

ISSUER INFORMATION DISCLOSURE

October 25, 2010

Smokefree Innotec, Inc.

(a Nevada Corporation)

TRADING SYMBOL: SFIO

CUSIP NUMBER: 832673 107 COM

ISSUER'S EQUITY SECURITIES:

Voting Common Stock, \$0.001 par value

Issued and Outstanding Common Shares as of October 25, 2010: 459,527,454

TRANSFER AGENT:

First American Stock Transfer, Inc.
4747 N. 7th St., Suite 170
Phoenix, AZ 85014
Telephone No.: (602) 485-1346
Facsimile No.: (602) 788-0423

SMOKEFREE INNOTEK, INC.

October 25, 2010

Information required for compliance with the provisions of the Pink Sheets, LLC, Guidelines for Providing Adequate Current Information (Version 9.6 – 11/25/2008)

Because we want to provide more meaningful and useful information, this Annual Report contains certain “forward-looking statements” (as such term is defined in Section 21E of the Securities Exchange Act of 1934, as amended). These statements reflect our current expectations regarding our possible future results of operations, performance, and achievements. These forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, regulation of the Securities and Exchange Commission, and common law.

Wherever possible, we have tried to identify these forward-looking statements by using words such as “anticipate,” “believe,” “estimate,” “expect,” “plan,” “intend,” and similar expressions. These statements reflect our current beliefs and are based on information currently available to us. Accordingly, these statements are subject to certain risks, uncertainties, and contingencies, which could cause our actual results, performance, or achievements to differ materially from those expressed in, or implied by, such statements. These risks, uncertainties and contingencies include, without limitation, the factors set forth under “Item 17. Management's Discussion and Analysis or Plan of Operation.” We have no obligation to update or revise any such forward-looking statements that may be made to reflect events or circumstances after the date of this Annual Report.

Part A General Company Information

Item I: The exact name of the Issuer and its predecessor (if any).

The exact name of the Issuer is Smokefree Innotek, Inc. The predecessor name was Courtside Products, Inc.

Other than listed above, the corporation has used no other names in the past five years.

Item II: The address of its principal executive offices.

The principal executive offices of the Company are Irvine, California

Address:	15615 Alton Parkway, Suite 450 Irvine, California 92716
Telephone No.:	(888) 850-4022
Facsimile No.:	(949) 333-0857
Website Address:	http://www.smokefree-innotek.com

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

We were originally incorporated on April 13, 1994, in the State of Washington as Courtside Products, Inc and re-domiciled to Nevada on December 9, 2009. On December 23, 2008 we merged with Smokefree Innotec, Inc., a Nevada Corporation, and Lema One Corporation, a Nevada Corporation, and changed the Corporation's name to Smokefree Innotec, Inc.

Part B Share Structure

Item IV: The exact title and class of each class of securities outstanding.

The corporation has authorized two classes of securities, a common stock and a preferred stock.

Smokefree Innotec, Inc. - voting common stock
CUSIP- 832673 107 COM
Trading Symbol – SFIO

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

- A. 1. The Par Value per share for each of the 650,000,000 shares of common stock authorized is \$0.001.
The Par Value per share for each of the 100,000,000 shares of preferred stock authorized is \$0.001, divided into Series by the Board of Directors with Rights and Preferences for each as designated and filed by the Board.
- B. 1. Each share of the Company's common stock has one (1) vote. There are no exceptional dividend, voting or preemptive rights attached to it.
2. No other material rights exist for holders of common stock.
3. There are no provisions in the Company's corporate charter or by-laws that would delay, defer or prevent a change in control of the Company.

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

- i. **Period and date.**
- ii. **Number of shares authorized.**
- iii. **Number of shares outstanding.**
- iv. **Freely tradable shares (public float).**
- v. **Total number of beneficial shareholders.**

- vi. **Total number of shareholders of record.**
 1. **As of the end of the issuer's most recent fiscal quarter.**

As of the this filing date ended October 25, 2010, the Company had common shares outstanding as follows:

750,000,000 shares authorized, in two classes:

Common shares Authorized: 650,000,000

Preferred shares Authorized: 100,000,000

459,527,454 common shares issued and outstanding.

150,103,991 freely tradable shares.

There were a total of 360 beneficial shareholders.

There were a total of 148 shareholders of record.

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

As of the period ended December 31, 2009, the Company had common shares outstanding as follows:

500,000,000 shares authorized.

441,767,714 common shares issued and outstanding.

48,800,991 freely tradable shares.

There were a total of 290 beneficial shareholders.

There were a total of 156 shareholders of record.

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

As of the period ended December 31, 2008, the Company had common shares outstanding as follows:

500,000,000 shares authorized.

373,524,578 common shares issued and outstanding.

8,700,000 freely tradable shares.

There were a total of 280 beneficial shareholders.

There were a total of 130 shareholders of record.

Part C Business Information

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

First American Stock Transfer

706 E. Bell Road, Suite 202

Phoenix, AZ 85022

Telephone No.: (602) 485-1346

Facsimile No.: (602) 788-0423

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

1. The form of the organization of the issuer;

Smokefree Innotec, Inc. is a Nevada corporation.

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

We were incorporated on April 13, 1994, in the State of Washington, as Courtside Products, Inc. and re-domiciled to Nevada on December 9, 2008. On December 23, 2008 we merged with Smokeferee Innotec Corporation, a Nevada Corporation and Lema One Corporation, a Nevada Corporation and changed the Corporation's name to Smokefree Innotec, Inc.

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;

The issuer and/or any predecessor have not been in bankruptcy, receivership or any similar proceeding.

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

The issuer has not effectuated a reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business, except as follows:

On December 23, 2008 we merged with Smokeferee Innotec Corporation, a Nevada Corporation and Lema One Corporation, a Nevada Corporation and changed the Corporation's name to Smokefree Innotec, Inc.

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

The issuer is not in default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments.

7. Any change of control;

On November 4, 2008, all of the Board of Directors of the Company resigned after appointing Thomas Schroepfer and Evert Wilbrink as Directors and Officers of the corporation.

On December 23, 2008 we merged with Smokefree Innotec Inc. a Nevada Corporation, in exchange for the issuance of 115,872,918 shares of the Company's common stock to the shareholders of Smokefree, and under the same Articles of Merger filed with the State of Nevada, we also merged with Lema One Inc. a Nevada corporation, in exchange for the issuance of 10,000,000 shares of the Company's common stock to the shareholders of Lema One, Inc.

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

On May 1, 2006, we issued 9,618,382 shares of our common stock to Curtis A. Medlen in exchange for services rendered, thereby increasing our outstanding common stock by 10% or more.

In June 2004, we issued 18,250,000 shares of our common stock pursuant to a Rule 504 offering, thereby increasing our outstanding common stock by 10% or more.

On September 27, 2004, we issued a total of 24,714,445 shares of our common stock to Lola Emter, our President and Chief Executive Officer and Lloyd Emter, our Secretary and Treasurer, thereby increasing our outstanding common stock by 10% or more.

On November 5, 2008 we entered in an agreement to sell 69,940,260 shares of the Company's Common Stock to the shareholders of Smokefree Innotec, Inc, a Nevada Corporation, in exchange for a \$185,000 note, thereby increasing our outstanding common stock by 10% or more.

