             | \$ -  | \$ -                     | \$ 733,207,020              |
| Return/Cancel issued Stock to Treasury 5/08/2008 | \$(6,875,000)              |   |                          | \$(6,875,000)               |
| Net Income                                       | \$ -                       | \$ -  | \$ -                     | \$ -                        |
| Original Owner Contributed Capital               | \$ -                       | \$ -  | \$ -                     | \$ -                        |
| Issuance of Common Stock                         | \$ 575,723,020             | \$ -  | \$ -                     | \$ 575,723,020              |
| Balance, December 31, 2009                       | \$1,302,641,175            | \$141,345   | \$197,088                | \$338,443                   |
| Return/Cancel issued Stock to Treasury 7/31/2009 | \$(400,000,000)            |   |                          | \$(400,000,000)             |
| Stock Split 3/31/2009 1 for 100 Reverse Split    | \$904,974,943              |   |                          | \$904,974,943               |
| Net Income                                       | \$2,247                    | \$ -  | \$ -                     | \$2,247                     |
| Original Owner Contributed Capital               | \$ -                       | \$ -  | \$ -                     | \$ -                        |
| Issuance of Common Stock                         | \$1,474,409,098            |   |                          | \$1,474,409,098             |

## HALL OF FAME BEVERAGES, INC.

### Statement of Cash Flow

For the year ended December 31, 2009

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|  |                |
|--|----------------|
| Cash flows from operating activities:      | \$ 2,247       |
| Net income                                 |                |
| Adjustments to reconcile net income to net |                |
| Cash provided by operating activities:     |                |
| Depreciation                               | 6,218          |
| Decrease in accounts receivable            | 1,276          |
| Decrease in prepaid taxes                  | 1,942          |
| Decrease in accounts payable               | (5,173)        |
| Increase in deferred taxes                 | 2,000          |
| Increase in accrued payroll                | 1,529          |
| Increase in legal expenses payable         | 1,641          |
| Increase in income taxes payable           | <u>1,000</u>   |
| Total adjustments                          | <u>10,433</u>  |
| Net cash provided by operating activities  | 12,680         |
| Cash flows from investing activities:      |                |
| Stockholder cash dividends                 | <u>(6,502)</u> |
| Net cash used in investing activities      | <u>(6,502)</u> |



Cash flows from financing activities:

|                                       |                 |
|---------------------------------------|-----------------|
| Payments on loans payable             | <u>(4,503)</u>  |
| Net cash used in financing activities | <u>(4,503)</u>  |
| Net increase in cash                  | 1,675           |
| Cash, beginning of year               | <u>7,603</u>    |
| Cash, end of year                     | \$ <u>9,278</u> |

## HALL OF FAME BEVERAGES, INC.

### Notes to Financial Statements

For the year ended December 31, 2009

#### 1. Nature of Organization

Hall of Fame Beverages, Inc. is a Nevada Corporation

- **Significant Accounting Policies**

##### Accounting Method

The financial statements are prepared on the accrual basis of accounting and are in conformity with General Accepted Accounting Principles, Generally Accepted Auditing Standards & Generally Accepted Government Audit Standards.

##### Financial Statement Presentation – Sources and Uses of Revenue

Revenue is generated from sales of products. The uses of revenue are determined by Operating Expenses and General and Administrative Expenses.

##### Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of net assets and disclosure of contingent assets and liabilities, if any, at the date of the financial statements and the reported amounts of increases and decreases in net assets during the reporting period. Actual results could differ from those estimates.

##### Equipment

Equipment is carried at cost. Depreciation is calculated using both the straight-line method and the accelerated method over the estimated useful lives of the assets.

- **Income Taxes**

The company accounts for income taxes in accordance with Statement of Financial Accounting Standards No. 109 (FAS 109), "Accounting for Income Taxes." FAS 109 utilizes the asset and liability method, whereby deferred tax assets and liabilities are recognized for the future tax impact attributable to differences between the financial statement carrying amounts and tax bases of existing assets and liabilities. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply in the years in which the temporary differences are expected to be recovered.

- **Accounts Payable**

Accounts Payable as of December 31, 2009 consists of various invoices that are due in the next 30 days.

- **Accounts Receivable**

Accounts receivable as of December 31 2009 consist various invoices that are due but not received.

- **Concentrations of Credit Risk**

Financial instruments, which potentially subject the company to concentrations of credit risk, consist principally of cash in bank and cash equivalents. The company maintains its cash and cash equivalents with what management believes to be high credit quality financial institutions and limits the amount of credit exposure to any one particular institution.

ARTICLES OF INCORPORATION

OF

911 Performance, Inc.

FIRST. The name of the corporation is:

911 Performance, Inc.

SECOND. Its registered office in the State of Nevada is located at 2533 North Carson Street. Carson City, Nevada 89706 that this Corporation may maintain an office, or offices in such other place within or without the State of Nevada as may be from time to time designated by the Board of Directors, or by the By-Law of said Corporation and that this Corporation may conduct all Corporation business of every kind and nature, including the holding of all meetings of Directors and Stockholders outside the State of Nevada as well as within the State of Nevada.

