

**INITIAL COMPANY INFORMATION AND DISCLOSURE STATEMENT
PURSUANT TO
RULE 15C2-11(a)(5)**

As of September 30, 2010

VIDEOLOCITY INTERNATIONAL, INC.

2360 Corporate Circle
Suite 400
Henderson, NV 89074
Telephone: (647) 426-1640

Federal Employer's I.D. No. 87-0429154

CUSIP NO. 92 658Y206

ISSUER'S EQUITY SECURITIES AUTHORIZED AS OF SEPTEMBER 30, 2010:

4,888,000,000 shares of common stock authorized, \$0.001 par value per share

10,000,000 shares of preferred stock authorized, \$0.001 par value per share

SHARES OF CAPITAL STOCK OUTSTANDING ON SEPTEMBER 30, 2010:

4,109,377,208 shares of common stock

1,000,000 shares of Convertible Preferred Series C Stock

We previously were a shell company; therefore, the exemption offered pursuant to Rule 144 is not available. Anyone who purchased securities directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction.

December 9, 2010

VIDEOLOCITY INTERNATIONAL, INC.

INITIAL INFORMATION AND DISCLOSURE STATEMENT

AS OF SEPTEMBER 30, 2010

All information contained in this Initial Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c2-11(a)(5) promulgated by the Securities Exchange Act of 1934, as amended. The enumerated items and captions contained herein correspond to the format set forth in the Rule.

PART A: GENERAL COMPANY INFORMATION

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

Our name is Videolocity International, Inc., a Nevada corporation.

We were originally incorporated under the name "Pine View Technologies, Inc." and operated under that name until November 27, 2000, when we changed our name to Videolocity International, Inc.

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

Our principal executive offices are located at:

Videolocity International, Inc.
2360 Corporate Circle
Suite 400
Henderson, NV 89074
Telephone: (647) 426-1640
Facsimile: (866) 455-6270
URL: <http://www.videointernationalcorp.com>

Tactician University
Jin Tian Road
Futian District
Shenzhen Luen Building
4018 No. 23
Layer A03, A04
Shenzhen, China

Avtar Singh Construction Co.
K No. 74, Phase – 2
Mohali, India 160055
Telephone: 0172-2220853

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

We were originally incorporated on November 5, 1985, in Nevada under the name of Pine View Technologies, Inc. On November 27, 2000, we filed Restated Articles of Incorporation changing our name to Videolocity International, Inc. ("Company" or "Issuer").

PART B: SHARE STRUCTURE

Item IV. The exact title and class of securities outstanding

Common Stock:

CUSIP: 92 658Y206
Trading Symbol: VCTY

Convertible Preferred Series C Stock:

CUSIP: None
Trading Symbol: None

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

A. Par Value:

Common Stock, \$0.001 par value per share
Series A Voting Preferred Stock, \$0.001 par value per share
Series B Voting Preferred Stock, \$0.001 par value per share
Convertible Preferred Series C Stock, \$0.001 par value per share

B. Common and Preferred Stock:

Currently, the Company is authorized by its Articles of Incorporation (as restated and amended) to issue an aggregate of 4,888,000,000 shares of Common Stock (\$0.001 par value per share) and 10,000,000 shares of Preferred Stock (\$0.001 par value per share). As of the date of this filing, there were 4,109,377,208 shares of Common Stock outstanding and 1,000,000 shares of Convertible Preferred Series C Stock outstanding. The following description of our securities is a summary and is qualified in its entirety by the provisions of the Company's Articles of Incorporation (as restated and amended) and Bylaws.

Common Stock

The holders of our common stock:

- have equal ratable rights to dividends from funds legally available for payment of dividends when, as and if declared by the board of the directors;
- are entitled to share ratably in all of the assets available for distribution to holders of common stock (after any distributions due the holders of our Preferred Stock) upon liquidation, dissolution or winding up our affairs;
- do not have preemptive, subscription or conversion rights, or redemption rights or access to any sinking fund; and
- are entitled to one non-cumulative vote per share on all matters submitted to shareholders for a vote at any meeting of shareholders.

Preferred Stock

We are authorized to issue up to 10,000,000 shares of Preferred Stock with designations, rights and preferences determined from time to time by our Board of Directors. Accordingly, our Board of Directors is empowered, without shareholder approval, to issue Preferred Stock with dividend, liquidation, conversion, voting or other rights that could adversely affect the voting power or other rights of the holders of our Common Stock. In the event of issuance, the Preferred Stock could be used under certain circumstances as a method of discouraging, delaying, thwarting or preventing a change of control of the Company.

Our Articles of Incorporation (as restated and amended) have authorized 10,000,000 shares of Preferred Stock. As of the date of this filing, an aggregate of 6,950,000 shares have been designated in Series A, B and C with an aggregate of 1,000,000 shares issued and outstanding in those series. Currently, there are 3,050,000 shares that have yet to be designated in a series. The shares of Preferred Stock authorized by designation and that are currently outstanding are listed below:

Series A Voting Preferred Stock
950,000 shares authorized by designation with no shares outstanding

Series B Voting Preferred Stock
1,000,000 shares authorized by designation with no shares outstanding

Convertible Preferred Series C Stock
5,000,000 shares authorized by designation with 1,000,000 shares outstanding

Series A Voting Preferred Stock

On or about December 22, 2000, the Company designated 950,000 shares of Preferred Stock as “Series A Voting Preferred Stock” and subsequently issued all 950,000 shares. Effective February 2, 2002, all 950,000 shares of Series A Voting Preferred Stock automatically converted into 950,000 shares of Common Stock. There are no shares of our Series A Voting Preferred Stock outstanding as of the date of this filing.

Each share of Series A Voting Preferred Stock has (i) one vote per share and may vote along with the Common Stock on a one vote per share basis; (ii) a liquidation preference of \$5.00 per share; (iii) the right to participate in dividend along with the Common Stock on an equal basis per share; (iv) the right to convert into one share of Common Stock; and (v) are callable and redeemable at \$5.00 per share.

Series B Voting Preferred Stock

On or about February 1, 2001, the Company designated 1,000,000 shares of Preferred Stock as “Series B Voting Preferred Stock” and subsequently issued all 1,000,000 shares. Effective March 1, 2002, all 1,000,000 shares of Series B Voting Preferred Stock automatically converted into 1,000,000 shares of Common Stock. There are no shares of our Series B Voting Preferred Stock outstanding as of the date of this filing.

Each share of Series B Voting Preferred Stock has (i) one vote per share and may vote along with the Common Stock and Series A Voting Preferred Stock on a one vote per share basis; (ii) a liquidation preference of \$5.00 per share (after payment of any liquidation preference to the holders of the Series A Voting Preferred Stock; (iii) the right to participate in dividend along with the Common Stock and the Series A Voting Preferred Stock on an equal basis per share; (iv) the right to convert into one share of Common Stock; and (v) are callable and redeemable at \$5.00 per share.

Convertible Preferred Series C Stock

On or about December 15, 2009, the Company designated 5,000,000 shares of Preferred Stock as “Convertible Preferred Series C Stock” and subsequently issued 1,000,000 of those shares. There are 1,000,000 shares of our Convertible Preferred Series C Stock outstanding as of the date of this filing.

Each share of Convertible Preferred Series C Stock has (i) 1,000 votes per share and may vote along with the Common Stock on a super-voting basis; (ii) a liquidation preference of \$.125 per share; (iii) no dividend rights; and (iv) the right to convert into 1,000 shares of Common Stock.

Although we have no present intention to create another series of Preferred Stock or issue any other shares in our authorized series of Preferred Stock, there can be no assurance that the Company will not do so

in the future.

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

The following table provides the information for each class of securities authorized (i) as of the end of the Company's most recent fiscal quarter and (ii) as of the end of the Company's last two fiscal years. The following table does not account for the 8,000,000 shares of Common Stock issued in the Avtar Singh Construction Co. acquisition in October 2010.

Class of Stock	Quarter Ended	Fiscal Year Ended	Fiscal Year Ended
	9/30/2010	12/31/2009	12/31/2008
Common Stock:			
Number of Shares Authorized:	4,888,000,000	105,000,000	105,000,000
Number of Shares Outstanding	4,109,377,208	125,000,000 (1)	108,018,389 (1)
Freely Tradable Shares (public float):	146,262,910	96,566,542	96,566,542
Total Number of Beneficial Share Holders:	Unknown	Unknown	Unknown
Total Number of Shareholders of Record:	165	157	151
Preferred Stock			
Number of Shares Authorized:	10,000,000	10,000,000	10,000,000
Number of Shares Outstanding	1,000,000	0	0
Freely Tradable Shares Designated in a Series	0	0	0
Series A Preferred Stock			
Number of Shares Authorized:	950,000	950,000	950,000
Number of Shares Outstanding	0	0	0
Freely Tradable Shares (public float):	0	0	0
Total Number of Beneficial Share Holders:	0	0	0
Total Number of Shareholders of Record:	0	0	0
Series B Preferred Stock			
Number of Shares Authorized:	1,000,000	1,000,000	1,000,000
Number of Shares Outstanding	0	0	0
Freely Tradable Shares (public float):	0	0	0
Total Number of Beneficial Share Holders:	0	0	0
Total Number of Shareholders of Record:	0	0	0
Series C Preferred Stock			
Number of Shares Authorized:	5,000,000	0	0
Number of Shares Outstanding	1,000,000	0	0
Freely Tradable Shares (public float):	0	0	0
Total Number of Beneficial Share Holders:	1	0	0
Total Number of Shareholders of Record:	1	0	0

(1) In 2009 and 2008, the Company had issued more shares of common stock than it was authorized to have issued. This all occurred prior to the custodian action in November 2009.

PART C BUSINESS INFORMATION

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

Transfer Online, Inc.
317 SW Alder Street, 2nd Floor
Portland, Oregon 97204
Telephone: (503) 227-2950
Facsimile: (503) 227-6874

Our transfer agent confirmed to us that it is registered with the Securities and Exchange Commission.

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

A. Business Development

1. and 2. Form of Organization and Year of Organization

The Company is a corporation that was incorporated in the state of Nevada on November 5, 1985 under the name of Pine View Technologies, Inc. On November 27, 2000, we filed Restated Articles of Incorporation with the Secretary of State of Nevada and, among other things, changed our name to Videolocity International, Inc.

3. Fiscal Year End Date

Our fiscal year end date is December 31.

4. Involvement in Bankruptcy or Receivership Proceedings.

On November 30, 2007, the Company went into default status with the state of Nevada for the Company's failure to file an annual list of officers and directors and failed to pay annual fees to the Nevada Secretary of State, which resulted in the revocation of the Company's charter in Nevada.

On September 24, 2009, Shareholder Advocates, LLC, a shareholder of the Company, filed a Notice of Motion/Application for Appointment of Custodian in the District Court of Clark County, Nevada (Case No. A-09-600013-P), asking the Court to appoint Shareholder Advocates, LLC as the custodian of the Company, so that the Company could continue its business for the benefit of the Company and its shareholders. By Order of the Court on November 5, 2009, and after a hearing on the matter, Shareholder Advocates, LLC was appointed custodian of the Company. A copy of the Order of the Court is attached hereto as an exhibit and is incorporated herein by reference.

On November 23, 2009, the Custodian appointed Marc Pintar as an interim officer and director of the Company. On November 30, 2009, the Company was reinstated in Nevada. A shareholders meeting was held on February 1, 2010 to confirm the appointment of Marc Pintar as the interim director of the Company.

The Company has never been involved in bankruptcy proceedings.

5. Material Classifications, Mergers, Consolidations or Purchases or Sales of a Significant Amount of Assets

In our previous business, we developed a digital entertainment system for deployment in hotels, resorts, retirement homes, universities, hospitals, extended stay facilities and residential communications. However, due to the capital intensive nature of our former business, our inability to obtain financing on conventional terms and the severe financial trauma resulting from our “death spiral” financing arrangements with a lender, we ceased operations of our digital entertainment systems business and effectively became a “shell company” as defined Securities Act Rule 405.

On March 1, 2010, the Company amended its Articles of Incorporation to increase the number of authorized shares of common stock to 4,888,000,000.

On June 22, 2010, the Company acquired Tactician University in a stock for stock acquisition pursuant to which we issued 1,000,000,000 shares of Common Stock to the Tactician University shareholder group.

On October 7, 2010, the Company acquired Avtar Singh Construction Co. pursuant to a Share Exchange Agreement that resulted in the Company issuing an aggregate of 8,000,000 shares of the Company’s Common Stock being issued in exchange for 100% of the stock of Avtar Singh Construction Co.

The Company has previously announced that it was involved in pending merger deal with a Chinese hydro company. As of the date of this initial disclosure statement, no definitive agreement has been executed nor have any definitive terms been negotiated on the Chinese hydro deal.

On November 3, 2010, we amended our Articles of Incorporation to change our name to “Odds Corporation.”

On November 10, 2010, the Company announced that it had entered into merger negotiations with Ameta International Co., Ltd. (“Ameta”). Ameta is a profitable technology sales company with 25 employees, national sales representation throughout Canada and approximately U.S\$3,000,000 in annual revenues. Ameta is engaged in sales and distribution of security and closed circuit monitoring services. The merger negotiations with are in the preliminary stage and no definitive terms or agreement has been reached as of November 12, 2010. As these merger negotiations intensified, we decided to change our name back to Videolocity International, Inc., which we accomplished by filing a Certificate of Amendment to our Articles of Incorporation on November 12, 2010.

On November 10, 2010, the Company also announced that is considering selling Tactician University to a third party who has approached us about the possible purchase of the University. We also announced that we may begin to entertain similar proposals for Avtar Singh Construction Co.

6. Defaults of the Terms of Any Note, Loan, Lease or Other Indebtedness or Financing Arrangement requiring the Company to Make Payments

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

7. Change of Control

The Company issued one million shares of Convertible Preferred Series C Stock on December 19, 2009, to Minaco Tradex. At the time of such issuance, there were no shares of Preferred Stock outstanding. Since the Convertible Preferred Series C Stock have super voting rights of 1,000 votes per share of preferred stock, Minaco Tradex had 1 billion votes and became the controlling shareholder of the Company.

On May 18, 2010, the Company issued 3.8 billion shares to Minaco Tradex (In Trust), London, UK. These shares, although considered issued and outstanding, represent shares held in trust for the Company’s

treasury for future issuances and acquisitions. Any shares held by Minaco Tradex or Far Niente Venture Capital, Inc. SA (In Trust) on December 31, 2011, will be issued to the shareholders of our subsidiaries.

On June 22, 2010, the Company acquired Tactician University in a stock for stock acquisition pursuant to which we issued 1,000,000,000 shares of Common Stock to the Tactician University shareholder group. These shares were issued out of the 3.8 billion shares held in name of Minaco Tradex and did not increase our issued and outstanding shares of common stock.

On July 29, 2010, the Convertible Preferred C Stock shares held of record by Minaco Tradex (In Trust) were sold to Far Niente Venture Capital, Inc. SA, San Jose, Costa Rica

8. Increases of 10% or More of the Same Class of Outstanding Equity Securities

As discussed under “Change of Control,” above, the Company issued one million shares of Convertible Preferred Series C Stock on December 19, 2009, to Minaco Tradex. At the time of such issuance, there were no shares of Preferred Stock outstanding.

On May 18, 2010, the Company issued 3.8 billion shares to Minaco Tradex (In Trust), London, UK. These shares, although considered issued and outstanding, represent shares held in trust for the Company’s treasury for future issuances and acquisitions. Any shares held by Minaco Tradex (In Trust) or Far Niente Venture Capital, Inc. SA (In Trust) will be issued to the shareholders of our subsidiaries on December 31, 2011.

On June 22, 2010, the Company acquired Tactician University in a stock for stock acquisition pursuant to which we issued 1,000,000,000 shares of Common Stock to the Tactician University shareholder group. These shares were issued out of the 3.8 billion shares held in name of Minaco Tradex, as Trustee, and did not increase our issued and outstanding shares of common stock.

On October 7, 2010, the Company acquired Avtar Singh Construction Co. pursuant to a Share Exchange Agreement that resulted in the Company issuing an aggregate of 8,000,000 shares of the Company’s Common Stock being issued in exchange for 100% of the stock of Avtar Singh Construction Co. These 8 million shares were issued from the share certificate previously issued to Minaco Tradex.

9. Past, Pending or Anticipated Stock Splits, Stock Dividends, Recapitalizations, Mergers, Acquisitions, Spin-offs or Reorganizations.

On December 5, 2000, the Company reverse split its then outstanding stock on a 1 for 1.6393 share basis.

On June 22, 2010, the Company acquired Tactician University in a stock for stock acquisition pursuant to which we issued 1,000,000,000 shares of Common Stock to the Tactician University shareholder group.

On October 7, 2010, the Company acquired Avtar Singh Construction Co. pursuant to a Share Exchange Agreement that resulted in the Company issuing an aggregate of 8,000,000 shares of the Company’s Common Stock being issued in exchange for 100% of the stock of Avtar Singh Construction Co.

On June 22, 2010, the Company issued a press release stating that it was working on a merger with a Chinese hydro electric company. While the Company has is currently engaged merger discussions with the Chinese hydro company, no definitive terms have been have been determined.

On November 10, 2010, the Company also announced that is considering selling Tactician University to a third party who has approached us about the possible purchase of the University. We also announced that we may begin to entertain similar proposals for Avtar Singh Construction Co.

Aside from the above transactions, Management has no current plans to (i) split the Company's stock; (ii) declare or pay a stock dividend; (iii) recapitalize the Company; (iv) enter into a merger or acquisition transaction; (v) spinoff its subsidiary; or (vi) enter into a reorganization.

10. Delisting of the Company's Securities By Any Securities Exchange or Deletion from the OTC Bulletin Board

The Company's common stock ceased being quoted on the OTC Bulletin Board. On or about March 3, 2010, the Company filed a Form 15 with SEC pursuant to Rule 12g.

11. Current, Past, Pending or Threatened Legal Proceedings or Administrative Actions Either By or Against the Company That Could Have a Material Effect on the Company's Business, Financial Condition or Operations and any Current, Past or Pending Suspensions by a Securities Regulator.

In October 2005, a company obtained a default judgment against the Company for approximately \$318,000. The Company and the judgment creditor entered into a settlement agreement pursuant to which the Company would pay the judgment creditor \$120,000 in 24 installments of \$5,000. We received a call from a bill collector on this debt and offered to settle this debt by issuing stock. This creditor turned down our offer to settle the debt for stock. We have made arrangements with one of our shareholders to go on standby the purchase this debt if it can do so on reasonable terms.

The Company is not subject to any other current, past or pending or threatened legal proceedings or administrative actions that could have a material effect on the Company's business, financial condition. We are not aware of any current, past or pending suspensions by a securities regulator. However, the Company's common stock ceased being quoted on the OTC Bulletin Board. See Item VIII.A.10, above.

B. Business of Issuer.

1. The Company's Primary and Secondary SIC Codes

The Company's primary SIC code is 8221 (Colleges, Universities and Professional Schools) and does not have a secondary SIC code. The Company's secondary SIC Code is 1600 (Heavy Construction Other Than Building Construction – Contractors).

2. If the Issuer Has Never Conducted Operations, Is in the Development Stage or Is Currently Conducting Operations

The Company has two operating subsidiaries: Tactician University and ASCC Corporation (recently acquired by the Company in October 2010).

Tactician University ("University") is a progressive Chinese management education and consulting firm with its principal executive offices located in Shenzhen, Peoples Republic of China ("PRC"). The University provides its consulting, educational and training curricula in ten (10) institutes in the provinces of Shan Dong, Nei Mongol, Guang Dong, He Nan and Shanghai, through partnerships and strategic alliances with reputable Chinese universities. The University was founded in 2001 by the Tactician Group. The University's training and educational programs focus on business and government management.

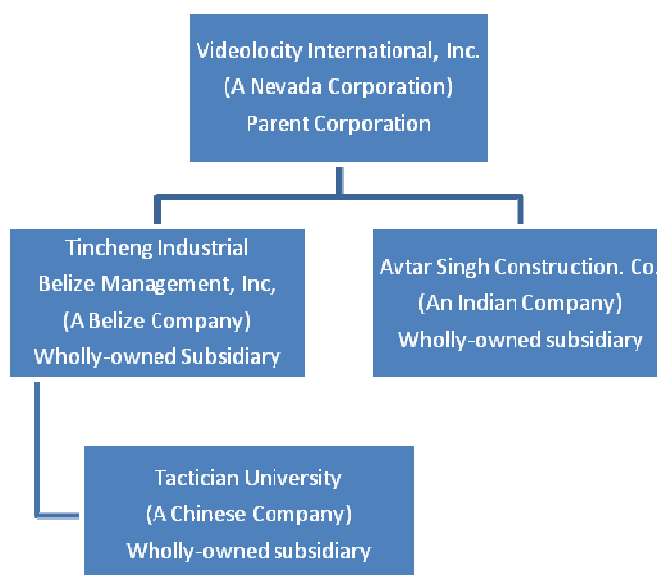
Avtar Singh Construction Co. is a professionally managed company involved in executing large and complicated civil engineering projects in India with emphasis on roads, bridges, earthwork and highways and state roads construction.

3. Whether the Company Is or Has Been at Any Time Been a “Shell Company”

At least once since inception, the Company has been a “shell company” as defined by Securities Act Rule 405.

4. The Names of Any Parent, Subsidiary or Affiliate of the Issuer, and Its Business Purpose, Its Method of Operation, Its Ownership, and Whether It Is Included in the Financial Statements Attached to This Disclosure Statement.

The Company has two subsidiaries, Tactician University and Avtar Singh Construction Co.. Avtar Singh Construction Co. was just acquired in October 2010; therefore, its financial information is not include in the consolidated financial statements of the Company. Tactician University’s financial information is included in the Company’s consolidated financial statements. See the organization chart below:



Tactician University’s and Avtar Singh Construction Co.’s business methods and purposes are discussed in Item IX. F. “Description of Business of Tactician University and Avtar Singh Construction Co.” beginning on page 13, below.

The Company has the following affiliates:

Minaco Tradex currently holds 2,792,000,000 shares of our Common Stock in trust for future issuances and acquisitions by the Company.

Tactician University Shareholders who collectively own 1 billion shares of our Common Stock.

Far Nient Venture Capital, Inc. SA is the holder of our Convertible Preferred Series C Stock, which has the power to vote one billion votes at any of our shareholder meetings.

5. The Effect of Existing or Probable Government Regulations on Our Business

Our business is subject to numerous governmental regulations that impact our business at the parent and subsidiary levels. These regulations are discussed below.

Governmental Regulations That Impact Us at the Parent Level:

Section 15(g) of the Securities Exchange Act of 1934

Our shares are covered by Section 15(g) of the Securities Exchange Act of 1934 (“Exchange Act”) and Rules 15g-1 through 15g-6 promulgated thereunder. They impose additional sales practice requirements on broker-dealers who sell our securities to persons other than established customers and accredited investors (generally institutions with assets in excess of \$5,000,000 or individuals with net worths in excess of \$1,000,000 or annual income exceeding \$200,000 or \$300,000 jointly with their spouses).

Rule 15g-1 exempts a number of specific transactions from the scope of the penny stock rules (but is not applicable to us).

Rule 15g-2 declares unlawful broker-dealer transactions in penny stocks unless the broker-dealer has first provided to the customer a standardized disclosure document.

Rule 15g-3 provides that it is unlawful for a broker-dealer to engage in a penny stock transaction unless the broker-dealer first discloses and subsequently confirms to its customers current quotation prices or similar market information concerning the penny stock in question.

Rule 15g-4 prohibits broker-dealers from completing penny stock transactions for a customer unless the broker-dealer first discloses to the customer the amount of compensation or other remuneration received as a result of the penny stock transaction.

Rule 15g-5 requires that a broker-dealer executing a penny stock transaction, other than one exempt under Rule 15g-1, disclose to its customer, at the time of or prior to the transaction, information about the sales person’s compensation and the compensation of any associated person of the broker-dealer.

Rule 15g-6 requires broker-dealers selling penny stocks to provide their customers with monthly account statements.

Rule 3a51-1 of the Exchange Act establishes the definition of a “penny stock” for purposes relevant to us, as any equity security that has a minimum bid price of less than \$5.00 per share, subject to a limited number of exceptions. It is likely that our shares will be considered to be penny stocks for the immediately foreseeable future. For any transaction involving a penny stock, unless exempt, the penny stock rules require that a broker or dealer approve a person’s account for transactions in penny stocks and the broker or dealer receive from the investor a written agreement to the transaction setting forth the identity and quantity of the penny stock to be purchased.

In order to approve a person’s account for transactions in penny stocks, the broker or dealer must obtain financial information and investment experience and objectives of the person and make a reasonable determination that the transactions in penny stocks are suitable for that person and that that person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prepared by the SEC relating to the penny stock market, which, in highlight form, sets forth:

- the basis on which the broker or dealer made the suitability determination; and
- that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Disclosure also has to be made about the risks of investing in penny stocks in both public offerings and in secondary trading and commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in

penny stock transactions. Finally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

The above-referenced requirements may create a lack of liquidity, making trading difficult or impossible, and accordingly, shareholders may find it difficult to dispose of our shares.

Governmental Regulations That Impact Our Tactician University Subsidiary:

The University's business operations in the PRC are not subject to any special legislation or regulatory controls, other than those generally applicable to companies and businesses operating in the PRC.

Governmental Regulations That Impact Our Avtar Singh Construction Co. Subsidiary:

Avtar Singh Construction Co.'s business operations in India are not subject to any special legislation or regulatory controls, other than those generally applicable to construction companies and businesses operating in India.

6. Research and Development Activities

During 2008 and 2009, Tactician University was not involved in research and development activities. During 2008 and 2009, Avtar Singh Construction Co. was not involved in research and development activities.

7. Cost and Effects of Compliance with Environmental Laws

The Company has not incurred any expense for environmental compliance during the past two fiscal years or during the first nine months of 2010. Environmental laws and regulations in China and India are considerably less restrictive than the environmental laws and regulations in effect in the United States and its 50 states.

8. Employees

The University has approximately 50 full-time teachers and approximately 100 part-time (non-employee) teachers located throughout the PRC.

Avtar Singh Construction Co. currently has approximately 50 full-time, skilled employees and approximately 60 unskilled employees at various project job sites.

Item IX. The nature of the products or services offered.

A. Principal products or services and their markets:

Neither Tactician University nor Avtar Singh Construction Co. manufacture or sell products of any kind. Both companies are involved in providing services as discussed in Item IX. F., below.

B. Distribution methods of the Company's products and services:

Neither Tactician University nor Avtar Singh Construction Co. manufacture or sell products of any kind. Both companies are involved in providing services as discussed in Item IX. F., below.

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

The education and training business and industry in China is extremely competitive and many of our competitors have greater financial resources than we. In fact, the PRC is our largest competitor, so that

speaks for itself. The Tactician University competes with state-owned and private enterprises that provide educational services and training. These include large, well funded state educational institutions such as ChinaEdu, Beida Online, Ambow, China Education Alliance and China-Training.com.

The heavy construction industry and business in India is highly competitive and many of Avtar Singh Construction Co.'s competitors have greater financial and human resources than it has.

D. Sources and availability of raw materials and the names of principal suppliers:

Tactician University does not use raw materials in its business. Avtar Singh Construction Co. uses large quantities of metals, steel, rock, sand, aggregate and concrete, which it purchases from numerous sources. Avtar Singh Construction Co. does not anticipate experiencing a shortage of raw materials, which are abundant in India.

E. Dependence on one or a few major customers:

Tactician University has thousands of students referred to it by numerous sources and is not dependent on one or a few major sources for its students. Avtar Singh Construction Co. is dependent on various agencies, entities, departments within the Indian Government for its business, but does not anticipate any problem with obtaining additional construction projects from so many different governmental entities, departments and agencies in India.

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

The educational and vocational services provided by Tactician University are only regulated to the extent that the Chinese government offers some guidance on the various curricula available to university students.

Avtar Singh Construction's construction services are not subject to any government approvals. However, since Avtar Singh Construction does a lot of work for governmental units in India, those units impose standards and specifications for most of the construction jobs awarded to Avtar Singh Construction.

Description of Business of Tactician University and Avtar Singh Construction Co.

Higher Education in China

Few education markets in the world are growing or changing as fast as they are in China. The past ten years has been marked by an expansion of china's domestic education system, an explosive escalation in the number of Chinese students and dramatic economic growth. The New York Times recently reported that "China has already pulled off one of the most remarkable expansions of education in modern times, increasing the number of undergraduates and people who hold doctoral degrees fivefold in 10 years."

The Chinese Ministry of Education reported that 25 million students were enrolled in Chinese universities in October 2008. Today, China boasts the largest domestic post-secondary enrollment anywhere in the world. In China's 11th Five-Year Plan, education is a priority. The Chinese government plans to promote and ameliorate the development of educational institutions, with an emphasis on improving the quality of higher education. This is part of a broader government strategy to reduce socio-economic disparity and re-emphasize collective advancement rather than individual success, a goal of the last decade.

The University's main training curriculum includes:

- Government management training, administrative party cadres training, women cadres training, councilors training, training of Communist Party members and community neighborhood committee cadres;

- Business management training, financial management training, training of execution, human resources training and secretarial staff training; and
- College student training, career guidance training, on-the-job training, ethics training, foreign language training, Pre-Masters Degree course training, Doctorate Preparatory course training;
- The Company is also engaged in various business activities including:
- Economic zoning, such as regional economic development planning, urban planning, land use planning and plans for the development of industries; and
- Supplying services and planning for conferences by undertaking trade and investment promotion, product exhibitions and a variety of other forums.

To date, the University has trained over 25,000 students and approximately 10,000 more students are currently enrolled in one or more of the University's curricula.

The University has an outstanding faculty and management team. The University President is Sun Minggao. President Minggao is 46 years old and holds a Doctorate of Management Degree from Tianjin University and a Doctor of Economics from Peking University. President Minggao has an international reputation and is a guest professor at the Asian Institute of Management in Singapore and at the University of Southern California. At the University, he is the director of Doctoral Students.

Wang Dong is 43 years old and is one of the University's Vice Presidents, holds a Doctor of Economics Degree from Harbin Institute of Technology, and is responsible for overseeing training and education at the University.

Zheng Jianshe, age 40, is another Vice President of the University. He is a certified public accountant and the Manager of Market Development at the University.