On December 21, 2008, we entered into an agreement to sell 100,000,000 shares of the Company's Common Stock to Thomas Schoepfer and Robert Wang for licensing rights to certain patents regarding a smokeless nicotine delivery cigarette like device, thereby increasing our outstanding common stock by 10% or more.

On December 23, 2008 we merged with Smokefree Innotec Inc. a Nevada Corporation, in exchange for the issuance of 115,872,918 shares of the Company's common stock to the shareholders of Smokefree,, and under the same Articles of Merger filed with the State of Nevada, we also merged with Lema One Inc. a Nevada corporation, in exchange for the issuance of 10,000,000 shares of the Company's common stock to the shareholders of Lema One, Inc., thereby increasing our outstanding common stock by 10% or more.

9. Any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;

There is no past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off or reorganization.

10. Any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board;

Our securities have never been delisted by any securities exchange or NASDAQ or deleted from the OTC Bulletin Board. As a matter of record in 2005, trading was temporarily suspended by the SEC pursuant to Section 12(k) of the Securities Exchange Act of 1934 from 9:30 AM on 1-28-05 until 11:59 PM on 2-10-05

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 names of the principal parties, the nature and current status of the matters, and the amounts involved.

There are no current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition or operations. There are also no current, past or pending trading suspensions by a securities regulator.

B. Business of the Issuer

We are in the business of designing, developing, manufacturing and marketing a hi-tech smokeless nicotine and non-nicotine delivery cigarette like electronic devices which are completely smoke-free and tobacco-free. Products are designed to protect the non-smoker from second hand smoke and all its effects while providing the smoker a way to enjoy smoking anywhere including places that prohibit smoking. Further, it will allow the smoker to enjoy smoking while not having to worry about the dangers and ill effects of regular cigarette smoking.

Information concerning the following specific items is provided to the extent material to an understanding of the issuer:

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

Primary –3600 Secondary – 3600

2. If the issuer has never conducted operations, is in the development stage or is currently conducting operations.

The issuer is currently conducting operations.

3. If the issuer is considered a "shell company" pursuant to Securities Act Rule 405.

The issuer is not a "shell company".

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

We have no parent corporation and one currently majority owned subsidiary, Smokefree-Innotec BVBA, whose financial statements are reported separately and also consolidated with the parent corporation. We have an affiliate strategic joint venture partner NASCO, a private company that intends to produce and distribute its products through our international distribution channels in Europe and elsewhere in the world. We also have a joint venture arrangement with Cannabis Science Inc., a reporting Colorado corporation publicly traded on the OTCBB, to incorporate their cannabis products produced in their approved and licensed laboratories, into our smoke free delivery systems and products.

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

There are no existing or probable international governmental regulations on our business activities, since we do not market nicotine products in the United States, and we are in full compliance with the regulations of the countries in European markets. While the device falls in the category of a nutraceutical, with the amount of nicotine delivered comparable to that found in standard daily dosages over the counter medications such as flush free niacin, there has been no need to challenge governmental regulations since they do not impede our marketing and distribution programs.

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

The issuer has spent in excess of an average of \$1,000,000 in materials expenditures during each of the last two fiscal years on research and development activities.

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

There are no material costs or effects of compliance with environmental laws.

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

We have a total of five employees, three of which are full time employees.

Item IX: The nature of products or services offered.

1. Principal products or services, and their markets;

We are in the business of designing, developing, manufacturing and marketing a hi-tech smokeless nicotine delivery cigarette like electronic device which is completely smoke-free and tobacco-free. Our products are designed to protect the non-smoker from second hand smoke and all its effects while providing the smoker a way to enjoy smoking anywhere including places that prohibit smoking. Further, it will allow the smoker to enjoy smoking while not having to worry about the dangers and ill effects of regular

cigarette smoking. Our research and development has been completed and the finalized product will be marketed world-wide in 2009.

SFI™ has create awareness for the product in crucial territories, starting with compact European markets by making the product available through motivated distributors such as Conway , using creative new and economic approaches that will be inspired by local anti-smoking legislation. The Benelux has a dense population in a rather small territory; a relatively high number of potential retail-outlets for our product; and, well organized logistics and infrastructure for communication with retail. The SFI™ Marketing Department organized a Focus Group program to find out how the consumers will react to various ways of advertising as well as different aromas. Subsequently the company has started selling the smokeless cigarettes through Conway, one of the largest vending machine point of sale vendors in the U.K. in 2010, and SFI™ smokeless cigarette will be continue to be introduced in most countries of the European Union, where markets with relatively high percentages of smokers will be prioritized: Spain, Italy, German speaking territories, France, UK and Scandinavia.

By the end of 2011 SFI™ will also be addressing key markets in the Americas and in the Australasian market including Korea and Japan. These will, like North-America, require relatively high budgets for marketing and SFI™ consequently will schedule more definite planning for Asia and the Americas in the course of year 2011.

2. Distribution methods of the products or services;

We intend to distribute our products through a variety of retailers, not limited to but including vending machines, large and small drugs stores, supermarkets, tobacco stores, convenience stores, restaurants, direct mail order sales, retail internet sales, promotional and premium distributors.

3. Status of any publicly announced new product or service;

Additional new products announced are not yet in production or marketed.

4. Competitive business conditions, the issuer's competitive position in the industry, and methods of competition;

SFI™ is the only product that looks like a cigarette and instantaneously delivers sufficient heat to safely vaporize nicotine that is stored in the replaceable filters so that the smoker experiences the same warmth normally experienced by smoking a regular cigarette. The technology that allows this to occur is 'patent applied for' by SFI™ which should prohibit other companies from being able to achieve this. Accordingly, this should give SFI™ a significant competitive advantage as competitors would likely have to infringe upon the patents to be able to offer the instantaneous vaporization of nicotine. SFI™ thus far is the only company that has been able to generate enough heat within a cigarette sized cylinder to vaporize nicotine and we don't expect other solutions than our patented approach.

Our competition ranges from small and large companies such as Nic Stic to Phillip Morris.

There are three different ways of administering nicotine other than through burning tobacco or via non-cigarette-like delivery devices (nicotine patches):

Warming up tobacco: A couple of companies, including major tobacco brands have been working on solutions to generate nicotine from tobacco in cigarette like devices without burning the tobacco. Two examples, RJR Nabisco's Premier brand and Phillip Morris' Favor, have failed to generate excitement from the market because of a reported bad plastic like taste.

Cold nicotine method; A number of producers have opted to develop devices that release aerosols containing nicotine or other ways of making nicotine available without having to vaporize the nicotine itself. This method requires use of a nicotine-solution that is highly poisonous and may be deemed unsafe to children due to the risk of leakage of highly concentrated liquid nicotine. It will not give the consumer the orally satisfying feel of sucking the warm air sensation of a real cigarette. A number of cold nicotine products are already available. (Aeros and Ruyan). Austria and the Republic of China have already banned the use of liquid nicotine. No foolproof method of limiting each nicotine dosage per draw is currently being used.

