

CERTIFICATION

I, Yevgeny B. Levitov, President of FaceKey, Inc., hereby certify that the financial statement filed herewith fairly present, in all material respects, the financial position, results of operations and cash flows for the period presented in conformity with accounting principles generally accepted in the United States, consistently applied.

Dated this 15th day of September 2010.

A handwritten signature in cursive script, reading "Y. Levitov", with a horizontal line underneath it.

FaceKey Corporation
(A Development Stage Company)
Balance Sheets

ASSETS

	June 30, 2010 (Unaudited)	December 31, 2009 (Unaudited)
Current Assets		
Cash	\$ 61,802	\$ 6,012
Accounts Receivable	489	29,951
Inventory	24,144	21,435
Prepaid Expense	2,419	2,364
Total Current Assets	88,854	59,762
Equipment, Net	2,317	1,548
Total Assets	\$ 91,171	\$ 61,310

LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities		
Accounts Payable	\$ 22,383	\$ 32,770
Current Portion of Long-Term Debt	111,589	111,987
Other Accrued Liabilities	278	3,712
Total Current Liabilities	134,250	148,469
Long Term Liabilities		
Related Party Notes	2,012,566	1,721,365
Total Long Term Liabilities	2,012,566	1,721,365
Total Liabilities	2,146,816	1,869,834
Stockholders' Equity		
Common Stock authorized 650,000,000 shares, par value \$0.001, issued and outstanding June 30, 2010 and December 31, 2009 is 6,451,296 and 21,030,256 shares respectively	51,108	711,967
Paid in Capital	2,493,119	3,244,553
Accumulated Deficit during Development Stage	(4,599,872)	(5,765,045)
Total Stockholders' Equity	(2,055,645)	(1,808,525)
Total Liabilities and Stockholders' Equity	\$ 91,171	\$ 61,310

FaceKey Corporation
(A Development Stage Company)
Statements of Operations
(Unaudited)

	Six Months Ended June 30 2010	Year Ended December 31, 2009	Inception February 12, 1999 to June 30 2010
Revenue			
Sales of Equipment	\$ 15,907	\$ 119,058	\$ 505,544
Service of Equipment	2,855	12,933	38,820
	18,762	131,991	544,364
Gross Revenue	(3,464)	(24,324)	(107,425)
Revenue Allowance	15,298	107,667	436,939
Total Revenue			
Costs of Goods Sold	2,720	20,200	(176,348)
Gross Profit	12,578	87,467	260,591
Expenses			
General and Administrative	363,247	818,777	6,003,842
Professional Fees	6,451	27,425	386,414
Total Expenses	369,698	846,202	6,390,256
Operating Income	(357,120)	(758,735)	(6,129,665)
Other Income	-	-	7,500
Other Expense	(1,522,293)	-	(1,522,293)
Provision for Income Taxes	-	-	-
Net (Loss)	\$ 1,165,173	\$ (758,735)	\$ (4,599,872)

FaceKey Corporation
(A Development Stage Company)
Statement of Stockholders' Equity
Inception February 12, 1999 to June 30, 2010
(Unaudited)