THIRD. The objects for which this Corporation is formed are: To engage in any lawful activity, including, but not limited to the following:

- (A) Shall have such rights, privileges and powers as may be conferred upon corporations by any existing law.
- (B) May at any time exercise such rights, privileges and powers, when not inconsistent with the purposes and objects for which this corporation is organized.
- (C) Shall have power to have succession by its corporate name for the period limited in its certificate or articles of incorporation, and when no period is limited, perpetually, or until dissolved and its affairs wound up according to law.
- (D) Shall have power to sue and be sued in any court of law or equity.
- (E) Shall have power to make contracts.
- (F) Shall have power to hold, purchase and convey real and personal estate and to mortgage or lease any such real and personal estate with its franchise. The power to hold real and personal estate shall include the power to take the same by devise or bequest in the State of Nevada. Or in any other State, territory or country.
- (G) Shall have power to appoint such officers and agents as the affairs of the corporation shall require, and to allow them suitable compensation.
- (H) Shall have power to make By-laws not inconsistent with the constitution or laws of the United States, or of the State of Nevada, for the management, regulation and government of its affairs and property, the transfer of its stock, the transaction of its business, and the calling and holding of meetings of its stockholders.

- (I) Shall have power to wind up and dissolve itself. Or be wound up or dissolved.
- (J) Shall have power to adopt and use a common seal or stamp, and alter the same at pleasure. The use of a seal or stamp by the corporation on any corporate documents is not necessary. The corporation may use a seal or stamp, if it desires, but such use or nonuse shall not in any way affect the legality of the document.
- (K) Shall have power to borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness, payable at a specific time or times, or payable upon the happening of a specific event or events, whether secured by mortgage, pledge or otherwise, or insecure, for money borrowed, or in payment for property purchased, or acquired, or for any other lawful object.
- (L) Shall have power to guarantee purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of the indebtedness create by, any other corporation or corporations of the State of Nevada, or any other state or government, and while owners of such stock, bonds, securities or evidences of indebtedness to exercise all the rights, powers and privileges of ownership, including the right to vote if any.
- (M) Shall have power to purchase, hold sell, and transfer shares of its own capital stock, and use therefore its capital, capital surplus, surplus, or other property or fund.
- (N) Shall have power to conduct business, have one or more offices, and hold purchase, mortgage and convey real and personal property in the State of Nevada, and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and any foreign countries.
- (O) Shall have power to do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate or articles of incorporation, or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, and in general, to on any lawful business necessary or incidental to the attainment of the objects of the corporation. Whether or not such business is similar in nature to the objects set forth in the certificate or articles of incorporation of the corporation, or any amendment thereof.
- (P) Shall have power to make donations for the public welfare or for charitable, scientific or educational purposes.
- (Q) Shall have power to enter into partnerships, general or limited, or joint ventures, in connection with any lawful activities, as may be allowed by law.

**FOURTH.** That the total number of common stock authorized that may be issued by the Corporation is SEVENTY FIVE MILLION (75,000,000) shares of stocks. SIXTY FIVE MILLION (65,000,000) common shares with a par value of ONE TENTH OF A CENT (.001) and TEN MILLION (10,000,000) preferred shares with a par value of ONE TENTH OF A CENT (.001) no other class of stock shall be authorized. Said shares may issued by the corporation from time for such considerations as may be fixed by the Board of Directors.

**FIFTH.** The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be reduced to fewer than one (1).

The name and post office address of the first board of Directors shall be one (1) in number and listed as follows:

| NAME         | POST OFFICE ADDRESS                                    |
|--------------|--|
| Brent Buscay | 2533 North Carson Street<br>Carson City, Nevada, 89706 |

**SIXTH.** The capital stock, after the amount of the subscription price or par value has been paid in full shall not be subject to assessment to pay the debts of the corporation.

**SEVENTH.** The name and post office address of the Incorporator signing the Articles of incorporation is as follows:

| NAME         | POST OFFICE ADDRESS                                    |
|--------------|--|
| Brent Buscay | 2533 North Carson Street<br>Carson City, Nevada, 89706 |

**EIGHTH.** The resident agent for this corporation shall be:

LAUGHLIN ASSOCIATES, INC.

The address of said agent and the registered or statutory address of this corporation in the state of Nevada shall be:

2533 North Carson Street  
Carson City, Nevada 89706

**NINTH.** The corporation is to have perpetual existence.

**TENTH.** In furtherance and not in limitation of the powers conferred by statute the Board of Directors is expressly authorized:

Subject to the By-laws, if any adopted by the stockholders, to make alter or amend the By-Laws of the Corporation.

To fix the amount to be reserved as working capital over and above its capital stock paid in to authorize and cause to be executed mortgages and liens upon the real and personal property of this Corporation.

By resolution passed by a majority of the whole Board to designate one (1) or more committees each committee to consist of one or more of the Directors of the Corporation, which to the extent provided in the resolution, or in the By-Laws of the Corporations, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporations. Such committee, or committees, shall have such name or names as may be stated in the By-laws of the Corporation, or as may be determined from time to time by resolution adopted by the Board of Directors

When and as authorized by the affirmative vote of the Stockholders holding stock entitling them to exercise at least a majority of voting power given at a stockholders meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding , the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all for the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions as its board of Directors deems expedient and for the best interests of the Corporation.