Heated nicotine method. Nicotine evaporates at a fairly high temperature so the air must be sufficiently heated within the device before passing over the nicotine. A number of companies, including SFI™, have used various technologies to heat up nicotine until it vaporizes and releases a controlled measure through a cigarette-like device. These are: BlueSky, NicStic, BelAir and SFI™. Of the four companies, only SFI has been able to instantly generate enough heat within a cylinder the size of a cigarette to vaporize nicotine and SFI™ has applied for patent protection of its technology.

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

The electronic parts and batteries will be acquired from suppliers in Japan, Switzerland and China. Some of the technology is very new and some is developed for SFI™ only. The filters, aroma and nicotine will be purchased from multinational companies of which we work with the offices in Brussels, Barcelona, Hamburg and the USA. Packaging has been organized by our Antwerp office, and initial logistics will be centered in Shanghai, China and Brussels, Belgium.

6. Dependence on one or a few major customers;

We do not depend on one or a few major customers.

7. Patents, trademarks, licenses, franchises, concessions, royalty agreements, or labor contracts, including their duration;

We hold the following licenses and patents:

One of the corporation's founding shareholders is Dr. Robert Wang, a Swedish national living in Shanghai with an impressive background in innovative technology. He has been spending the most recent years developing know-how that would facilitate smokers, who do not want to quit but continue smoking in a restrictive public environment. SFI™ is actively developing the existing patent applied for 'smokeless cigarette' to a marketable product and schedules the launch of a commercial product in 2009.

8. The need for government approval of principal products or services and the status of any requested government approvals.

There is no need for any government approval of principal products or services.

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

We lease our principal executive and administrative offices located at 15615 Anton Parkway, Irvine, California 92618.

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 and Control Persons. Provide the full names, business addresses, employment histories (for the past 5 years), positions held, responsibilities and employment dates, board memberships, other affiliations, compensation, and number of securities (specify each class) beneficially owned by each person as of the date of this information statement, October 25, 2010.

Executive Officers

<u>Name</u>	<u>Position</u>	<u>Other Affiliations</u>	<u>Compensation</u>	<u>Shares</u>
Thomas Schroepfer ⁽¹⁾	President	None	-0-	73,731,250
George Roth ⁽¹⁾	Secretary,CFO,	None	-0-	100,000

Directors

<u>Name</u>	<u>Position</u>	<u>Other Affiliations</u>	<u>Compensation</u>	<u>Shares</u>
Thomas Schroepfer ⁽¹⁾	Director/Chairman	None	-0-	73,731,250
George Roth (1)	Director	None	-0-	100,000

Control Person (shareholders holding more than 10% of any class)

<u>Name</u>	<u>Shares</u>	<u>Percentage Ownership</u>
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Thomas Schroepfer⁽¹⁾

73,731,250

16 %

(1) The business address is: 15615 Anton Parkway, Irvine, California 92618.

Thomas Schroepfer

President and International Sales Manager for the SFI Group.

Schroepfer was born in 1957 in Erfurt and grew up in Munich. After graduating in 1972, Mr. Schroepfer completed his professional education in Sales & Marketing at Hirmer & Co in Munich, 1975. From there, he relocated to the United Kingdom and worked for the sales departments of several stock brokerage companies in London. Upon his return to Munich, he managed sales for Diner's Club and the Wax Group. In the fall of 1993, Mr. Schroepfer migrated to the U.S. and was granted his Permanent Residence status in 1995. He became Chairman of ITC Inc. and Glow Bench, Inc. in Fort Lauderdale/Florida and worked as a Sales & Marketing Manager for several investment companies. Mr. Schroepfer was recognized for outstanding service in 1994 by President Bill Clinton and received the City of Fort Lauderdale Community Award in 2003 from the hands of Sheriff K. Jenne. Since 2006, he is a member of the Nashville Area Chamber of Commerce and of the Southern Area Business Council for the Nashville Area Chamber of Commerce.

George Roth

Secretary -Treasurer

George Roth's primary area of business consulting practice for over 40 years has been structuring small public enterprises to access growth capital while remaining compliant with regulators and securities laws. He graduated from Carnegie Mellon University as an engineer with a Masters degree in Management Science in 1959. Since leaving the Aerospace industry in 1969, he has established a large number of publicly traded entities that have since been merged, acquired or transformed into companies that continue to trade today. His contacts with funding sources produced results for a number of companies both public and private. He has a long standing relationship with and is well known and respected for integrity among a number of national brokerage firms

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 law

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 Family Relationships. Describe any family relationships among and between the issuer's officers, directors, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of any class of the issuer's equity securities.

Not applicable.

D. Disclosure of Related Party Transactions. Describe any transaction during the issuer's last two full fiscal years and the current fiscal year or any currently proposed transaction, involving the issuer, in which (i) the amount involved exceeds the lesser of \$120,000 or one percent of the average of the issuer's total assets at year-end for its last three fiscal years and (ii) any related person who had or will have a direct or indirect material interest.

Not applicable.

E. Disclosure of Conflicts of Interest. The issuer is unaware of any conflicts of interest of any executive officer or director.

Item XII Financial Information for the issuer's most recent fiscal period.

Consolidated financial information is in preparation and will be submitted as soon as practicable.

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

See information filed separately under Financial Filings

Item XIV Beneficial Owners.

To the extent not otherwise disclosed in response to the foregoing, provide a list of the names, addresses and shareholdings of all persons holding more than five percent (5%) of any class of the issuer's equity securities.

The table following sets forth information regarding the beneficial ownership of common stock for each person who is known by us to be the beneficial owner of more than five percent of our voting securities, for each of our directors and named executive officers, and all of our directors and executive officers as a group. Unless otherwise indicated in the footnotes, each person named below has sole voting and investment power over the shares indicated.

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As of October 25, 2010, the Company had 459,103,991 shares of common stock outstanding and no shares of preferred stock outstanding. For purposes of this table a person is deemed to be the "beneficial owner" of the number of shares of common stock that such a person has the right to acquire within 60 days of October 25, 2010, through the exercise of any option, warrant or right, through the conversion of any security, through the power to revoke a trust, discretionary account, or similar arrangement.

<u>Name of Beneficial Owner</u> ⁽¹⁾	<u>Number of Shares</u>	<u>Percent of class</u>
Thomas Schroepfer	73,731,250	16 %
Evert Wilbrink	79,481,250	17.3%

(1) Except as otherwise noted, it is believed by the Company that all persons have full voting and investment power with respect to the shares, except as otherwise specifically indicated. Under the rules of the Securities and Exchange Commission, a person (or group of persons) is deemed to be a "beneficial owner" of a security if he or she, directly or indirectly, has or shares the power to vote or to direct the voting of such security, or the power to dispose of or to direct the disposition of such a security. Accordingly more than one person may be deemed to be a beneficial owner of the same security. A person is also deemed to be a beneficial owner of any security, which that person has the right to acquire within 60 days, such as, warrants or options to purchase the Common Stock of the Company.

To the extent not otherwise disclosed, if any of the above shareholders are corporate shareholders, provide the disclosure as to person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

There is no information regarding the person(s) owning or controlling such corporate shareholders that has not previously been disclosed.