	Common Stock Shares	Amount	Paid in Capital	Accumulated (Deficit)	Total Equity
Founders stock for intial investment Net (Loss)	375,000	\$ 375	\$ 3,375	\$ - (15,801)	\$ 3,750 (15,801)
Balance, December 31, 1999 Net (Loss)	375,000	375	3,375	(15,801) (14,118)	(12,051) (14,118)
Balance, December 31, 2000	375,000	375	3,375	(29,919)	(26,169)
Shares issued for services Net (Loss)	3,375,000	3,375	30,375	(70,654)	33,750 (70,654)
Balance, December 31, 2001	3,750,000	3,750	33,750	(100,573)	(63,073)
Cancellation of Founders Shares Shares issued for services Net (Loss)	(225,000) 225,000	(225) 225	(2,025) 2,025	(23,559)	(2,250) 2,250 (23,559)
Balance, December 31, 2002 Officer Contributed Services Net Income	3,750,000	3,750	33,750 12,000	(124,132) 1,413	(86,632) 12,000 1,413
Balance, December 31, 2003 Shares issued for services Shares issued for cash Net (Loss)	3,750,000 93,201,990 10,374,160	3,750 93,202 10,374	45,750 834,850 198,156	(122,719) (1,210,271)	(73,219) 928,052 208,530 (1,210,271)
Balance, December 31, 2004	107,326,150	107,326	1,078,756	(1,332,990)	(146,908)
Shares issued for services Shares issued for cash Net (Loss)	8,397,256 4,492,736	8,397 4,493	310,049 341,922	(357,120)	318,446 346,415 (357,120)
Balance, December 31, 2005	120,216,142	120,216	1,730,727	(1,690,110)	160,833
Shares issued for services Shares issued for Cash Net (Loss)	18,725,000 9,976,173	18,900 9,976	401,224 143,525	(708,757)	420,124 153,501 (708,757)
Balance, December 31, 2006	148,917,315	149,092.00	\$ 2,275,476	\$ (2,516,805)	\$ (92,237)
Shares issued for services Shares issued for Cash Other Net (Loss)		19,778 18,333	(853) 98,333	190 (530,794)	18,925 116,666 (530,794)
Balance, December 31, 2007	187,204,001	187,203	2,372,956	(3,047,409)	(487,440)
Shares issued for services Other Net (Loss)	164,883,342	504,614	765,809	(95) (1,958,806)	1,270,423 95 (1,958,806)
Balance, December 31, 2008	352,087,343	691,817	3,138,765	(5,006,310)	(1,175,728)
Reverse Stock Split 400:1 (Effective September 10, 2009) Shares issued for services Net (Loss)	(351,207,087) 20,150,000	20,150	105,788	(758,735)	125,938 (758,735)
Balance, December 31, 2009	21,030,256	\$ 711,967	\$ 3,244,553	\$ (5,765,045)	\$ (1,808,525)
Shares issued for Cash Shares Cancelled Shares Issued for Services Other Net(Loss)	1,000,000 (16,678,960) 1,000,000 100,000	1,000 (662,958) 1,000 100	99,000 (860,334) 1,000 9,900	1,523,293 (1,000)	100,000 - - 10,000 (357,120)
Balance June 30, 2010	6,451,296	\$ 51,109	\$ 2,493,119	\$ (4,599,872)	\$ (2,055,645)

FaceKey Corporation
(A Development Stage Company)
Statements of Cash Flows
(Unaudited)

	Six Months Ended June 30 2010	Year Ended December 31, 2009
	<u> </u>	<u> </u>
Operating Activities		
Net Income (Loss)	\$ (357,120)	\$ (758,735)
Adjustments to reconcile net income (Loss):		
Stock issued for services		125,938
Depreciation	514	2,163
Officer Contributed Services		
Balance Sheet Adjustments:		
(Increase) Decrease in Inventory	62	(7,904)
(Increase) Decrease in Prepaid Expense	(109)	(5,499)
(Increase) Decrease in Accounts Receivable	29,516	(24,774)
Increase (Decrease) in Accrued Liabilities	31,126	2,592
Increase (Decrease) in Accounts Payable	(16,593)	28,346
	<u> </u>	<u> </u>
Net Cash (Used) by Operating Activities	<u>(312,604)</u>	<u>(637,873)</u>
Investing Activities		
Equipment purchase	<u>(1,283)</u>	<u>(835)</u>
	<u> </u>	<u> </u>
Cash (used) in Investing Activities	<u>(1,283)</u>	<u>(835)</u>
Financing Activities		
Principal payments-Related Parties	(11,176)	7,854
Accrued Salaries Payable	271,250	619,017
Notes Payable	(397)	4089
Other	10,000	2,158
Proceeds from Sale of Common Stock	100,000	-
	<u> </u>	<u> </u>
Cash provided by financing	<u>369,677</u>	<u>633,118</u>
Net Increase (Decrease) in Cash	55,790	(5,590)
Cash, Beginning of Period	<u>6,012</u>	<u>11,602</u>
Cash, End of Period	<u><u>\$ 61,802</u></u>	<u><u>\$ 6,012</u></u>