**ELEVENTH.** No shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the Corporation, whether now or thereafter authorized, or any bonds, debentures or securities convertible into stock but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

**TWELFTH.** No director or officer of the Corporation shall be personally liable to the Corporation or any of its stockholders for damages for breach of fiduciary duty as a director or officer involving any act or omission of any such director or officer; provided however that the foregoing provision shall not eliminate or limit the liability of a director or officer (i) for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or (ii) the payment of dividends in violation of section 78300 of the Nevada Revised Statutes. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the corporation for acts or omissions prior to such repeal or modification.

**THIRTEENTH.** This Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by the Articles of Incorporation and all rights conferred upon Stockholders herein are granted subject to this reservation.

1. THE UNDERSIGNED, being the Incorporator hereinbefore named for the purpose of forming a Corporation pursuant to the General Corporation Law of the State of Nevada, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this September 28, 2001.

Brent Buscay

I, Laughlin Associates, Inc. hereby accept as Resident for the previously named Corporation.

September 28, 2001

Brent Buscay, Director of Operations on behalf

of Laughlin Associates, Inc.



Ross Miller  
Secretary of State  
204 North Carson Street, Ste 1  
Carson City, Nevada 89701-4299  
(775) 684-5708  
Website: secretaryofstate.biz

Filed in the office of Ross Miller    Document number  
Secretary of State                    20070024727-41  
State of Nevada    Filing Date and Time  
01/12/2007 1:25 PM  
Entity Number  
C26449-2001

## **Certificate of Amendment**

(PURSUANT TO NRS 78.385 AND 78.390)

### **Certificate of Amendment to Articles of Incorporation**

#### **For Nevada Profit Corporations**

(Pursuant to NRS 78.385 and 78.390- After Issuance of Stock)

1. Name of corporation:  
911 Performance, Inc.
2. The articles have been amended as follows  
First Article is hereby amended to read as follows:  
The Name of the Corporation is as follows:  
Dfw- consultants.com, Inc.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classed or series, or as may required by the provisions of the articles of incorporation have voted in favor of the amendment is: unanimous
4. Effective date of filing (optional)
5. Officer Signature (Required)

Ross Miller  
Secretary of State  
204 North Carson Street, Ste 1  
Carson City, Nevada 89701-4299  
(775) 684-5708  
Website: secretaryofstate.biz

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State of Nevada Filing Date and Time  
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Entity Number  
C26449-2001

## **Certificate of Amendment**

(PURSUANT TO NRS 78.385 AND 78.390)

### **Certificate of Amendment to Articles of Incorporation**

#### **For Nevada Profit Corporations**

(Pursuant to NRS 78.385 and 78.390- After Issuance of Stock)

1. Name of corporation:  
Dfw-consultants.com, Inc.
2. The articles have been amended as follows  
First Article is hereby amended to read as follows:  
The Name of the Corporation is as follows:  
OG Nation, Inc.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classed or series, or as may required by the provisions of the articles of incorporation have voted in favor of the amendment is:  
unanimous
4. Effective date of filing (optional)
5. Officer Signature (Required)

Ross Miller  
Secretary of State  
204 North Carson Street, Ste 1  
Carson City, Nevada 89701-4299  
(775) 684-5708  
Website: secretaryofstate.biz

Filed in the office of Ross Miller Document number  
Secretary of State 20080043946-16  
State of Nevada Filing Date and Time  
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Entity Number  
C26449-2001

## **Certificate of Amendment**

(PURSUANT TO NRS 78.385 AND 78.390)

### **Certificate of Amendment to Articles of Incorporation**

#### **For Nevada Profit Corporations**

(Pursuant to NRS 78.385 and 78.390- After Issuance of Stock)

1. Name of corporation:  
OG Nation, Inc.
2. The articles have been amended as follows  
First Article is hereby amended to read as follows:  
The Name of the Corporation is as follows:  
Hall of Fame Beverages, Inc.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classed or series, or as may required by the provisions of the articles of incorporation have voted in favor of the amendment is: unanimous
4. Effective date of filing (optional)
5. Officer Signature (Required)



ROSS MILLER  
Secretary of State  
204 North Carson Street, Ste 1  
Carson City, Nevada 89701-4289  
(775) 684 6708  
Website: secretaryofstate.biz

|  |                      |
|--|----------------------|
| Filed in the office of                               | Document Number      |
|  | 20080050681-60       |
| Ross Miller<br>Secretary of State<br>State of Nevada | Filing Date and Time |
|  | 01/25/2008 8:00 AM   |
|  | Entity Number        |
|  | C26449-2001          |

**Certificate of Amendment**  
(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Amendment to Articles of Incorporation  
For Nevada Profit Corporations**  
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Hall of Fame Beverages, Inc.

2. The articles have been amended as follows (provide article numbers, if available):

FOURTH Article is hereby amended to read as follows:

The total number of shares of capital stock which the Corporation shall have the authority to issue is Three Hundred and Thirty Million (330,000,000) which shall be divided into two classes: (1) common stock in the amount of Three Hundred Million (300,000,000) shares having par value of \$0.001 each, and (2) preferred stock in the amount of Thirty Million (30,000,000) shares having par value of \$0.001 each.