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 operations, business development and disclosure:

1. Investment Banker;

None

2. Promoters;

None

3. Counsel:

Robert J. Huston III
Attorney at Law
P.O. Box 235
Corona del Mar, CA 92625
Voice and Fax: (949) 719-0565
E-mail: bob_huston@yahoo.com

4. Accountants or Auditor, clearly describe if an outside accountant provides audit or review services;

A. State the work done by the outside accountant.

B. Describe the responsibilities of the accountant and the responsibilities of management.

At present no outside accountants or auditor provides audit or review services.

5. Public Relations Consultant(s);

None

6. Investor Relations Consultant;

None

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

The plan of operation for the development of the Company's business to achieve its vision is that of (1) applying research and development resources under its control in Germany, in China, and Belgium in developing and producing nicotine and non- nicotine smoke free products based on information obtained by test marketing samples with potential distribution channels identified by its managers of the Company's Belgium subsidiary; then (2) contacting and obtaining orders from leading distributors and merchandisers in Europe, South Africa, and the Australasian markets; (3) enter into production contracts with suppliers for the fabrication and packaging of such products for delivery to fill and re-fill such orders; and (3) enter into joint ventures with other manufacturers of similar products to create new products and enter into agreements for the purchase, sale and distribution of their nicotine and non- nicotine products such as those supplied by NASCO, a private U.S based company well established with laboratory and production facilities.

The required resources of men, money, and machines have been obtained by appropriate minimal staffing of U.S. and European offices, with experienced and well qualified personnel with proven effectiveness, teaming up with sources of capital from loyal shareholders and institutional sources in New York and elsewhere, and teaming agreements with affiliates in control of the necessary equipment for production of the smoke free cigarette-like delivery devices employing the Company's patented and proprietary techniques of creating just the right amount of heat to have the delivery devices fulfill their purpose make its products smoke and vapor free while delivering satisfaction to smokers and non-smokers alike.

The company has under retainer a comprehensive staff of attorneys and consultants to insure compliance with all international and national state and federal regulations, as well as filing of domestic and international trademarks, copyrights, and patents covering its products completely. While maintaining transparency in the OTC trading markets domestically in its filings, the Company has also undertaken to explore compliance and filing to establish trading on selected international markets.

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

See financials posted separately under "Financials"

C. Off-Balance Sheet Arrangements.

Presently, the Company has no off-balance sheet arrangements.

Part E: Issuance History

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

The Company has not conducted any securities offerings in the past two years nor has it issued any stock for services rendered during such period, except as set forth in Item VIII A(8).

Part F: Exhibits

Item XVIII: Material Contracts.

Not applicable.

Item XIX: Articles of Incorporation and Bylaws.

The Articles of Incorporation and Bylaws of the Company are attached hereto as exhibits.

Table of Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
19.1	Articles of Incorporation of Smokefree Innotec, Inc. together with Amendments
19.2	Articles of Merger
19.3	By laws

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

Not Applicable.

Item XXI: Certifications.

Item XXI ISSUER CERTIFICATION

I, Thomas Schroepfer, certify that:

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

Date: 25-10-2010



Thomas Schroepfer
President



090201



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20100800114-67
	Filing Date and Time 10/22/2010 4:14 PM
	Entity Number E0735572008-7

Certificate of Amendment
(PURSUANT TO NRS 78.385 AND 78.390)

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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:

SMOKEFREE INNOTECH INC.

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

ARTICLE 3. THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS 750,000,000 SHARES WITH PAR VALUE OF \$.001 EACH, DIVIDED INTO TWO CLASSES AS BEING 650,000,000 SHARES OF COMMON AND 100,000,000 SHARES OF PREFERRED; THE DESCRIPTION OF RIGHTS AND DESIGNATIONS OF EACH SERIES OF PREFERRED TO BE DETERMINED SOLELY BY THE BOARD OF DIRECTORS OF THE CORPORATION, AND THE BOARD OF DIRECTORS HEREBY BEING AUTHORIZED AND EMPOWERED TO ACT ON BEHALF OF THE SHAREHOLDERS OF THIS CORPORATION TO CREATE SUCH AMENDMENTS TO ARTICLES DEEMED NECESSARY TO BE INCLUDED IN ANY RESTATEMENT OF ARTICLES OF THE CORPORATION PREPARED AND FILED BY CONSENT OF MAJORITY OF THE BOARD.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a 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 articles of incorporation* have voted in favor of the amendment is: 181,462,500

4. Effective date of filing: (optional)

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

5. Signature: (required)

X

Signature of Officer


*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 to limitations or restrictions on the voting power thereof.

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



ROSS MILLER
 Secretary of State
 204 North Carson Street, Ste 1
 Carson City, Nevada 89701-4299
 (775) 684 5706
 Website: www.nvsos.gov

Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 1

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number 20080828186-53
	Filing Date and Time 12/23/2008 8:49 AM
	Entity Number E0735572008-7

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Articles of Merger
 (Pursuant to NRS Chapter 92A - excluding 92A.200(4b))

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200). If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.

SMOKEFREE INNOTEK, INC.

Name of merging entity

NEVADA

Jurisdiction

CORPORATION

Entity type *

LEMA ONE, INC.

Name of merging entity

NEVADA

Jurisdiction

CORPORATION

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

and,

COURTSIDE PRODUCTS, INC.

Name of surviving entity

NEVADA

Jurisdiction

CORPORATION

Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

Filing Fee: \$350.00

This form must be accompanied by appropriate fees.



ROSS MILLER
 Secretary of State
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Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 2

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2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.1 80):

Atn: _____

c/o: _____

3) (Choose one)

The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).

The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180)

4) Owner's approval (NRS 92A.200) (options a, b, or c must be used, as applicable, for each entity) (if there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity):

(a) Owner's approval was not required from

 Name of merging entity, if applicable

 Name of merging entity, if applicable

 Name of merging entity, if applicable

 Name of merging entity, if applicable

and, or;

 Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.



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Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 3

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(b) The plan was approved by the required consent of the owners of *:

SMOKEFREE INNOTECH, INC.

Name of merging entity, if applicable

LEMA ONE, INC.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

COURTSIDE PRODUCTS, INC.

Name of surviving entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.



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Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 4

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

.....
 Name of merging entity, if applicable

.....
 Name of merging entity, if applicable

.....
 Name of merging entity, if applicable

.....
 Name of merging entity, if applicable

and, or,

.....
 Name of surviving entity, if applicable



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 Secretary of State
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Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 5

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5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)*:

AMENDMENTS TO ARTICLES OF INCORPORATION OF COURTSIDE PRODUCTS INC., THE SURVIVING CORPORATION:

ARTICLE 1 THE NAME OF THE CORPORATION SHALL BE SMOKEFREE INNOTECH INC.