Avtar Singh Construction Co.

Avtar Singh Construction Co. is an engineering and construction services firm located in India, which has a cadre of in-house architects, engineers and planners with long standing reputations and professional expertise. These people comprise an effective pool of talent and expertise from various fields such as engineering, architecture, structural engineering, construction, information technology, finance and other management disciplines to undertake any challenging job. Avtar Singh Construction Co. offers engineering and construction services to its customers in the following areas:

- National highways and state roads construction
- Irrigation projects
- Buildings
- Dams
- Rock, drilling and grouting
- Bridges and aqueducts
- Townships
- Mining and crushing aggregates
- Factory structure
- Power projects
- Tunneling
- Sports stadiums

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

Tactician University Facilities:

Tactician University currently owns approximately 6,000 square feet of office space at Jin Tian Road, Futian District, Shenzhen Luen Building, 4018 No. 23, Layer A03, A04, Shenzhen, China.

Avtar Singh Construction Co. Facilities:

Avtar Singh Construction Co. co-uses certain land with its sister corporations (that were not acquired by the Company). To execute every project with utmost efficiency and speed Avtar Singh Construction Co. employs ultramodern and high performance machinery and equipment. Avtar Singh Construction Co. owns a collection of hot mix plants, wet mix plants, batching plants, heavy duty excavators, motor graders, paver finishers, tandem/ vibratory rollers, tippers, concrete mixers, cranes, tankers, trucks and a number of other sophisticated equipment to handle a variety of heavy duty and specialized operations. In addition, Avtar Singh Construction Co. has a well equipped technical workshop, which handles repairs and maintenance of the machinery insuring that they remain in good working condition at all times.

RISK FACTORS

An investment in our securities involves a high degree of risk. Prospective investors should carefully consider the following risk factors and the other information in this disclosure statement before investing in our securities. Our business and results of operations could be seriously harmed by any of the following risks. The risks and uncertainties described below are those that our management currently believes may significantly affect us. If any of the following risks actually occurs, our business, financial condition and results of operations could be harmed and investors in our securities could lose part or all of their investment in our securities

PLEASE CONSIDER THE FOLLOWING RISK FACTORS BEFORE DECIDING TO INVEST IN OUR SECURITIES.

RISKS RELATED TO OUR COMPANY

We have a history of significant net operating losses and may never achieve profitability.

We have a history of significant net operating losses. We cannot assure you that we will ever achieve profitability. Even if we do achieve profitability, we cannot assure you that we will be able to sustain or increase profitability on a quarterly or annual basis in the future. Revenues and profits, if any, will depend upon various factors, including whether we will be able to successfully implement our sales, marketing, and advertising strategies. We may not achieve our business objectives and the failure to achieve such goals would have an adverse impact on us. In addition, an inability to achieve profitability could have a detrimental effect on the long term capital appreciation of our common stock.

If we are unable to attract and retain qualified personnel with experience in our industries, our business could suffer

Our current and future success depends in part on our ability to identify, attract, assimilate, hire, train and motivate professional, highly-skilled scientific and technical personnel for our research, development and engineering efforts, as well as managerial, and sales and marketing personnel with experience in our industries. If we fail to attract and retain the necessary technical, managerial, and sales and marketing

personnel, we may not develop a sufficient customer base to adequately develop our proposed operations, and, as a result, could have a material adverse effect on our company.

Current economic conditions may adversely affect our revenues and our operating margin.

Our business may be affected by changes in economic conditions that are outside of our control, including reductions in business and consumer activity generally.

We may engage in acquisitions in the future with the goal of complementing or expanding our business. However, we may be unable to complete these transactions and, if executed, these transactions may not improve our business or may pose significant risks and could have a negative effect on our operations.

We have in the past, and we may in the future, make acquisitions in order to acquire additional companies. These acquisitions may include assets that are outside our existing markets, or larger, more strategic acquisitions. In addition, from time to time we may acquire businesses that are complementary to our core business strategy. We may not be able to identify suitable acquisition candidates. If we identify suitable acquisition candidates, we may be unable to negotiate successfully their acquisition at a price or on terms and conditions acceptable to us, including as a result of the limitations imposed by our debt obligations. Furthermore, we may be unable to obtain the necessary regulatory approval to complete potential acquisitions.

Our ability to achieve the benefits from any potential future acquisitions, including cost savings and operating efficiencies, depends in part on our ability to successfully integrate the operations of such acquired businesses with our operations. The integration of acquired businesses and other assets may require significant management time and Company resources that would otherwise be available for the ongoing management of our existing operations.

Any properties or facilities that we acquire may be subject to unknown liabilities, such as undisclosed environmental contamination, for which we would have no recourse, or only limited recourse, to the former owners of such properties. As a result, if a liability were asserted against us based upon ownership of an acquired property, we might be required to pay significant sums to settle it, which could adversely affect our financial results and cash flow. In addition, the process of acquiring and developing businesses is lengthy, expensive and uncertain.

We may need additional financing and may not be able to raise funding on favorable terms or at all, which could increase our costs, limit our ability to operate or grow our business and dilute the ownership interests of existing stockholders.

We require substantial working capital to fund our business. We believe that our current working capital, including our existing cash balance, together with our future cash flows from operations and available financing capacity, will be adequate to support our current operating plans at least until December 31, 2010. If necessary, we would seek such future financing from sources of public or private debt and equity. There can be no assurance such financings will be available on terms favorable to us or at all.

The negative conditions in the equity and debt markets, the tightening of the credit markets and the general economic slowdown in the United States has made it difficult for us to raise additional capital or obtain additional financing, and we expect these trends to continue to varying degrees in 2011. Our inability to raise additional financing when necessary or desired could adversely affect our ability to maintain, develop or enhance our services and operations, take advantage of future opportunities, respond to competitive pressures or continue operations. If additional financing is required but not available, we would have to implement further measures to conserve cash and reduce costs, including limiting or reducing our business operations and considering the sale or disposal of non-productive or under-productive assets or operations. However, there is no assurance that any such measures would ultimately be successful.

To the extent any future financings involve the issuance of equity securities, existing stockholders could suffer significant dilution. If we raise additional financing through the issuance of equity, equity-related or debt securities, those securities may have rights, preferences or privileges senior to those of the rights of our common stock or may be convertible into or exchangeable for a significant amount of our common stock, and thus our existing stockholders may experience substantial dilution of their ownership interests as a result of such additional financing.

We have a relatively limited operating history on which to base an analysis of our future performance.

Our current wholly owned subsidiary has a limited operating history upon which investors may base an evaluation of our potential future performance. As a result, there can be no assurance that we will be able to develop consistent revenue sources, or that our operations will be profitable. Our prospects must be considered in light of the risks, expense and difficulties frequently encountered by companies in a relatively early stage of development. Such risks include, but are not limited to:

- operating under an evolving business model;
- developing our business plan;
- managing growth;
- ensuring positive relationships with federal, state and local governmental authorities; • complying with federal, state and local environmental regulations;
- operating in a competitive business market;
- maintaining our properties, equipment and facilities;
- staying abreast of, and being able to acquire and utilize, the latest technological advances in the environmental services industry; and
- being able to locate suitable supplies of cellular phones and other recyclable materials.

We must, among other things, determine appropriate risks, rewards and level of investment in each project, respond to economic and market variables outside of our control, respond to competitive developments and continue to attract, retain and motivate qualified employees. There can be no assurance that we will be successful in meeting these challenges and addressing such risks and the failure to do so could have a materially adverse effect on our business, results of operations and financial condition.

Our success depends on our management team.

Our company's operations are dependent on the continued efforts of our Director and our executive officers, including our President and Chief Executive Officer and our Corporate Secretary. If any of these individuals becomes unwilling or unable to continue their employment or association with us, our business could be affected materially and adversely. Furthermore, there can be no assurance that our management team will be successful in managing the operations of the company or be able to effectively implement our business strategy. Failure of our management group to successfully manage the operation of our company or to effectively implement our business strategy could have a material adverse effect on our company's financial condition and results of operations. We have no key man life insurance on any of our executives.

We may experience difficulties that may delay or prevent our development, introduction or marketing of new or enhanced products.

We intend to continue to invest in product and technology development. The development of new or enhanced products is a complex and uncertain process. We may experience research and development, manufacturing, marketing and other difficulties that could delay or prevent our development, introduction or marketing of new products or enhancements. We cannot be certain that:

- any of the products under development will prove to be effective in clinical trials;
- we will be able to obtain, in a timely manner or at all, regulatory approval to market any of our products that are in development or contemplated;
- any of such products can be manufactured at acceptable cost and with appropriate quality; or
- any such products, if and when approved, can be successfully marketed.

The factors listed above, as well as manufacturing or distribution problems, or other factors beyond our control, could delay new product launches. In addition, we cannot assure you that the market will accept these products. Accordingly, there is no assurance that our overall revenues will increase if and when new products are launched.

International expansion may be costly, time consuming and difficult. If we do not successfully expand internationally, our growth strategy and prospects would be materially and adversely affected.

We may enter into selected international markets and international acquisitions and intend to continue to expand the sales of our products into new international markets. In expanding our business internationally, we intend to continue to enter markets in which we have limited or no experience. To further promote our brand and generate demand for our products so as to attract distributors in international markets, we expect to spend significantly more on marketing and promotion than we do in our existing domestic markets. We may be unable to attract a sufficient number of distributors, and our selected distributors may not be suitable for selling our products. Furthermore, in new markets we may fail to anticipate competitive conditions that are different from those in our existing markets. These competitive conditions may make it difficult or impossible for us to effectively operate in these markets. If our expansion efforts in existing and new internal markets are unsuccessful, our growth strategy and prospects would be materially and adversely affected.

We are exposed to other risks associated with international operations, including: (1) political instability; (2) economic instability and recessions; (3) changes in tariffs; (4) difficulties of administering foreign operations generally; (5) limited protection for intellectual property rights; (6) obligations to comply with a wide variety of foreign laws and other regulatory approval requirements; (7) increased risk of exposure to terrorist activities; (8) financial condition, expertise and performance of our international distributors; (9) export license requirements; (10) unauthorized re-export of our products; (11) potentially adverse tax consequences; and (12) inability to effectively enforce contractual or legal rights.

We do not have an independent audit or compensation committee, the absence of which could lead to conflicts of interest of our officers and directors and work as a detriment to our shareholders.

We do not have an independent audit or compensation committee. The absence of an independent audit and compensation committee could lead to conflicts of interest of our officers and directors, which could work as a detriment to our shareholders.

We do not have audited financial statements and our financial statements have not been reviewed by any regulatory authority.

Our financial statements have been prepared by our management and have not been reviewed by any independent third party auditing firm, by the securities and exchange commission or by any state securities administrators. Therefore, investors in our securities do not or will not have the comfort they might otherwise gain if our financial statements had been audited by an independent auditing firm.

Trading in our securities could be subject to extreme price fluctuations that could adversely affect your investment.

Historically speaking, the market prices for securities of small publicly traded companies have been highly volatile. Publicized events and announcements may have a significant impact on the market price of our common stock. In addition, the stock market from time to time experiences extreme price and volume fluctuations that particularly affect the market prices for small publicly traded companies and which are often unrelated to the operating performance of the affected companies.

Substantial sales of our common stock may impact the market price of our common stock.

Future sales of substantial amounts of our common stock, including shares that we may issue upon exercise of options and warrants, and the resale of shares by investors who have registration rights, could adversely affect the market price of our common stock. Furthermore, if we raise additional funds through the issuance of common stock or securities convertible into our common stock, the percentage ownership of our shareholders will be reduced and the price of our common stock may fall.

We do not expect to pay dividends for the foreseeable future.

We will use any earnings generated from our operations to finance our business and will not pay any cash dividends to our shareholders in the foreseeable future.

Issuing preferred stock with rights senior to those of our common stock could adversely affect holders of common stock.

Our charter documents grant our board of directors the authority to issue various series of preferred stock without a vote or action by our shareholders. Our board also has the authority to determine the terms of preferred stock, including price, preferences and voting rights. The rights granted to holders of preferred stock may adversely affect the rights of holders of our common stock. For example, a series of preferred stock may be granted the right to receive a liquidation preference - a pre-set distribution in the event of a liquidation that would reduce the amount available for distribution to holders of our common stock. In addition, the issuance of preferred stock could make it more difficult for a third party to acquire a majority of our outstanding voting stock. As a result, common shareholders could be prevented from participating in transactions that would offer an optimal price for their shares.

Having only one director limits our ability to establish effective independent corporate governance procedures and increases the control of our management.

Having only one director, who is also our President, limits our ability to establish effective independent corporate governance procedures and increases the control of our management. Accordingly, we cannot establish board committees comprised of independent members to oversee functions like compensation or audit issues until we are able to expand our board of directors to include independent directors.

Until we have a larger board of directors that would include some independent members, if ever, there will be limited oversight of our management's decisions and activities and little ability for minority shareholders to challenge or reverse those activities and decisions, even if they are not in the best interests of minority shareholders.

Shareholders may be diluted significantly through our efforts to obtain financing and satisfy obligations through issuance of additional shares of our common stock.

We have no committed source of financing. Wherever possible, our board of directors will attempt to use non-cash consideration to satisfy obligations. In many instances, we believe that the non-cash consideration will consist of restricted shares of our common stock. Future issuances of shares of our common stock will result in dilution of the ownership interests of existing shareholders, may further dilute common stock book value and that dilution may be material.

Our articles of incorporation provide for indemnification of officers and directors at our expense and limit their liability, which may result in a major cost to us and hurt the interests of our shareholders because corporate resources may be expended for the benefits of officers and/or directors.

Our articles of incorporation and applicable Nevada laws provide for the indemnification of our directors, officers, employees and agents under certain circumstances, against attorney's fees and other expenses incurred by them in any litigation to which they become a party arising from their association with or activities on our behalf. We will also bear the expenses of such litigation for any of our directors, officers, employees or agents, upon such person's written promise to repay us therefor, even if it is ultimately determined that any such person shall not have been entitled to indemnification. This indemnification policy could result in substantial expenditures by us that we may be unable to recoup.

We have been advised that, in the opinion of the securities and exchange commission, indemnification for liabilities arising under federal securities laws is against public policy and is, therefore, unenforceable. In the event that a claim for indemnification for liabilities arising under federal securities laws, other than the payment by us of expenses incurred or paid by a director, officer or controlling person in the successful defense of any action, suit or proceeding, is asserted by a director, officer or controlling person in connection with the securities being registered, we will (unless in the opinion of our counsel, the matter has been settled by controlling precedent) submit to a court of appropriate jurisdiction, the question of whether indemnification by us is against public policy as expressed by the securities and exchange commission and will be governed by the final adjudication of such issue. The legal process relating to this matter, if it were to occur, is likely to be very costly and may result in us receiving negative publicity, either of which factors is likely to materially reduce the market price for our shares, if such a market ever develops.

Our common stock is not currently traded on any stock exchange or quoted on the over-the-counter bulletin board. Instead, our common stock is quoted on the pink sheets and is considered to be a "penny stock" and, as such, the market for our common stock may be limited by certain sec rules applicable to penny stocks.

As long as the price of our common stock remains below \$5.00 per share, our shares of common stock are likely to be subject to certain "penny stock" rules promulgated by the sec. Those rules impose certain sales practice requirements brokers who sell penny stock to persons other than established customers and accredited investors (generally, an institution with assets in excess of \$5,000,000 or an individual with a net worth in excess of \$1,000,000). For transactions covered by the penny stock rules, the broker must make a special suitability determination for the purchaser and receive the purchaser's written consent to the transaction prior to the sale. Furthermore, the penny stock rules generally require, among other things, that brokers engaged in secondary trading of penny stocks provide customers with written disclosure documents, monthly statements of the market value of penny stocks, disclosure of the bid and asked prices of penny stocks and disclosure of the compensation to the brokerage firm and disclosure of the sales person working for the brokerage firm. These rules and regulations make it more difficult for brokers to sell shares of our common stock and limit the liquidity of our shares.

Our records are incomplete.

We were deemed to be abandoned by our previous management and placed in custodianship by a court. The records available to the custodian may be incomplete, and we may discover unreported or unknown liabilities, judgments or other adverse items.

We will trade on the Pink Sheets OTC Market which entails numerous risks.

We will trade on the Pink Sheets OTC Market which entails numerous risks, including but not limited to the following: Pink Sheets has experienced computer failures and malfunctions in the past, causing securities quoted there to be misquoted or not quoted at all. Pink Sheets has a system of rating companies and can rate our stock "Caveat Emptor" for many reasons which are out of our control, or for no reason at all. Pink Sheets can label us "Caveat Emptor" or "Toxic" for the actions of others, such as short selling, or making unauthorized spam promotional campaigns. There are no clear standards for being placed on Caveat Emptor and no clear standards for being removed. Generally, stock buyers will avoid buying Caveat Emptor stocks and the stocks experience substantial market declines after being so labeled. Finally, if the Company is unable to obtain the necessary audited financial statements, the Company may be unable to escape the Pink Sheets. In the last year, the Issuer was placed in "Caveat Emptor" status by Pink Sheets and this was removed after the Issuer posted certain disclosures on the Pink Sheets.

The market for penny stocks has experienced numerous frauds and abuses which could adversely impact investors in our stock.

Pink Sheets securities are frequent targets of fraud or market manipulation, both because of their generally low prices and because reporting requirements are less stringent than those of the stock exchanges or NASDAQ. Patterns of fraud and abuse include: (1) Control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer; (2) Manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases; (3) "Boiler room" practices involving high pressure sales tactics and unrealistic price projections by inexperienced sales persons; (4) Excessive and undisclosed bid-ask differentials and markups by selling broker-dealers; and (5) Wholesale dumping of the same securities by promoters and broker-dealers after prices have been manipulated to a desired level, along with the inevitable collapse of those prices with consequent investor losses.

Our management is aware of the abuses that have occurred historically in the penny stock market.

RISKS SPECIFIC TO OUR OVERSEAS BUSINESSES

The field of education in the People's Republic of China has drawbacks that the same industry does not have within the United States.

For instance:

- In the People's Republic of China ("PRC"), insurance coverage is a relatively new concept compared to that of the United States and for certain aspects of a business operation, insurance coverage is restricted or expensive. Workers compensation for employees in the PRC may be unavailable or, if available, insufficient to adequately cover such employees.
- The laws and regulations in the PRC set various standards regulating certain aspects of health and environmental quality, including, in some cases, the environment in which educational activities and teaching facilities may be located, or what methods, procedures or substances may be used in the conduct of certain classes. Violation of those standards could result in a temporary or permanent restriction by the PRC of our operations.

We cannot assure you that we will be able to adequately address any of these or other limitations.

Our business is dependent upon the PRC government's educational policies and programs.

As a provider of educational services, we are dependent upon governmental educational policies. Almost all of our revenue to date has been generated from the sale of the papers and materials relating to courses at different educational levels. To the extent that the government adopts policies or curriculum changes that significantly alter the testing and course materials used in the PRC educational system, our

products could become obsolete, which would affect our ability to generate revenue and operate profitably. We cannot assure you that the PRC government agencies would not adopt such changes.

Limitations on Chinese economic market reforms may discourage foreign investment in Chinese businesses.

The value of investments in Chinese businesses could be adversely affected by political, economic and social uncertainties in China. The economic reforms in China in recent years are regarded by China's central government as a way to introduce economic market forces into China. Given the overriding desire of the central government leadership to maintain stability in China amid rapid social and economic changes in the country, the economic market reforms of recent years could be slowed, or even reversed.

Economic Reform Issues

Although the Chinese government owns the majority of productive assets in China, during the past several years the government has implemented economic reform measures that emphasize decentralization and encourage private economic activity. Because these economic reform measures may be inconsistent or ineffectual, we are unable to assure you that:

We will be able to capitalize on economic reforms;

- The Chinese government will continue its pursuit of economic reform policies;
- The economic policies, even if pursued, will be successful;
- Economic policies will not be significantly altered from time to time and
- Business operations in China will not become subject to the risk of nationalization.

Since 1979, the Chinese government has reformed its economic systems. Because many reforms are unprecedented or experimental, they are expected to be refined and improved. Other political, economic and social factors, such as political changes, changes in the rates of economic growth, unemployment or inflation, or in the disparities in per capita wealth between regions within China, could lead to further readjustment of the reform measures. This refining and readjustment process may negatively affect our operations.

Over the last few years, China's economy has registered a high growth rate. Recently, there have been indications that rates of inflation have increased. In response, the Chinese government recently has taken measures to curb this excessively expansive economy. These measures have included revaluations of the Chinese currency, the Renminbi (RMB), restrictions on the availability of domestic credit, and limited re-centralization of the approval process for purchases of some foreign products. These austerity measures alone may not succeed in slowing down the economy's excessive expansion or control inflation, and may result in severe dislocations in the Chinese economy. The Chinese government may adopt additional measures to further combat inflation, including the establishment of freezes or restraints on certain projects or markets.

To date, reforms to China's economic system have not adversely impacted our operations and are not expected to adversely impact operations in the foreseeable future; however, there can be no assurance that the reforms to China's economic system will continue or that we will not be adversely affected by changes in China's political, economic, and social conditions and by changes in policies of the Chinese government, such as changes in laws and regulations, measures which may be introduced to control inflation, changes in the rate or method of taxation, imposition of additional restrictions on currency conversion and remittance abroad, and reduction in tariff protection and other import restrictions.

Any change in policy by the Chinese government could adversely affect investments in Chinese businesses.

Changes in policy could result in imposition of restrictions on currency conversion, imports or the source of supplies, as well as new laws affecting joint ventures and foreign-owned enterprises doing business in China. Although China has been pursuing economic reforms, events such as a change in leadership or social disruptions that may occur upon the proposed privatization of certain state-owned industries, could significantly affect the government's ability to continue with its reform.

We face economic risks in doing business in China.

As a developing nation, China's economy is more volatile than that of developed Western industrial economies. It differs significantly from that of the U.S. or a Western European country in such respects as structure, level of development, capital reinvestment, legal recourse, resource allocation and self-sufficiency. Only in recent years has the Chinese economy moved from what had been a command economy through the 1970s to one that during the 1990s encouraged substantial private economic activity. In 1993, the Constitution of China was amended to reinforce such economic reforms. The trends of the 1990s indicate that future policies of the Chinese government will emphasize greater utilization of market forces. For example, in 1999 the Government announced plans to amend the Chinese Constitution to recognize private property, although private business will officially remain subordinate to state-owned companies, which are the mainstay of the Chinese economy. However, we cannot assure you that, under some circumstances, the government's pursuit of economic reforms will not be restrained or curtailed. Actions by the central government of China could have a significant adverse effect on economic conditions in the country as a whole and on the economic prospects for our Chinese operations.

We are subject to numerous PRC rules and regulations which restrict the scope of our business and could have a material adverse impact on us.

We are subject to numerous rules and regulations in the PRC, including, without limitation, restrictions on foreign ownership of Internet and education companies and regulation of Internet content. Many of the rules and regulations that we face are not explicitly communicated, but arise from the fact that education and the Internet are politically sensitive areas of the economy. We are not aware that any of our agreements or our current organizational structure is in violation of any governmental requirements or restrictions, explicit or implicit. However, there can be no assurance that we are in compliance now, or will be in the future. Moreover, operating in the PRC involves a high risk that restrictive rules and regulations could change. Indeed, even changes of personnel at certain ministries of the government could have a negative impact on us. The determination that our structure or agreements are in violation of governmental rules or regulations in the PRC would have a material adverse impact on us, our business and on our financial results.

Our business is subject to the health of the PRC economy.

The purchase of educational materials not provided by the state educational system is discretionary and dependent upon the ability and willingness of families or students to spend available funds on extra educational products to prepare for national examinations. A general economic downturn either in our market or a general economic downturn in the PRC could have a material adverse effect on our revenue, earnings, cash flow and working capital.

We depend on our students for our revenues, and any loss, cancellation, reduction, or interruption in our ability to provide educational services could harm our business.

In general, we have derived a material portion of our revenue from tuition payments from our students. If our student base were to be significantly reduced, our revenues and net income could significantly decline. Our success will depend on our continued ability to enroll significant numbers of new students. Any adverse change in our relationship with our students or employees may have a material adverse effect on our business. Although we are attempting to expand awareness of our services, we expect that our student enrollment will not change significantly in the near future. We cannot be sure that we will be able to retain our students or that we will be able to attract additional students, or that students will continue to enroll in our school in the same amounts as in prior years. Any reduction or interruption in the provision of educational services to our students, our inability to successfully enroll additional students, or future concessions in tuition rates or fees that we may have to make could significantly harm our business.

Attracting and retaining key personnel is an essential element of our future success.

Our future success depends to a significant extent upon the continued service of our executive officers, other key management, and our faculty, and on our ability to continue to attract, retain and motivate executive and other key employees, including those in managerial, technical, marketing and information technology support positions. Experienced teaching and technical, marketing and support personnel are in demand and competition for their talents is intense. The loss of the services of one or more of our key employees or our failure to attract, retain and motivate qualified personnel could have a material adverse effect on our business, financial condition and results of operations.

Our management is comprised almost entirely of individuals residing in the PRC with very limited English skills

The management of Chinese business is comprised almost entirely of individuals born and raised in the PRC. As a result of differences in culture, educational background and business experiences, our management may analyze, evaluate and present business opportunities and results of operations differently from the way they are analyzed, evaluated and presented by management teams of public companies in Europe and the United States. In addition, our management has very limited skills in English. Consequently, it is possible that our management team will emphasize or fail to emphasize aspects of our business that might customarily be emphasized in a different manner by comparable public companies from different geographical and political areas.

We depend on our senior officers to manage and develop our business.

Our success depends on the management skills of our senior officers, their relationships with educators, administrators and other business contacts. We also depend on successfully recruiting and retaining highly skilled and experienced authors, teachers, managers, sales persons and other personnel who can function effectively in the PRC. In some cases, the market for these skilled employees is highly competitive. We may not be able to retain or recruit such personnel, which could materially and adversely affect our business, prospects and financial condition. We do not maintain key person insurance on these individuals. The loss of any of our senior officers would delay our ability to implement our business plan and would adversely affect our business.

We may not be successful in protecting our intellectual property and proprietary rights.

Our intellectual property consists of old test papers, which are contained in our library, and courseware which we developed by engaging authors and educators to develop these materials. Our proprietary software products are primarily protected by trade secret laws. Although we require our authors and software development employees to sign confidentiality and non-disclosure agreements, we cannot assure you that we will be able to enforce those agreements or that our authors and software development employees will not be able to develop competitive products that do not infringe upon our proprietary rights. We do not know the extent that PRC courts will enforce our proprietary rights.

Others may bring defamation and infringement actions against us, which could be time-consuming, difficult and expensive to defend.

As a distributor of educational materials, we face potential liability for negligence, copyright, patent or trademark infringement and other claims based on the nature and content of the materials that we publish or distribute. Any claims could result in us incurring significant costs to investigate and defend regardless of the final outcome. We do not carry general liability insurance that would cover any potential or actual claims. The commencement of any legal action against us or any of our affiliates, whether or not we are successful in defending the action, could both require us to suspend or discontinue the distribution of some or a significant portion of our educational materials and require us to allocate resources to investigating or defending claims.

We depend upon the acquisition and maintenance of licenses to conduct our business in the PRC.

In order to conduct business in the PRC, we need licenses from the appropriate government authorities, including general business licenses and an education service provider license. The loss or failure to obtain or maintain these licenses in full force and effect will have a material adverse impact on our ability to conduct our business and on our financial condition.

Our growth may be inhibited by the inability of potential customers to fund purchases of our products and services,

Many schools in the PRC, especially those in rural areas, do not have sufficient funds to purchase textbooks, educational materials or computers to use our web-based educational portal. In addition, provincial and local governments may not have the funds to support the implementation of a curriculum using our educational products or may allocate funds to programs which are different from our products. Our failure to be able to sell our products and services to students in certain areas of the PRC may inhibit our growth and our ability to operate profitably.

Changes in the policies of the government in the PRC could significantly impact our ability to operate profitably.

The economy of the PRC is a planned economy subject to five-year and annual plans adopted by the government that set down national economic development goals. Government policies can have significant effect on the economic conditions of the PRC generally and the educational system in particular. Although the government in the PRC has confirmed that economic development will follow a model of market economy under socialism, a change in the direction of government planning may materially affect our business, prospects and financial condition.

Inflation in the PRC could negatively affect our profitability and growth.

While the economy in the PRC has experienced rapid growth, such growth has been uneven among various sectors of the economy and in different geographical areas of the country. Rapid economic growth can lead to growth in the money supply and rising inflation. If prices for our products rise at a rate that is insufficient to compensate for the rise in our costs, it may have an adverse effect on profitability. In order to control inflation in the past, the government has imposed controls in bank credits, limits on loans for fixed assets purchase, and restrictions on state bank lending. Such an austerity policy can lead to a slowing economic growth which could impair our ability to operate profitably.

Our operations and assets in the PRC are subject to significant political and economic uncertainties.

Government policies are subject to rapid change, and the government of the PRC may adopt policies which have the effect of hindering private economic activity and greater economic decentralization. There is no assurance that the government of the PRC will not significantly alter its policies from time to time without notice in a manner which reduces or eliminates any benefits from its present policies of economic reform. In addition, a substantial portion of productive assets in the PRC remains government-owned. For instance, all lands are state owned and leased to business entities or individuals through governmental granting of state-owned land use rights. The granting process is typically based on government policies at the time of granting, which could be lengthy and complex. The government of the PRC also exercises significant control over its economic growth through the allocation of resources, controlling payment of foreign currency and providing preferential treatment to particular industries or companies. Uncertainties may arise with changing of governmental policies and measures. In addition, changes in laws and regulations, or their interpretation, or the imposition of confiscatory taxation, restrictions on currency conversion, imports and sources of supply, devaluations of currency, the nationalization or other expropriation of private enterprises, as well as adverse changes in the political, economic or social conditions in the PRC, could have a material adverse effect on our business, results of operations and financial condition.

Price controls may affect both our revenues and net income.