The Board of Directors shall have the authority, by resolution or resolutions, to divide the preferred stock into classes or series, to establish and fix the distinguishing designation of each such class or series and the number of shares thereof (which number, by like action of the Board of Directors from time to time thereafter may be increased, except when otherwise provided by the Board of Directors in creating such class or series, or may be decreased, (continued on attached)

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the<sup>a</sup> articles of incorporation have voted in favor of the amendment is: Seventy Percent

4. Effective date of filing (optional):

(must not be later than 90 days after the certificate is filed)

5. Officer Signature (Required):

<sup>a</sup>If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

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

This form must be accompanied by appropriate fees.

Nevada Secretary of State AM 78.385 (Amend) 2007  
Revised 01/01/07

**HALL OF FAME BEVERAGES, INC.**  
A Nevada Corporation

**CERTIFICATE OF AMENDMENT  
TO ARTICLES OF INCORPORATION  
(Pursuant to NRS 78.385 and 78.390)**

FOURTH Article is hereby amended to read as follows:

The total number of shares of capital stock which the Corporation shall have the authority to issue is Three Hundred and Thirty Million (330,000,000) which shall be divided into two classes: (1) common stock in the amount of Three Hundred Million (300,000,000) shares having par value of \$0.001 each, and (2) preferred stock in the amount of Thirty Million (30,000,000) shares having par value of \$0.001 each.

The Board of Directors shall have the authority, by resolution or resolutions, to divide the preferred stock into classes or series, to establish and fix the distinguishing designation of each such class or series and the number of shares thereof (which number, by like action of the Board of Directors from time to time thereafter may be increased, except when otherwise provided by the Board of Directors in creating such class or series, or may be decreased, but not below the number of shares thereof then outstanding) and, within the limitations of applicable law of the State of Nevada or as otherwise set forth in these articles, to fix and determine the relative voting powers, designations, preferences, limitations, restrictions and relative rights of each class or series of stock so established prior to the issuance, thereof, of which the Board of Directors of the Corporation adopted the following resolutions creating the following series of preferred stock:

**SERIES A PREFERRED.**

Five million (5,000,000) shares of the preferred stock at par value \$0.001 per share (the "Preferred Stock") are authorized to be issued by this Corporation pursuant to its Articles of Incorporation, and that there be and hereby is authorized and created a series of preferred stock, hereby designed as the Series A Preferred Stock, which shall have the voting powers, designations, preferences and relative participating, optional or other rights, if any, or the qualifications, limitations, or restrictions as follows:

- (a) **DESIGNATION.** The Preferred Stock subject hereof shall be designated Series A Preferred Stock ("Series A Preferred"). No other shares of Preferred Stock shall be designated as Series A Preferred stock.
- (b) **DIVIDENDS.** The holders of the shares of Series A Preferred shall not be entitled to receive dividends.
- (c) **CONVERSION.** The Series A Preferred shall not be convertible into shares of common stock



- (d) **NO IMPAIRMENT.** The Corporation will not, by amendment of its Certificate of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out all the provisions of this Certificate and in the taking of all such action as may be necessary or appropriate in order to protect the rights of the holders of the Series A Preferred against impairment.
- (e) **LIQUIDATION RIGHTS.** In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of the Series A Preferred shall not be entitled to receive liquidation in preference to the holders of common shares or any other class or series of preferred stock.
- (f) **INVOLUNTARY LIQUIDATION.** In the event of involuntary liquidation, the shares of this series shall be entitled to the same amounts as in the event of voluntary liquidation.
- (g) **OTHER RESTRICTIONS.** There shall be no conditions or restrictions upon the creation of indebtedness of the Corporation, or any subsidiary or upon the creation of any other series of preferred stock with any other preferences.
- (h) **VOTING.** Except as otherwise required by law, the holders of Series A Preferred Stock and the holders of common stock shall be entitled to notice of any stockholders' meeting and to vote as a single class upon any matter submitted to the stockholders for a vote as follows: (i) the holders of Series A Preferred Stock shall have such number of votes as is determined by multiplying (a) the number of shares of Series A Preferred Stock held by such holder, (b) the number of issued and outstanding shares of the Corporation's Series A Preferred Stock and Common Stock on a Fully-Diluted Basis (as hereinafter defined), as of the record date for the vote, or, if no such record date is established, as of the date such vote is taken or any written consent of stockholders is solicited, and (c) 0.0000001; and (ii) the holders of common stock shall have one vote per share of common stock held as of such date. "Fully-Diluted Basis" shall mean that the total number of issued and outstanding shares of the Corporation's Common Stock shall be calculated to include (a) the shares of Common Stock issuable upon exercise and/or conversion of all of the following securities (collectively, "Common Stock Equivalents"): all outstanding (a) securities convertible into or exchangeable for Common Stock, whether or not then convertible or exchangeable (collectively, "Convertible Securities"), (b) subscriptions, rights, options and warrants to purchase shares of Common Stock, whether or not then exercisable (collectively, "Options"), and (c) securities convertible into or exchangeable or exercisable for Options or Convertible Securities and any such underlying Options and/or Convertible Securities.
- (i) **STATED VALUE.** The shares of Series A Preferred shall have a stated value of \$0.001 per share.