ARTICLE 3 THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE WITH PAR VALUE IS 500,000,000 SHARES WITH PAR VALUE OF \$.001 EACH

6) Location of Plan of Merger (check a or b):

(a) The entire plan of merger is attached;

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date (optional)**:

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

** A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).



ROSS MILLER
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Articles of Merger
 (PURSUANT TO NRS 92A.200)
 Page 6

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8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)*

(if there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.):

Smokefree Innotec, Inc.
 Name of merging entity

X _____
 Signature

President
 Title

Date

Lema One, Inc.
 Name of merging entity

X _____
 Signature

President

President
 Title

Date

Name of merging entity

X _____
 Signature

Title

Date

Name of merging entity

X _____
 Signature

Title

Date

Courtside Products, Inc.
 Name of surviving entity

X _____
 Signature

President

Title

Date

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

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

This form must be accompanied by appropriate fees.

SECRETARY OF STATE



CORPORATE CHARTER

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **COURTSIDE PRODUCTS, INC.**, did on December 4, 2008, file in this office the original Articles of Incorporation; that said Articles of Incorporation are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on December 4, 2008.

ROSS MILLER
Secretary of State

Certified By: Judy Catoire
Certificate Number: C20081204-0634



ROSS MILLER
Secretary of State
206 North Carson Street
Carson City, Nevada 89701-4299
(775) 684 6788
Website: www.nveos.gov

Articles of Incorporation
(PURSUANT TO NRS CHAPTER 78)

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20080788442-03 Filing Date and Time 12/04/2008 8:00 AM Entity Number E0735572008-7
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1. Name of Corporation:	COURTSIDE PRODUCTS, INC.	
2. Registered Agent for Service of Process: (check only one box)	<input type="checkbox"/> Commercial Registered Agent <input checked="" type="checkbox"/> Noncommercial Registered Agent (name and address below) SECURITIES COMPLIANCE CONTROL LLC Name of Noncommercial Registered Agent OR Name of Title of Officer or Other Position with Entity 2300 W. SAHARA AVE #800 Street Address 2300 W. SAHARA AVE #800 Mailing Address (if different from street address)	<input type="checkbox"/> Office or Position with Entity (name and address below) LAS VEGAS Nevada 89102 City Zip Code LAS VEGAS Nevada 89102 City Zip Code
3. Authorized Stock: (number of shares corporation is authorized to issue)	Number of shares with par value: 250,000,000	Par value per share: \$.001
4. Name and Address of the Board of Directors/Trustees: (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than two directors/trustees)	1) THOMAS SCHROEPPER Name 257 WALLACE RD. Street Address 2) Name Street Address	NASHVILLE TN 37211 City State Zip Code City State Zip Code
5. Purpose: (optional; see instructions)	The purpose of the corporation shall be:	
6. Name, Address and Signature of Incorporator: (attach additional page if more than one incorporator)	THOMAS SCHROEPPER Name 257 WALLACE RD. Address	<input checked="" type="checkbox"/> Incorporator Signature NASHVILLE TN 37211 City State Zip Code
7. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity. <input checked="" type="checkbox"/> <i>Securities Compliance Control, LLC</i> By Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date 12/1/08	

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 78 Articles
Revised on 7-1-08

RESTATED BY-LAWS
OF
SMOKEFREE INNOTECH INC.
(f/k/a COURTSIDE PRODUCTS, INC.)
a Nevada corporation

OFFICES

Section 1.1. PRINCIPAL OFFICE. The principal office of this corporation shall be located in the City of Nashville, State of Tennessee.

Section 1.2. OTHER OFFICES. The corporation may also have offices at such other places both within and without the State of Nevada as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE II

STOCKHOLDERS

Section 2.1. ANNUAL MEETINGS. Annual meetings of the stockholders shall be held each year on a date and at a time designated by the Board of Directors. At the annual meeting, the stockholders shall elect by vote a Board of Directors and transact such other business as may properly be brought before the meeting.

Section 2.2. SPECIAL MEETINGS. Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation may be called by the Chairman of the Board of Directors, by the Chief Executive Officer or by resolution of the Board of Directors or at the request in writing of one or more stockholders owning shares in the aggregate entitled to cast not less than ten percent (10%) of the votes at the meeting. Such request shall state the purpose of the proposed meeting and shall be personally delivered or sent by registered mail or by telegraph or other facsimile transmission to the Chairman of the Board, the Chief Executive Officer, the President or the Secretary of the Corporation. The officer receiving the request shall cause notice to be promptly given to the stockholders entitled to vote, in accordance with the provisions of Section 2.4 of this Article II. If notice is not given within sixty days (60) days of the request, the person or persons requesting the meeting may, subject to any applicable federal or state law including but not limited to federal securities laws, give the notice. Nothing contained in this Section 2.2 shall be construed as limiting, fixing or affecting the time when a meeting of stockholders called by action of the Board of Directors may be held. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice.

Section 2.3. PLACE OF MEETING. All annual meetings of the stockholders shall be held at the principal office of the corporation or at such other place within or without the State of Nevada as the directors shall determine. Special meetings of the stockholders may be held at such time and place within or without the State of Nevada as shall be stated in the notice of the meeting, or in a duly executed waiver of notice thereof.

Section 2.4. NOTICES. Notices of meetings shall be in writing and signed by the Chief Executive Officer, the President or a Vice-President or the Secretary or an Assistant Secretary or by such other person or persons as the directors shall designate. Such notice shall state the purpose or purposes for which the meeting is called and the time and the place, which may be within or without this State, where it is to be held. The notice of any meeting at which directors are to be elected shall include the name of any nominee or nominees whom, at the time of the notice, management intends to present for election. A copy of such notice shall be either delivered personally to or shall be mailed, postage prepaid, to each stockholder of record entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before such meeting. If mailed, it shall be directed to a stockholder at his address as it appears upon the records of the corporation and upon such mailing of any such notice, the service thereof shall be complete and the time of the notice shall begin to run from the date upon which such notice is deposited in the mail for transmission to such stockholder. Personal delivery of any such notice to any officer of a corporation or association or to any member of a partnership shall constitute delivery of such notice to such corporation, association or partnership. In the event of the transfer of stock after delivery of such notice of and prior to the holding of the meeting it shall not be necessary to deliver or mail notice of the meeting to the transferee.

Section 2.5. AFFIDAVIT OF MAILING. An affidavit of the mailing or other means of giving any notice of any stockholders' meeting may be executed by the Secretary, Assistant Secretary, or any Transfer Agent of the Corporation giving the notice, and shall be filed and maintained in the minute book of the Corporation.

Section 2.6. QUORUM. The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the Articles of Incorporation. If, however, such quorum shall not be present or represented at any meeting of the stockholders or if the voting power necessary to approve a matter for which the meeting has been noticed has not voted in favor of such matter, the stockholders entitled to vote thereat, present in person or represented by proxy, the Chairman of the Board of Directors, or a majority of the Board of Directors shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented or until the voting power necessary to approve the matter for which the meeting has been noticed has been voted in favor of such matter.