The laws of the PRC provide the government broad power to fix and adjust prices. We need to obtain government approval in setting our prices for classroom coursework and tutorials. Although the sale of educational materials over the Internet is not presently subject to price controls, we cannot give you any assurance that they will not be subject to controls in the future. To the extent that we are subject to price control, our revenue, gross profit, gross margin and net income will be affected since the revenue we derive from our services will be limited and we may face no limitation on our costs. As a result, we may not be able to pass on to our students any increases in costs we incur, or any increases in the costs of our faculty. Further, if price controls affect both our revenue and our costs, our ability to be profitable and the extent of our profitability will be effectively subject to determination by the applicable PRC regulatory authorities.

Our operations may not develop in the same way or at the same rate as might be expected if the PRC economy were similar to the market-oriented economies of most developed countries.

The economy of the PRC has historically been a nationalistic, "planned economy," meaning it functions and produces according to governmental plans and pre-set targets or quotas. In certain aspects, the PRC's economy has been making a transition to a more market-oriented economy, although the government imposes price controls on certain products and in certain industries. However, we cannot predict the future direction of these economic reforms or the effects these measures may have. The economy of the PRC also differs from the economies of most developed countries including with respect to the amount of government involvement, level of development, growth rate, control of foreign exchange and allocation of resources. As a result of these differences, our business may not develop in the same way or at the same rate as might be expected if the economy of the PRC were similar to those of other developed countries.

The Chinese legal and judicial system may negatively impact foreign investors.

In 1982, the National People's Congress amended the Constitution of China to authorize foreign investment and guarantee the "lawful rights and interests" of foreign investors in China. However, China's system of laws is not yet comprehensive. The legal and judicial systems in China are still under development, and enforcement of existing laws is inconsistent. Many judges in China lack the depth of legal training and experience that would be expected of a judge in a more developed country. Because the Chinese judiciary is relatively inexperienced in enforcing the laws that exist, anticipation of judicial decision-making is more uncertain than would be expected in a more developed country. It may be impossible to obtain swift and equitable enforcement of laws that do exist, or to obtain enforcement of the judgment of one court by a court of another jurisdiction. China's legal system is based on written statutes; a decision by one judge does not set a legal precedent that is required to be followed by judges in other cases. In addition, the interpretation of Chinese laws may shift to reflect domestic political changes.

The promulgation of new laws, changes to existing laws and the pre-emption of local regulations by national laws may adversely affect foreign investors. However, the trend of legislation over the last 20 years has significantly enhanced the protection of foreign investment and allowed for more control by foreign parties of their investments in Chinese enterprises. We cannot assure you that a change in leadership, social or political disruption, or unforeseen circumstances affecting China's political, economic or social life, will not affect the Chinese government's ability to continue to support and pursue these reforms. Such a shift could have a material adverse effect on our business and prospects.

The practical effect of the People's Republic of China's legal system on our business operations in China can be viewed from two separate but intertwined considerations. First, as a matter of substantive law, the Foreign Invested Enterprise laws provide significant protection from government interference. In addition, these laws guarantee the full enjoyment of the benefits of corporate articles and contracts to Foreign Invested Enterprise participants. These laws, however, do impose standards concerning corporate formation and governance, which are not qualitatively different from the general corporation laws of the several states. Similarly, the accounting laws and regulations of the People's Republic of China mandate accounting practices which are not consistent with U.S. Generally Accepted Accounting Principles. China's accounting laws require that an annual "statutory audit" be performed in accordance with People's Republic of China's

accounting standards and that the books of account of Foreign Invested Enterprises are maintained in accordance with Chinese accounting laws. Article 14 of the Peoples Republic of China Wholly Foreign-Owned Enterprise Law requires a Wholly Foreign-Owned Enterprise to submit certain periodic fiscal reports and statements to designated financial and tax authorities, at the risk of business license revocation. Second, while the enforcement of substantive rights may appear less clear than United States procedures, Foreign Invested Enterprises and Wholly Foreign-Owned Enterprises are Chinese registered companies, which enjoy the same status as other Chinese registered companies in business-to-business dispute resolution. Generally, the Articles of Association provide that all business disputes pertaining to Foreign Invested Enterprises are to be resolved by the Arbitration Institute of the Stockholm Chamber of Commerce in Stockholm, Sweden, applying Chinese substantive law. Any award rendered by this arbitration tribunal is, by the express terms of the respective Articles of Association, enforceable in accordance with the "United Nations Convention on the Recognition and Enforcement of Foreign Arbitral Awards (1958)." Therefore, as a practical matter, although no assurances can be given, the Chinese legal infrastructure, while different in operation from its United States counterpart, should not present any significant impediment to the operation of Foreign Invested Enterprises.

Because our principal assets are located outside of the United States and some of our directors and all of our executive officers reside outside of the United States, it may be difficult for you to enforce your rights based on the United States Federal securities laws against us and our officers and directors in the United States or to enforce judgments of United States courts against us or them in the People's Republic of China.

In addition, our operating subsidiaries and substantially all of our assets are located outside of the United States. You will find it difficult to enforce your legal rights based on the civil liability provisions of the United States Federal securities laws against us in the courts of either the United States or the People's Republic of China and, even if civil judgments are obtained in courts of the United States, to enforce such judgments in the courts of the People's Republic of China. In addition, it is unclear if extradition treaties in effect between the United States and the People's Republic of China would permit effective enforcement against us or our officers and directors of criminal penalties, under the United States Federal securities laws or otherwise.

Because our officers and directors reside outside of the United States, it may be difficult for you to enforce your rights against them or enforce United States court judgments against them in the PRC.

Our directors and our executive officers reside in the PRC and all of our assets are located in the PRC. It may therefore be difficult for United States investors to enforce their legal rights, to effect service of process upon our directors or officers or to enforce judgments of United States courts predicated upon civil liabilities and criminal penalties of our directors and officers under federal securities laws. Further, it is unclear if extradition treaties now in effect between the United States and the PRC would permit effective enforcement of criminal penalties of the federal securities laws.

Because we may not be able to obtain business insurance in the PRC, we may not be protected from risks that are customarily covered by insurance in the United States.

Business insurance is not readily available in the PRC. To the extent that we suffer a loss of a type which would normally be covered by insurance in the United States, such as product liability and general liability insurance, we would incur significant expenses in both defending any action and in paying any claims that result from a settlement or judgment.

Because our funds are held in banks which do not provide insurance, the failure of any bank in which we deposit our funds could affect our ability to continue in business.

Banks and other financial institutions in the PRC do not provide insurance for funds held on deposit. As a result, in the event of a bank failure, we may not have access to funds on deposit. Depending upon the amount of money we maintain in a bank that fails, our inability to have access to our cash could impair our operations, and, if we are not able to access funds to pay our suppliers, employees and other creditors, we may be unable to continue in business.

The education sector, in which all of our businesses are conducted, is subject to extensive regulation in China, and our ability to conduct business is highly dependent on our compliance with these regulatory frameworks.

The Chinese government regulates all aspects of the education sector, including licensing of parties to perform various services, pricing of tuition and other fees, curriculum content, standards for the operations of schools and learning centers associated with online degree programs and foreign participation. The Chinese laws and regulations applicable to the education and telecommunication sectors are in some aspects vague and uncertain, and often lack detailed implementing regulations. These laws and regulations also are subject to change, and new laws and regulations may be adopted, some of which may have retroactive application or have a negative effect on our business. Moreover, there is considerable ongoing scrutiny of the education sector and its participants.

We must comply with China's extensive regulations on private and foreign participation in the education and telecommunication sectors, and compliance with such restrictions has caused us to adopt complex structural arrangements with our Chinese subsidiaries and Chinese affiliated entities. If the relevant Chinese authorities decide that our structural arrangements do not comply with these restrictions, we would be precluded from conducting some or all of our current business and our financial condition, results of operations and business strategy may be materially and adversely affected.

There are substantial uncertainties regarding the interpretation and application of Chinese laws and regulations, particularly as they relate to the education and telecommunications sectors. We cannot assure you that we will not be found to be in violation of any current or future Chinese laws and regulations. PRC laws and regulations currently require any foreign entity that invests in the education business in China to be an educational institution with relevant experience in providing educational services outside of China. We have acquired the holding companies of FTBC and Lijiang College through our wholly owned subsidiaries in China. However, our Delaware holding company and our subsidiaries out of China are not educational institutions and do not provide educational services, in addition, our wholly owned subsidiaries in China, which are considered foreign-invested, may be considered ineligible to acquire the holding companies of FTBC and Lijiang College to indirectly obtain education licenses and permits in China. Even if a Delaware holding company were to become an educational institution in the future, there is no assurance that the PRC Ministry of Education or any other regulator in China would retrospectively approve of an ownership of FTBC or Lijiang College. If we or any of our Chinese subsidiaries or Chinese affiliated entities are found to be or to have been in violation of Chinese laws or regulations requiring foreign ownership or participation in the education sector to be by an established foreign educational institution or limiting foreign ownership or participation in the education or telecommunication sectors, the relevant regulatory authorities have broad discretion in dealing with such violation, including but not limited to:

- levying fines and confiscating illegal income;
- restricting or prohibiting our use of the proceeds to finance our business and operations in China;
- requiring us to restructure the ownership structure or operations of our Chinese subsidiaries or Chinese affiliated entities;
- requiring us to discontinue all or a portion of our business; and/or
- revoking our business licenses.

Any of these or similar actions could cause significant disruption to our business operations or render us unable to conduct all or a substantial portion of our business operations, and may materially and adversely affect our business, financial condition and results of operations.

Failure to effectively and efficiently manage the expansion of our school network may materially and adversely affect our ability to capitalize on new business opportunities,

We plan to continue to expand our operations in different geographic locations in China. This expansion has resulted, and will continue to result, in substantial demands on our management, faculty, operational, technological and other resources. Our planned expansion will also place significant demands on us to maintain the consistency of our teaching quality and our culture to ensure that our brand does not suffer as a result of any decreases, whether actual or perceived, in our teaching quality. To manage and support our growth, we must improve our existing operational, administrative and technological systems and our financial and management controls, and recruit, train and retain additional qualified teachers and management personnel as well as other administrative and sales and marketing personnel, particularly as we expand into new markets. We cannot assure you that we will be able to effectively and efficiently manage the growth of our operations, recruit and retain qualified teachers and management personnel and integrate new schools and learning centers into our operations. Any failure to effectively and efficiently manage our expansion may materially and adversely affect our ability to capitalize on new business opportunities, which in turn may have a material adverse impact on our financial condition and results of operations.

If we are unable to achieve or maintain economies of scale with respect to our various lines of business, our results of operations from these businesses may be materially and adversely affected.

Each of our lines of business involves a degree of upfront investment in the development of programs or the acquisition of contract rights to provide services to programs, and our revenue and profitability depend on the number of students in these programs. The profitability of these programs for us depends on the ability of the programs to attract students. If the programs or schools are unable to recruit enough students to offset the development and operating costs, our results of operations will be adversely affected.

Because we face significant competition in several of our lines of business, we could lose market share and may need to respond by lowering our prices, which could materially and adversely affect our results of operations.

The private education sector in China is rapidly evolving, highly fragmented and competitive, and we expect competition in this sector to persist and intensify. We face competition in each major program we offer and each geographic market in which we operate. Our student enrollments may decrease due to intense competition. While we are trying to enter into agreements with additional post-secondary and diploma programs with respect to their degree programs, we face competition from other service providers and may not succeed in our efforts.

There are also many new entrants seeking to participate in the education sector in China, including for-profit and not-for-profit educational institutions from overseas that are attracted by the education market in China. Although restrictive regulation of the education sector in China may have limited our competition in the past, any deregulation of this industry, or easing of restrictions on foreign participants, could increase the competition we face in one or more lines of business.

We may not compete successfully with large, well-funded state-owned and private enterprises in our e-Learning industry which could result in reduced revenue.

Competition in providing education/training and enterprise data networking service is becoming more intense in the PRC. Large, well-funded state-owned enterprises, such as China Telecom, China Netcom, China Unicom, China Railcom, China Sat, China Orient, Guangdong Satellite Telecom and China Educational TV, as well as private enterprises like chinaedu.net, Beida Online, Ambow, and Tengtu, may offer services that are comparable or superior to ours. As there are no independent market surveys of our

business segments, we are unable to ascertain our market share accurately. Failure to compete successfully with these state-owned enterprises will adversely affect our business and operating results.

Our ability to attract and retain customers and students is heavily dependent on our reputation, which in turn relies on our maintaining a high level of service quality.

We need to continue to provide high quality services to our existing customers and students to maintain and enhance our reputation, and we also need to attract and retain customers and students for our various lines of business. All of our business lines are highly dependent on existing and potential students perceiving our programs as high quality and worth the investment of time and money that they require of students. If any of the programs we operate or support experience service quality problems, our reputation could be harmed and our results of operations and prospects could be materially and adversely affected.

We depend on our dedicated and capable faculty, and if we are not able to continue to hire, train and retain qualified teachers, we may not be able to maintain consistent teaching quality throughout our school network and our brand, business and operating results may be materially and adversely affected.

Our teachers are critical to maintaining the quality of our programs, services and products and maintaining our brand and reputation, as they interact with our students on a daily basis. We must continue to attract qualified teachers who have a strong command of the subject areas to be taught and meet our qualification. We also seek to hire teachers who are capable of delivering innovative and inspirational instruction. There are a limited number of teachers in China with the necessary experience to teach our courses and we must provide competitive compensation packages to attract and retain qualified teachers. In addition, criteria such as commitment and dedication are difficult to ascertain during the recruitment process, in particular as we continue to expand and add teachers at a faster pace to meet rising student enrollments. We must also provide continuous training to our teachers so that they can stay abreast of changes in student demands, admissions and assessment tests, admissions standards and other key trends necessary to effectively teach their respective courses. We may not be able to hire, train and retain enough qualified teachers to keep pace with our anticipated growth while maintaining consistent teaching quality across many different schools, learning centers and programs in different geographic locations. Shortages of qualified teachers or decreases in the quality of our instruction, whether actual or perceived in one or more of our markets, may have a material and adverse effect on our business.

We may not succeed in attracting additional customers or students and our growth prospects could suffer.

Although our strategy is to increase the number of customers and students using our services, we may not be able to attract additional customers or students. Developing and entering into a relationship with a customer requires considerable effort on our part, and we may spend considerable time and still may not be successful in developing a new customer. Our ability to expand our services to additional customers and students is dependent on our ability to identify potential partners who can provide course offerings that will be attractive to the target market and to develop a mutually acceptable arrangement with the university for the development of a program. Some of the universities offering online degree programs that do not utilize our services have developed their own technology platforms, and others have entered into service agreements with other service providers. Some of the universities we would like to partner with may not have goals and objectives that are compatible with ours, may be subject to long-term contracts with other service providers, or may have cumbersome decision-making procedures that may delay or prohibit our entering into a service relationship with them. In addition, some of these universities are also being pursued by our competitors. As a result, we cannot predict whether we will be successful in attracting additional universities to which we can provide services. If we are unsuccessful in establishing new service relationships, our strategic growth objectives may not be achieved, thereby adversely impacting our prospects and results of operations.

Our business is subject to seasonal fluctuations, which may cause our operating results to fluctuate from quarter to quarter. This may result in volatility and adversely affect the price of our common stock.

We have experienced, and expect to continue to experience, seasonal fluctuations in our revenue and results of operations, primarily due to seasonal changes in the number of students who are enrolled in, or served by, our businesses. Historically, our largest revenue student enrollments occur in the fall, and we generally recognize revenue over the twelve-month period following these enrollments. As a result, our revenue in the third quarter and fourth quarter of each year, representing the fall semester, have been higher than the other two quarters, which represent the spring semester. Our expenses and costs, however, do not necessarily correspond with changes in our revenue or the number of students who are enrolled in, or served by, our businesses. We expect quarterly fluctuations in our revenue and results of operations to continue. These fluctuations could result in volatility and adversely affect the price of our common stock. As our revenue grows, these seasonal fluctuations may become more pronounced.

Introduction of new laws or changes to existing laws by the Chinese government may adversely affect our business.

Our business and operations in China are governed by the Chinese legal system, which is codified in written laws, regulations, circulars, administrative directives and internal guidelines. The Chinese government is in the process of developing its commercial legal system to meet the needs of foreign investors and encourage foreign investment. As the Chinese economy is developing and growing generally at a faster pace than its legal system, uncertainty exists regarding the application of existing laws and regulations to novel events or circumstances. Relevant Chinese laws, regulations and legal requirements may change frequently, and their requirements, interpretation and enforcement involve uncertainties and potential inconsistencies. In addition, Chinese administrative and court authorities have significant discretion in interpreting and implementing statutory and regulatory requirements. Uncertainties and inconsistencies in the requirements, interpretation and enforcement of these laws, regulations and legal requirements could materially and adversely affect our business and operations and could expose us to potential liabilities, including potential fines and other penalties, if it is determined that we have failed to comply with the requirements of such laws, regulations and legal requirements.

Moreover, precedents of interpretation, implementation and enforcement of Chinese laws and regulations are limited, and Chinese court decisions are not binding on lower courts. Accordingly, the outcome of dispute resolutions may not be as consistent or predictable as in other more mercantilely advanced jurisdictions. It may be difficult to obtain timely and equitable enforcement of Chinese laws, or to obtain enforcement in China of a judgment by a foreign court or jurisdiction.

Chinese law will govern CEC's material operating agreements, some of which may be with Chinese governmental agencies. There is no assurance that CEC will be able to enforce those material agreements or that remedies will be available outside China. The Chinese judiciary is relatively inexperienced in enforcing corporate and commercial law, leading to a substantial degree of uncertainty as to the outcome of litigation. The inability to enforce or obtain a remedy under our future agreements may have a material adverse impact on our operations.

Our success depends on stable political, economic and social environments, which are subject to disruption in the PRC.

Economic conditions in China are subject to uncertainties that may arise from changes in government policies and social conditions. Since 1978, the Chinese government has promulgated various reforms of its economic systems, resulting in economic growth over the last three decades. However, many of the reforms are unprecedented or experimental and expected to be refined and modified from time to time. Other political, economic and social factors may also lead to changes, which may have a material impact on our operations and our financial performance. For instance, less governmental emphasis on education and distance learning services or on retraining out-of-work persons in the Chinese work force would harm our business, prospects, results and financial condition.

Because our subsidiaries are outside of the U.S., it may be difficult for you to enforce your rights against them or enforce U.S. court judgments against them in India or the PRC.

Our subsidiary is outside of the U.S. and substantially all of our assets are located outside of the U.S. It may therefore be difficult for you to enforce your legal rights, to effect service of process upon our officers and directors or to enforce judgments of U.S. courts predicated upon civil liabilities and criminal penalties of our directors and executive officer under U.S. federal securities laws. Moreover, we have been advised that India and the PRC do not have treaties providing for the reciprocal recognition and enforcement of judgments of courts with the U.S. Further, it is unclear if extradition treaties now in effect between the U.S. and India and the PRC would permit effective enforcement of criminal penalties of the U.S. federal securities laws.

Weakened political relations between the U.S. and China could make us less attractive.

The relationship between the United States and China is subject to sudden fluctuation and periodic tension. Changes in political conditions in China and changes in the state of Sino-U.S. relations are difficult to predict and could adversely affect our operations, and its future business plans and profitability.

Our operations may not develop in the same way or at the same rate as might be expected if the PRC economy were similar to the market-oriented economies of OECD member countries.

The economy of the PRC has historically been a nationalistic, "planned economy," meaning it functions and produces according to governmental plans and pre-set targets or quotas. In certain aspects, the PRC's economy has been transitioning to a more market-oriented economy. However, there can be no assurance of the future direction of these economic reforms or the effects these measures may have. The PRC economy also differs from the economies of most countries belonging to the Organization for Economic Cooperation and Development, an international group of member countries sharing a commitment to democratic government and market economy. For instance:

- the number and importance of state-owned enterprises in the PRC is greater than in most OECD countries;
- the level of capital reinvestment is lower in the PRC than in most OECD countries; and
- Chinese policies make it more difficult for foreign firms to obtain local currency in China than in OECD jurisdictions.

As a result of these differences, our operations may not develop in the same way or at the same rate as might be expected if the PRC economy were similar to those of OECD member countries.

The Chinese economic slow-down may negatively impact our operating results.

The Chinese economy has recently experienced a slowing of its growth rate. A number of factors have contributed to this slow-down, including appreciation of the RMB, which has adversely affected China's exports. In addition, the slow-down has been exacerbated by the recent global crisis in the financial services and credit markets, which has resulted in significant volatility and dislocation in the global capital markets. It is uncertain how long the global crisis in the financial services and credit markets will continue and how much adverse impact it will have on the global economy in general or the Chinese economy in particular. Slowing economic growth in China could result in slowing growth for China's education market and might have adverse effects on the demand for our services and therefore reduce our revenues

The economy of China had been experiencing unprecedented growth before 2008, which could be curtailed if the government tries to control inflation by traditional means of monetary policy or its return to planned-economy policies, any of which would have an adverse effect on the combined company.

The rapid growth of the Chinese economy before 2008 had led to higher levels of inflation. Government attempts to control inflation may adversely affect the business climate and growth of private enterprise, and the demand for higher education and e-Learning, in China. In addition, our profitability may

be adversely affected if prices for our products and services rise at a rate that is insufficient to compensate for the rise in its costs and expenses.

Recent regulations relating to offshore investment activities by PRC residents may limit our ability to acquire PRC companies and could adversely affect our business.

In October 2005, the State Administration of Foreign Exchange, or SAFE, promulgated Relevant Issues Concerning Foreign Exchange Control on Domestic Residents' Corporate Financing and Roundtrip Investment Through Offshore Special Purpose Vehicles, or Circular 75, that states that if PRC residents use assets or equity interests in their PRC entities as capital contributions to directly establish or indirectly control offshore companies or inject assets or equity interests of their PRC entities into offshore companies to raise capital overseas, they must register with local SAFE branches with respect to their overseas investments in offshore companies. They must also file amendments to their registrations if their offshore companies experience material events involving capital variation, such as changes in share capital, share transfers, mergers and acquisitions, spin-off transactions, long-term equity or debt investments or uses of assets in China to guarantee offshore obligations. Under this regulation, their failure to comply with the registration procedures set forth in such regulation may result in restrictions being imposed on the foreign exchange activities of the relevant PRC entity, including the payment of dividends and other distributions to its offshore parent, as well as restrictions on the capital inflow from the offshore entity to the PRC entity.

We will request our shareholders who are PRC residents to make the necessary applications, filings and amendments as required under Circular 75 and other related rules. We attempt to comply, and attempt to ensure that our shareholders who are subject to these rules comply, with the relevant requirements. However, we cannot provide any assurances that all of our shareholders who are PRC residents will comply with our request to make or obtain any applicable registrations or comply with other requirements required by Circular 75 or other related rules. Any future failure by any of our shareholders who is a PRC resident, or controlled by a PRC resident, to comply with relevant requirements under this regulation could subject us to fines or sanctions imposed by the PRC government.

We may be subject to fines and legal sanctions if we or our employees who are PRC citizens fail to comply with recent PRC regulations relating to employee stock options granted by overseas listed companies to PRC citizens.

On December 25, 2006, the People's Bank of China issued the Administration Measures on Individual Foreign Exchange Control, and its Implementation Rules were issued by SAFE on January 5, 2007, which both have taken effect on February 1, 2007. Under these regulations, all foreign exchange matters involved in an employee stock holding plan, stock option plan or similar plan in which PRC citizens participate require approval from the SAFE or its authorized branch. On March 28, 2007, SAFE promulgated the Application Procedure of Foreign Exchange Administration for Domestic Individuals Participating in Employee Stock Holding Plan or Stock Option Plan of Overseas-Listed Company, or the Stock Option Rule. Under the Stock Option Rule, PRC citizens who are granted stock options or restricted share units, or issued restricted shares by an overseas publicly listed company are required, through a PRC agent or PRC subsidiary of such overseas publicly-listed company, to complete certain other procedures and transactional foreign exchange matters upon the examination by, and approval of, SAFE. We and our employees who are PRC citizens who have been granted stock options or restricted share units, or issued restricted shares are subject to the Stock Option Rule. If the relevant PRC regulator⁷ authority determines that our PRC employees who hold such options, restricted share units or restricted shares or their PRC employer fail to comply with these regulations, such employees and their PRC employer may be subject to fines and legal sanctions.

THERE ARE RISKS ASSOCIATED WITH FORWARD LOOKING STATEMENTS

This disclosure statement contains certain forward looking statements regarding management's plans and objectives for future operations including plans and objectives relating to our planned marketing efforts and future economic performance. The forward looking statements and associated risks set forth in this

disclosure statement include or relate to, among other things, (a) our projected sales and profitability, (b) our growth strategies, (c) anticipated trends in our industry, (d) our ability to obtain and retain sufficient capital for future operations and (e) our anticipated needs for working capital. These statements may be found throughout this disclosure statement, generally. Actual events or results may differ materially from those discussed in forward looking statements as a result of various factors, including, without limitation, the risks outlined under “Risk Factors” and matters described in this disclosure statement, generally. In light of these risks and uncertainties, there can be no assurance that the forward looking statements contained in this disclosure statement will, in fact, occur.

FOR ALL OF THE FOREGOING REASONS AND OTHER REASONS SET FORTH HEREIN, AN INVESTMENT IN OUR SECURITIES IN THE EXISTING MARKET AND IN ANY MARKET THAT MAY DEVELOP IN THE FUTURE WILL INVOLVE A HIGH DEGREE OF RISK.

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. Officer and Directors:

Our executive officers are elected by the board of directors and serve at the discretion of the board. All of the current directors serve until the next annual shareholders’ meeting or until their successors have been duly elected and qualified. The following table sets forth certain information regarding our current directors and executive officers:

Name	Age	Position	Director Since
Marc Pintar	38	President, Chief Executive Officer, Secretary, Treasurer and Director	December 2009

Certain biographical information of our sole director and chief executive officer is set forth below.

Marc Pintar was appointed as our President, Chief Executive Officer, Secretary and Treasurer in December 2009. He also currently serves as the President and a Director of Zamage Digital Art Imaging, Inc. (ZMGD.PK), since December 2009, and has been a Director of PTS, Inc. (PTSH.OB) since March 2010. Mr. Pintar is the Corporate Secretary of Skybridge Technology Group, Inc. (SKGO.PK) since November 2009, and Eline Entertainment Group, Inc. (EEIG.PK) since November 2009. Since 2008, Marc has been an independent management consultant, working with senior management of companies to decrease costs through six sigma techniques and has assisted in reorganization of various companies. He was a full time graduate student in 2006-2008. From 2003 until 2006, Marc worked for American Family Insurance where he directed claims processes, accountable for distribution and management operations, investigations, analyses, negotiations and resolutions, litigating claim files through mediation and arbitration and legal proceedings, audits and complaint resolutions. Marc has a B.S. Degree in Management Systems (operations management) and a M.B.A. Degree, with honors, from Regis University.

Control Persons:

See Part C. Item XIII. A. 7, above for information related to control persons of the Company, which is incorporated herein by this reference.

B. Legal/Disciplinary History:

During the past five years, no present director, executive officer or person nominated to become a director or an executive officer of the Company:

1. was a general partner or executive officer of any business against which any bankruptcy petition was filed, either at the time of the bankruptcy or two years prior to that time;
2. was convicted in a criminal proceeding or named subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);
3. was subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities; or
4. was found by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission or the Commodity Futures Trading Commission to have violated a Federal or state securities or commodities law, and the judgment has not been reversed, suspended or vacated.

C. Family Relationships

No family relationship exists between or among any of our officers and directors.

D. Disclosure of Related Party Transactions.

Not applicable.

E. Disclosure of Conflicts of Interest

Although we have not adopted formal procedures for the review, approval or ratification of transactions with related persons, we adhere to a general policy that such transactions should only be entered into if they are on terms that, on the whole, are no more favorable, or no less favorable, than those available from unaffiliated third parties and their approval is in accordance with applicable law. Such transactions require the approval of our board of directors.

EXECUTIVE COMPENSATION.

None of our officers and directors was compensated during 2007, 2008 or 2009 and thus far in 2010, except for Marc Pintar, who received 1,000,000 shares of our Common Stock in lieu of \$1,000 cash compensation on October 10, 2010.

Mr. Pintar owns 1,000,000 shares of restricted common stock of the Company as November 16, 2010.

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

The unaudited consolidated financial statements of the Company for the nine months ended September 30, 2010 are attached at the end of this filing beginning on page F-1 and are incorporated herein by reference.

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

Special Note: As previously discussed in Part C. Item VIII.4 on page 6 hereof, control of the Company was acquired through a court appointed custodian as a direct result of abandonment by the previous management and the Company was reinstated in the State of Nevada on November 30, 2009.

Due to these facts, the Custodian was unable to obtain many of the financial books and records of the Company from the prior management, and, therefore, the Company is unable to provide financial statements for years prior to 2010. The internally prepared financial information that was provided by Tactician University for 2009 is included herein for historical purposes only and was for the period prior to its acquisition by the Company.

The financial information described does not include any financial information related to our new subsidiary, Avtar Singh Construction Co.

Item XIV. Beneficial Owners

The following persons beneficially own more than five percent (5%) of any class of the issuer's equity securities:

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

To our knowledge, the following table sets forth, as of December 9, 2010, information regarding the ownership of our common stock by:

- Persons who own more than 5% of our common stock
- each of our directors and each of our executive officers; and
- all directors and executive officers as a group.

Each person has sole voting and investment power with respect to the shares shown, except as otherwise noted.

<u>Name of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u>	
	<u>Number (1)</u>	<u>Percent (1)</u>
Marc Pintar, President	1,000,000 shares (2)	Less than 1%
Tactician University Shareholder Group (3)	1,000,000,000 shares	24.33%
Minaco Tradex (In Trust) (4)	2,792,000,000 shares	67.94%
All officers and directors as a group (one person)	1,000,000 shares	Less than 1%

1. The numbers and percentages set forth in these columns are based on 4,109,377,208 shares of common stock outstanding as of December 9, 2010. The number and percentage of shares beneficially owned is determined in accordance with Rule 13d-3 of the Securities Exchange Act of 1934, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rule, beneficial ownership includes any shares as to which the selling security holder has sole or shared voting power or investment power and also any shares, which the selling security holder has the right to acquire within 60 days.