- (j) COVENANTS. In addition to any other rights provided by law, the Corporation shall not, without first obtaining the affirmative vote or written consent of the holders of a majority of the outstanding shares of Series A Preferred Stock, do any of the following:
- a. take any action which would either alter, change or affect the rights, preferences, privileges or restrictions of the Series A Preferred Stock or increase the number of shares of such Series A Preferred Stock authorized hereby or designate any other series of Preferred Stock;
  - b. make fundamental changes to the business of the Corporation;
  - c. make any changes to the terms of the Series A Preferred Stock or to the Corporation's Certificate of Incorporation or Bylaws, including by designation of any stock;
  - d. create any new class of shares having preferences over or being on a parity with the Series A Preferred Stock as to dividends or assets, unless the purpose of creation of such class is, and the proceeds to be derived from the sale and issuance thereof are to be used for, the retirement of all Series A Preferred Stock then outstanding;
  - e. make any change in the size or number of authorized directors;
  - f. repurchase any of the Corporation's Common Stock;
  - g. sell, convey or otherwise dispose of, or create or incur any mortgage, lien, charge or encumbrance on or security interest in or pledge of, or sell and leaseback, all or substantially all of the property or business of the Corporation or more than 50% of the stock of the Corporation in a single transaction;
  - h. make any payment of dividends or other distributions or any redemption or repurchase of stock or options or warrants to purchase stock of the Corporation; or
  - i. make any sale of additional Preferred Stock.
- (k) RE-ISSUANCE. No share or shares of Series A Preferred Stock acquired by the Corporation by reason of conversion or otherwise shall be reissued as Series A Preferred Stock, and all such shares thereafter shall be returned to the Corporation's treasury under the status of undesignated and un-issued shares of Preferred Stock of the Corporation.
- (l) OTHER PREFERENCES. The shares of the Series A Preferred shall have no other preferences, rights, restrictions, or qualifications, except as otherwise provided by law or the certificate of incorporation of the Corporation.

**BYLAWS  
OF  
HALL OF FAME BEVERAGES, INC.  
A FOR PROFIT CORPORATION**

## **ARTICLE I**

### **SHAREHOLDERS**

#### **1. Annual meeting**

A meeting of the shareholders shall be held annually for the election of directors and the transaction of other business on such date in each year as may be determined by the Board of Directors, but in no event later than 100 days later the anniversary of the date of incorporation of the Corporation.

#### **2. Special Meetings**

Special meetings of the shareholders may be called by the Board of Directors, Chairman of the Board or President and shall be called by the board upon the written request of the holders of record of a majority of the outstanding shares of the Corporation entitled to vote at the meeting requested to be called. Such request shall state the purpose or purposes of the proposed meeting. At such special meetings the only business which may be transacted is that relating to the purpose or purposes set forth in the notice thereof.

#### **3. Place of Meetings**

Meetings of the shareholders shall be held at such place within or outside of the State of Nevada as may be fixed by the Board of Directors. If no place is so fixed, such meetings shall be held at the principal office of the Corporation.

#### **4. Notice of Meetings**

Notice of each meeting of the shareholders shall be given in writing and shall state the place, date and hour of the meeting and the purpose or purposes for which the meeting is called. Notice of a special meeting shall indicate that it is being issued by or at the direction of the person or persons calling or requesting the meeting.

If, at any meeting action is proposed to be taken which, if taken, entitle objecting shareholders to receive payment for their shares, the notice shall include a statement of that purpose and to that effect.

A copy of the notice of each meeting shall be given, personally or by first class mail, not less than ten nor more than sixty days before the date of the meeting to each shareholder entitled to vote at such meeting. If mailed, such notice shall be deemed to have been given

when deposited in the United States mail, with postage thereon prepaid, directed to the shareholder at his address as it appears on the record of the shareholders, or if he shall have filed with the Secretary of the Corporation a written request that notices to him or her be mailed to some other address, then directed to him at such other address.

When a meeting is adjourned to another time or place, it shall not necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the adjournment meeting any business may be transacted that might have been transacted on the original date of the meeting. However, if after the adjournment the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each shareholder of record on the new record date entitled to notice under this Section 4.

#### **5. Waiver of Notice**

Notice of a meeting need not be given to any shareholder who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any shareholder at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him or her.

#### **6. Inspectors of Election**

The Board of Directors, in advance of any shareholders' meeting, may appoint one or more inspectors to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at a shareholders' meeting may, and on the request of any shareholder entitled to vote thereat shall, appoint two inspectors. In case any person appointed fails to appear or act, the vacancy may be filled by appointment in advance of the meeting by the Board or at the meeting by the person presiding thereat. Each inspector, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of such inspector at such meeting with strict impartiality and according to the best of his ability.

The inspectors shall determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum, and the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote at the meeting, count and tabulate all votes, ballots or consents, determine the result thereof, and do such acts as are proper to conduct the election or vote with fairness to all shareholders. On request of the person presiding at the meeting, or of any shareholder entitled to vote thereat, the inspectors shall make a report in writing of any challenge; question or matter determined by them and shall execute a certificate of any fact found by them. Any report or certificate made by them shall be prima facie evidence of the facts stated and of any vote certified by them.

#### **7. List of Shareholders at Meetings**

A list of the shareholders as of the record date, certified by the Secretary or any Assistant Secretary or by a transfer agent, shall be produced at any meeting of the shareholders upon the request thereat or prior thereto of any shareholder. If the right to vote at any meeting is challenged, the inspectors of election, or the person presiding thereat, shall require such list of the shareholders to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list to be shareholders entitled to vote thereat may vote at such meeting.