Section 2.7. ADJOURNMENT. When any meeting of stockholders, either annual or special, is adjourned to another time or place, notice may not be given of the adjourned meeting if the time and place are announced at a meeting at which the adjournment is taken, unless a new record date for the adjourned meeting is fixed, or unless the adjournment is for more than forty-five (45) days from the date set for the original meeting, in which case the Board of Directors shall set a new record date. Notice of any such adjourned meeting, if required, shall be given to each stockholder of record

entitled to vote at the adjourned meeting in accordance with the provisions of Section 2.4 of this Article II. At any adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 2.8. VOTING. When a quorum is present or represented at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall be sufficient to elect directors or to decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the Articles of Incorporation a different vote is required, in which case such express provision shall govern and control the decision of such question. Each Common Stockholder of record of the corporation shall be entitled at each meeting of stockholders to one vote for each share of Common Stock standing in his, her or its name on the books of the corporation. Upon the demand of any Common Stockholder, the vote for directors and the vote upon any question before the meeting shall be by ballot.

Section 2.9. PROXIES; INSPECTORS OF ELECTION. At any meeting of the stockholders any stockholder may be represented and vote by a proxy or proxies appointed by an instrument in writing. In the event that any such instrument in writing shall designate two or more persons to act as proxies, a majority of such persons present at the meeting, or, if only one shall be present, then that one shall have and may exercise all of the powers conferred by such written instrument upon all of the persons so designated unless the instrument shall otherwise provide. No proxy or power of attorney to vote shall be used to vote at a meeting of the stockholders unless it shall have been filed with the secretary of the meeting when required by the inspectors of election. All questions regarding the qualification of voters, the validity of proxies and the acceptance or rejection of votes shall be decided by three inspectors of election who shall be appointed by the Board of Directors, or if not so appointed, then by the presiding officer of the meeting.

The inspectors of election shall:

- (a) Determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies;
- (b) Receive votes, ballots, or consents;
- (c) Hear and determine all challenges and questions in any way arising in connection with the right to vote;
- (d) Count and tabulate all votes or consents;
- (e) Determine when the polls shall close;
- (f) Determine the results; and
- (g) Do any other acts that may be proper to conduct the election or vote with fairness to all stockholders.

Section 2.10. ACTION BY WRITTEN CONSENT. Any action which may be taken by the vote of the stockholders at a meeting may be taken without a meeting if authorized by

the written consent of stockholders holding at least a majority of the voting power, unless the provisions of the statutes or of the Articles of Incorporation require a greater proportion of voting power to authorize such action in which case such greater proportion of written consents shall be required.

Section 2.11. WAIVER OF NOTICE. The transactions of any meeting of stockholders, either annual or special, however called and noticed, and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote, who was not present in person or by proxy, signs a written waiver of notice or a consent to a holding of the meeting, or an approval of the minutes. The waiver of notice of consent need not specify either the business to be transacted or the purpose of any annual or special meeting of stockholders. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened, and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by law to be included in the notice of the meeting, but not so included, if that objection is expressly made at the meeting.

ARTICLE III

DIRECTORS

Section 3.1. GENERAL POWERS. The business of the corporation shall be managed by its Board of Directors which may exercise all such powers of the corporation and do all such lawful acts and things not otherwise required by statute, by the Articles of Incorporation or by these Bylaws to be exercised or addressed by the Common Stockholders.

Section 3.2. NUMBER. The number of directors may from time to time be increased or decreased by action of the Board of Directors to not less than one (1) nor more than nine (9).

Section 3.3. TENURE AND QUALIFICATION. Each Director shall hold office until the next annual meeting of shareholders and until his/her successor shall have been duly elected and qualified. Directors need not be residents of the State of Nevada or shareholders of the corporation.

Section 3.3. VACANCIES. Vacancies in the Board of Directors, including those caused by an increase in the number of directors, may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until his successor is elected at an annual or a special meeting of the stockholders. The holders of a majority of the outstanding shares of stock entitled to vote may at any time peremptorily terminate the term of office of all or any of the directors by vote at a meeting called for such purpose or by a written statement filed with the secretary or, in his absence, with any other officer. Such removal shall be effective immediately, even if successors are not elected simultaneously and the vacancies on the

Board of Directors resulting there from shall be filled only by the stockholders.

A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any directors, or if the authorized number of directors be increased, or if the Board of Directors by resolution declares vacant the office of director who has been declared of unsound mind by an order of the court or if the stockholders fail at any annual or special meeting of stockholders at which any director or directors are elected to elect the full authorized number of directors to be voted for at that meeting.

The stockholders may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors. If the Board of Directors accepts the resignation of a director tendered to take effect at a future time, the Board or the stockholders shall have power to elect a successor to take office when the resignation is to become effective.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his term of office.

ARTICLE IV

MEETINGS OF THE BOARD OF DIRECTORS

Section 4.1. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at any place within or without the State which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation. Special meetings of the Board may be held either at a place so designated or at the principal office. Any meeting, regular or special, may be held by conference telephone network or similar communications method by which all persons participating in the meeting can hear each other. Regular meetings of the Board of Directors may be held without call or notice at such time and at such place as shall from time to time be fixed and determined by the Board of Directors.

Section 4.2. INITIAL MEETING. The first meeting of each newly elected Board of Directors shall be held at any place within or without the State which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the event such meeting is not so held, the meeting may be held at such time and place as shall be specified in a notice given as herein provided for special meetings of the Board of Directors.

Section 4.3. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the Chairman, the Chief Executive Officer, the President or by any two (2) directors. Written notice of the time and place of special meetings shall be delivered personally to each director, or sent to each director by mail or by other form of written communication, charges prepaid, addressed to him at his address as it is shown upon the records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held. In case such notice is mailed or telegraphed, it shall be deposited in the United States mail or delivered to the telegraph company at least forty-eight (48) hours prior to the time of the holding of the meeting. In case such notice is delivered as above provided, it shall be so delivered at least twenty-four (24) hours prior to the time of the holding of the meeting. Such mailing, telegraphing or delivery as above provided shall be

due, legal and personal notice to such director.

Section 4.4. ADJOURNMENT. Notice of the time and place of holding an adjourned meeting need not be given to the absent directors if the time and place be fixed at the meeting adjourned and unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting, in the manner specified in Section 4.3, to the directors who were not present at the time of the adjournment.

Section 4.5. VALIDITY OF TRANSACTIONS. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 4.6. QUORUM. A majority of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by law or by the Articles of Incorporation. Any action of a majority, although not at a regularly called meeting, and the record thereof, if assented to in writing by all of the other members of the Board shall be as valid and effective in all respects as if passed by the Board in regular meeting. A quorum of the directors may adjourn any directors meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the directors present at any directors meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

Section 4.7. WRITTEN CONSENT. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a written consent thereto is signed by all members of the Board of Directors or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

Section 4.8. COMPENSATION. The directors may be paid their expenses of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation for said service. Members of special or standing committees may be allowed like reimbursement and compensation for attending committee meetings.

ARTICLE V

COMMITTEES OF DIRECTORS

Section 5.1. COMMITTEES. The Board of Directors may, by resolution adopted by a majority of the whole Board of Directors, designate one or more committees of the Board of Directors, each committee to consist of one or more of the directors of the corporation

which, to the extent provided in the resolution, shall have and may exercise the power of the Board of Directors in the management of the business and affairs of the corporation and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be determined from time to time by the Board of Directors. The members of any such committee present at any meeting and not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint another member of the Board of Directors to act at the meeting in the place of any absent or disqualified member. At meetings of such committees, a majority of the members or alternate members shall constitute a quorum for the transaction of business, and the act of a majority of the members or alternate members at any meeting at which there is a quorum shall be the act of the committee.