2. These shares were not issued until October 10, 2010.

3. These shares are registered in the name of Aixian Zhou (In Trust) for the Tactician University Group (which is group of investors and is not a corporate shareholder). Aixian Zhou has sole dispositive and voting control over these shares.
Aixian Zhou's address is
c/o Tactician University
Jin Tian Road
Futian District
Shenzhen Luen Building
4018 No. 23
Layer A03, A04
Shenzhen, China
4. Minaco Tradex, is a U.K. company whose registered agent is UL PLC Companies
And the address of its registered agent is:
UL PLC Companies
London City Point, 9th Floor
Suite 1800
1 Ropemake Street
33394 US
London, UK ECZY9HT
Zoran Cvetojevic has sole dispositive and voting control over these shares and has Same address as UL PLC Companies, above.

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

Investment Banker:

None

Promoters:

None

Legal Counsel:

David E. Wise, Esq.
9901 IH-10 West, Suite 800
San Antonio, Texas 78230
Phone: (210) 323-6074
Fax: (210) 579-1775
E-mail: wiselaw@gvtc.com

Accounting Firm/Auditors:

None

Investor Relations and Public Relations Firm:

Mina Mar Group
5155 Spectrum Way, Unit 5
Mississauga, ON Canada L4W 5A1
Phone: (416) 597-8884
Fax: (866) 455-6270
E-mail: www.minamargroup.com

Other Advisors/Financing and Business Consulting:

None

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

CAUTIONARY FORWARD – LOOKING STATEMENT

The following discussion should be read in conjunction with our financial statements and related notes.

Certain matters discussed herein may contain forward-looking statements that are subject to risks and uncertainties. Such risks and uncertainties include, but are not limited to, the following:

- * the volatile and competitive nature of our industry,
- * the uncertainties surrounding the rapidly evolving markets in which we compete,
- * our dependence on its intellectual property rights,
- * the success of marketing efforts by third parties,
- * the changing demands of customers, and
- * the arrangements with present and future customers and third parties.

Should one or more of these risks or uncertainties materialize or should any of the underlying assumptions prove incorrect, actual results of current and future operations may vary materially from those anticipated.

Overview

The Company is a Nevada corporation organized on November 5, 1985, under the name Pine View Technologies. On November 27, 2000, the Company's name was changed to Videolocity International, Inc. On December 4, 2000, the Company acquired Videolocity International, Inc. in a transaction recorded as a recapitalization with the Company being the legal survivor and Videolocity International, Inc. being the accounting survivor and the operating entity. Videolocity International, Inc., the accounting survivor, was founded on May 26, 2000. The Company and its subsidiaries were established to develop and market systems and other products for the delivery of on demand video, high speed internet access, and other digital content to end users such as hotels, hospitals, residences, and condominiums.

At April 30, 2007, the Company was considered a development stage company as its activities had principally been related to market analysis, capital raising, development and other business planning activities and as such the Company has recorded minimal revenue from its planned principal operations.

Subsequently, the Company was administratively abandoned and it was reinstated in November 2009 through a court appointed guardian.

In March 2010, the company announced it had recapitalized its authorized share structure to 4.888 billion shares to prepare for multiple mergers with new viable private businesses. On June 22, 2010, the company announced that it had completed its acquisition of Tactician University, a Chinese based consulting company specializing in government and business training.

Management's discussion and analysis of financial condition and results of operations will focus on the results of operations of Tactician University, since the Company had no operations for the two fiscal years prior to the reinstatement in November 2009. The Company recently acquired Avtar Singh Construction Co. on October 7, 2010, so no financial information on Avtar Singh is addressed herein. Avtar Singh's financials will be included in our 2010 fiscal year end financial statements and MD&A.

Tactician University ("University") was founded in 2001 and was formerly known as the employment training centers of TACTICIAN Group. The University is a progressive Chinese management

education and consulting firm. Tactician's business management consulting programs focus on financial management, project management, and human resources, while government management programs provide administrative training to Chinese government officers. The University also offers career guidance, job-training, ethics, foreign language, pre-masters and PhD prep training to college students.

During 2006 through 2008, the University established post-doctoral research stations and five institutes with several universities. Since 2008, the University has established a total of ten institutes and established strategic partnerships with many companies and universities. Education as a resource has become increasingly diverse and its achievement has become a necessary priority. During 2009 the University instituted four new management training programs for the Chinese government in addition to providing investment banking services for ten companies.

Tactician University has successfully trained over 25,000 students to date and there are currently over 10,000 students being trained.

Financial Results and Outlook

Our strategy is to continue to expand our position as a provider of unique training curriculum and programs. We have implemented several strategic growth initiatives during the past 9 months through which we achieved new contracts and strategic partnerships with a number of organizations, the most profound of which involved a shift in our sales strategy from sales through marketing companies to sales through employers and “affinity groups.” An “affinity group” is a group of people who share interests, issues, and a common bond or background, and offer support for each other. Examples of the types of affinity groups that we are working with include universities, large companies, unions, associations, large business networks and the Chinese government. These organizations typically have a large number of members and, thus, each one provides us with the opportunity to obtain a large number of students. In addition, it is far less costly for us to market our training programs through these organizations than it is for us to engage in expensive, nation-wide marketing and advertising campaigns through marketing companies, and the students that we obtain through these sources tend to remain focused on achieving success with the assistance of our training programs.

Nine-Month Period Ended September 30, 2010

Revenue

Revenue consists almost exclusively of the enrollment and tuition fees that we receive from students and members of our programs. Revenue was \$4,452,368 for the nine month period ended September 30, 2010.

We expect revenue to increase over the next 12 months as a result of increased sales to employees and members of affinity groups through our direct sales force, our marketing and distribution partners and our various marketing and advertising campaigns.

Cost of Sales

Cost of sales consists of direct costs and operating taxes. Cost of sales was \$1,482,653 and operating taxes were \$265,286 for the nine month period ended September 30, 2010.

We expect cost of sales to increase over the next 12 months as additional professors are utilized for our expansion of training curriculum.

Gross Profit

Gross profit was \$2,704,429 for the nine month period ended September 30, 2010.

Operating Expenses

Operating expenses consist of general and administrative expenses and financial expenses. General and administrative expenses consist primarily of employee compensation expenses for full-time teachers, administrative employees and members of management, professional fees and other general and administrative expenses. General and administrative expenses were \$756,862 and financial expenses were \$10,215 for the nine month period ended September 30, 2010.

We expect employee compensation expenses to increase over the next 12 months as we begin to hire additional employees to support the growth of our business.

Net Profit

Our net profit after income tax was \$1,614,193 for the nine month period ended September 30, 2010.

Streamlining our operating costs by developing a more efficient business model of our industry with the desired curriculum to mutually benefit the needs of students and the professor's schedules has increased our net profit.

Liquidity and Capital Resources

For the past nine months, our operations have been funded through internally generated cash flows from operating activities. As of September 30, 2010, we had cash and cash equivalents of \$695,236.

Net cash provided by operating activities was \$1,857,479 for the nine month period ended September 30, 2010 and consisted primarily of net profit.

Cash flows used in investing activities for the nine month period ended September 30, 2010 was \$2,301,857 and consisted primarily of \$1,192,600 for capital expenditures and \$869,468 as an increase in accounts receivable.

Cash provided by financing activities was \$582,882 for the nine month period ended September 30, 2010 and consisted of \$100,582 as an increase in accounts payable and accrued liabilities and \$482,300 from the issuance of capital stock.

Our capital needs are comfortably met with the Company's positive cash flow, since our revenues comfortably exceed our expenses. We do not currently maintain a line of credit or term loan with any commercial bank or other financial institution. We have used our revenue from operations to pay virtually all of the costs and expenses we have incurred. These costs and expenses were comprised of operating expenses, which consisted of the employee compensation expenses, professional fees, other general and administrative expenses and the operating costs discussed above, since our revenue exceeds such costs.

We believe that our current cash resources will be sufficient to sustain our current operations for the next 12 months. We have no need to obtain additional cash resources within the next 12 months to enable us to pay our ongoing costs and expenses as they are incurred and finance the growth of our business. We intend to obtain these funds through internally generated cash flows from operating activities. We have no need to make arrangements to obtain additional financing in order to execute our business plan or pay our costs and expenses as they are incurred. The Company's authorized capital consists of 4,888,000,000 shares of common stock, of which 4,098,377,208 shares of common stock were issued and outstanding at September 30, 2010.

Off-Balance Sheet Arrangements

As of September 30, 2010, we did not have any relationships with unconsolidated entities or financial partners, such as entities often referred to as structured finance or special purpose entities, that had been established for the purpose of facilitating off-balance sheet arrangements or other contractually

narrow or limited purposes. As such, we are not materially exposed to any financing, liquidity, market or credit risk that could arise if we had engaged in such relationships.

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PART E. ISSUANCE HISTORY

Item XVII List of securities offerings and shares issued for services in the past two years and through the date of disclosure statement.

Detailed below are all events, in chronological order, that resulted in changes in total shares of Common Stock for the Company within the two-year period ending on the last day of our most recent fiscal year (2009) and since December 31, 2009:

Date Issued	Stock Issued To:	Jurisdiction Where Offering was Qualified	Total # of Shares Issued	Value Per Share	Amount Paid To Issuer	Trading Status R=Restricted F=Free Trading	Total Stock Value Sold
5/19/2010	Mina Mar Corporate Management, Inc. (1)	Ontario, Canada	2,941,176	\$0.0085	\$25,000 in consulting services	R	\$25,000
5/19/2010	Emry Capital Group, Inc. (2)	Texas	5,882,353	\$0.0085	\$50,000 in consulting services	R	\$50,000
5/20//2010	Minaco Tradex, Trustee for Issuer (3)	United Kingdom	3.8 billion	\$0.001	-0-	R	N/A
5/28/2010	TJ Management, Inc. (4)	Texas	11,363,636	\$0.0044	\$45,598	F	\$50,000
6/3/2010	TJ Management, Inc. (4)	Texas	11,363,636	\$0.0044	\$45,598	F	\$50,000
6/15/2010	TJ Management, Inc. (4)	Texas	13,333,333	\$0.00375	\$45,598	F	\$50,000
7/9/2010	TJ Management, Inc. (4)	Texas	13,636,363	\$0.0055	\$45,598	F	\$50,000
8/12/2010	TJ Management, Inc. (4)	Texas	25,000,000	\$0.005	\$115,499	F	\$125,000
8/23/2010	TJ Management, Inc. (4)	Texas	25,641,025	\$0.0039	\$92,198	F	\$100,000
9/1/2010	TJ Management, Inc. (4)	Texas	29,411,764	\$0.0034	\$92,198	F	\$100,000
9/7/2010	Go 800, LLC (5)	New York	25,000,000	\$0.001	\$25,000 in telecom services	R	\$25,000
10/1/2010	Emry Capital Group, Inc. (2)	Texas	9,803,922	\$0.0051	\$49,960	F	\$50,000
10/10/2010	Marc Pintar	Arizona	1,000,000	\$0.001	\$1,000 In exchange for services as CEO	R	\$1,000
10/10/2010	Shareholders Advocates, LLC (6)	Arizona	10,000,000	\$0.001	\$10,000 in consulting services	R	\$10,000

- (1) Mina Mar Corporate Management, Inc. is an Ontario, Canada company. Keith Roberts and Garr Winters share dispositive and voting control over these shares.
- (2) Emry Capital Group, Inc. is a Texas corporation and Hugo Rubio, its President and sole director, has sole dispositive and voting control over these shares.
- (3) Minaco Tradex is a UK company and Zoran Cvetojevic has sole dispositive and voting control over these shares at the time they were issued. 1,000,000,000 of these shares are beneficially owned by the Tactician University shareholders.
- (4) TJ Management, Inc. is a Texas corporation and Jossef Kahlon has sole dispositive and voting control over these shares.
- (5) This company is controlled by Ike Sutton who has sole voting and dispositive control over these shares.
- (6) David W. Keaveney has sole voting and dispositive control over these shares,

Detailed below are all events, in chronological order, that resulted in changes in total shares of Convertible Preferred Series C Stock (the only series of our Preferred Stock with outstanding shares) for the Company within the two-year period ending on the last day of our most recent fiscal year (2009) and since December 31, 2009:

On December 19, 2009, the Company issued 1,000,000 shares of Convertible Preferred Series C Stock to Minaco Tradex in exchange for \$100,000.

Management believes that the above share issuances were exempt from the registration requirements of the Securities Act of 1933, as amended, by virtue of exemptions from registration contained in Section 4(2) of the Securities Act of 1933, as amended and/or Regulation D, Rule 504 promulgated under the Securities Act of 1933, as amended.

PART F. EXHIBITS

Item XVIII. Material Contracts:

The Company's material contracts are attached to this filing as Exhibit XVIII and are hereby incorporated herein by reference.

Item XIX. Articles of Incorporation and Bylaws.

The Company's articles of incorporation and bylaws, as amended from time to time are attached to this filing as Exhibit XIX and are hereby incorporated herein by reference.

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

The Company did not purchase or repurchase any of its equity securities during the periods reported on in this disclosure statement.

Item XXI. Issuer's Certifications.

I, Marc Pintar, President of Videolocity International, Inc., certify that:

1. I have reviewed this information and disclosure statement of Videolocity International, Inc.;
2. Based upon my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in

light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

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

Date: December 9, 2010

By: 

Marc Pintar
President
Videolocity International, Inc.

Balance Sheet(1)

12-31-2009

By: Tactician University a subsidiary of Videolocity International, Inc. (VCTY) - effective June 11, 2010 U.S. dollars

assets	at end of year	at beg of year
current assets :		
bank and cash	556,731.82	182,456.33
notes receivable		
accounts receivable	708,501.25	62,853.55
prepayments supplies	13,562.98	11,256.20
other receivables	342,896.72	33,845.25
inventories	137,689.55	48,230.44
deferred and prepaid expenses	15,638.79	16,452.77
other current assets		
total current assets	1,775,021.11	355,094.54
lang term assets		
long term investments		
accounts receivable over a year	6,892.00	10,240.00
fixed assets	4,259,833.25	3,658,622.25
less:accumulated depreciation	1,758,246.44	1,425,342.55
fixed assets-net value	2,501,586.81	2,197,632.12
disposal of fixed assets		
construction in process	1,325,856.11	756,243.22
total lang term assets	3,834,334.92	2,964,115.34
total assets	5,609,356.03	3,319,209.88

president:

accountant:

Balance Sheet(2)

12-31-2009

By: Tactician University a subsidiary of Videolocity International, Inc. (VCTY) - effective June 11, 2010 U.S. dollars

assets	at end of year	at beg of year
current liabilities		
short term loans	117,302.05	120,962.73
notes payable		
accounts payable	28,435.22	12,548.66
accrued payroll	5,463.85	10,200.73
taxes payable	12,584.96	9,882.45
dividends payable		
other payables	9,687.55	1,087.51
other current liabilities		
total current assets	173,473.63	154,682.08
long term liabilities		
long term loans		
accounts payable over a year		
total long term liabilities	-	
total liabilities	173,473.63	154,682.08
owners' equity		
registered capital	2,052,785.92	2,052,785.92
accumulation of capital		
current profit	2,397,852.60	927,483.22
undistributed profit	985,243.88	184,258.66
total owners' equity	5,435,882.40	3,164,527.80
total liabilities and owners' equity	5,609,356.03	3,319,209.88

president :

accountant:

Income Statement
December/09

By:Tactician University

U.S. dollars

ITEMS	annual cumulative number
1、 operating revenue	6,198,240.43
Less : Sales tax	371,894.43
operating costs	2,254,820.55
2、 Gross profit on sales	3,571,525.45
Add : profit from other operations	
Less : General and administrative expenses	897,245.00
Financial expenses	10,280.33
3、 Operating profit	2,664,000.12
Add : Income on investment	
Non-operating income	34,562.58
Less : Non-operating expenses	2,277.55
Income tax	298,432.55
4、 Net profit	2,397,852.60

president :

accountant:

VIDEOLOCITY INTERNATIONAL INC.

September 30, 2010

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These financial statements and notes thereto present fairly, in all material respects, the financial position of the company and the results of its operations and cash flows for the period presented, in conformity with accounting principles generally accepted in the United States, consistently applied.

VIDEOLOCITY INTERNATIONAL INC.
CONSOLIDATED BALANCE SHEET
As at September 30, 2010
(Unaudited)

BALANCE SHEET	
ASSETS	
CURRENT ASSETS	
Cash	\$ 695,236
Accounts Receivable	902,546
Other Receivable	899,343
Inventory	358,464
Prepaid Accounts	48,218
	2,903,807
LONG-TERM INVESTMENT	125,869
	-
FIXED ASSETS - NBV	2,824,122
CONSTRUCTION IN PROGRESS	1,952,635
INTANGIBLE ASSETS - NBV	-
	\$ 7,806,433
<u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>	
CURRENT LIABILITIES	
Accounts Payable and Accrued Liabilities	\$ 81,352
Other Payables	22,568
Short Term Loans	117,302
Taxes Payable	52,825
	274,047
LONG TERM LIABILITIES	-
	274,047
SHAREHOLDERS' EQUITY	
CAPITAL STOCK	
Common Stock, authorized shares 4,888,00,000	
Issued and outstanding - 4,098,377,208 @ PV \$0.001	4,098,377
ADDITIONAL PAID IN CAPITAL	- 1,563,280
RETAINED EARNINGS	4,997,289
	7,532,386
	\$ 7,806,433

The accompanying notes are an integral part of these
financial statements

VIDEOLOCITY INTERNATIONAL INC.
CONSOLIDATED STATEMENTS OF EARNINGS AND RETAINED EARNINGS
FOR THE NINE MONTHS ENDED September 30, 2010
(Unaudited)

EARNINGS	
REVENUE	
Sales	\$ 4,452,368
	-
TOTAL SALES	<u>4,452,368</u>
COST OF SALES	
Cost of Sales	1,482,653
Operating Tax	265,286
TOTAL COST OF SALES	<u>1,747,939</u>
GROSS PROFIT	<u>2,704,429</u>
OPERATING EXPENSES	
Administrative Expense	756,862
Financial Expense	10,215
	<u>767,077</u>
OTHER INCOME & EXPENSES	29,523
PROFIT	1,966,875
LESS Income Tax	352,682
NET PROFIT	<u>1,614,193</u>
Retained Earnings - Beginning of period	3,383,096
Retained Earnings - End of period	<u>\$ 4,997,289</u>

The accompanying notes are an integral part of these
financial statements

VIDEOLOCITY INTERNATIONAL INC.
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDED September 30, 2010
(Unaudited)

CASH FLOWS

Cash flows from operating activities

Profit/Loss from operations \$ 1,614,193

Adjustments to cash flows from operating activities:

Amortization of goodwill
Depreciation of fixed assets 243,286

Cash flows **from** operating activities \$ 1,857,479

Cash flows from investing activities:

Capital expenditures 1,192,600
Investment in inventory 220,774
Increase in accounts receivable 869,468
Increase in prepaid expenses 19,015

Cash **used in** investing activities \$ 2,301,857

Cash flows from financing activities:

Increase in accounts payable and accrued liabilities 100,582
Increase in loans payable -
Issuance of capital stock 482,300

Cash **used for** financing activities \$ 582,882

Net increase (decrease) in cash \$ 138,504

Cash at beginning of period 556,732

Cash at end of period \$ 695,236

The accompanying notes are an integral part of these
financial statements

VIDEOLOCITY INTERNATIONAL INC.
Consolidated Statement of Shareholders' Equity
AS AT September 30, 2010
(Unaudited)

	<u>Common</u> <u>Shares</u>	<u>Stock</u> <u>Amount</u>	<u>APIC</u>	<u>R/E</u>	<u>Total</u>
Opening Bal	3,956,550,801	\$ 3,956,551	-\$ 1,421,465	\$ 3,383,096	\$ 5,918,182
Issuance of stk Capital reserve	141,826,407	141,826	-	141,826	-
Net Profit/Loss				1,614,193	1,614,193
Bal Sep 2010	4,098,377,208	\$ 4,098,377	-\$ 1,563,291	\$ 4,997,289	\$7,532,375

The accompanying notes are an integral part of these
financial statements

VIDEOLOCITY INTERNATIONAL INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE PERIOD ENDED September 30, 2010
(Unaudited)

NOTE 1. GENERAL ORGANIZATION AND BUSINESS ISSUES

The company was administratively abandoned and reinstated in February 2010 through a court appointed guardian - custodian.

In March 2010, the company announced it had recapitalized its Authorized share structure to 4.888 billion shares to prepare for multiple mergers with new viable private businesses.

On June 22, 2010, the company announced that it had completed its merger with Tactician University, a Chinese based consulting company specializing in government and business training.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES

Accounting policies and procedures are listed below. The company has adopted a December 31 year end.

Accounting Basis

We have prepared the consolidated financial statements according to generally accepted accounting Principles (GAAP).

Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities of three months or less as cash equivalents. As of September 30, 2010 the company had no cash or cash equivalent balances in excess Of the federally insured amounts. The Company's policy is to invest excess funds in only well capitalized financial institutions.

Earnings per Share

The Company adopted the provisions of SFAS No. 128, "Earnings per Share." SFAS No. 128 requires the presentation of basic and diluted earnings per share ("EPS"). Basic

presentation of basic and diluted earnings per share (EPS). Basic EPS is computed by dividing income available to common stockholders by the weighted-average number of common shares outstanding for the period. Diluted EPS includes the potential dilution that could occur if options or other contracts to issue common stock were exercised or converted.

The Company has not issued any options or warrants or similar securities since inception.

Stock Based Compensation

As permitted by Statement of Financial Accounting Standards ("SFAS") No. 148, "Accounting for Stock-Based Compensation--Transition and Disclosure", which amended SFAS 123 ("SFAS 123"), "Accounting for Stock-Based Compensation", the Company has elected to continue to follow the intrinsic value method

in accounting for its stock-based employee compensation arrangements as defined by Accounting Principles Board Opinion ("APB") No. 25, "Accounting for Stock Issued to Employees", and related Interpretations including "Financial Accounting Standards Board Interpretations No. 44, Accounting for Certain Transactions Involving Stock Compensation", and interpretation of APB No. 25. At September 30, 2010 the Company has not formed a Stock Option Plan and has not issued any options.

Dividends

The Company has adopted a policy regarding the payment of dividends. Dividends may be paid to shareholders once all divisions are fully operational and profitable. The Board may also pay dividends to counter any short selling or undermining of the entity. See Note 1.

Fixed Assets

Fixed assets are carried at cost. Depreciation is computed using the straight-line method of depreciation over the assets' estimated useful lives. Maintenance and repairs are charged to expense as incurred; major renewals and improvements are capitalized. When items of fixed assets are sold or retired, the related cost

Renovals and improvements are capitalized. When items of these assets are sold or retired, the related cost and accumulated depreciation is removed from the accounts and any gain or loss is included in income.

Income Taxes

The provision for income taxes is the total of the current taxes payable and the net of the change in the deferred income taxes. Provision is made for the deferred income taxes where differences exist between the period in which transactions affect current taxable income and the period in which they enter into the determination of net income in the financial statements.

Advertising

Advertising is expensed when incurred.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Goodwill

Goodwill is created when we acquire a business. It is calculated by deducting the fair value of the net assets acquired from the consideration given and represents the value of factors that contribute to greater earning power, such as a good reputation, customer loyalty. We assess goodwill of individual subsidiaries for impairment in the fourth quarter of every year, and when circumstances indicate that goodwill might be impaired.

NOTE 3. GOING CONCERN

The accompanying financial statements have been prepared

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company had a net profit for the period through to September 30, 2010 of \$ 1,614,193. The Company's continuation as a going concern is dependent on its ability to meet its obligations, to obtain additional financing as may be required and ultimately to attain profitability. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

NOTE 4. RECENTLY ISSUED ACCOUNTING STANDARDS

Management does not believe that any recently issued but not yet adopted accounting standards will have a material effect on the Company's results of operations or on the reported amounts of its assets and liabilities upon adoption.

NOTE 5. SHAREHOLDERS' EQUITY

Common Stock:

As of September 30, 2010 the company has 4,098,377,208 shares of common stock issued and outstanding.

NOTE 6. PROVISION FOR INCOME TAXES

The Company provides for income taxes under Statement of Financial Accounting Standards NO. 109, Accounting for Income Taxes. SFAS No. 109 requires the use of an asset and liability approach in accounting for income taxes. Deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax bases of assets and liabilities and the tax rates in effect when these differences are expected to reverse.

SFAS No. 109 requires the reduction of deferred tax assets by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. The provision for income taxes is comprised of the net changes in deferred taxes less the valuation account plus the current taxes payable.

Exhibit XVIII. MATERIAL CONTRACTS

The following material contracts are a part of this Exhibit XVIII:

- 1. Exchange Agreement dated June 22, 2010, by and between Tiancheng Belize Management Inc. and Tiancheng University for the acquisition of Tactician University.** Note: Tiancheng Belize Management, Inc.'s legal name is Tiancheng Belize Industrial Management, Inc.
- 2. Share Exchange Agreement dated as of October 7, 2010, by and between Videolocity International, Inc. and Avtar Singh for the acquisition of Avtar Singh Construction Co.**

**TIANCHENG INDUSTRIAL BELIZE
MANAGEMENT INC.**

Suite 102, Ground Floor
Blake Building
Corner Eyre & Hutson Streets
Belize City, Belize

EXCHANGE AGREEMENT

天成伯利兹管理公司

伯利兹伯利兹城考那埃尔 & 赫特森街布莱克楼一层 102 室

交换协议

This Exchange Agreement (the "Agreement") is made and entered into as of the 22 day of June, 2010, between Tiancheng Industrial Belize Management Inc., a company formed under the laws of Belize (hereinafter referred to as the "Company"), Tiancheng, a company formed under the laws of the People's Republic of China (hereinafter referred to as "Tiancheng"), and the persons executing this Agreement listed on the signature page hereto (referred to collectively as the "Tiancheng Shareholders" or "Shareholders") who own one hundred percent (100%) of the outstanding of Tiancheng.

天成伯利兹管理公司，一个在伯利兹合法成立的公司（以下简称“公司”），与深圳市今天成管理顾问有限公司，一个在中华人民共和国合法成立的公司（以下简称“天成”），及在此协议签名页上列出的（指所有“天成股东”或“股东”）拥有百分之百(100%)“天成”股份的人士，于2010年__月__日制定并签署这个交换协议（以下简称“协议”）。

RECITALS

说明条款

WHEREAS The Company desires to acquire all issued and outstanding shares of common stock of Tiancheng, and Tiancheng wishes to have all issued and outstanding shares of common stock of Tiancheng acquired by the Company, on the terms and

conditions set forth in this Agreement in exchange for unissued shares of the Company's common stock (the "Exchange" or "Exchange Offer"), so that Tiancheng will become a wholly owned subsidiary of the Company;

鉴于“公司”意欲收购所有“天成”发行的和公开发行并售出的普通股，并且“天成”希望由“公司”收购“天成”发行的和公开发行并售出的普通股，根据在此协议中的有关交换“公司”的未发行的普通股的条款和条件（交换或交换提议），“天成”将成为一个被“公司”全部拥有的子公司。

AND WHEREAS The Board Of Directors of the Company and Tiancheng have determined that it is in the best interest of the parties for the Company to acquire all issued and outstanding shares of common stock of Tiancheng pursuant to an exchangeable share transaction;

并且鉴于“公司”董事会和“天成”已经确定，根据一项可交换的股份交易，由“公司”收购所有“天成”发行的和公开发行并售出的普通股对各方是最佳利益；

AND WHEREAS The Tiancheng Shareholders desire to exchange all of their shares of capital stock of Tiancheng solely in exchange for the shares of authorized but unissued common stock of the Company;

并且鉴于“天成”的股东愿意用所有“天成”的资本存量股份来换取“公司”授权的但未发行的普通股的股份；

AND WHEREAS The Company, Tiancheng and Tiancheng's Shareholders desire to set forth the terms of the Exchange Offer, which is intended to constitute a tax-free re-organization;

并且鉴于，“公司”、“天成”和“天成”的股东愿意阐明交换提议，其目的是构成一个免税重组机构；

NOW, THEREFORE, in consideration of the terms, conditions, agreements and covenants contained herein (the receipt and sufficiency of which are acknowledged by each party), and in reliance upon the representations and warranties contained in this Agreement, the parties hereto agree as follows:

因此，考虑到此处条款、条件、协议和契约所包含内容（每一方均承认收讫及其充分性），并依据本“协议”中包含的陈述和担保，双方在此同意如下：

I. RECITALS: TRUE AND CORRECT

1. 说明条款：真实及正确

The above stated recitals are true and correct and are incorporated into this Agreement.
上述说明条款的叙述是真实和正确的，并纳入本协议。

II. PURCHASE AND SALE

购买和出售

Purchase and Sale. Subject to all the terms and conditions of this Agreement, at the Closing, Tiancheng agrees to receive from the Company, and Company agree to issue to the Tiancheng Shareholders newly issued treasury shares of common stock of the Company ("Company Shares") (the "Share Consideration") according to Schedule A attached in exchange for the transfer of all the issued and outstanding shares of the common stock of Tiancheng ("Tiancheng's Shares") to the Company. Tiancheng Shareholders shall surrender the certificates evidencing 100% of the issued and outstanding shares of Tiancheng, duly endorsed with Medallion Guaranteed stock powers so as to make the Company the sole owner thereof;

2.1 购买和出售

受本“协议”所有条款和条件的制约，并根据附表 A 关于以交换为目的将“天成”所有已发行的股份的普通股（“天成股份”）转让给“公司”的内容，在交割时，“天成”同意从“公司”那里接受，“公司”同意向“天成”发放新发行的“公司”的普通股的库存股份（“公司股份”）（“股份补偿”）。“天成”股东应移交 100 % 的已发行的“天成”股份的证明书，并由麦德林担保的股票权进行背书，从而使“公司”成为唯一的拥有者；

a) The Company will issue and deliver 1,000,000.000 Company Shares (the "Shares") in the name of the Tiancheng Shareholders or its assigns in accordance with this Agreement;

1) 根据本协议，“公司”将以“天成”股东或受让人的名义发行并交付_____公司股份（“股份”）；

b) At Closing, the existing Director(s) of the Company shall appoint to the Board of Directors and Miro Zecevic will vacate and resign positions as board of directors;

b) 在交割时，“公司”现任董事将任命董李局，并且米罗-泽瑟维克将离任并辞去担任董事主任职位。

2.2 Closing. The parties shall hold the Closing on 6/22, 2010 ("Closing Date"), at 5:00 P.M., local time or earlier, at the offices of the Tiancheng, or at such other time and place as the parties may agree upon.