## **8. Qualification of Voters**

Unless otherwise provided in the Certificate of Incorporation, every shareholder of record shall be entitled at every meeting of the shareholders to one vote for every share standing in its name on the record of the shareholders.

Treasury shares as of the record date and shares held as of the record date by another domestic or foreign corporation of any kind, if a majority of the shares entitled to vote in the election of directors of such other corporation is held as of the record date by the Corporation, shall not be shares entitled to vote or to be counted in determining the total number of outstanding shares.

Shares held by and administrator, executor, guardian, conservator, committee or other fiduciary, other than a trustee, may be voted by such fiduciary, either in person or by proxy, without the transfer of such shares into the name of such fiduciary. Shares held by a trustee may be voted by him or her, either in person or by proxy, only after the shares have been transferred into his name as trustee or into the name of his nominee.

Shares standing in the name of another domestic or foreign corporation of any type or kind may be voted by such officer, agent or proxy as the bylaw of such corporation may provide, or, in the absence of such provision, as the board of directors of such corporation may determine.

## **9. Quorum of Shareholders**

The holders of a majority of the shares of the Corporation issued and outstanding and entitled to vote at any meeting of the shareholders shall constitute a quorum at such meeting for the transaction of any business, provided that when a specified item of businesses required to be voted on by a class or series, voting as a class, the holders of a majority of the shares of such class or series shall constitute a quorum for the transaction of such specified item of business.

When a quorum is once present to organize a meeting it is not broken by the subsequent withdrawal of any shareholders.

The shareholders who are present in person or by proxy and who are entitled to vote may, by a majority of votes cast, adjourn the meeting despite the absence of a quorum.

### **10. Proxies**

Every shareholder entitled to vote at a meeting of the shareholders, or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy.

Every proxy must be signed by the shareholder or its attorney. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provide in the proxy. Every proxy shall be revocable at the pleasure of the shareholder executing it, except as otherwise provided by law.

The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the shareholder who executed the proxy, unless before the authority is exercised written notice of adjudication of such incompetence or of such death is received by the Secretary or any Assistant Secretary.

### **11. Vote or Consent of Shareholders**

Directors, except as otherwise required by law, shall be elected by a plurality of the votes cast at a meeting of shareholders by the holders of shares entitled to vote in the election

Whenever any corporate action, other than the election of directors, is to be taken by vote of the shareholders, it shall except as otherwise required by law, be authorized by a majority of the votes cast at a meeting of shareholders by the holders of shares entitled to vote thereon.

Whenever shareholders are required or permitted to take any action by voted, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by the holders of all outstanding shares entitled to vote thereon. Written consent thus given by the holders of all outstanding shares entitled to vote shall have the same effect as an unanimous vote of shareholders.

### **12. Fixing the Record Date**

For the purpose of determining the shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining shareholders entitled to receive payment of any dividend or the allotment of any rights, or for the purpose of any other

action, the Board of Directors may fix, in advance, a date as the record date for any such determination of shareholders. Such date shall not be less than ten nor more than sixty days before the date of such meeting nor more than sixty days prior to any other action.

When a determination of shareholders of record entitled to notice of or to vote at any meeting of shareholders has been made as provided in this Section, such determination shall apply to any adjournment thereof, unless the Board of Directors fixes a new record date for the adjourned meeting.

## **ARTICLE II**

### **BOARD OF DIRECTORS**

#### **1. Power of Board and Qualification of Directors**

The business of the Corporation shall be managed by the Board of Directors. Each director shall be at least eighteen years of age.

#### **2. Number of Directors**

The number of directors constituting the entire Board of Directors shall be the number, not less than one nor more than ten, fixed from time to time by a majority of the total number of directors which the Corporation would have, prior to any increase or decrease, if there were no vacancies, provided however, that no decrease shall shorten the term of an incumbent director. Until otherwise fixed by the directors, the number of directors constituting the entire Board shall be four.

#### **3. Election and Term of Directors**

At each annual meeting of shareholders, directors shall be elected to hold office until the next annual meeting and until their successors have been elected and qualified or until their death, resignation or removal in the manner hereinafter provided.

#### **4. Quorum of Directors and Action by the Board**



A majority of the entire Board of Directors shall constitute a quorum for the transaction of business and except where otherwise provided herein, the vote of a majority of the directors present at a meeting at the time of such vote, if a quorum is then present, shall be the act of the Board.

Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and written consent thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

## **5. Meetings of the Board**

An annual meeting of the Board of Directors shall be held in each year directly after the annual meeting of shareholders. Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time upon the call of the President or any two directors.

Meetings of the Board of Directors shall be held at such places as may be fixed by the Board for annual and regular meetings and in the notice of meeting for special meetings. If no place is so fixed, meetings of the Board shall be held at the principal office of the Corporation. Any one or more members of the Board of Directors may participated in meetings by means of a conference telephone or similar communications equipment.

No notice need be given of annual or regular meetings of the Board of Directors. Notice of each special meeting of the Board shall be given to each director either by mail not later than noon Pacific Time, on the third day prior to the meeting or by telegram, written message or orally not later than noon, Pacific Time on the day prior to the meeting. Notices are deemed to have been properly given if given: by mail, when deposited in the United States mail; by telegram at the time of filing; or by messenger at the time of delivery. Notices by mail, telegram or messenger shall be sent to each director at the address designated by him for that purpose, or if none has been so designated, at his last know residence or business address.