Section 5.2. MINUTES. The committees shall keep regular minutes of their proceedings and report the same to the Board of Directors.

Section 5.3. MEETING AUTHORITY. Meetings and actions of the committee shall be governed by, and held and taken in accordance with, the provisions of Article IV of these Bylaws, Section 4.1 (regular meetings), Section 4.2 (place of meetings), Section 4.3 (special meetings and notice), Section 4.4 (adjournment and notice of adjournment), Section 4.6 (quorum), Section 4.7 (action without a meeting) and Section 6.2 (waiver of notice), with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time of regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee; special meetings of committees may also be called by resolution of the Board of Directors; and notice of special meetings of committees shall also be given to all alternate members, who shall have the right to attend all meetings of the committee. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

ARTICLE VI

NOTICES

Section 6.1. NOTICES. Notices to directors and stockholders shall be in writing and delivered personally or mailed to the directors or stockholders at their addresses appearing on the books of the corporation. Notice by mail shall be deemed to be given at the time when the same shall be mailed. Notice to directors may also be given by telegram.

Section 6.2. CONSENTS. Whenever all parties entitled to vote at any meeting, whether of directors or stockholders, consent, either by a writing on the records of the meeting or filed with the secretary, or by presence at such meeting and oral consent entered on the minutes, or by taking part in the deliberations at such meeting without objection, the doings of such meeting shall be as valid as if had at a meeting regularly called and noticed, and at such meeting any business may be transacted which is not excepted from the written consent or to the consideration of which no objection for want of notice is made at the time, and if any meeting be irregular for want of notice or of such consent, provided a quorum was present at such meeting, the proceedings of said meeting may be

ratified and approved and rendered likewise valid and the irregularity or defect therein waived by a writing signed by all parties having the right to vote at such meeting; and such consent or approval of stockholders may be by proxy or attorney, but all such proxies and powers of attorney must be in writing.

Section 6.3. **VALID NOTICE.** Whenever any notice whatever is required to be given under the provisions of the statutes, of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE VII

OFFICERS

Section 7.1. **REQUIRED OFFICERS.** The officers of the corporation shall be chosen by the Board of Directors and shall be a Chief Executive Officer, a President, a Secretary and a Treasurer. Any person may hold two or more offices.

Section 7.2. **CHAIRMAN OF THE BOARD OF DIRECTORS.** The Board of Directors at its first meeting after each annual meeting of stockholders shall choose a Chairman of the Board, who shall be a Director, and a Vice Chairman of the Board, a Secretary and a Treasurer, none of whom need be Directors.

Section 7.3. **OFFICERS' POWERS.** The Board of Directors may appoint a Chairman of the Board, Vice-Chairman of the Board, Vice Presidents and one or more Assistant Secretaries and Assistant Treasurers and 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 of Directors.

Section 7.4. **OFFICERS' COMPENSATION.** The salaries and compensation of all officers of the Corporation shall be fixed by the Board of Directors.

Section 7.5. **REMOVAL OF OFFICERS.** The officers of the Corporation shall hold office at the pleasure of the Board of Directors. Any officer elected or appointed by the Board of Directors may be removed at any time by the Board of Directors. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise shall be filled by the Board of Directors. Any officer may resign at any time by giving written notice to the Corporation.

Section 7.6. **CHAIRMAN OF THE BOARD.** The Chairman of the Board shall preside at meetings of the stockholders and the Board of Directors, and shall see that all orders and resolutions of the Board of Directors are carried into effect.

Section 7.7. **VICE-CHAIRMAN.** The Vice-Chairman shall, in the absence or disability of the Chairman of the Board, perform the duties and exercise the powers of the Chairman of the Board and shall perform such other duties as the Board of Directors may from time to time prescribe.

Section 7.8. **CHIEF EXECUTIVE OFFICER.** The Chief Executive Officer shall, subject to the control of the Board of Directors, have active management of the business of the

Corporation. He shall execute on behalf of the corporation all instruments requiring such execution except to the extent the signing and execution thereof shall be expressly designated by the Board of Directors to some other officer or agent of the corporation. The Chief Executive Officer may appoint such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the bylaws or as the Board of Directors may from time to time determine.

Section 7.9. **PRESIDENT.** The President shall work with the Chief Executive Officer, if any, and, subject to the control of the Board of Directors, share in the active management of the business of the Corporation with the Chief Executive Officer.

Section 7.10. **VICE PRESIDENTS.** The Vice-President(s) shall act under the direction of the Chief Executive Officer. They shall perform such other duties and have such other powers as the Chief Executive Officer or the Board of Directors may from time to time prescribe. The Board of Directors may designate one or more Executive Vice Presidents or may otherwise specify the order of seniority of the Vice Presidents. The duties and powers of the President shall descend to the Vice Presidents in such specified order of seniority.

Section 7.11. **CHIEF FINANCIAL OFFICER.** The Chief Financial Officer shall act in an executive financial capacity. He shall assist the Chairman of the Board and the Chief Executive Officer in the general supervision of the Corporation's financial policies and affairs.

Section 7.12. **SECRETARY.** The Secretary shall act under the direction of the Chief Executive Officer. Subject to the direction of the Chief Executive Officer, he shall attend all meetings of the Board of Directors and all meetings of the stockholders and record the proceedings. He shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Chief Executive Officer or the Board of Directors.

Section 7.13. **ASSISTANT SECRETARIES.** The Assistant Secretaries shall act under the direction of the Chief Executive Officer and the Secretary. In order of their seniority, unless otherwise determined by the Chief Executive Officer or the Board of Directors, they shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary. They shall perform such other duties and have such other powers as the Chief Executive Officer or the Board of directors may from time to time prescribe.

Section 7.14. **TREASURER.** The Treasurer shall act under the direction of the Chief Executive Officer. Subject to the direction of the Chief Executive Officer, he shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies 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. He shall disburse the funds of the corporation as may be ordered by the Chief Executive Officer or the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chief Executive Officer 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.

Section 7.15. ASSISTANT TREASURER. The Assistant Treasurers, in the order of their seniority, unless otherwise determined by the Chief Executive Officer or the Board of Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer. They shall perform such other duties and have such other powers as the Chief Executive Officer or the Board of Directors may from time to time prescribe.

ARTICLE VIII

CERTIFICATES OF STOCK

Section 8.1. CERTIFICATION. Every stockholder shall be entitled to have a certificate signed by the Chief Executive Officer and the Secretary of the corporation, certifying the number of shares owned by him, her or it in the corporation. If the corporation shall be authorized to issue more than one class of stock or more than one series of any class, the designations, preferences and relative participating, optional or other special rights of the various classes of stock or series thereof and the qualifications, limitations or restrictions of such rights, shall be set forth in full or summarized on the face or back of the certificate which the corporation shall issue to represent such stock.

Section 8.2. REPLACED CERTIFICATES. The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost or destroyed upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost or destroyed.