2.2 交割

双方将于 2010 年 月 日当地下午 5 时 00 分或更早的时间，在“天成”的办事处，或在其他当事各方同意的时间及地点，举行交割（“交割日期”）。

III. REPRESENTATIONS AND WARRANTIES OF Tiancheng AND THE Tiancheng SHAREHOLDERS

“天成”和“天成股东”的陈述和保证

Tiancheng represents and warrants to the Company as follows, with the knowledge and understanding that the Company is relying materially upon such representations and warranties:

“天成”对公司做出如下陈述和保证，并且了解和懂得公司实质上依据这些陈述和保证：

3.1 Organization and Standing. Tiancheng is a corporation duly organized, validly existing and in good standing under the laws of Province of China in which Tiancheng is organized.

3.1 组织和资格

“天成”是一家在中国的“天成”所在的省份按当地法律正式组织而存在的资格完备的公司。

3.2 Capitalization. The authorized capitalization of Tiancheng consists of ^{N/A} shares of common stock, of which ^{N/A} are currently issued and outstanding, and no shares of preferred stock.

3.2 资本

已授权的“天成”资本包括_____股普通股。其中_____是目前正在发行流通，并且没有优先股。

3.3 Properties. Except as set forth on the information in Schedule 3.3 concerning Tiancheng, Tiancheng has good title to all of the assets which it purports to own as reflected on the balance sheet included in the Financial Statements (as hereinafter defined) or thereafter acquired.

3.3 财产

除附表 3.3 列出的关于“天成”的信息之外，“天成”对财务报表中包括的或以后获得的资产负债表中（如以下所定义）体现出来的所有资产具有有效的所有权。

3.4 Litigation. Except as disclosed in the information in Schedule 3.4 concerning Tiancheng, there is no claim, action, proceeding or investigation pending or, to the knowledge of Tiancheng, threatened against or affecting Tiancheng before or by any court, arbitrator or governmental agency or authority which, in the reasonable judgment of Tiancheng, could have any materially adverse effect on Tiancheng. There are no decrees, injunctions or orders of any court, governmental department, agency or arbitration outstanding against Tiancheng.

3.4 诉讼

除附表 3.4 公开的关于“天成”的信息之外，没有任何威胁或影响“天成”的索赔、诉讼，诉讼程序或悬而未决的调查；没有任何法院、仲裁、政府机关或权威机构做出对“天成”不利的判决及带来任何对“天成”不利的重大影响。没有法院、政府部门、机构或仲裁颁布的针对“天成”的法令、禁令或命令。

Tiancheng is not a party to any pending action or proceeding by any governmental authority for the assessment of any Tax, and no claim for assessment or collection of any Tax has been asserted against Tiancheng that has not been paid. There are no Tax liens upon the assets (other than a lien of property taxes not yet due and payable) of Tiancheng. There is no valid basis, to the knowledge of Tiancheng, except as set forth in Schedule 3.4B, for any assessment, deficiency, notice, 30-day letter or similar intention to assess any Tax to be issued to Tiancheng by any governmental authority.

“天成”没有成为任何政府机构的有关任何税务评估中任何悬而未决的诉讼或程序的一方。“天成”没有任何未支付的评估索赔或税务托收。“天成”没有税收留置权的资产（不同于尚未到期和应付的有留置权的财产税款）。除了附表 3.4B 列出的之外，对“天成”而言，由任何政府机构向“天成”发出的任何评估、亏绌、通知、30 天信函或类似的税务评估意图，均没有有效根据。

3.5 Compliance with Laws and Regulations. To its knowledge, Tiancheng is in compliance, in all material respects, with all laws, rules, regulations, orders and requirements (Federal, Province and local) applicable to it in all jurisdictions where the

business of Tiancheng is currently conducted or to which Tiancheng is currently subject which has a material impact on Tiancheng, including, without limitation, all applicable civil rights and equal opportunity employment laws and regulations, and all antitrust and fair trade practice laws, rules and regulations, except as noted in Schedule 5.5.

3.5 遵守法律和规章

在所有重要方面，“天成”遵守所有适用于“天成”现行业务所在司法管辖区（联邦、省和地方）的法律、法规、规章、命令和要求；或者遵守除附表 5.5 列出的之外，对“天成”有实质影响的约束，包括但不限于，所有适用的民事权利和就业机会平等的法律和规章，以及所有的反垄断和公平贸易惯例的法律、法规和规章。

3.6 Information. Tiancheng has furnished and will continue to furnish the Company all information and the books and records of Tiancheng are in all material respects complete and correct and have been maintained in accordance with good business and accounting practices.

3.6 信息

“天成”已经向公司提供，并将继续提供其良好业务和会计惯例，在所有重大方面完整正确的所有信息、帐簿和记录。

3.7 Financial Statements. Tiancheng has furnished or will, within 90 days after Closing (or as practical as possible), furnish the Company with Tiancheng' financial statements (the "Financial Statements") and subsequent unaudited financials statements

3.7 财务报表

“天成”已提供或将于交割后 90 天之内（或尽可能按照实际情况）向“公司”提供“天成”的财务报表（“财务报表”）及随后的未经审计的财务报表。

The Financial Statements present fairly, in all respects, the consolidated financial position and results of operations of Tiancheng as of the dates and periods indicated, prepared in accordance with International Financial Reporting Standards (IFRS) as defined by the International Accounting Standards Board.

在所有的方面，按照国际会计标准委员会制定的国际财务报告准则（IFRS）准备的财务报表公正地呈现了“天成”在所示日期和阶段的综合财务状况和营运业绩。

3.8 Absence of Certain Changes or Events. Since the date of the last financial statement, there has not been:

3.8 某些变化或事件的缺乏

自上一次财务报表的日期，还没有：

a) Any material adverse change in the financial condition, properties, assets, liabilities or business of Tiancheng;

1) “天成”在财务状况、财产、资产、负债或业务方面的任何重大不利的变化；

3.9 Governmental Licenses, Permits, Etc. To its knowledge, Tiancheng has all governmental licenses, permits, authorizations and approvals necessary for the conduct of its business as currently conducted (“Licenses and Permits”). All Licenses and Permits are in full force and effect, and no proceedings for the suspension or cancellation of any License or Permit is pending or threatened.

3.9 政府执照，许可证等

对其而言，“天成”拥有开展当前业务所需的政府执照、许可证、授权和批准（“执照和许可证”）。所有执照和许可证完全有效，没有正在审理的或被威胁暂停或吊销任何执照或许可证的法律程序。

3.10 Intellectual Property. The information in Schedule 3.10 or alternatively in the financial statements concerning Tiancheng lists all of the Intellectual Property. All of the patents, trademark registrations and copyrights listed in the information in Schedule 3.10 concerning Tiancheng that are owned by Tiancheng are valid and in full force and effect. To the knowledge of Tiancheng, it is not infringing upon, or otherwise violating, the rights of any third party with respect to any Intellectual Property.

3.10 知识产权

附表 3.10 或者财务报表列出了关于“天成”的所有知识产权，所有专利，商标注册和版权。附表 3.10 列出的“天成”所拥有的关于“天成”的信息是有效并完全生效。就“天成”所知，关于知识产权，没有侵害或违犯任何第三方的权利。

3.11 Accounts Receivable. The accounts receivable reflected on the balance sheets included in the Financial Statements, or thereafter acquired by Tiancheng, consists, in the aggregate in all material respects, of items which are collectible in the ordinary and usual course of business.

3.11 应收款

列入财务报表的资产负债表里所反映的，或其后被“天成”收购的应收款，在所有重要方面总计包括可在普通和正常的业务过程中代收的项目。

3.12 Acquisition of the Shares by the Tiancheng Shareholders. The Tiancheng Shareholders are acquiring the Shares for their own account without the participation of any other person and with the intent of holding the Shares for investment and without the intent of participating, directly or indirectly, in a distribution of the Shares, or any portion

thereof, and not with a view to, or for resale in connection with, any distribution of the Shares, or any portion thereof. The Tiancheng Shareholders have read, understand and consulted with their legal counsel regarding the limitations.

3.12 “天成” 股东收购的股份。“天成” 股东们正为自己的帐户收购股票，没有任何其他人参与。他们有意持股投资，不想直接或间接地配送股份或其任何部分，不考虑或转售任何分配的股份或其任何部分。“天成” 股东们已经阅读理解相关限制并已咨询了他们的律师。

IV. REPRESENTATIONS AND WARRANTIES OF THE COMPANY

四 公司陈述和担保

The Company represents and warrants to Tiancheng as follows, with the knowledge and understanding that Tiancheng is relying materially on such representations and warranties:

公司对“天成” 做出如下陈述和保证，并且了解和懂得“天成” 实质上依据这些陈述和保证：

4.1 Organization and Standing of the Company. The Company is a corporation duly organized, validly existing and in good standing under the laws of Belize, and has the corporate power to carry on its business as now conducted and to own its assets and is not required to qualify to transact business as a foreign corporation in any Province or other jurisdiction. The copies of the Articles of Incorporation and Bylaws of the Company, delivered to Tiancheng, are true and complete copies of those documents as now in effect. The Company does not own any capital stock in any other corporation, business trust or similar entity, and is not engaged in a partnership, joint venture or similar arrangement with any person or entity. The minute books of the Company contain accurate records of all meetings of its incorporator, shareholders and Board of Directors since its date of incorporation.

4.1 公司的组织和资格

该公司是一个根据伯利兹法律正规组建、有效存在并有着良好信誉的有限公司。已有法人权力开展其业务及拥有自己的资产，并不需要作为一个外国公司在任何省或其他管辖范围之内进行业务交易。已交付给“天成” 的该公司条例和章程副本是真正的和完整的，现已生效。该公司不拥有其他任何公司、商业信托或类似实体的任何股本，而且不参与合伙企业、合资企业，未与任何个人或实体有类似的安排。公司的会议录包含自成立之日起其法人创立者，股东和董事局所有会议的准确记录。

4.2 政府执照，许可证等

4.2. licenses and permit issued by the government

天成实业伯利兹管理公司拥有开展当前业务所需的各种政府执照、许可证、授权和批准（“执照和许可证”）。所有执照和许可证完全有效，没有正在审理的或被威胁暂停或吊销任何执照或许可证的法律程序。

4.2 Tiancheng Industrial Belize Management Inc has all licenses, permits, authorizations and approvals (“licenses and permits”) issued by the government for its operations. All licenses and permits are valid, without either under approval or any suspension warning through any legal proceeding.

4.3 公司财务情况

4.3. Company financial status

天成实业伯利兹管理公司未有任何负债，公司现有资产完全是净资产，没有涉及任何法律和经济的纠纷。

Tiancheng Industrial Belize Management Inc has no liabilities, all are equity, is not involved in any legal and financial disputes.

V. STOCKHOLDER APPROVAL; CLOSING DELIVERIES

五 股东批准；正式交割

5.1 Closing Deliveries of Tiancheng. At the Closing, Tiancheng shall deliver, or cause to be delivered, to the Company:

“天成”的正式交割

交割式上，“天成”应正式移交或安排交割给公司：

- (a) A certificate, dated as of the Closing Date, certifying as to the Articles of Incorporation and Bylaws of Tiancheng, the incumbency and signatures of the officers of each of Tiancheng and copies of the directors' and shareholders' resolutions of Tiancheng approving and authorizing the execution and delivery of this Agreement, and the consummation of the transactions contemplated hereby;

- (a) 以交割日为日期的一份证书，核证“天成”的公司条例和制度，每个“天成”成员的职责和签名，董事和股东批准授权“天成”执行和交付本协议的副本，及此预期交易的圆满完成；

(b) Stock certificates representing all of Tiancheng' Shares, duly endorsed for transfer to the Company or as the Company may otherwise direct.

(b) 股票证书声明所有的“天成”股票，适时背书转让给公司，或者公司可以另行指示。

(c) Such other documents, at the Closing or subsequently, as may be reasonably requested by the Company as necessary for the implementation and consummation of this Agreement and the transactions contemplated hereby.

(c) 公司可在交割时或其后，合理要求为执行和完成本协议及预期交易所需的此类其他文件。

5.2 Closing Deliveries of Company. At the Closing, the Company shall deliver to Tiancheng:

5.2 公司的正式交割
交割时，公司须移交给“天成”：

(a) Share certificates in the appropriate amount of Company Shares issued to the Tiancheng Shareholders. No Shares shall be issued until the Company shall have received a certificate (or certificates) for the required number of Tiancheng Shares.

(a) 以适当数额的公司股票发行给“天成”股东股票。公司在收到了证书（或证书授权）规定数目的“天成”股份之前不能发行股份。

(b) Such other documents, at the Closing or subsequently, as may be reasonably requested by Tiancheng as necessary for the implementation and consummation of this Agreement and the transactions contemplated hereby.

(b) “天成”可在交割时或其后，合理要求为执行和完成本协议及预期交易所需的此类其他文件。

5.3 Governing Law/Venue. This Agreement shall be governed by and construed under the laws of the China applied to agreements entered into and to be performed entirely within China. Any dispute or controversy concerning or relating to this Agreement shall be exclusively resolved in China International Arbitration Committee in Beijing.

5.3 法律管辖/地点

本协议将由中国的法律进行管辖和解释，并完全在中国适用并执行。凡涉及本协议的任何争端或争议将只由北京国际经济贸易仲裁委员会解决。

VI. TERMINATION

六 终止

6.1 Termination Prior to Closing. (a) If the Closing has not occurred within 15 days after the execution of this Agreement or such other date as mutually agreed upon by the parties (the "Termination Date"), any of the parties hereto may terminate this Agreement at any time thereafter by giving written notice of termination to the other parties; provided, however, that no party may terminate this Agreement if such party has willfully or materially breached any of the terms and conditions hereof.

6.1 交割之前终止

(a) 如果交割没有发生在本协议签署后 15 天之内或在双方商定的其他日期（以下简称“终止日期”），有关各方可在其后任何时间以书面形式通知其他各方终止本协议；但前提是，如果一方故意或严重违反任何条款和条件，则不可终止本协议。

VII. ADDITIONAL COVENANTS

七 附加盟约

7.1 Entire Agreement. This Agreement, including the Exhibits and Schedules attached hereto, sets forth the entire understandings of the parties with respect to the subject matter hereof, and it incorporates and merges any and all previous communications, understandings, oral or written, as to the subject matter hereof, and cannot be amended or changed except in writing, signed by the parties.

7.1 全部协议

此协议，包括所附的展示和附表，阐明了各方对有关议题的全面理解，合并汇融了以前所有的口头或书面的交流和理解。已经成文并经各方签字除外，不能修改或改变有关议题部分。

7.2 Headings. The headings of the Sections of this Agreement, where employed, are for the convenience of reference only and do not form a part hereof and in no way modify, interpret or construe the meanings of the parties.

7.2 标题

本协议各款标题的使用，只为方便参考，并不构成有关部分，不能修改，译释或解释各方的意思。

7.3 Severability. To the extent that any provision of this Agreement shall be invalid or unenforceable, it shall be considered deleted herefrom and the remainder of such provision and of this Agreement shall be unaffected and shall continue in full force and effect.

7.3 分割

如果在某种程度上该协议的任何条款无效或不可执行，应从协议中删除。条款和本协议的其余部分将不会受到影响，并继续完全有效。

7.4 Amendments and Waivers. Any term of this Agreement may be amended and the observance of any term of this Agreement may be waived (either generally or in a particular instance and either retroactively or prospectively), only with the written consent of Controlling Party and Buyer, even after signoff, all amendments will be attached to this main agreement as separated schedules.

7.4 修正和豁免

只要控股方和买家书面同意，即使在双方签署后，本协议任何条款可予以修正，并可免除遵守其条款（在一般或特定情况下，追溯或前瞻执行），所有将来的修正将作为该协议的附件。

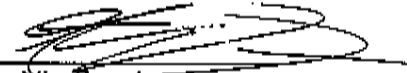
THE PARTIES TO THIS AGREEMENT HAVE READ THIS AGREEMENT, HAVE HAD THE OPPORTUNITY TO CONSULT WITH INDEPENDENT COUNSEL OF THEIR OWN CHOICE, AND UNDERSTAND EACH OF THE PROVISIONS OF THIS AGREEMENT.

协议各方已经阅读该协议，已经咨询过他们自己选择的独立辩护律师，并了解该协议的各项规定。


IN WITNESS WHEREOF, the parties hereto have executed this Agreement the day and year first above written.

"COMPANY"

Tiancheng Belize Management Inc.

By: 
Name: Miro Zecevic
Title: Chairman

TIANCHENG UNIVERSITY

By: 
Name: ZHOU Ai Xiang
Title: President

SCHEDULES RELATED TO THE SELLER

Schedule 3.3 Properties

The following properties reflect assets reported in Tiancheng's Balance sheet to which it does not have good title:

有关卖方的附表

附表 3.3 房产

下列房产反映“天成”的资产负债表中所列的资产尚未有所有权:

Schedule 3.4 Litigation.

The Tiancheng acknowledges the existence or probability of the following litigious matters, including, but not exclusive to any claim, action, proceeding or investigation pending or, to the knowledge of Tiancheng,

附表 3.4 诉讼

“天成”承认就其所知，下列诉讼事项存在或可能发生，包括但不纯粹是任何索赔，诉讼，诉讼程序或待调查。

Schedule 3.4B Taxes

The following lists all known tax related issues, as well as any tax related actions that could reasonably be anticipated by management, to be filed against the seller, including, but not limited to, Tax liens, assessment, deficiency, notice, 30-day letter or similar intention to assess any Tax to be issued to Tiancheng by any governmental authority of any country in which it has operations.

附表 3.4B 税务

下面列出所有已知的有关税务的问题，以及管理部门可以合理预计的任何与纳税有关的诉讼，将控告卖方，包括但不限于：赋税留置权，评估，亏绌，通知，30天信函或由任何其经营所在国的政府管理机构发给“天成”的类似税务评估意向。

Schedule 3.5 Legal Compliance.

The following is a list of all existing legal proceedings against the SELLER, as well as any actions that can reasonably be anticipated by the Tiancheng's management. This includes, but is not limited to any suit, action, claim, proceeding, nor investigation, review or inquiry by any court or federal, county, municipal or local governmental department, commission, board, bureau, agency or instrumentality.

附表 3.5 遵循法规

下面列出现有的针对卖方的所有司法诉讼程序，以及“天成”的管理部门可以合理预计的任何诉讼。这包括但不限于任何恳求，诉讼，索赔，诉讼程序，调查，审查或被任何法院，联邦，县，市或地方一级政府部门，委员会，董事会，局署，机构或部门问讯。

Schedule 3.6 Employee Agreements

The following discloses any employee agreements of other related agreements.

附表 3.6 雇员协议

以下公开其他相关协议的任何雇员协议。

Schedule 3.7 Business Locations

The following is a list of business locations and details regarding whether these locations are leased and the terms thereof. Additionally, this list includes any properties owned by the Tiancheng, and any mortgages or liens against the properties.

附表 3.7 商业地点

下面列出商业地点和详细说明这些地点是否有租赁及条件。此外，这个名单包括“天成”所拥有的任何财产，任何抵押或留置权的财产。

Schedule 3.10 Intellectual Property.

The following details any Intellectual properties owned by the Tiancheng as described in Section 3.10 of this Agreement.

附表 3.10 知识产权

以下详细说明本协议 3.10 所述的“天成”所拥有的任何知识产权。

Schedule 3.11 Suppliers

The following suppliers may not continue to do business with the Tiancheng if acquired by the Company:

附表 3.11 供应商

如果公司收购“天成”，以下供应商可能无法继续与“天成”做生意：

SHARE EXCHANGE AGREEMENT

THIS SHARE EXCHANGE AGREEMENT ("Agreement") is effective as of this 7th day of October 2010 by and between **Videolocity International, Inc.** (VCTY), a corporation organized under the laws of Nevada ("Purchaser") and **Avtar Singh**, the owner of (100%) of **ASCC Corporation**, organized under the laws of India ("Company") herein by this reference ("Seller"). The Company, the Purchaser and the Seller shall hereinafter also be referred to individually as a "party" and collectively as the "parties."

EXPLANATORY STATEMENT

- A. The Company is an Indian Corporation in which Avtar Singh ("Seller") is the record and beneficial owner of one hundred percent (100%) of ASCC Corporation. Seller has indicated to Purchaser that Seller is the rightful majority owner of the Corporation and has the strict authority to sell, hypothecate or exchange its ownership at will and without restriction.
- B. The Seller is the record and beneficial owner of one hundred (100%) ownership of the Company.
- C. The Seller desires to sell, assign, transfer and deliver to the Purchaser, and the Purchaser desires to purchase, all, but not less than all, of the Seller's Ownership on the terms and subject to the conditions hereinafter contained.

NOW, THEREFORE, in consideration of the Explanatory Statement that shall be deemed to be a substantive part of this Agreement, the mutual covenants, promises, agreements, representations and warranties contained in this Agreement, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto do hereby covenant, promise, agree, represent and warrant as follows:

1. **Exchange.** On the terms and subject to the conditions set forth in this Agreement, at the Closing on the Closing Date, Purchaser shall issue to Seller 8,000,000 shares of Purchaser's restricted common stock ("Purchaser's Stock") for the complete and total ownership of Seller's stake in the Company; at the Closing on the Closing Date, the Seller shall sell, assign, transfer and deliver to the Purchaser, and the Purchaser shall purchase from the Seller, that number of the Seller's percentage as is set forth opposite the name of the Seller on Exhibit A.
2. **Purchase Consideration; Transfer of Securities.**
 - (i) The full, entire and aggregate purchase consideration that shall be paid at the Closing on the Closing Date by the Purchaser to the Seller for the Seller's percentage ownership by paying the Seller the number of shares of Purchaser's common stock ("Purchaser's Stock") shown on Exhibit A to be delivered by Purchaser to the Seller.
 - (ii) The Seller shall deliver to the Purchaser, at the Closing 100% shares duly endorsed in blank, or accompanied by assignments separate from certificates duly endorsed in blank, with the Seller's signature guaranteed by a national bank, Concurrently with the delivery by the Seller's share ownership, the

Purchaser shall deliver to the Seller stock certificates representing that number of Purchaser's Stock shown on Exhibit A to be issued and delivered by Purchaser to the Seller at the Closing.

3. **Closing.** The closing of the exchange of the Seller's percentage provided by this Agreement (referred to throughout this Agreement as the "Closing") shall take place at the offices of David E. Wise, Esq. on or before October 31, 2010, at such time of day as the parties hereto shall mutually agree. The parties hereto may, by written agreement, designate a different time or place for the Closing.

At the Closing, Seller shall deliver to Purchaser the following:

- a) Ownership rights representing the Seller's interest in the manner described in paragraph 2. (ii), above, so as to make Purchaser the majority owner thereof, free and clear of all claims and encumbrance.
- b) Any other documents required hereby.

At the Closing, the Purchaser shall deliver to Sellers the following:

- a) Certificates representing Purchaser's Stock issued in the amounts indicated on Exhibit A; and
- b) Any other documents required hereby.

4. **Representations and Warranties of The Company and Seller.** In order to induce Purchaser to consummate the transactions contemplated by this Agreement, and for the consideration expressed herein, the receipt and sufficiency of which is hereby acknowledged, the Seller who individually owns 100% of the Company, jointly and severally, represent and warrant to Purchaser as follows (the truth and accuracy of each of which representations and warranties shall constitute a condition precedent to Purchaser's obligation to close hereunder):

- a) **Organization and Standing of Company.** Company is a corporation duly organized, validly existing and in good standing under the laws of India and has all requisite corporate power and authority to own all of its properties and to carry on the business presently being conducted by it. Company is duly qualified to transact business and is in good standing in India.
- b) **No Subsidiaries.** Company does not own or control, directly or indirectly, any corporation, association or business organization of any nature.
- c) **Capitalization.** The Company has one owner owning 100% of the Company. The Seller owns the majority (100%) of the Company. A complete list of all owners is included on Exhibit A. The Company has no outstanding obligations to issue ownership to any party now, nor will it have on the Closing Date, which are convertible into any form of ownership or debt

obligation, nor any outstanding rights, options, warrants, subscriptions or other instruments or understandings entitling the holders thereof to purchase or receive any securities of Company of any kind. Company has no contractual right or obligation to acquire any of the securities from any of its owners or holders. It being understood by the Seller and Company that Purchaser will not assume such obligations or convert them into Purchaser's securities. The exact terms of any obligation or assumption by the Purchaser shall be evidenced in a separate writing(s) between the Purchaser and the individual holders prior to, and subject to, the Closing.

- d) **Ownership and Transfer.** The Seller, whether Majority or otherwise, shall warrant that they each have good and marketable title, and the unrestricted right and full power, to exchange and deliver to Purchaser the Seller's ownership pursuant to the provisions of this Agreement. Such Seller's Shares have been duly and validly issued and are free and clear of all liens, encumbrances, claims, equities and liabilities of every nature and represents one hundred percent (100%) of the ownership and voting securities of Company so that, at Closing, the Seller's ownership will represent the entire ownership owned by the Seller. The delivery of the Seller's ownership to Purchaser will vest in Purchaser all right, title and interest in and to such shares free and clear of all liens, encumbrances, claims, equities and liabilities of every nature.
- e) **Financial Statements.** The Company has delivered to Purchaser a copy of the latest unaudited balance sheet of Company as of March 31, 2009, a copy of which is attached hereto as Exhibit B.
- f) **Corporate Profile.** The Company has delivered a copy of the latest corporate profile of the Company as of October 7, 2010, a copy of which is attached as Exhibit C.
- g) **Liabilities.** Company and the Majority Shareholder do not know of any basis for the assertion against the Company of any material liabilities or obligations, either accrued, absolute, contingent or otherwise which would materially and adversely affect the value and conduct of the business of Company, other than those (i) reflected or reserved against in the Financial Statements, (ii) incurred in the ordinary course of business, or (iii) expressly disclosed in writing to Purchaser in or pursuant to this Agreement. Company does not have any liabilities, debts or obligations not fully and properly reflected or reserved against in the Financial Statements, except liabilities and obligations incurred in the ordinary course of business, which shall be expressly disclosed in writing to Purchaser in or pursuant to this Agreement.
- h) **Absence of Certain Changes.** Since September 30, 2010, there has not occurred (i) any materially adverse change in the assets, liabilities, capitalization, condition (financial or otherwise), business or prospects of Company, (ii) any damage, destruction or loss (whether or not covered by

insurance) having a materially adverse effect on the assets, condition (financial or otherwise), business or prospects of Company or (iii) any event or condition, or threat thereof, which does, or reasonably might, have a materially adverse effect on the assets, condition (financial or otherwise), business or prospects of Company. Since said date, Company has not directly or indirectly:

- i. Made any loan or advance to any person or entity;
 - ii. Declared or paid any dividends on any shares of ownership or member rights or redeemed, purchased or otherwise acquired any ownership interest;
 - iii. Subjected any of its assets to any mortgage, deed of trust, lien, pledge, conditional sales contract, lease, encumbrance or charge;
 - iv. Sold, leased or otherwise transferred any of its assets other than in the ordinary course of business;
 - v. Entered into any agreements whether or not in the ordinary course of business involving consideration given by Company in amounts in excess of One Thousand Dollars (\$1,000.00) other than those described in Schedules or Exhibits to this Agreement;
 - vi. Modified, amended or terminated any agreement or waived or released any right, other than in the ordinary course of business;
 - vii. Incurred any obligation or liability for borrowed money, or incurred any other obligation or liability except in the ordinary course of business;
 - viii. Issued or sold or agreed to issue or sell any equity or debt securities.
 - ix. Increased the salary, fringe benefits or other compensation of, or paid any bonus or similar compensation to, any of its officers or directors; or
 - x. Agreed to do any of the things described in the preceding clauses (i) through (ix).
- h) **Litigation, etc.** There is no litigation, proceeding or investigation pending or threatened, to the knowledge of the Company or Seller.
- i) **Taxes.** All federal, state and local tax returns required by law to be filed by Company have been filed and all federal, state and local taxes (including

payroll taxes) have been paid to the extent that such taxes have become due and payable. Company is not delinquent in the payment of any tax assessment, has had no tax deficiencies assessed against it, has received no notice of any such tax deficiencies, and has not executed any waiver of any statute of limitations on the assessment or collection of any tax.

- j) **No Violation, etc.** Neither the execution or delivery of this Agreement nor the consummation of the transactions contemplated hereby conflicts or will conflict with or result in any breach or violation of or default under any term or condition of the Articles of Incorporation, as amended, of Company or the Bylaws, or any indenture, mortgage, lien, lease, covenant, agreement, contract or other instrument to which Company is a party or is bound, or any order, judgment, decree, ordinance, regulation, or any requirement of law or of any governmental or judicial authority. Company is not in material violation of its amended Articles of Incorporation, its Bylaws or any such covenant, agreement, contract, instrument or requirement.
- k) **Brokers.** No finder, broker, agent or other intermediary has acted for or on behalf of Seller or Company in connection with the negotiation or consummation of this Agreement or any of the transactions contemplated hereby or with any other proposed acquisition of the stock or assets of Company, nor have Seller incurred or caused to be incurred any liability for any fee or commission in the nature of a finder's fee, originator's or broker's fee in connection with the subject matter of this Agreement, and Seller hereby indemnify Purchaser and agree to hold it harmless, against all liabilities, expenses, costs, losses and claims, if any, arising from the employment by Seller or Company or services rendered by Seller (or any allegation of any such employment or services) of any finder, broker, agent or other intermediary in such connection.

5. **Representations and Warranties by Purchaser.** Purchaser hereby represents and warrants to the Sellers as follows:

- a) **Brokers.** No finder, broker, agent or other intermediary has acted for or on behalf of Purchaser in connection with the negotiations or consummation of this Agreement or of any of the transactions contemplated hereby or with any other acquisition of the stock or assets of Company nor has Purchaser incurred or caused to be incurred any liability for any fee or commission in the nature of a finder's fee, originator's fee or broker's fee in connection with the subject matter of this Agreement, and Purchaser hereby indemnifies Sellers, and agrees to hold them harmless, against all liabilities, expenses, costs, losses and claims, if any, arising from the employment by Purchaser or services rendered to Purchaser (or any allegation of any such employment or services) of any finder, broker, agent or other intermediary in such connection.