Notice of a meeting of the Board of Directors need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior or at its commencement, the lack of notice to any director.

A notice, or waiver of notice, need not specify the purpose of any meeting of the Board of Directors.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting to another time or

place shall be given, in the manner described above, to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

## **6. Resignations**

Any director of the Corporation may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

## **7. Removal of Directors**

Any one or more of the directors may be removed for cause by action of the Board of Directors. Any or all of the directors may be removed with or without cause by vote of the shareholders. The 'Founders' (Calvin Ross) are permanent members of the board and cannot be removed by vote of the shareholders. Founders can only be removed from the board of directors by unanimous written votes of all three founders.

## **8. Newly Created Directorships and Vacancies**

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board of Directors for any reason except the removal of directors by shareholders may be filled by vote of a majority of the directors then in office, although less than a quorum exist. Vacancies occurring as a result of the removal of directors by shareholders shall be filled by the shareholder. A director elected to fill a vacancy shall be elected to hold office for the unexpired term of his predecessor.

## **9. Executive and Other Committee of Directors**

The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members and executive committee and other committees each consisting of three or more directors and each of which to the extent provided in the resolution, shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

(a) the submission to shareholders of any action that needs shareholders' approval; (b) the filing of vacancies in the Board or in any committee; (c) the fixing of compensation of the directors for serving on the Board or any committee; (d) the amendment or repeal of the bylaws, or the adoption of new bylaws; (e) the amendment or repeal of any resolution of the Board which, by its term, shall not be so amendable or repealable; or (f) the removal or indemnification of directors.

The Board of Directors may designate one or more directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

Unless a greater proportion is required by the resolution designating a committee, a majority of the entire authorized number of members of such committee shall constitute a quorum for the transaction of business, and the vote of a majority of the members present at a meeting at the time of such vote, if a quorum is then present, shall be the act of such committee.

Each such committee shall serve at the pleasure of the Board of Directors

#### **10. Compensation of Directors**

The Board of Directors shall have authority to fix the compensation of directors for services in any capacity.

#### **11. Interest of Directors in a Transaction**

Unless shown to be unfair and unreasonable as to the Corporation, no contract or other transaction between the Corporation and one or more of its directors or between the Corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable irrespective of whether such interested director or directors are present at a meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction and irrespective of whether his or their votes are counted for such purpose. In the absence of fraud any such contract and transaction conclusively may be authorized or approved as fair and reasonable by: (a) the Board of Directors or a duly empowered committee thereof, by a vote sufficient for such purpose without counting the vote or votes of such interested director or directors (although such interested director or directors may be counted in determining the presence of a quorum at the meeting which authorizes such contract or transaction), if the fact of such common directorship, officership or financial interest is disclosed or known to the Board of committee, as the case may be; or (b) the

shareholders entitled to vote for the election of directors, if such common directorship, officership or financial interest is disclosed or known to such shareholders.

Notwithstanding the foregoing, no loan, except advances in connection with indemnification, shall be made by the Corporation to any director unless it is authorized by vote of the shareholders without counting any shares of the director who would be the borrower or unless the director who would be the borrower is the sole shareholder of the Corporation.

## **ARTICLE III**

### **OFFICERS**

#### **1. Election of Officers**

The Board of Directors, as soon as may be practicable after the annual election of directors, shall elect a CEO, a President, a Secretary, and a Treasurer, and from time to time may elect or appoint such other officers as it may determine. Any two or more offices may be held by the same person. The Board of Directors may also elect one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers.

#### **2. Other Officers**

The Board of Directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

#### **3. Compensation**

The salaries of all officers and agents of the Corporation shall be fixed by the Board of Directors.

#### **4. Term of Office and Removal**

Each officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified. Unless otherwise provide in the resolution of the Board of Directors electing or appointing an officer, his term of office shall extend to and expire at the meeting of the Board following the next annual meeting of shareholders. Any officer may be removed by prejudice to his contract rights, if any and the election or appointment of an officer shall not of itself create contract rights.

## **5. CEO**

The chief executive officer of the Corporation shall have general and active management of the business of the Corporation and shall see that all orders and resolution of the Board of Directors are carried into effect. The CEO shall also preside at all meetings of the shareholders and the Board of Directors.

The CEO shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

## **6. COO**

The chief operating officer of the Corporation shall have general and active management of the operations of the business of the Corporation and shall see that all orders of the CEO are carried into effect.

## **7. President**

The President during the absence or disability of or refusal to act by the COO, shall perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

## **8. CFO**

The chief financial officer of the Corporation shall have general and active management of the financial aspects of the business of the Corporation and shall see that all orders of the CEO are carried into effect.

## **9. Vice Presidents**

The Vice Presidents, in the order designated by the Board of Directors, or in the absence of any designation, then in the order of their election, during the absence or disability of or refusal to act by the President, shall perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

#### **10. Secretary and Assistant Secretaries**

The Secretary 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, and shall perform like duties for the standing committees when required. The Secretary shall give or cause to be given, notice of all meetings of the shareholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be. The Secretary shall have custody of the corporate seal of the Corporation and the Secretary, or an Assistant Secretary shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by the Secretary's signature or by the signature of such Assistant Secretary. The board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his signature.