Section 8.3. CERTIFICATE SURRENDER. Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation, if it is satisfied that all provisions of the laws and regulations applicable to the corporation regarding transfer and ownership of shares have been complied with, to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

Section 8.4. DIVIDENDS. The Board of Directors may fix in advance a date not exceeding sixty (60) days nor less than ten (10) days preceding the date of any meeting of stockholders, or the date for the payment of any dividend, or the date for the allotment of rights, or the date when any change or conversion or exchange of capital stock shall go into effect, or a date in connection with obtaining the consent of stockholders for any purpose, as a record date for the determination of the stockholders entitled to receive payment of any such dividend, or to give such consent, and in such case, such

stockholders, and only such stockholders as shall be stockholders of record on the date so fixed, shall be entitled to receive such allotment of rights, or to exercise such rights, or to give such consent, as the case may be, notwithstanding any transfer of any stock on the books of the corporation after any such record date fixed as aforesaid.

Section 8.5. CORPORATE REGISTRAR. The Corporation shall be entitled to recognize the person registered on its books as the owner of shares to be the exclusive owner for all purposes including voting and dividends, and the Corporation shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Nevada.

ARTICLE IX

RECORDS AND REPORTS

Section 9.1. STOCK LEDGER. The Corporation shall either maintain at its principal office a record of its stockholders, giving the names and addresses of all stockholders and the number and class of shares held by each stockholder, or in lieu thereof maintain at its principal office a statement setting out the name of the custodian of the stock ledger.

Section 9.2. ACCOUNTING BOOKS AND RECORDS. The accounting books and records and minutes of proceedings of the stockholders and the Board of Directors and any committee or committees of the Board of Directors shall be kept at such place or places designated by the Board of Directors. The minutes, accounting books, and the records shall be kept either in written form or in any other form capable of being converted into written form. Subject to NRS 78.257, as amended, the minutes and accounting books and records shall be open to inspection by the stockholders.

Section 9.3. INSPECTION. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind, and the physical properties of the Corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

ARTICLE X

GENERAL PROVISIONS

Section 101 DIVIDENDS. Dividends upon the capital stock of the corporation, subject to the provisions of the Articles of Incorporation, if any, may be declared by the Board of Directors at any regular or special meeting. Dividends may be paid in cash, in property or in shares of capital stock, subject to the provisions of the Articles of Incorporation. Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends or for repairing or maintaining any property of the corporation or for such other purpose as the directors shall think conducive to the interest of the corporation, and the directors may modify or abolish any such reserve in the manner in which it was

created.

Section 10.2. CHECKS OR DEMANDS. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 10.3. FISCAL YEAR. The fiscal year of the corporation shall be the calendar year, unless otherwise fixed by a resolution of the Board of Directors of the corporation.

Section 10.4. SEAL. The corporation shall adopt a corporate seal and have inscribed thereon the name of the corporation and the words "Corporate Seal" and "Nevada." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 10.5. AUTHORITY. The Chairman of the Board, the Chief Executive Officer or any other person authorized by resolution of the Board of Directors or by any of the foregoing designated officers, is authorized to vote on behalf of the Corporation any and all shares of any other corporation or corporations, foreign or domestic, standing in the name of the Corporation. The authority granted to these officers to vote or represent on behalf of the Corporation any and all shares held by the Corporation in any other corporation or corporations may be exercised by any of these officers in person or by any person authorized to do so by a proxy duly executed by the Chairman or the Chief Executive Officer.

Section 10.6. GOVERNING LAW. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the NEVADA REVISED STATUTES shall govern the construction of these Bylaws. Without limiting the generality of these provisions, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Corporation and a natural person.

ARTICLES XI

AMENDMENTS

Section 11.1. AMENDMENT BY STOCKHOLDERS. The Bylaws may be amended by a two-thirds (2/3) vote of all the stock issued and outstanding and entitled to vote at any annual or special meeting of the stockholders, provided notice of intention to amend shall have been contained in the notice of the meeting.

Section 11.2. AMENDMENT BY BOARD OF DIRECTORS. The Board of Directors by a majority vote of the whole Board at any meeting may amend these Bylaws, including Bylaws adopted by the stockholders, but the stockholders may from time to time specify particular provisions of the Bylaws which shall not be amended by the Board of Directors.

ARTICLE XII

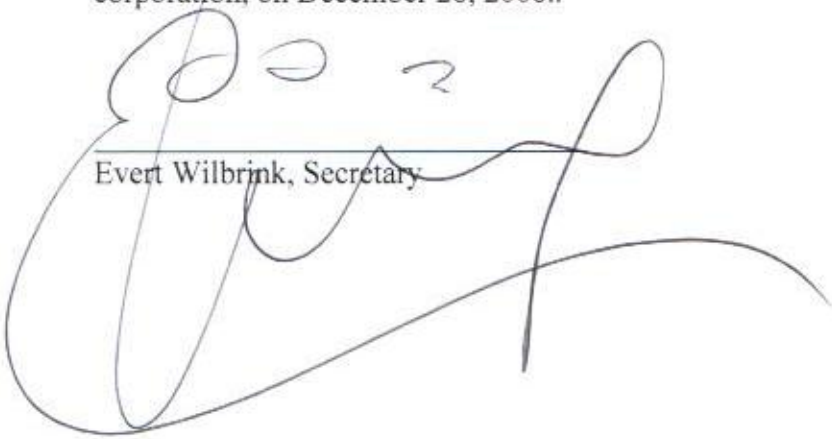
INDEMNIFICATION

Section 12. INDEMNIFICATION. Every person who was or is a party or is threatened to be a party to or is involved in any action, suit or proceeding, whether civil, criminal,

administrative or investigative, by reason of the fact that he or she or a person of whom he or she is the legal representative is or was a director, officer, legal spouse (whether such status is derived by reason of statutory law, common law or otherwise of any applicable jurisdiction) of a director or officer, employee, agent, or other person of this corporation, or is or was serving at the request of this corporation or for its benefit as a director, officer, employee or other person of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the law of the state of Nevada as it may be amended from time to time against all expenses, liability and loss (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him or her in connection therewith. The indemnification of a legal spouse of a director or officer shall not extend to any claim for any actual or alleged wrongful act of the spouse, but shall apply only to actual or alleged wrongful acts of a director or officer as provided in this Article. The expenses of a director, officer or legal spouse of a director or officer, incurred in defending a civil or criminal action, suit or proceeding must be paid by this corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director, officer, or legal spouse of a director or officer, to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by this corporation. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such a director, officer, legal spouse of a director or officer, agent or other person may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under the Articles of Incorporation, any agreement, vote of stockholders, provision of law or otherwise, as well as their rights under this Article.

Without limiting the application of the foregoing, the Board of Directors may cause this corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, legal spouse of a director or officer, employee, agent or other person of this corporation or is or was serving at the request of this corporation as a director, officer, employee, agent or other person of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not this corporation would have the power to indemnify such person.

I hereby certify that the foregoing is a true and correct copy of the restated By-Laws of Smokefree Innotec, Inc., a Nevada corporation, which were duly adopted by the Board of Directors of Smokefree Innotec, Inc., f/k/a Courtside Products, Inc., a Nevada corporation, on December 28, 2008..



Evert Wilbrink, Secretary