- b) **Capitalization.** As of October 5, 2010 Purchaser has an authorized capitalization of 4,888,000,000 shares of capital stock that includes 4,883,000,000 common stock, par value of \$.001 of which 4,097,377,208 shares are issued and 5,000,000 shares of Preferred stock, of which 950,000 shares is designated as Pf A, with a par value of \$.001, of which 0 is issued, 1,000,000 shares designated as Pf B, with a par value of \$.001, of which 0 is issued, and 5,000,000 shares designated as Pf C, with a par value of \$.001, of which 1,000,000 is issued.
- c) **Purchaser's Stock.** Purchaser hereby warrants that the shares of Purchaser's Stock being exchanged for the Seller's Shares at Closing has been duly authorized by its Board of Directors and that the delivery of the Purchaser's Stock to Seller will vest in Seller's all right, title and interest in and to such Purchaser's Stock, free and clear of all liens, encumbrances, claims, equities and liabilities of every nature, and that the Purchaser's Stock has been validly authorized and issued and upon issuance will be fully paid and nonassessable.
6. **Covenants and Agreements of the Seller.** In addition to the covenants and agreements elsewhere set forth herein, Seller covenant and agree as follows:
- a) **Conduct of Business Prior to Closing.** Without Purchaser's prior written consent to the contrary, prior to the Closing Date, which shall not be unreasonably withheld, Seller will cause Company to operate so as:
- i. To carry on its business in substantially the same manner as heretofore carried on, and not to make any purchase or sale, or enter into any agreement or lease (whether as a lessor or lessee), or introduce any new method of management or operation in respect of any such business, except in the ordinary course of business and in a manner not inconsistent with prior practice and with the terms of this Agreement;
 - ii. Not to declare or pay any dividend or make any other distribution or payment with respect to its common stock, nor directly or indirectly to redeem, purchase or otherwise acquire any of its Common Stock;
 - iii. Not to acquire, sell, transfer, lease, mortgage, pledge, encumber or otherwise dispose of any fixed asset or personal property (other than inventory, including work in process, in the ordinary and usual course of business);
 - iv. Not to discharge or satisfy any lien or encumbrance or pay or perform any obligation or liability other than (i) current liabilities set forth in the balance sheets included in the financial statements, or (ii) current liabilities incurred in the ordinary course of business since October 5, 2010;

- v. Not to change or alter the physical contents or character of any of its inventory so as to affect the nature of any of its business or result in a change of the total dollar valuation thereof, other than as a result of transactions in the ordinary course of business;
- vi. Not to do any of the acts specified in Subparagraph 4(g) hereof;
- vii. To maintain and preserve its business organization and goodwill intact and maintain its relationships with suppliers, customers (including lessees), creditors, employees and others having business relationships with it;
- viii. Not to make any changes or modifications in any agreement to which it is a party or which affects it, except in the ordinary course of business and in an amount not exceeding One Thousand Dollars (\$1,000.00) in any one transaction or as required by this Agreement;
- ix. To take such action as may be necessary to maintain, preserve, renew and keep in full force and effect its corporate existence, rights and franchises;
- x. Not to make any commitment for any capital expenditures for a single item exceeding One Thousand Dollars (\$1,000.00) and not to make commitments for capital expenditures exceeding Five Thousand Dollars (\$5,000.00) in the aggregate; and
- xi. Not to enter into any contracts, commitments or proposals for the sale or lease of any of its products or sale of any of its services which require the manufacture of new products costing in the aggregate Five Thousand Dollars (\$5,000.00) or more. In order not to impede Company's sales, Purchaser agrees to approve or disapprove all Company's proposed sales contracts within one (1) business day of notice, pursuant to the notice provisions herein. Purchaser agrees that its failure to notify Company of its decision within the proscribed time shall be deemed an acceptance of the proposed sales contract.

7. **Survival of Representations and Indemnification.**

- a) **Survival.** All material statements contained in any Exhibit, Schedule, document, certificate or other instrument delivered by or on behalf of any party hereto, or in connection with the transactions contemplated hereby, shall be deemed to be representations and warranties made pursuant to this Agreement by such party along with the representations and warranties made pursuant to this Agreement, and shall survive the consummation of the transactions contemplated by this Agreement and the investigations made by or on behalf of any of the parties.

- b) **Indemnification by Seller.** Seller agrees to indemnify Purchaser and hold it harmless against and in respect of any and all damages, losses, expenses, costs, obligations and liabilities including reasonable attorney's fees incurred in connection with any asserted claim or loss which Purchaser or Company may incur or may suffer by reason of (i) any breach of, or failure of Seller to perform, any of their representations, warranties, guarantees, commitments or covenants contained in this Agreement, and (ii) any act or omission of Seller which constitutes a breach or default hereunder.
8. **Termination of Agreement.** Anything herein to the contrary notwithstanding, this Agreement and the transaction contemplated by this Agreement shall automatically terminate, without any notice, demand or action by any party hereto, if the Closing does not occur on or before the close of business on the Closing Date or any extension of the Closing date pursuant to paragraph 3 hereof as extended. In the event that any party hereto shall fail to perform any obligation required by this Agreement in a timely fashion, then any of the other parties may terminate this Agreement to the extent of such party's obligations hereunder. If there has been a material breach or misrepresentation by any party hereto, and such party has failed to cure or rectify such breach or misrepresentation within 20 days of receiving notice of such material breach or misrepresentation, then the party who detected or suspected the material breach or misrepresentation may terminate his, her or its obligations hereunder. This Agreement may also be terminated by the mutual written consent of all parties hereto.
9. **Notices.** Any notice or other communication required or permitted hereunder shall be in writing and shall be deemed to have been given if placed in the United States mail, registered or certified, postage prepaid or, if personally delivered, addressed as follows:

If to Purchaser, to:

Videolocity International, Inc (VCTY)
2360 Corporate Circle
Suite 400
Henderson, NV
89074
Attn: Marc Pintar

With a copy to:

David E. Wise, Esq.
Attorney at Law
The Colonnade
9901 IH-10 West, Suite 800
San Antonio, Texas 78230

If to Company, to:

ASCC (Avtar Singh Construction Co.pvt Ltd.)
K No.74 Phase-2, Mohali-160055
Punjab, India

If to Seller, to:

Avtar Singh
K No.74 Phase-2, Mohali-160055
Punjab, India

And the persons at the addresses shown on Exhibit A hereto.

Each of the foregoing shall be entitled to specify a different address by giving written notice thereof to all the parties hereto.

10. **Costs and Expenses.** All costs and expenses incurred in conducting the purchase and sale described in this Agreement in the manner prescribed by this Agreement shall be borne by Purchaser and Sellers in the following manner: Each party shall pay the fee of the attorney who represented them in negotiating and preparing this Agreement.
11. **Entire Agreement; Modifications; Waiver.** This Agreement constitutes the entire agreement among the parties hereto pertaining to the subject matter hereof and supersedes all prior and contemporaneous agreements, understandings, negotiations and discussions whether oral or written. No supplement, modification, waiver or termination of this Agreement, or any provision hereof, shall be binding unless executed in writing by the parties to be bound thereby. No waiver of any of the provisions of this Agreement shall constitute a waiver of any other provision (whether or not similar), nor shall such waiver constitute a continuing waiver unless otherwise expressly provided.
12. **Headings.** Paragraph and Subparagraph headings are not to be considered part of this Agreement, are included solely for convenience and are not intended to be full or accurate descriptions of the content hereof.
13. **Attachments.** Exhibits, Schedules and other documents referred to in this Agreement are an integral part hereof and each and every one of them is hereby incorporated by reference into this Agreement.
14. **Binding Effect.** All of the terms and provisions of this Agreement shall be binding upon and shall inure to the benefit of the parties hereto, their respective successors and assigns, and the heirs and legal representatives of Purchaser.
15. **Effect of Termination.** Termination of this Agreement pursuant to any of its provisions shall be without prejudice to any other rights or remedies of the respective parties at law or in equity.

16. **Severability.** All clauses of this Agreement are distinct and severable and if any clause shall be held to be invalid or illegal, that determination shall not affect the validity or legality of the remainder of this Agreement.
17. **Governing Law.** This Agreement shall be governed by the laws of the Nevada and shall be enforceable in Nevada.
18. **Arbitration.** In the event that there shall be a dispute arising out of or relating to this Agreement, the parties agree that such dispute shall be submitted to binding arbitration in Nevada under the auspices of, and pursuant to the rules of, the American Arbitration Association as then in effect, or such other procedures as the parties may agree to at the time, before a tribunal of three arbitrators, one each of whom shall be selected by the Company and the Purchaser, and the third of whom shall be selected by the two arbitrators so selected. Any award issued as a result of such arbitration shall be final and binding between and among the parties, and shall be enforceable by any court having jurisdiction over the party against whom enforcement is sought.
19. **Counterparts.** This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.
20. **Publicity.** All notices to third parties and all other publicity concerning the transactions contemplated by this Agreement shall be released only with the written consent of the Majority Shareholders and the Purchaser.
21. **No Assignment.** Neither this Agreement nor any interest therein shall be assigned by Purchaser or any Shareholder without the prior written consent of the other parties hereto.

[Signatures on following pages]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be entered into on the date and year first set forth above.

PURCHASER:

Videolocity International, Inc VCTY

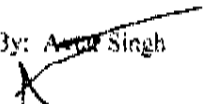
By: Marc Pinter

 President

COMPANY:

ASCC Company

By: Avtar Singh

 President

SELLER:

Avtar Singh

SHARES OWNED

100%

EXHIBIT C
Corporate Profile



Head Office: 5155 Spectrum Way, Bldg. 5 Mississauga, ON Canada L4W 5A1

CLIENT APPLICATION

Private Company Corporate Profile

(You may either email the attached document to corporate@minamargroup.com
OR Fax toll free to 1 866 455 6270 OR International Direct Fax ++ 1 416 352 1428)

Please Note: This is a quick evaluation application for a private company to merge with a public one
If accepted by the client (public company) a second more in depth application will be sent to you including a contact
representative of Mina Mar Group who will guide you through the process.

Please complete this application in full and do use abbreviations.

As of: 9/30/10

Description	Details	Comments
Company Name:	M/S ANIR SINGH CONSTRUCTION CO. PVT. LTD.	
Your name and Position	ANIR SINGH	MANAGING DIRECTOR
Company Address	S/O No - 1004 - 05 SECTOR - 22 - B CHANDIGARH	
Number of Common Shares Authorized:		
Number of Common Shares Outstanding:		
Number of Preferred Shares Authorized:	N/A	
Number of Preferred Shares Issued:		
Par Value of Common Stock		
Par Value of Pf Stock	N/A	
Number of Common Shareholders:		

A

Characteristics of P1 Stock:	
What are its Assets:	\$1.1 million
What are its Liabilities:	\$100,000
Current Financials:	
Is Corporation in Good Standing:	YES
Federal Tax ID Number:	
Current in State, Provincial and or Federal Tax Filings:	Chandigarh
Any Present or Pending Litigation:	NO
Any Problems to Disclose:	NO
When Was Last Money Raised and How Much:	NONE
Working with an Accountant:	YES
Do you have a General Corporate Lawyer:	YES
Do you have a securities lawyer / advisor:	NO
Funds Required:	2-3 million
Last 12 Months Revenues:	3.5 million
YTD Revenues:	2.62 million
Reason You Want To Take Your Company Public:	expand on local the growing demand.

Comments Co. is been around for 23 yrs Has very strong economical & political connections in the region. Also build highways, Rail, canal, leasing & financing most of them are government projects.

X

Please Read the Following Agreement Carefully

1. The undersigned Applicant warrants and certifies that the all information Applicant provides to Mina Mar Group, Inc. or any of its affiliates ("Mina Mar Group") including the foregoing is true, accurate and complete.
2. Neither the submission of this application nor anything contained in this application shall be deemed to obligate the Applicant to purchase or Mina Mar Group to sell a business, otherwise to commit or bind either party to enter into any contractual or other relationship with the other party, or to obligate Mina Mar Group to disclose any Confidential Information (as defined below) to Applicant. The granting of business relationship rights to the Applicant is at the sole discretion of Mina Mar Group and will be accomplished if at all only by the parties' duly signing a Business Relationship Agreement.
3. Applicant represents that neither he/she nor his/her spouse is at this time, or was at any time in the past, involved directly or indirectly in any public company or substantially similar business, either as owner, consultant, contractor, director, officer, manager, member, employee, or in any other capacity, except as stated below.
4. Applicant acknowledges that he/she has requested Mina Mar Group to provide disclosure of "Confidential Information" as defined below, for the purpose of evaluating the a business relationship from Mina Mar Group. Applicant acknowledges and agrees that Applicant must and shall secure, protect and maintain in strict confidence the Confidential Information. "Confidential Information" shall mean any and all information, in whatever form, which is provided by Mina Mar Group to the Applicant in connection with the his/her evaluation of the MINA MAR GROUP business relationship and opportunities. All discussions related thereto and all other information regarding Mina Mar Group and its franchisees and their operations that may be furnished to Applicant or to which Applicant otherwise may have access, whether in tangible or intangible form, and whether or not acted, compiled or memorialized physically, electronically, graphically, photographically or in writing. Confidential Information shall not include information that: (a) (i) as of the time of its disclosure is or thereafter becomes part of the public domain; (ii) through a source other than the Applicant, and (iii) without violation of this Agreement by Applicant, (b) can be demonstrated to be (i) rightfully known to Applicant as of the time of its disclosure or (ii) independently developed by Applicant; (c) is subsequently learned independently from a third party not under a confidentiality obligation to Mina Mar Group; or (d) is required to be disclosed pursuant to a duly authorized subpoena, court order, or government authority, in which event Applicant shall provide prompt written notice to Mina Mar Group prior to such disclosure so that Mina Mar Group may seek a protective order or other appropriate remedy. Applicant shall not sell, transfer, publish, disclose, or make available any portion of the Confidential Information to third parties without the prior written consent of Mina Mar Group; provided, however, that Applicant may disclose the confidential information to his/her legal or financial advisors with respect to the potential business relationship. All such disclosures shall be subject to all of the terms and conditions set forth herein, and Applicant shall be fully responsible for ensuring the compliance of all such persons with these terms and conditions.
5. Applicant acknowledges that all Confidential Information is proprietary, material and confidential, and materially affects the successful conduct of the MINA MAR GROUP'S business and its goodwill. Applicant acknowledges that his/her breach of these terms and conditions may cause irreparable injury to Mina Mar Group, and for which Mina Mar Group shall have no adequate remedy at law. Applicant acknowledges and agrees that, in addition to all other remedies available at law, Mina Mar Group may seek and obtain injunctive and other equitable relief against such breach. Applicant waives any requirement of the posting of a bond that may apply for issuance of any injunctions, orders or decrees.
6. Applicant agrees not to make use of any Confidential Information, or cause or permit any other person to use such information, for purposes other than the evaluation of the purchase of a business relationship from Mina Mar Group.
7. Applicant agrees that all Confidential Information (and derivatives thereof) is and at all times shall be the exclusive property of Mina Mar Group. No license under any patent, trademark, copyright or any other worldwide intellectual property or proprietary rights laws is either granted or implied by the disclosure or provision of any Confidential Information pursuant to this application. All rights are reserved. Unless Applicant and Mina Mar Group have entered into a business agreement, upon completion of Applicant's evaluation of the MINA MAR GROUP business relationship or at the request of Mina Mar Group at any time, Applicant agrees to destroy promptly all of its copies of such Confidential Information or return the same to Mina Mar Group in accordance with Mina Mar Group's instructions, and shall, upon request, certify in writing Applicant's compliance with the terms of this provision. After such destruction or delivery, Applicant shall not retain any copies thereof.
8. Applicant agrees to supply statements from his/her professional advisors (banker, broker, accountant or attorney) verifying the above assets, and to furnish copies of Tax Returns that were filed with relevant government authorities for the last five years if so requested by Mina Mar Group.
9. Applicant understands and agrees that Mina Mar Group is relying upon all the above information as a material factor in considering Applicant's application to become an MINA MAR GROUP client, and Applicant therefore agrees to promptly notify Mina Mar Group of any material change in any of this information or any subsequent information provided to Mina Mar Group.
10. Applicant authorizes Mina Mar Group and its assigns to start an investigative consumer report (including information as to Applicant's character, general reputation, personal characteristics and mode of living) investigation of Applicant's background in accordance with any-terminum legislation including the USA Patriot Act and Executive

[Handwritten signature]

Order 13224 enacted by the United States Government) and credit investigation based on the information voluntarily provided by Applicant and warrant that all information provided is true and accurate. Applicant understands that Applicant has a right to request that Mina Mar Group make a complete and accurate disclosure of the nature and scope of such investigation. Mina Mar Group may obtain Applicant's credit report in connection with this application. This is Applicant's authorization to credit reporting agencies, bank(s), creditors and suppliers to release to Mina Mar Group, and to Mina Mar Group to release to such parties, all information requested regarding Applicant's depository, loan or other credit information including, without limitation, financial information, by telephone or in writing as part of the normal credit evaluation process. Applicant releases Applicant's bank(s), creditors, suppliers and Mina Mar Group from all liability with respect to the release of any such requested information. Authorization is granted to use photo or fax copies of my signature to obtain information. If Applicant is requesting Mina Mar Group make a credit determination based on Applicant's creditworthiness combined with any co-applicants, Applicant authorizes Mina Mar Group to discuss any derogatory credit items with such co-applicants.

11. This agreement is made under, and shall be construed and enforced in accordance with the laws of the Province of Ontario. Applicant consents to the jurisdiction of the District Courts of Ontario and Applicant waives any objection to the personal jurisdiction of, or venue such courts.

I HAVE READ AND UNDERSTAND AND AGREE TO BE LEGALLY BOUND BY ALL OF THE TERMS AND CONDITIONS ABOVE, INCLUDING THE CONFIDENTIALITY PROVISIONS IN SECTION 4.

Date (mm/dd/yy): 17/9/2010

Signature: [Signature]

Print Name: AVTAR SINGH

Date (mm/dd/yy): 17/9/2010

Signature: S. Kaur

Print Name: SUKHWINDER KAUR

Contract Details (if different from above): _____

Comments _____

Exhibit XIX. Articles of Incorporation and Bylaws of Videolocity International, Inc.:

- 1. Restated Articles of Incorporation of Pine View Technologies, Inc. filed on November 27, 2000, with the Nevada Secretary of State.**
- 2. Certificate of Designation for Series A Preferred Stock filed on December 22, 2000, with the Nevada Secretary of State.**
- 3. Certificate of Designation for Series B Preferred Stock filed on February 1, 2001, with the Nevada Secretary of State.**
- 4. Order of the Court dated November 5, 2009, in which Shareholder Advocates, LLC was appointed Custodian of the Company**
- 5. Certificate of Amendment to Articles of Incorporation by Custodian filed on November 30, 2009, with the Nevada Secretary of State.**
- 6. Certificate of Designation for Series C Preferred Stock filed on December 15, 2009, with the Nevada Secretary of State.**
- 7. Certificate of Amendment to Articles of Incorporation filed on March 1, 2010, with the Nevada Secretary of State.**
- 8. Certificate of Amendment to Articles of Incorporation filed November 3, 2010, with the Nevada Secretary of State.**
- 9. Certificate of Amendment to Articles of Incorporation filed November 12, 2010, with the Nevada Secretary of State.**
- 10. Bylaws**

(75)

**RESTATED ARTICLES OF INCORPORATION
OF
PINE VIEW TECHNOLOGIES, INC.**

FILED # C 7400-85

NOV 27 2000

IN THE OFFICE OF
DEAN HOLLOWAY SECRETARY OF STATE

The following Restated Articles of Incorporation of Pine View Technologies, Inc. (the "Corporation") constitute amended and restated articles of incorporation of the Corporation, which supercede entirely the articles of incorporation filed with the Secretary of the State of Nevada on or about November 5, 1985.

ARTICLE I

NAME

The name of the corporation (the "Corporation") shall be:

Videolocity International, Inc.

ARTICLE II

DURATION

The Corporation shall continue in existence perpetually unless sooner dissolved according to law.

ARTICLE III

PURPOSES

The purposes for which the Corporation is organized are:

To design, develop, and market systems, products, and solutions for the delivery of video and other content to end users on-demand; to acquire, hold, and dispose of real or personal properties of any kind or nature whether tangible or intangible; and generally to do or perform any act necessary or desirable in connection with the foregoing;

To acquire by purchase or otherwise, own, hold, lease, rent, mortgage, or otherwise trade with and deal in real estate, lands, and interests in lands and all other property of every kind and nature;

To borrow money and to execute notes and obligations and security contracts therefore, and to lend any of the monies or funds of the Corporation and to take evidence of indebtedness therefore; to carry on a general mercantile business and to purchase, sell, and deal in such goods and supplies, and merchandise as are necessary or desirable in connection therewith;

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To do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated or incidental to the powers herein named or which shall at any time appear conducive or expedient for the protection or benefit of the Corporation, with all the powers hereafter conferred by the laws under which this Corporation is organized; and

To engage in any and all other lawful purposes, activities, and pursuits, whether similar or dissimilar to the foregoing, for which corporations may be organized under the Nevada Revised Statutes and to exercise all powers allowed or permitted thereunder.

ARTICLE IV

AUTHORIZED SHARES

The Corporation shall have authority to issue an aggregate of 135,000,000 shares, of which 10,000,000 shares shall be preferred stock, par value \$0.001 (the "Preferred Stock"), and 125,000,000 shares shall be common stock, par value \$0.001 (the "Common Stock"). The powers, preferences, and rights, and the qualifications, limitations, or restrictions of the shares of stock of each class and series which the Corporation shall be authorized to issue, are as follows:

(a) **Preferred Stock.** Shares of Preferred Stock may be issued from time to time in one or more series as may from time to time be determined by the board of directors. Each series shall be distinctly designated. All shares of any one series of the Preferred Stock shall be alike in every particular, except that there may be different dates from which dividends thereon, if any, shall be cumulative, if made cumulative. The powers, preferences, participating, optional, and other rights of each such series and the qualifications, limitations, or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding. Except as hereinafter provided, the board of directors of this Corporation is hereby expressly granted authority to fix by resolution or resolutions adopted prior to the issuance of any shares of each particular series of Preferred Stock, the designation, powers, preferences, and relative participating, optional, and other rights and the qualifications, limitations, and restrictions thereof, if any, of such series, including, without limiting the generality of the foregoing, the following:

(i) The distinctive designation of, and the number of shares of Preferred Stock which shall constitute each series, which number may be increased (except as otherwise fixed by the board of directors) or decreased (but not below the number of shares thereof outstanding) from time to time by action of the board of directors;

(ii) The rate and times at which, and the terms and conditions on which, dividends, if any, on the shares of the series shall be paid; the extent of preferences or relation, if any, of such dividends to the dividends payable on any other class or classes of stock of this Corporation or on any series of Preferred Stock and whether such dividends shall be cumulative or noncumulative;

(iii) The right, if any, of the holders of the shares of the same series to convert the same into, or exchange the same for, any other class or classes of stock of this Corporation and the terms and conditions of such conversion or exchange;

(iv) Whether shares of the series shall be subject to redemption and the redemption price or prices, including, without limitation, a redemption price or prices payable in shares of any other class or classes of stock of the Corporation, cash, or other property and the time or times at which, and the terms and conditions on which, shares of the series may be redeemed;

(v) The rights, if any, of the holders of shares of the series on voluntary or involuntary liquidation, merger, consolidation, distribution, or sale of assets, dissolution, or winding up of this Corporation;

(vi) The terms of the sinking fund or redemption or purchase account, if any, to be provided for shares of the series; and

(vii) The voting powers, if any, of the holders of shares of the series.

(b) Common Stock. The Common Stock shall have the following powers, preferences, rights, qualifications, limitations, and restrictions:

(i) After the requirements with respect to preferential dividends of Preferred Stock, if any, shall have been met and after this Corporation shall comply with all the requirements, if any, with respect to the setting aside of funds as sinking funds or redemption or purchase accounts and subject further to any other conditions which may be required by the Nevada Revised Statutes, then, but not otherwise, the holders of Common Stock shall be entitled to receive such dividends, if any, as may be declared from time to time by the board of directors without distinction as to series;

(ii) After distribution in full of any preferential amount to be distributed to the holders of Preferred Stock, if any, in the event of a voluntary or involuntary liquidation, distribution or sale of assets, dissolution, or winding up of this Corporation, the holders of the Common Stock shall be entitled to receive all of the remaining assets of the Corporation, tangible and intangible, of whatever kind available for distribution to stockholders, ratably in proportion to the number of shares of Common Stock held by each without distinction as to series; and

(iii) Except as may otherwise be required by law or these Articles of Incorporation, in all matters as to which the vote or consent of stockholders of the Corporation shall be required or be taken, including any vote to amend these Articles of Incorporation, to increase or decrease the par value of any class of stock, effect a stock split or combination of shares, or alter or change the powers, preferences, or special rights of any class or series of stock, the holders of the Common Stock shall have one vote per share of Common Stock on all such matters and shall not have the right to cumulate their votes for any purpose.

(c) Other Provisions.

(i) The board of directors of the Corporation shall have authority to authorize the issuance, from time to time without any vote or other action by the stockholders, of any or all shares of the Corporation of any class at any time authorized, and any securities convertible into or exchangeable for such shares, in each case to such persons and for such consideration and on such terms as the board of directors from time to time in its discretion lawfully may determine; provided, however, that the consideration for the issuance of shares of stock of the Corporation having par value shall not be less than such par value. Shares so issued, for which the full consideration determined by the board of directors has been paid to the Corporation, shall be fully paid stock, and the holders of such stock shall not be liable for any further call or assessments thereon.

(ii) Unless otherwise provided in the resolution of the board of directors providing for the issue of any series of Preferred Stock, no holder of shares of any class of the Corporation or of any security or obligation convertible into, or of any warrant, option, or right to purchase, subscribe for, or otherwise acquire, shares of any class of the Corporation, whether now or hereafter authorized, shall, as such holder, have any presumptive right whatsoever to purchase, subscribe for, or otherwise acquire shares of any class of the Corporation, whether now or hereafter authorized.

(iii) Anything herein contained to the contrary notwithstanding, any and all right, title, interest, and claim in and to any dividends declared or other distributions made by the Corporation, whether in cash, stock, or otherwise, which are unclaimed by the stockholder entitled thereto for a period of six years after the close of business on the payment date, shall be and be deemed to be extinguished and abandoned; and such unclaimed dividends or other distributions in the possession of the Corporation, its transfer agents, or other agents or depositories, shall at such time become the absolute property of the Corporation, free and clear of any and all claims of any person whatsoever.

ARTICLE V

LIMITATION ON LIABILITY

A director or officer of the Corporation shall have no personal liability to the Corporation or its stockholders for damages for breach of fiduciary duty as a director or officer, except for (a) acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or (b) the payment of distributions in violation of section 78.300 of the Nevada Revised Statutes.

ARTICLE VI

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Corporation, or who is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with the action, suit or proceeding, to the full extent permitted by the Nevada Revised Statutes as such statutes may be amended from time to time.

ARTICLE VII

AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal all or any portion of the provisions contained in its Articles of Incorporation from time to time in accordance with the laws of the state of Nevada, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE VIII

AMENDMENT OF BYLAWS

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the board of directors, but the stockholders of the Corporation may also alter, amend, or repeal the bylaws or adopt new bylaws. The bylaws may contain any provisions for the regulation or management of the affairs of the Corporation not inconsistent with the laws of the state of Nevada now or hereafter existing.

ARTICLE IX

DIRECTORS

The governing board of the Corporation shall be known as the board of directors. The number of directors comprising the board of directors shall be not less than two (2) nor more than nine (9) as determined from time to time in the manner provided in the bylaws of the Corporation.

ARTICLE X

ELECTION NOT TO BE GOVERNED BY NRS 78.378 TO 78.3793

The Corporation elects not to be governed by the provisions of sections 78.378 to 78.3793, inclusive, of the Nevada Revised Statutes regarding acquisitions of a controlling interest in the Corporation.

By execution of this certificate of Restated Articles of Incorporation of Pine View Technologies, Inc., the president and secretary of the Corporation do hereby certify that the foregoing Restated Articles of Incorporation of Pine View Technologies, Inc. were duly authorized and approved by the stockholders of the Corporation pursuant to a written consent in lieu of meeting dated as of November 15, 2000, and signed by the holders of 6,350,000 shares of the Corporation's Common Stock, which represented 60.47% of the 10,501,000 shares of the Corporation's Common Stock issued and outstanding on the record date for such action, and which constituted 60.47% of the total voting power of the Corporation on such record date.

DATED as of the 22nd day of November, 2000.

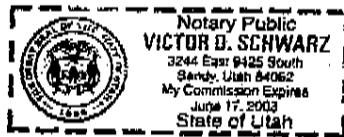
Pine View Technologies, Inc.

By Stephen B. Cluff
Stephen B. Cluff
President and Secretary

STATE OF UTAH)
 :SS
COUNTY OF SALT LAKE)

I, a notary public, hereby certify that on the 22nd day of November, 2000, personally appeared before me Stephen B. Cluff, who, being by me first duly sworn, declared that he signed the foregoing instrument as his own act and deed and that the facts stated therein are true.

WITNESS MY HAND AND OFFICIAL SEAL.



[Signature]
Notary Public

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PAGE 1

**THIS FORM SHOULD ACCOMPANY
AND RESTATED ARTICLES
OF INCORPORATION FOR A NEVADA CORPORATION**

1. Name of corporation Pine View Technologies Corporation

2. Date of adoption of Amended and Restated Articles November 22, 2000

FILED # C7400-85

3. If the articles were amended, please indicate what changes have been made:
(a) Was there a name change? Yes No If yes, what is the new name?

NOV 27 2000

Videocity International, Inc.
(b) Did you change the resident agent? Yes No If yes, please indicate the new resident agent and address.

IN THE OFFICE OF
[Signature]
Notary Public

Please attach the resident agent acceptance certificate.
(c) Did you change the purposes? Yes No Did you add Banking? Gaming?
Insurance? None of these?

(d) Did you change the capital stock? Yes No If yes, what is the new capital stock?