The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order designated by the Board of Directors, or in the absence of such designation then in the order of their election, in the absence of the Secretary or in the event of the Secretary's inability or refusal to act, shall perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

#### **11. Treasurer and Assistant Treasurer**

The Treasurer shall have the custody of the corporate funds and securities; shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation; and 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 as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires an account of all his transactions as Treasurer and of the financial condition of the Corporation.

If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office of Treasurer, and for the restoration to the Corporation, in the case of the Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the possession or under the control of the Treasurer belonging to the Corporation.

The Assistant Treasurer, or if there shall be more than one, the Assistant Treasures in the order designated by the Board of Directors, or in the absence of such designation, then in the order of their election, in the absence of the Treasurer, or in the event of the Treasurer's inability or refusal to act, shall perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as Board of Directors may from time to prescribe.

## **12. Books and Records**

The Corporation shall keep: (a) correct and complete book and records of account; (b) minutes of the proceedings of the shareholders, Board of Directors and any committees of directors; and (c) a current list of the directors and officers and their residence addresses. The Corporation shall also keep at its office in the State of Nevada or at the office of its transfer agent or registrar in the State of Nevada, if any, a record containing the names and addresses of all shareholders, the number and class of shares held by each and the dates when they respectively became the owners of record thereof.

The Board of Directors may determine whether and to what extent and at what times and places and under what conditions and regulations any accounts, books, records or other documents of the Corporation shall be open to inspection, and no creditor, security holder or other shall have any right to inspect any accounts, books, records or other of the Corporation except as conferred by statute or as so authorized by the Board.

## **13. Checks, Notes etc.**

All checks and drafts on, and withdrawals from the Corporation's accounts with banks or other financial institutions, and all bills of exchanges, notes and other instruments for the payment of money, drawn, made, endorsed, or accepted by the Corporation, shall be signed on its behalf by the person or persons thereunto authorized by, or pursuant to resolution of , the Board of Directors.

# **ARTICLE IV**

## **CERTIFICATES AND TRANFER OF SHARES**

## **1. Forms of shares certificates**

The share of the Corporation shall be represented by certificates, in such forms as the Board of Directors may prescribe, signed by the President or a Vice President and the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer: The Shares may be sealed with the seal of the Corporation or a facsimile thereof. The signatures of the officers upon a certificate may be facsimiles if the certificate is countersigned by a transfer agent or registrant other than the Corporation or its employee. In case any officer who has signed or whose facsimile signature has been placed upon a Corporation with the same effect as if he were such officer at the date of issue.

Each certificate representing shares issued by the Corporation shall set forth upon the face or back of the certificate, or shall state that the Corporation will furnish to any shareholder upon request and without charge, a full statement of the designation, relative rights, preferences and limitations of the shares of each class of shares if more than one, authorized to be issued and the designation, relative rights, preferences and limitations of each series of any class of preferred shares authorized to be issued so far as the same have been fixed, and the authority of the Board of Directors to designate and fix the relative rights, preferences and limitations of other series.

Each certificate representing shares shall state upon the face thereof. (a) That the Corporation is formed under the laws of the State of Nevada; (b) the name of the person or persons to whom issued; and (c) the number and class of shares, and the designation of the series, if any, which such certificate represents.

## **2. Transfers of Shares**

Shares of the Corporation shall be transferable on the record of shareholders upon presentment to the Corporation of a transfer agent of a certificate or certificates representing the shares requested to be transferred, with proper endorsement on the certificated or on a separate accompanying documents, together with such evidence of the payment of transfer taxes and compliance with other provisions of law as the Corporation or its transfer agent may require.

## **3. Lost, Stolen or Destroyed Share Certificates**



No certificate for shares of the Corporation shall be issued in place of any certificate alleged to have been lost, destroyed or wrongfully taken, except, if and to the extent required by the Board of Directors upon: (a) production of evidence of loss, destruction or wrongful taking; (b) delivery of a bond indemnifying the Corporation and its agents against any claim that may be made against it or them on account of the alleged loss, destruction or wrongful taking of the replaced certificate or the issuance of the new certificate; (c) payment of the expenses of the Corporation and its agents incurred in connection with the issuance of the new certificate; and (d) compliance with other such reasonable requirements as may be imposed.

## **ARTICLE V**

### **OTHER MATTERS**

#### **1. Corporate Seal**

The Board of Directors may adopt a corporate seal, alter such seal at pleasure, and authorize it to be used by causing it or a facsimile to affixed or impressed or reproduced in any other manner.

#### **2. Fiscal Year**

The fiscal year of the Corporation shall be the twelve months ending December 31<sup>st</sup>, or such other period as may be fixed by the Board of Directors.

#### **3. Amendments**

Bylaws of the Corporation may be adopted, amended or repealed by vote of the holders of the shares at the time entitled to vote in the election of any directors. Bylaws may also be adopted, amended or repealed by the Board of Directors, but any bylaws adopted by the Board may be amended or repealed by the shareholders entitled to vote thereon as herein above provided.

If any bylaw regulating an impending election of directors is adopted, amended or repealed by the Board of Directors, there shall be set forth in the notice of the next meeting of shareholders for the election of directors the bylaw so adopted, amended or repealed, together with a concise statement of the changes made.