(e) Did you change the directors? Yes No If yes, indicate the change:

(f) Did you add the directors liability provision? Yes No

(g) Did you change the period of existence? Yes No If yes, what is the new existence?

(h) If none of the above apply, and you have amended or modified the articles, how did you change your articles?

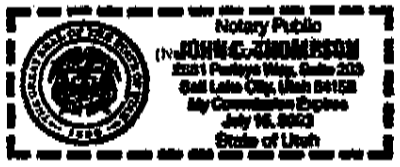
Stephen B. Cluff President 11-22-00
Name and Title of Officer Date

State of UTAH
County of SALT LAKE } ss.

On November 22, 2000, personally appeared before me, a Notary Public,

Stephen B. Cluff, who acknowledged that he/she executed the above instrument.

[Signature]
Notary Public



(\$75)

FILED # C7400-85

DEC 22 2000

IN THE OFFICE OF
DEAN HELLER SECRETARY OF STATE

DESIGNATION OF RIGHTS, PREFERENCES AND PRIVILEGES
FOR THE
SERIES A VOTING PREFERRED STOCK
OF
VIDEOLOCITY INTERNATIONAL, INC.

We, the undersigned, Larry R. McNeill, Vice President and CFO, and D. T. Norman, Secretary, of Videoloccity International, Inc., a Nevada corporation, hereinafter referred to as the "Corporation," hereby certify:

FIRST: The name of the Corporation is VIDEOLOCITY INTERNATIONAL, INC.

SECOND: As of the date of this Designation, no shares of the Corporation's Series A Voting Preferred Stock have been issued or are outstanding.

THIRD: The following resolution establishing a series of Preferred Stock designated as the "Series A Voting Preferred Stock" consisting of 950,000 shares, \$0.001 par value, was duly adopted by the board of directors of the Corporation on December 20, 2000, in accordance with the articles of incorporation of the Corporation and the corporation laws of the state of Nevada:

RESOLVED, that there is hereby created a series of preferred stock of the Corporation to be designated as the "Series A Voting Preferred Stock" consisting of 950,000 shares, \$0.001 par value, with the following powers, preferences, rights, qualifications, limitations, and restrictions:

1. Liquidation.

1.01. In the event of any voluntary or involuntary liquidation (whether complete or partial), dissolution, or winding up of the Corporation, the holders of the Series A Voting Preferred Stock shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders, whether from capital, surplus, or earnings, an amount in cash equal to \$5.00 per share. No distribution shall be made on any common stock of the Corporation (the "Common Stock") or other series of preferred stock of the Corporation by reason of any voluntary or involuntary liquidation (whether complete or partial), dissolution, or winding up of the Corporation unless each holder of any Series A Voting Preferred Stock shall have received all amounts to which such holder shall be entitled under this subsection.

1.02. If on any liquidation (whether complete or partial), dissolution, or winding up of the Corporation, the assets of the Corporation available for distribution to holders of Series A Voting Preferred Stock shall be insufficient to pay the holders of outstanding Series A Voting Preferred Stock the full amounts to which they otherwise would be entitled under section 1.01, the assets of the Corporation available for distribution to holders of the Series A Voting Preferred Stock shall be distributed to them pro rata on the basis of the number of shares of Series A Voting Preferred Stock held by each such holder.

1.03. Upon completion of the distribution required by Section 1.01 above, if assets remain in the Corporation, the holders of the Corporation's Common Stock shall receive all the remaining assets of the Corporation.

2. Voting Rights. The holders of the Series A Voting Preferred Stock shall be entitled to one vote for each share of the Series A Voting Preferred Stock held by them, and to vote with the Common Stock of the Corporation on all matters submitted to a vote of Common Stockholders for all purposes. Except as otherwise provided herein or by the laws of the State of Nevada, the holders of the Series A Voting Preferred Stock and Common Stockholders shall vote together as one class on all matters submitted to shareholder vote of the Corporation.

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3. Dividends. The Series A Voting Preferred Stock shall participate with the Common Stock on any dividends declared and paid thereon on a share-for-share basis. The Series A Voting Preferred Stock shall not have any preference as to dividends.

4. Redemption by Corporation. The Series A Voting Preferred Stock shall be redeemed by the Corporation at a price of \$5.00 per share, upon the written request for redemption from any holder thereof received during the thirty day period commencing January 2, 2002 and expiring at the close of business on January 31, 2002. Before any holder of Series A Voting Preferred Stock shall be entitled to have his or her shares redeemed by the Corporation, he or she shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Voting Preferred Stock, and shall give written notice to the Corporation at its principal corporate office, of the request for redemption as provided above. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series A Voting Preferred Stock a check in the amount of the redemption price multiplied by the number of shares surrendered for redemption. Such redemption shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Voting Preferred Stock to be converted.

5. Call by Corporation. The Series A Voting Preferred Stock shall be callable by the Corporation at a price of \$5.00 per share by delivering a written notice of call to the holders of the Series A Voting Preferred Stock within the period commencing December 26, 2000 and expiring at the close of business on January 31, 2002, which notice shall indicate the Corporation's intent to call the Series A Voting Preferred Stock and shall specify the effective date of the call. The effective date shall be not less than 30 days from the delivery date of the notice. Any holder of Series A Voting Preferred Stock may elect to convert his or her Series A Voting Preferred Stock to Common Stock prior to the effective date of the call; provided that notice of such conversion is received by the Corporation not less than five (5) days prior to the effective date of the call. On the effective date of the call, all issued and outstanding shares of Series A Voting Preferred Stock (not previously redeemed or converted to Common Stock) shall automatically be converted into the right to receive payment of the call price of \$5.00 per share upon surrender of the certificate or certificates for the Series A Voting Preferred Stock, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Voting Preferred Stock.

6. Conversion.

6.01 Conversion Rate. Each share of the Series A Voting Preferred Stock is convertible into one share of Common Stock of the Corporation at the times, in the manner, and subject to the conditions provided in this section 6.

6.02 Voluntary Conversion. Each share of the Series A Voting Preferred Stock shall be convertible, at the option of the holder thereof, at anytime after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock.

6.03 Mechanics of Conversion. Before any holder of Series A Voting Preferred Stock shall be entitled to convert the same into shares of Common Stock, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Voting Preferred Stock, and shall give written notice to the Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series A Voting Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Voting Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date.

6.04 *Automatic Conversion.* On February 1, 2002, each share of the Series A Voting Preferred Stock which has not been surrendered for redemption in accordance with the provisions of Section 4 hereof, called by the Corporation in accordance with the provisions of Section 5 hereof, or surrendered for conversion in accordance with the provisions of Sections 6.02 and 6.03 hereof, shall be automatically converted into one share of Common Stock of the Corporation on February 1, 2002, without any further notice or action by the Corporation or the holders of the Series A Voting Preferred Stock, and from and after February 1, 2002, each certificate representing such shares of Series A Voting Preferred Stock shall be deemed to represent the number of shares of the Corporation's Common Stock into which such Series A Voting Preferred Stock has been converted.

6.05 *Anti-Dilution.* In order to prevent dilution of the rights granted hereunder, the conversion and voting rights shall be subject to adjustment from time to time in accordance with this section

(a) In the event the Corporation shall declare a dividend or make any other distribution on any capital stock of the Corporation payable in Common Stock, options to purchase Common Stock, or securities convertible into Common Stock of the Corporation, shall at any time subdivide (other than by means of a dividend payable in Common Stock) its outstanding shares of Common Stock into a greater number of shares or combine such outstanding stock into a smaller number of shares, and if there is not a corresponding dividend or distribution on or to, or split or subdivision of, the Series A Voting Preferred Stock, then in each such event, the conversion rate shall be adjusted so that the holders of the Series A Voting Preferred Stock shall be entitled to receive the kind and number of shares of Common Stock or other securities of the Corporation which they would have owned or have been entitled to receive after the happening of any of the events described above, had such shares of the Series A Voting Preferred Stock been converted immediately prior to the happening of such event or any record date with respect thereto; an adjustment made pursuant to this paragraph (a) shall become effective immediately after the effective date of such event retroactive to the record date for such event.

(b) If any capital reorganization or reclassification of the capital stock of the Corporation, consolidation or merger of the Corporation with another corporation, or the sale of all or substantially all of its assets to another corporation shall be effected in such a way that holders of Common Stock shall be entitled to receive stock, securities, or assets with respect to or in exchange for Common Stock, then, as a condition of such reorganization, reclassification, consolidation, merger, or sale, lawful adequate provisions shall be made whereby the holders of the Series A Voting Preferred Stock shall thereafter, have the right to acquire and receive on conversion of the Series A Voting Preferred Stock such shares of stock, securities, or assets as would have been issuable or payable (as part of the reorganization, reclassification, consolidation, merger, or sale) with respect to or in exchange for such number of outstanding shares of the Corporation's Common Stock as would have been received on conversion of the Series A Voting Preferred Stock immediately before such reorganization, reclassification, consolidation, merger, or sale. In any such case, appropriate provisions shall be made with respect to the rights and interests of the holders of the Series A Voting Preferred Stock to the end that the provisions hereof (including without limitation provisions for adjustments of the Conversion rate and for the number of shares issuable on conversion of the Series A Voting Preferred Stock) shall thereafter be applicable in relation to any shares of stock, securities, or assets thereafter deliverable on the conversion of the Series A Voting Preferred Stock. In the event of a merger or consolidation of the Corporation with or into another corporation or the sale of all or substantially all of its assets as a result of which a number of shares of Common Stock of the surviving or purchasing corporation greater or lesser than the number of shares of Common Stock of the Corporation outstanding immediately prior to such merger, consolidation, or purchase are issuable to holders of Common Stock of the Corporation, then the conversion rate shall be adjusted in the same manner as though there was a subdivision or combination of the outstanding shares of Common Stock of the Corporation.

(c) No adjustment shall be made in the conversion rate of the number of shares of Common Stock issuable on conversion of Series A Voting Preferred Stock (i) in connection with the issuance of any shares of Common Stock, securities, or assets on account of the anti-dilution provisions set forth in this section 6.05; (ii) in connection with the purchase or other acquisition by the Corporation of any capital stock, evidence of its indebtedness, or other securities of the Corporation; or (iii) in connection with the sale or exchange by the Corporation of any Common Stock, evidence of its indebtedness, or other securities of the Corporation, including securities containing the right to subscribe for or purchase Common Stock of the Corporation.

6.06 The Corporation covenants and agrees that:

(a) The shares of Common Stock issuable on any conversion of any shares of Series A Voting Preferred Stock shall have been deemed to have been issued to the person on the date such shares are surrendered to the Corporation for conversion as provided in Section 6.02 or the date such shares are automatically converted as provided in Section 6.04, and on such date such person shall be deemed for all purposes to have become the record holder of such Common Stock.

(b) All shares of Common Stock which may be issued on any conversion of the Series A Voting Preferred Stock will, on issuance, be fully paid and nonassessable and free from all taxes, liens, and charges with respect to the issue thereof.

(c) The issuance of certificates for Common Stock on conversion of the Series A Voting Preferred Stock shall be made without charge to the registered holder thereof for any issuance tax in respect thereof or other costs incurred by the Corporation in connection with the conversion of the Series A Voting Preferred Stock and the related issuance of Common Stock or other securities.

7. Subordination. Any redemption hereunder shall be subordinated to payment in full of all Senior Debt as defined herein. "Senior Debt" shall mean the principal of and premium, if any, and interest on all indebtedness of the Corporation to any financial institution, including, but not limited to, (i) banks whether currently outstanding or hereinafter created and whether or not such loans are secured or unsecured; (ii) any other indebtedness, liability, obligation, contingent or otherwise of the Corporation whether created or assumed by the Corporation prior to or after the date of the creation of the Series A Voting Preferred Stock, which is, when created, specifically designated by the Corporation as Senior Debt; and (iii) any refunding, renewals, or extensions of any indebtedness or similar obligations described as Senior Debt in subparagraphs (i) and (ii) above.

8. Additional Provisions

8.01 No change in the provisions of the Series A Voting Preferred Stock set forth in this Designation affecting any interests of the holders of any shares of Series A Voting Preferred Stock shall be binding or effective unless such change shall have been approved by the holders of all of the outstanding Series A Voting Preferred Stock in the manner provided in the corporation laws of the state of Nevada, as the same may be amended from time to time.

8.02 The shares of Series A Voting Preferred Stock shall be transferable only on the books of the Corporation maintained at its principal office, on delivery thereof duly endorsed by the holder or by his duly authorized attorney or representative or accompanied by proper evidence of succession, assignment, or authority to transfer. In all cases of transfer by an attorney, the original letter of attorney, duly approved, or an official copy thereof, duly certified, shall be deposited and remain with the Corporation. In case of transfer by executors, administrators, guardians, or other legal representatives, duly authenticated evidence of their authority shall be produced and may be required to be deposited and remain with the new certificate representing the share of Series A Voting Preferred Stock so transferred to the person entitled thereto.

8.03 The Corporation shall not be required to issue any fractional shares of Common Stock on the conversion of any share of Series A Voting Preferred Stock.

8.04 Any notice required or permitted to be given to the holders of the Series A Voting Preferred Stock under this Designation shall be deemed to have been duly given if mailed by first class mail, postage prepaid to such holders at their respective addresses appearing on the stock records maintained by or for the Corporation and shall be deemed to have been given two days following the date they are deposited in the United States mail.

IN WITNESS WHEREOF, the foregoing Designation of Rights, Privileges, and Preferences of Series A Voting Preferred Stock of the Corporation has been executed this 21st day of December, 2006

ATTEST:

VIDEOLOCITY INTERNATIONAL, INC.

By 
D. I. Norman, Secretary

By 
Larry R. McNeill, Vice President and CFO

FILED 07 02 7400-85

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DESIGNATION OF RIGHTS, PREFERENCES AND PRIVILEGES
FOR THE SERIES B VOTING PREFERRED STOCK
OF
VIDEOLOCITY INTERNATIONAL, INC.

We, the undersigned, Larry R. McNeill, Vice President and CFO, and D. T. Norman, Secretary, of Videoloccity International, Inc., a Nevada corporation, hereinafter referred to as the "Corporation," hereby certify:

FIRST: The name of the Corporation is VIDEOLOCITY INTERNATIONAL, INC.

SECOND: As of the date of this Designation, no shares of the Corporation's Series B Voting Preferred Stock have been issued or are outstanding.

THIRD: The following resolution establishing a series of Preferred Stock designated as the "Series B Voting Preferred Stock" consisting of 1,000,000 shares, \$0.001 par value, was duly adopted by the board of directors of the Corporation effective as of January 19, 2001, in accordance with the articles of incorporation of the Corporation and the corporation laws of the state of Nevada:

RESOLVED, that there is hereby created a series of preferred stock of the Corporation to be designated as the "Series B Voting Preferred Stock" consisting of 1,000,000 shares, \$0.001 par value, with the following powers, preferences, rights, qualifications, limitations, and restrictions:

1. Liquidation

1.01 In the event of any voluntary or involuntary liquidation (whether complete or partial), dissolution, or winding up of the Corporation, after the requirements with respect to the liquidation preference of the Series A Voting Preferred Stock have been satisfied, the holders of the Series B Voting Preferred Stock shall be entitled to be paid out of the remaining assets of the Corporation available for distribution to its shareholders, whether from capital, surplus, or earnings, an amount in cash equal to \$5.00 per share. No distribution shall be made on any common stock of the Corporation (the "Common Stock") or series of preferred stock of the Corporation other than the Series A Voting Preferred Stock by reason of any voluntary or involuntary liquidation (whether complete or partial), dissolution, or winding up of the Corporation unless each holder of any Series B Voting Preferred Stock shall have received all amounts to which such holder shall be entitled under this subsection.

1.02 If on any liquidation (whether complete or partial), dissolution, or winding up of the Corporation, the assets of the Corporation available for distribution to holders of Series B Voting Preferred Stock shall be insufficient to pay the holders of outstanding Series B Voting Preferred Stock the full amounts to which they otherwise would be entitled under section 1.01, the assets of the Corporation available for distribution to holders of the Series B Voting Preferred Stock shall be distributed to them pro rata on the basis of the number of shares of Series B Voting Preferred Stock held by each such holder.

1.03 Upon completion of the distribution required by Section 1.01 above, if assets remain in the Corporation, the holders of the Corporation's Common Stock shall receive all the remaining assets of the Corporation.

2. Voting Rights

The holders of the Series B Voting Preferred Stock shall be entitled to one vote for each share of the Series B Voting Preferred Stock held by them, and to vote with the Series A Voting Preferred Stock and the Common Stock of the Corporation on all matters submitted to a vote of the Corporation's stockholders. Except as otherwise provided herein or by

RECORDED & INDEXED

the laws of the State of Nevada, the holders of the Series A Voting Preferred Stock, the Series B Voting Preferred Stock, and Common Stockholders shall vote together as one class on all matters submitted to a shareholder vote of the Corporation.

3. Dividends. The Series B Voting Preferred Stock shall participate with the Series A Voting Preferred Stock and the Common Stock on any dividends declared and paid thereon on a share-for-share basis. The Series B Voting Preferred Stock shall not have any preference as to dividends.

4. Redemption by Corporation. The Series B Voting Preferred Stock shall be redeemed by the Corporation at a price of \$5.00 per share, upon the written request for redemption from any holder thereof received during the twenty-eight day period commencing February 1, 2002 and expiring at the close of business on February 28, 2002. Before any holder of Series B Voting Preferred Stock shall be entitled to have his or her shares redeemed by the Corporation, he or she shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series B Voting Preferred Stock, and shall give written notice to the Corporation at its principal corporate office, of the request for redemption as provided above. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series B Voting Preferred Stock a check in the amount of the redemption price multiplied by the number of shares surrendered for redemption. Such redemption shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series B Voting Preferred Stock to be redeemed. The Corporation's obligations to pay the redemption price for the Series B Voting Preferred Stock shall be subordinate to the Corporation's obligation to pay the redemption price for the Series A Voting Preferred Stock.

5. Call by Corporation. The Series B Voting Preferred Stock shall be callable by the Corporation at a price of \$5.00 per share by delivering a written notice of call to the holders of the Series B Voting Preferred Stock within the period commencing on the day following the issuance of the Series B Voting Preferred Stock and expiring at the close of business on February 28, 2002, which notice shall indicate the Corporation's intent to call the Series B Voting Preferred Stock and shall specify the effective date of the call. The effective date shall be not less than 30 days from the delivery date of the notice. Any holder of Series B Voting Preferred Stock may elect to convert his or her Series B Voting Preferred Stock to Common Stock prior to the effective date of the call, provided that notice of such conversion is received by the Corporation not less than five (5) days prior to the effective date of the call. On the effective date of the call, all issued and outstanding shares of Series B Voting Preferred Stock (not previously redeemed or converted to Common Stock) shall automatically be converted into the right to receive payment of the call price of \$5.00 per share upon surrender of the certificate or certificates for the Series B Voting Preferred Stock, duly endorsed, at the office of the Corporation or of any transfer agent for the Series B Voting Preferred Stock.

6. Conversion

6.01 Conversion Rate. Each share of the Series B Voting Preferred Stock is convertible into one share of Common Stock of the Corporation at the times, in the manner, and subject to the conditions provided in this section 6.

6.02 Voluntary Conversion. Each share of the Series B Voting Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock.

6.03 Mechanics of Conversion. Before any holder of Series B Voting Preferred Stock shall be entitled to convert the same into shares of Common Stock, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for

the Series B Voting Preferred Stock, and shall give written notice to the Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series B Voting Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series B Voting Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date.

6.04 *Automatic Conversion* On March 1, 2002, each share of the Series B Voting Preferred Stock which has not been surrendered for redemption in accordance with the provisions of Section 4 hereof, called by the Corporation in accordance with the provisions of Section 5 hereof, or surrendered for conversion in accordance with the provisions of Sections 6.02 and 6.03 hereof, shall be automatically converted into one share of Common Stock of the Corporation on March 1, 2002, without any further notice or action by the Corporation or the holders of the Series B Voting Preferred Stock, and from and after March 1, 2002, each certificate representing such shares of Series B Voting Preferred Stock shall be deemed to represent the number of shares of the Corporation's Common Stock into which such Series B Voting Preferred Stock has been converted.

6.05 *Anti-Dilution* In order to prevent dilution of the rights granted hereunder, the conversion and voting rights shall be subject to adjustment from time to time in accordance with this section.

(a) In the event the Corporation shall declare a dividend or make any other distribution on any capital stock of the Corporation payable in Common Stock, options to purchase Common Stock, or securities convertible into Common Stock of the Corporation, shall at any time subdivide (other than by means of a dividend payable in Common Stock) its outstanding shares of Common Stock into a greater number of shares or combine such outstanding stock into a smaller number of shares, and if there is not a corresponding dividend or distribution on or to, or split or subdivision of, the Series B Voting Preferred Stock, then in each such event, the conversion rate shall be adjusted so that the holders of the Series B Voting Preferred Stock shall be entitled to receive the kind and number of shares of Common Stock or other securities of the Corporation which they would have owned or have been entitled to receive after the happening of any of the events described above, had such shares of the Series B Voting Preferred Stock been converted immediately prior to the happening of such event or any record date with respect thereto; an adjustment made pursuant to this paragraph (a) shall become effective immediately after the effective date of such event retroactive to the record date for such event.

(b) If any capital reorganization or reclassification of the capital stock of the Corporation, consolidation or merger of the Corporation with another corporation, or the sale of all or substantially all of its assets to another corporation shall be effected in such a way that holders of Common Stock shall be entitled to receive stock, securities, or assets with respect to or in exchange for Common Stock, then, as a condition of such reorganization, reclassification, consolidation, merger, or sale, lawful adequate provisions shall be made whereby the holders of the Series B Voting Preferred Stock shall thereafter, have the right to acquire and receive on conversion of the Series B Voting Preferred Stock such shares of stock, securities, or assets as would have been issuable or payable (as part of the reorganization, reclassification, consolidation, merger, or sale) with respect to or in exchange for such number of outstanding shares of the Corporation's Common Stock as would have been received on conversion of the Series B Voting Preferred Stock.

of the reorganization, reclassification, consolidation, merger, or sale) with respect to or in exchange for such number of outstanding shares of the Corporation's Common Stock as would have been received on conversion of the Series B Voting Preferred Stock immediately before such reorganization, reclassification, consolidation, merger, or sale. In any such case, appropriate provisions shall be made with respect to the rights and interests of the holders of the Series B Voting Preferred Stock to the end that the provisions hereof (including without limitation provisions for adjustments of the Conversion rate and for the number of shares issuable on conversion of the Series B Voting Preferred Stock) shall thereafter be applicable in relation to any shares of stock, securities, or assets thereafter deliverable on the conversion of the Series B Voting Preferred Stock. In the event of a merger or consolidation of the Corporation with or into another corporation or the sale of all or substantially all of its assets as a result of which a number of shares of Common Stock of the surviving or purchasing corporation greater or lesser than the number of shares of Common Stock of the Corporation outstanding immediately prior to such merger, consolidation, or purchase are issuable to holders of Common Stock of the Corporation, then the conversion rate shall be adjusted in the same manner as though there was a subdivision or combination of the outstanding shares of Common Stock of the Corporation.

(c) No adjustment shall be made in the conversion rate of the number of shares of Common Stock issuable on conversion of Series B Voting Preferred Stock (i) in connection with the issuance of any shares of Common Stock, securities, or assets on account of the anti-dilution provisions set forth in this section 6.05; (ii) in connection with the purchase or other acquisition by the Corporation of any capital stock, evidence of its indebtedness, or other securities of the Corporation; or (iii) in connection with the sale or exchange by the Corporation of any Common Stock, evidence of its indebtedness, or other securities of the Corporation, including securities containing the right to subscribe for or purchase Common Stock of the Corporation.

6.06 The Corporation covenants and agrees that:

(a) The shares of Common Stock issuable on any conversion of any shares of Series B Voting Preferred Stock shall have been deemed to have been issued to the person on the date such shares are surrendered to the Corporation for conversion as provided in Section 6.02 or the date such shares are automatically converted as provided in Section 6.04, and on such date such person shall be deemed for all purposes to have become the record holder of such Common Stock.

(b) All shares of Common Stock which may be issued on any conversion of the Series B Voting Preferred Stock will, on issuance, be fully paid and nonassessable and free from all taxes, liens, and charges with respect to the issue thereof.

(c) The issuance of certificates for Common Stock on conversion of the Series B Voting Preferred Stock shall be made without charge to the registered holder thereof for any issuance tax in respect thereof or other costs incurred by the Corporation in connection with the conversion of the Series B Voting Preferred Stock and the related issuance of Common Stock or other securities.

7 Subordination. Any redemption hereunder shall be subordinated to payment in full of the redemption payments applicable to the Series A Voting Preferred Stock and to all Senior Debt as defined herein. "Senior Debt" shall mean the principal of and premium, if any, and interest

on all indebtedness of the Corporation to any financial institution, including, but not limited to, (i) banks whether currently outstanding or hereinafter created and whether or not such loans are secured or unsecured; (ii) any other indebtedness, liability, obligation, contingent or otherwise of the Corporation whether created or assumed by the Corporation prior to or after the date of the creation of the Series B Voting Preferred Stock, which is, when created, specifically designated by the Corporation as Senior Debt; and (iii) any refunding, renewals, or extensions of any indebtedness or similar obligations described as Senior Debt in subparagraphs (i) and (ii) above.

8. Additional Provisions

8.01 No change in the provisions of the Series B Voting Preferred Stock set forth in this Designation affecting any interests of the holders of any shares of Series B Voting Preferred Stock shall be binding or effective unless such change shall have been approved by the holders of all of the outstanding Series B Voting Preferred Stock in the manner provided in the corporation laws of the state of Nevada, as the same may be amended from time to time.

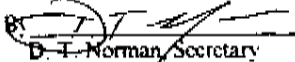
8.02 The shares of Series B Voting Preferred Stock shall be transferable only on the books of the Corporation maintained at its principal office, on delivery thereof duly endorsed by the holder or by his duly authorized attorney or representative or accompanied by proper evidence of succession, assignment, or authority to transfer. In all cases of transfer by an attorney, the original letter of attorney, duly approved, or an official copy thereof, duly certified, shall be deposited and remain with the Corporation. In case of transfer by executors, administrators, guardians, or other legal representatives, duly authenticated evidence of their authority shall be produced and may be required to be deposited and remain with the new certificate representing the share of Series B Voting Preferred Stock so transferred to the person entitled thereto.

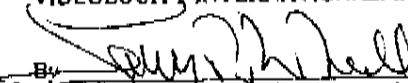
8.03 The Corporation shall not be required to issue any fractional shares of Common Stock on the conversion of any share of Series B Voting Preferred Stock.

8.04 Any notice required or permitted to be given to the holders of the Series B Voting Preferred Stock under this Designation shall be deemed to have been duly given if mailed by first class mail, postage prepaid to such holders at their respective addresses appearing on the stock records maintained by or for the Corporation and shall be deemed to have been given two days following the date they are deposited in the United States mail.

IN WITNESS WHEREOF, the foregoing Designation of Rights, Privileges, and Preferences of Series B Voting Preferred Stock of the Corporation has been executed as of this 19th day of January, 2001.

ATTEST:


D. L. Norman, Secretary

VIDEOCITY INTERNATIONAL, INC.

By Larry R. McNeill, Vice President and CFO

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NOTC
PETER L. CHASEY, ESQ.
Nevada Bar No. 007650
CHASEY HONODEL, P.C.
3295 N. Fort Apache Road, Suite 110
Las Vegas, Nevada 89129
Tel: (702) 233-0393 Fax: (702) 233-2107
Email: peter@chlvlaw.com
Attorneys for Petitioner
SHAREHOLDER ADVOCATES, LLC

DISTRICT COURT
CLARK COUNTY, NEVADA

In the Matter of) CASE NO.: A-09-600013
) DEPT NO.: X
)
VIDELOCITY INTERNATIONAL, INC., a Nevada)
Corporation,)
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NOTICE OF ENTRY OF ORDER

PLEASE TAKE NOTICE that on the 2nd day of November, 2009, the attached Order Granting Application for Appointment of Shareholder Advocates, LLC as Custodian of VideLOCITY International, Inc. was entered in the above-captioned case.

Dated this 4th day of November, 2009.

CHASEY HONODEL, P.C.



PETER L. CHASEY, ESQ.
Nevada Bar No. 007650
3295 N. Fort Apache Road, Suite 110
Las Vegas, Nevada 89129
Tel: (702) 233-0393 Fax: (702) 233-2107
Attorneys for Petitioner
SHAREHOLDER ADVOCATES, LLC

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CERTIFICATE OF SERVICE

I hereby certify that on the 5th day of November, 2009, I served a true and complete copy of the foregoing ***NOTICE OF ENTRY OF ORDER*** by placing a copy of the same in the United States

Mail, postage fully prepaid addressed to the following:

Dan Driscoll
Curt Shaffer
P.O. Box 1929
Sandy, UT 84091

Dan Driscoll
Curt Shaffer
5532 Lillehammer Lane, Suite 300
Park City, UT 84091


AN EMPLOYEE OF CHASEY HONDEL

FILED

NOV 02 2009

Allen J. Johnson
CLERK OF COURT

ORDER

PETER L. CHASEY, ESQ.
Nevada Bar No. 007650
CHASEY HONODEL, P.C.
3295 N. Fort Apache Road, Suite 110
Las Vegas, Nevada 89129
Tel: (702) 233-0393 Fax: (702) 233-2107
Email: peter@chlvlaw.com
Attorneys for Petitioner
SHAREHOLDER ADVOCATES, LLC

DISTRICT COURT

CLARK COUNTY, NEVADA

<p>In the Matter of</p> <p>VIDEOLOCITY INTERNATIONAL, INC., a Nevada Corporation,</p>	<p>) CASE NO.: A-09-600013</p> <p>) DEPT NO.: X</p> <p>)</p> <p>) ORDER GRANTING APPLICATION</p> <p>) FOR APPOINTMENT OF</p> <p>) SHAREHOLDER ADVOCATES, LLC</p> <p>) AS CUSTODIAN OF VIDEOLOCITY</p> <p>) INTERNATIONAL, INC.</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>
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IN THIS MATTER, notice was duly given to all concerned parties. The matter came on for hearing before the above Court on the 28th day of October, 2009.

THE COURT, having considered the Application of Shareholder Advocates, LLC, for appointment as custodian and no opposition having been filed with the Court, and for good cause appearing,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

1. Pursuant to NRS 78.347, Shareholder Advocates, LLC, a shareholder of VideLOCITY International, Inc., is hereby appointed custodian of VideLOCITY International, Inc.
2. Shareholder Advocates, LLC is authorized to take any actions on behalf of VideLOCITY International, Inc, pursuant to NRS 78.347 that are reasonable, prudent, or for the benefit of VideLOCITY International, Inc., including but not limited to issuing new shares of stock and issuing new classes of stock.

- 1 3. Pursuant to NRS 78.347(3)(a), Shareholder Advocates, LLC, shall comply with NRS
2 78.180 to reinstate Videolocity International, Inc.
- 3 4. Shareholder Advocates, LLC shall provide reasonable notice to all shareholders of
4 record of a shareholders meeting that will be held within a reasonable time after this
5 Order is entered.
- 6 ~~5. Shareholder Advocates, LLC, as custodian of Videolocity International, Inc., shall~~
7 submit a report to this Court of the actions taken at said shareholders meeting.
- 8 6. Shareholder Advocates, LLC shall report to this Court every three (3) months
9 concerning its custodianship of Videolocity International, Inc., while such custodianship
10 remains active.
- 11 7. Shareholder Advocates, LLC shall, pursuant to NRS 78.347(4), file an amendment to
12 the Articles of Incorporation of Videolocity International, Inc., with the Secretary of
13 State containing the following disclosures and statements:
- 14 a. Disclosures of any previous criminal, administrative, civil or National
15 Association of Securities Dealers, Inc., or Securities and Exchange Commission
16 investigations, violations, or convictions concerning Shareholder Advocates,
17 LLC, or its affiliates or subsidiaries.
- 18 b. A statement that reasonable, but ultimately unsuccessful, attempts were made to
19 contact the officers or directors of the corporation to request that Videolocity
20 International, Inc., comply with corporate formalities and to continue its
21 business.
- 22 c. A statement that Shareholder Advocates, LLC, is in fact, continuing the business
23 and attempting to further the interests of the shareholders.
- 24 d. A statement indicating that Shareholder Advocates, LLC will reinstate or
25 maintain the corporate charter.
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e. Any other information as may be required by regulations promulgated by the Nevada Secretary of State.

IT IS SO ORDERED.

DATED this 29 day of October, 2009.

JESSIE WALSH

DISTRICT COURT JUDGE

Respectfully Submitted by:
CHASEY HONODEL, P.C.



PETER L. CHASEY, ESQ.
Nevada Bar No. 007650
3295 N. Fort Apache Road, Suite 110
Las Vegas, Nevada 89129
Tel: (702) 233-0393 Fax: (702) 233-2107
Email: peter@chlvlaw.com
Attorneys for Petitioner
SHAREHOLDER ADVOCATES, LLC



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684 8708
Website: www.nveos.gov

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20090824553-48
	Filing Date and Time 11/30/2009 12:45 PM
	Entity Number C7400-1985

**Certificate of Amendment
by Custodian**
(PURSUANT TO NRS 78.347)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
Filed by Custodian
(Pursuant to NRS 78.347)

1. Name of corporation:

Videolocity International, Inc.

2. Any previous criminal, administrative, civil or National Association of Securities Dealers, Inc., or Securities and Exchange Commission investigations, violations or convictions concerning the custodian and any affiliate of the custodian is disclosed as follows:

There are no previous criminal, administrative, civil or National Association of Securities Dealers, Inc., or Securities and Exchange Commission investigations, violations or convictions concerning the custodian and any affiliate of the custodian.

3. Custodian Statement:

Reasonable attempts were made to contact the officers or directors of the corporation to request that the corporation comply with corporate formalities and to continue its business. I am continuing the business and attempting to further the interests of the shareholders. I will reinstate or maintain the corporate charter.

4. Custodian Signature:

Shareholder Advocates, LLC
Name of Custodian

Authorized Signature of Custodian

Filing Fee: \$175.00

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

Nevada Secretary of State Amend by Custodian
Revised: 4-15-09

This form must be accompanied by appropriate fees.



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4620
(775) 684 5708
Website: www.nvssa.gov

Filed in the office of	Document Number
	20090860676-84
Ross Miller Secretary of State State of Nevada	Filing Date and Time
	12/15/2009 3:37 PM
	Entity Number
	C7400-1985

Certificate of Designation (PURSUANT TO NRS 78.1955)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Designation For Nevada Profit Corporations (Pursuant to NRS 78.1955)

1. Name of corporation:

Videolocity International, Inc.

2. By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock.

IT IS HEREBY RESOLVED, the Corporation shall designate 5,000,000 (5 million) shares of its authorized stock as Convertible Preferred Series C Stock with a par value of \$.001.

FURTHER RESOLVED, that one (1) share of the Convertible Preferred Series C Stock shall be convertible into one thousand (1,000) shares of the Common Stock.

FURTHER RESOLVED, that each holder of the Convertible Preferred Series C Stock shall be entitled to one thousand (1,000) votes per share on any and all matters considered and voted upon by the Corporation's Common Stock.

3. Effective date of filing: (optional)

December 15, 2009

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

4. Signature: (required)

X

Signature of Officer

Filing Fee: \$175.00

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.

Nevada Secretary of State Stock Designation
Revised: 3-6-08



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

Certificate of Amendment
 (PURSUANT TO NRS 78.385 and 78.390)

Filed in the office of	Document Number 20100130731-28
 Ross Miller Secretary of State State of Nevada	Filing Date and Time 03/01/2010 12:50 PM
	Entity Number C7400-1985

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations

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

1. Name of corporation:

Videolocity International, Inc. (c7400-1985)

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

3. Shares

The number of shares with par value is 4,888,000,000.
 The par value is \$0.001.

The number of shares without par value is 0.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: 51%

4. Effective date of filing (optional):

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

5. Officer Signature (required):



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

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

All fees must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM 78.385 Revised 2005
 Revised on: 1/10/05

STATE OF NEVADA

ROSS MILLER
Secretary of State

SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

Commercial Recordings Division
202 N. Carson Street
Carson City, NV 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138

INCorp SERVICES, INC.
375 N STEPHANIE ST STE 1411
HENDERSON, NV 89014-8909

Job:C20100301-2068
March 1, 2010

Special Handling Instructions:
EMAILED 03/01/10 - RSS

Charges

Description	Document Number	Filing Date/Time	Qty	Price	Amount
Amendment	20100130731-28	3/1/2010 12:50:04 PM	1	\$2,400.00	\$2,400.00
24 Hour Expedite	20100130731-28	3/1/2010 12:50:04 PM	1	\$125.00	\$125.00
Total					\$2,525.00

Payments

Type	Description	Amount
Credit	836896 10030133474579	\$2,525.00
Total		\$2,525.00

Credit Balance: \$0.00

Job Contents:

File Stamped Copy(s):

1

INCorp SERVICES, INC.
375 N STEPHANIE ST STE 1411
HENDERSON, NV 89014-8909

STATE OF NEVADA

ROSS MILLER
Secretary of State

SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

Commercial Recordings Division
202 N. Carson Street
Carson City, NV 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138

INCorp SERVICES, INC.
2360 CORPORATE CIRCLE STE 400
HENDERSON, NV 89074-7722

Job: C20101103-2463
November 3, 2010

Special Handling Instructions:

11-03-10 FSC/AMEND/DISS/EMAIL/ALF

Charges

Description	Document Number	Filing Date/Time	Qty	Price	Amount
Amendment	20100829984-83	11/3/2010 2:20:25 PM	1	\$175.00	\$175.00
24 Hour Expedite	20100829984-83	11/3/2010 2:20:25 PM	1	\$125.00	\$125.00
Total					\$300.00

Payments

Type	Description	Amount
Credit	335119 10110361727397	\$300.00
Total		\$300.00

Credit Balance: \$0.00

Job Contents:

File Stamped Copy(s):

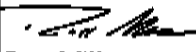
1

INCorp SERVICES, INC.
2360 CORPORATE CIRCLE STE 400
HENDERSON, NV 89074-7722



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4299
 (775) 684 6708
 Website: secretaryofstate.biz

Certificate of Amendment
 (PURSUANT TO NRS 78.385 and 78.390)

Filed in the office of 	Document Number 20100829984-83
Ross Miller Secretary of State State of Nevada	Filing Date and Time 11/03/2010 2:20 PM
	Entity Number C7400-1985

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations

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

1. Name of corporation:

Vidcolocity International, Inc. (c7400-1985)

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

1. The name of the corporation is Oddesa Corporation

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: 51%

4. Effective date of filing (optional):

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

5. Officer Signature (required):



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

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

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM 78.385 Amend 2003
 Revised on: 11/03/03

STATE OF NEVADA

ROSS MILLER*Secretary of State***SCOTT W. ANDERSON***Deputy Secretary
for Commercial Recordings*OFFICE OF THE
SECRETARY OF STATE**Commercial Recordings Division**202 N. Carson Street
Carson City, NV 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138INCorp SERVICES, INC.
2360 CORPORATE CIRCLE STE 400
HENDERSON, NV 89074-7722**Job: C20101112-0874**
November 12, 2010**Special Handling Instructions:**

11-12-10 FSC/AMEND/EXP/EMAIL/ALF

Charges

Description	Document Number	Filing Date/Time	Qty	Price	Amount
Amendment	20100849883-83	11/12/2010 8:40:00 AM	1	\$175.00	\$175.00
24 Hour Expedite	20100849883-83	11/12/2010 8:40:00 AM	1	\$125.00	\$125.00
Total					\$300.00

Payments

Type	Description	Amount
Credit	474388 10111262897064	\$300.00
Total		\$300.00

Credit Balance: \$0.00**Job Contents:**

File Stamped Copy(s):

1


INCorp SERVICES, INC.
2360 CORPORATE CIRCLE STE 400
HENDERSON, NV 89074-7722

04/21/2017 01:40 FAX 9052821040

001/003



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

Filed in the office of 	Document Number 20100849883-83
Ross Miller Secretary of State State of Nevada	Filing Date and Time 11/12/2010 8:40 AM
	Entity Number C7400-1985

Certificate of Amendment
(PURSUANT TO NRS 78.385 and 78.390)

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations

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

1. Name of corporation:

ODDESA CORPORATION (C7400-1985)

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

1. The name of the corporation is Videolocity International, Inc.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: 51%

4. Effective date of filing (optional):

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

5. Officer Signature (required):



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

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

This form must be accompanied by appropriate fees. See attached fee schedule.

BY-LAWS
OF
VIDEOLOCITY INTERNATIONAL, INC.
A Nevada Corporation

ARTICLE I – BUSINESS AND PURPOSE

The Corporation is established to engage in any lawful business or enterprise. By way of example and without limitation the Corporation may engage in financial and asset management and consulting services to individuals, businesses, associations, partnerships, trusts, and other entities.

In the performance of its business the Corporation shall have all powers granted by the general Corporation laws of the state of Nevada. Specifically, and without limitation, the Corporation shall have the power to engage generally in any and all phases of the business of owning, holding, managing, controlling, acquiring, purchasing, disposing of, or otherwise dealing in or with any interest or rights in any real or personal property. The foregoing shall specifically include the power to invest and trade in the securities markets including without limitation the right to buy, sell, trade, barter, or otherwise exchange, acquire and dispose of stocks, bonds, commodities, futures, options, puts, calls (including naked puts and calls) or other vehicles of public or private companies, mutual funds or other entities, whether such be for the Corporation's own account or on the account of a customer or client of the Corporation; where the Corporation engages in such activities on behalf of a client or customer, said transactions may be conducted through banking or brokerage accounts in the Corporation's own name or in the name of said client or customer. The business and purpose shall include the conducting and engaging in such activities as is necessary or useful in connection with the foregoing.

ARTICLE II - OFFICES

The registered office of the Corporation in the State of Nevada shall be located in the city of Henderson, State of Nevada. The Corporation may also maintain offices at such other places within or without the State of Nevada as the Board of Directors may, from time to time, determine.

ARTICLE III - MEETING OF SHAREHOLDERS

Section 1 - Annual Meetings:

The annual meeting of the shareholders of the Corporation shall be held in December of each year at such date, time and location as shall be determined, from time to time, by the Directors.

Section 2 - Special Meetings:

Special meetings of the shareholders may be called by the Board of Directors or President of the Corporation and shall be held at such date, time and location as shall be determined, from time to time, by the Board of Directors or officer calling said meeting.

Section 3 - Place of Meetings:

Meetings of shareholders shall be held at the registered office of the Corporation, or at such other places, within or without the State of Nevada as the Directors may from time to time fix. If no designation is made, the meeting shall be held at the Corporation's registered office in the State of Nevada.

Section 4 - Notice of Meetings:

(a) Written or printed notice of each meeting of shareholders, whether annual or special, signed by the president, vice president or secretary, stating the time when and place where it is to be held, as well as the purpose or purposes for which the meeting is called, shall be served either personally or by mail, by or at the direction of the president, the secretary, or the officer or the person calling the meeting, not less than ten (10) nor more than thirty (30) days before the date of the meeting, unless the lapse of the prescribed time shall have been waived before or after the taking of such action, upon each shareholder of record entitled to vote at such meeting, and to any other shareholder to whom the giving of notice may be required by law. If mailed, such notice shall be deemed to be given when deposited in the United States mail, addressed to the shareholder as it appears on the share transfer records of the Corporation or to the current address, which a shareholder has delivered to the Corporation in a written notice.

(b) Further notice to a shareholder is not required when notice of two consecutive annual meetings, and all notices of meetings or of the taking of action by written consent without a meeting to him or her during the period between those two consecutive annual meetings; or all, and at least two payments sent by first-class mail of dividends or interest on securities during a 12-month period have been mailed addressed to him or her at his or her address as shown on the records of the Corporation and have been returned undeliverable.

Section 5 - Quorum:

- (a) Except as otherwise provided herein, or by law, or in the Articles of Incorporation (such Articles and any amendments thereof being hereinafter collectively referred to as the "Articles of Incorporation"), a quorum shall be present at all meetings of shareholders of the Corporation, if the holders of a majority of the shares entitled to vote on that matter are represented at the meeting in person or by proxy.
- (b) The subsequent withdrawal of any shareholder from the meeting, after the commencement of a meeting, or the refusal of any shareholder represented in person or by proxy to vote, shall have no effect on the existence of a quorum, after a quorum has been established at such meeting.
- (c) Despite the absence of a quorum at any meeting of shareholders, the shareholders present may adjourn the meeting.

Section 6 - Voting and Acting:

- (a) Except as otherwise provided by law, the Articles of Incorporation, or these By-laws, any corporate action, the affirmative vote of the majority of shares entitled to vote on that matter and represented either in person or by proxy at a meeting of shareholders at which a quorum is present, shall be the act of the shareholders of the Corporation.
- (b) Except as otherwise provided by statute, the Certificate of Incorporation, or these By-laws, at each meeting of shareholders, each shareholder of the Corporation entitled to vote thereat, shall be entitled to one vote for each share registered in his name on the books of the Corporation.
- (c) Where appropriate communication facilities are reasonably available, any or all shareholders shall have the right to participate in any shareholders' meeting, by means of conference telephone or any means of communications by which all persons participating in the meeting are able to hear each other.

Section 7 - Proxies:

Each shareholder entitled to vote or to express consent or dissent without a meeting, may do so either in person or by proxy, so long as such proxy is executed in writing by the shareholder himself, his authorized officer, director, employee or agent or by causing the signature of the stockholder to be affixed to the writing by any reasonable means, including, but not limited to, a facsimile signature, or by his attorney-in-fact annexed thereto and duly authorized in writing. Every proxy shall be revocable at will unless the proxy conspicuously states that it is irrevocable and the proxy is coupled with an interest. A telegram, telex, cablegram, or similar transmission by the shareholder, or a photographic, photo static, facsimile, shall be treated as a valid proxy, and treated as a substitution of the original proxy, so long as such transmission is a complete reproduction executed by the shareholder. If it is determined that the telegram, cablegram or other electronic transmission is valid, the persons appointed by the Corporation to count the votes of shareholders and determine the validity of proxies and ballots or other persons making those determinations must specify the information upon which they relied. No proxy

shall be valid after the expiration of six months from the date of its execution, unless otherwise provided in the proxy. Such instrument shall be exhibited to the Secretary at the meeting and shall be filed with the records of the Corporation. If any shareholder designates two or more persons to act as proxies, a majority of those persons present at the meeting, or, if one is present, then that one has and may exercise all of the powers conferred by the shareholder upon all of the persons so designated unless the shareholder provides otherwise.

Section 8 - Action Without a Meeting:

Unless otherwise provided for in the Articles of Incorporation of the Corporation, any action to be taken at any annual or special shareholders' meeting, may be taken without a meeting, without prior notice and without a vote if written consents are signed by a majority of the shareholders of the Corporation, except however if a different proportion of voting power is required by law, the Articles of Incorporation or these By-laws, than that proportion of written consents is required. Such written consents must be filed with the minutes of the proceedings of the shareholders of the Corporation. Any meeting required or authorized to be held by these articles may be conducted by means of a telephone conference, or similar method of communication by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

ARTICLE IV - BOARD OF DIRECTORS

Section 1 - Number, Term, Election and Qualifications:

(a) The first Board of Directors and all subsequent Boards of the Corporation shall consist of one (1) individual, unless and until otherwise determined by vote of a majority of the entire Board of Directors. The Board of Directors or shareholders all have the power, in the interim between annual and special meetings of the shareholders, to increase or decrease the number of Directors of the Corporation. A Director need not be a shareholder of the Corporation unless the Certificate of Incorporation of the Corporation or these By-laws so require.

(b) Except as may otherwise be provided herein or in the Articles of Incorporation, the members of the Board of Directors of the Corporation shall be elected at the first annual shareholders' meeting and at each annual meeting thereafter, unless their terms are staggered in the Articles of Incorporation of the Corporation or these By-laws, by a plurality of the votes cast at a meeting of shareholders, by the holders of shares entitled to vote in the election.

(c) The first Board of Directors shall hold office until the first annual meeting of shareholders and until their successors have been duly elected and qualified or until there is a decrease in the number of Directors. Thereafter, Directors will be elected at the annual meeting of shareholders and shall hold office until the annual meeting of the shareholders next succeeding his election, unless their terms are staggered in the Articles of Incorporation of the Corporation (so long as at least one-fourth (1/4) in number of the Directors of the Corporation are elected at each annual shareholders' meeting) or these By-

laws, or until his prior death, resignation or removal. Any Director may resign at any time upon written notice of such resignation to the Corporation.

(d) All Directors of the Corporation shall have equal voting power unless the Articles of Incorporation of the Corporation provide that the voting power of individual Directors or classes of Directors are greater than or less than that of any other individual Directors or classes of Directors, and the different voting powers may be stated in the Articles of Incorporation or may be dependent upon any fact or event that may be ascertained outside the Articles of Incorporation if the manner in which the fact or event may operate on those voting powers is stated in the Articles of Incorporation. If the Articles of Incorporation provide that any Directors have voting power greater than or less than other Directors of the Corporation, every reference in these By-laws to a majority or other proportion of Directors shall be deemed to refer to majority or other proportion of the voting power of all the Directors or classes of Directors, as may be required by the Articles of Incorporation.

Section 2 - Duties and Powers:

The Board of Directors shall be responsible for the control and management of the business and affairs, property and interests of the Corporation, and may exercise all powers of the Corporation, except such as those stated under Nevada state law, are in the Articles of Incorporation or by these By-laws, expressly conferred upon or reserved to the shareholders or any other person or persons named therein. The board shall be responsible for making all major and significant legal, tax, and financial decisions including but limited to the following:

- (a) Opening bank and brokerage accounts and establishing lines of credit, margin accounts, and other borrowing authority;
- (b) Establishing written employment agreements and contractor agreements for a duration in excess of one (1) year, or where the amount to be paid hereunder exceeds \$100,000 or where any portion of the compensation is based in any manner upon the Corporation's profitability or financial performance;
- (c) Amendments to the Articles of Incorporation or By-laws;
- (d) Shareholder agreement, voting trusts or proxies to which the Corporation is a party;
- (e) Tax elections, including but not limited to the election for sub-chapter S, section 475, or otherwise;
- (f) The purchase or sale of a business or significant interest therein;
- (g) The purchase, sale, lease, or donation of property (real or personal, tangible or intangible) used in the operation of the business, including but not limited to office buildings/space, computer systems, vehicles, patents, trademarks, or copyrights;
- (h) Reorganizations, mergers and acquisitions;

- (i) Loans, refinancing, and issuance of bonds;
- (j) Declaration of dividends; stock splits; stock issuance; redemption or retirement of corporate shares;
- (k) Liquidation or dissolution of the Corporation;
- (l) The establishment, termination, increase or decrease in employee benefit plans including but not limited to pension and profit sharing plans; life, health medical, and dental insurance plans; child care plans; educational plans; or others;
- (m) The initiation, defense, settlement, compromise, or termination of lawsuits and claims;
- (n) Indemnification of Directors, Officers, or others;
- (o) Change of Registered Agent or Registered Office;
- (p) Filling vacancies on the Board of Directors or Officers;
- (q) Establishing and terminating committees; appointing and removing members from committees;
- (r) Salary and compensation matters pertaining to corporate officers;
- (s) Ratification of prior corporate acts by Directors and Officers.

Section 3 - Regular Meetings; Notice:

(a) A regular meeting of the Board of Directors shall be held either within or without the State of Nevada at such time and at such place as the Board shall fix.

(b) No notice shall be required of any regular meeting of the Board of Directors and, if given, need not specify the purpose of the meeting; provided, however, that in case the Board of Directors shall fix or change the time or place of any regular meeting when such time and place was fixed before such change, notice of such action shall be given to each director who shall not have been present at the meeting at which such action was taken within the time limited, and in the manner set forth in these By-laws with respect to special meetings, unless such notice shall be waived in the manner set forth in these By-laws.

Section 4 - Special Meetings; Notice:

(a) Special meetings of the Board of Directors shall be held at such time and place as may be specified in the respective notices or waivers of notice thereof.

- (c) Any action authorized in writing made prior or subsequent to such action, by all of the Directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board of Directors, or any committee thereof, and have the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board or committee for all purposes.

- (d) Where appropriate communications facilities are reasonably available, any or all directors shall have the right to participate in any Board of Directors meeting, or a committee of the Board of Directors meeting, by means of conference telephone or any means of communications by which all persons participating in the meeting are able to hear each other.

Section 8 - Vacancies:

- (a) Unless otherwise provided for by the Articles of Incorporation of the Corporation, any vacancy in the Board of Directors occurring by reason of an increase in the number of directors, or by reason of the death, resignation, disqualification, removal or inability to act of any director, or other cause, shall be filled by an affirmative vote of a majority of the remaining directors, though less than a quorum of the Board or by a sole remaining Director, at any regular meeting or special meeting of the Board of Directors called for that purpose except whenever the shareholders of any class or classes or series thereof are entitled to elect one or more Directors by the Certificate of Incorporation of the Corporation, vacancies and newly created directorships of such class or classes or series may be filled by a majority of the Directors elected by such class or classes or series thereof then in office, or by a sole remaining Director so elected.

- (b) Unless otherwise provided for by law, the Articles of Incorporation or these By-laws, when one or more Directors shall resign from the board and such resignation is effective at a future date, a majority of the directors, then in office, including those who have so resigned, shall have the power to fill such vacancy or vacancies, the vote otherwise to take effect when such resignation or resignations shall become effective.

Section 9 - Resignation:

A Director may resign at any time by giving written notice of such resignation to the Corporation.

Section 10 - Removal:

Unless otherwise provided for by the Articles of Incorporation, one or more or all the Directors of the Corporation may be removed with or without cause at any time by a vote of two-thirds of the shareholders entitled to vote thereon, at a special meeting of the shareholders called for that purpose, unless the Articles of Incorporation provide that Directors may only be removed for

cause, provided however, such Director shall not be removed if the Corporation states in its Articles of Incorporation that its Directors shall be elected by cumulative voting and there are a sufficient number of shares cast against his or her removal, which if cumulatively voted at an election of Directors would be sufficient to elect him or her. If a Director was elected by a voting group of shareholders, only the shareholders of that voting group may participate in the vote to remove that Director.

Section 11 - Compensation:

The Board of Directors may authorize and establish reasonable compensation of the Directors for services to the Corporation as Directors, including, but not limited to attendance at any annual or special meeting of the Board.

Section 12 - Committees:

Unless otherwise provided for by the Articles of Incorporation of the Corporation, the Board of Directors, may from time to time designate from among its members one or more committees, and alternate members thereof, as they deem desirable, each consisting of one or more members, with such powers and authority (to the extent permitted by law and these By-laws) as may be provided in such resolution. Unless the Articles of Incorporation or By-laws state otherwise, the Board of Directors may appoint natural persons who are not Directors to serve on such committees authorized herein. Each such committee shall serve at the pleasure of the Board and, unless otherwise stated by law, the Certificate of Incorporation of the Corporation or these By-laws, shall be governed by the rules and regulations stated herein regarding the Board of Directors. Any meeting required or authorized to be held by this article may be conducted by means of a telephone conference, or similar method of communication by which all persons participating in this meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

ARTICLE V - OFFICERS

Section 1 - Number, Qualifications, Election and Term of Office:

(a) The Corporation's officers shall have such titles and duties as shall be stated in these By-laws or in a resolution of the Board of Directors which is not inconsistent with these By-laws. The officers of the Corporation shall consist of a president, secretary and treasurer, and also may have one or more vice presidents, assistant secretaries and assistant treasurers and such other officers as the Board of Directors may from time to time deem advisable. Any officer may hold two or more offices in the Corporation.

(b) The officers of the Corporation shall be elected by the Board of Directors at the regular annual meeting of the Board following the annual meeting of shareholders.

(c) Each officer shall hold office until the annual meeting of the Board of Directors next succeeding his election, and until his successor shall have been duly elected and qualified, subject to earlier termination by his or her death, resignation or removal.

Section 2 – Designation of Officers:

- (a) Chairman of the Board – The Chairman of the Board shall preside at the 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.
- (b) President – The President shall be the chief executive officer of the Corporation and shall 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.
- (c) Secretary – The Secretary shall act under the direction of the President and shall have custody of and maintain all corporate records except the financial records. He shall authenticate all non-financial records and documents of the Corporation. Subject to the direction of the President 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 annual and special meetings of the stockholders and Board of Directors, and shall perform such other duties as may be prescribed by the President or the Board of Directors.
- (d) Treasurer – The Treasurer shall act under the direction of the President. Subject to the direction of the President, 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. He 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 President of the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as the Treasurer and of the financial condition of the Corporation.

Section 3 - Resignation:

Any officer may resign at any time by giving written notice of such resignation to the Corporation.

Section 4 - Removal:

Any officer elected by the Board of Directors may be removed, either with or without cause, and a successor elected by the Board at any time, and any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer.

Section 5 - Vacancies:

A vacancy, however caused, occurring in the Board and any newly created Directorships resulting from an increase in the authorized number of Directors may be filled by the Board of Directors.

Section 6 - Bonds:

The Corporation may require any or all of its officers or Agents to post a bond, or otherwise, to the Corporation for the faithful performance of their positions or duties.

Section 7 - Compensation:

The compensation of the officers of the Corporation shall be fixed from time to time by the Board of Directors. Any meeting required or authorized to be held by this article may be conducted by means of a telephone conference, or similar method of communication by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

ARTICLE VI – BOOKS AND RECORDS

Section 1 – Books and Records:

The Corporation shall keep as permanent records the minutes of all meetings of its shareholders and Board of Directors; a record of all actions taken by the shareholders or Board of Directors without a meeting; and, a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the above named Corporation. The Corporation shall also continuously maintain accurate accounting records. Furthermore, the above named Corporation shall maintain the following:

- (a) A record of its shareholders in a form that permits preparation of a list of the names and addresses of all shareholders in alphabetical order by class of shares showing the number and series of shares held by each;
- (b) The Corporation's Articles or Restated Articles of Incorporation and all amendments thereto currently in effect;
- (c) The Corporation's By-laws or Restated By-laws and all amendments thereto currently in effect;
- (d) Resolutions adopted by the Board of Directors creating one or more classes or series of shares and fixing their relative rights, preferences and limitations if shares issued pursuant to those resolutions are outstanding;
- (e) The minutes of all shareholders' meetings and records of all actions taken by shareholders without a meeting including the financial statements furnished to shareholders as may be required under Nevada law;

- (f) A list of the names and business street addresses of the Corporation's current directors and officers; and
- (g) A copy of the above named Corporation's most recent annual report delivered to the Department of State.

Any books, records and minutes may be in written form or in any other form capable of being converted into written form.

Section 2 – Shareholder's Inspection Rights:

A shareholder of the Corporation (including a beneficial owner whose shares are held in a voting trust or a nominee on behalf of a beneficial owner) may inspect and copy, during regular business hours at the Corporation's principal office, any of the corporate records required to be kept pursuant to Section 1 above, of these By-laws, or the Articles of Incorporation, or as may be required by law, if said shareholder gives the above named Corporation written notice of such demand at least five (5) business days before the date on which the shareholder wishes to inspect and copy. The foregoing right of inspection is subject, however, to such other restrictions as are applicable under Nevada Law, including, but not limited to, the inspection of certain records being permitted only if the demand for inspection is made in good faith and for a proper purpose (as well as the shareholder describing with reasonable particularity the purpose and records desired to be inspected and such records are directly connected with the purpose). Notice as required herein shall be directed to the Secretary of the Corporation.

Section 3 – Financial Information:

Unless modified by resolution of the shareholders within 120 days of the close of each fiscal year, the Corporation shall furnish the shareholders annual financial statements which may be consolidated or combined statements of the Corporation and one or more of its subsidiaries as appropriate, that include a balance sheet as of the end of the fiscal year, an income statement for that year, and a statement of cash flow for that year. If financial statements are prepared on the basis of generally accepted accounting principles, the annual financial statements must also be prepared on that basis. If the annual financial statements are reported on by a public accountant, said accountant's report shall accompany said statements. If said annual financial statements are not reported on by a public accountant, then the statements shall be accompanied by a statement of the president or other person responsible for the above named Corporation's accounting records (a) stating his reasonable belief whether the statements were prepared on the basis of generally accepted accounting principles and if not, describing the basis of preparation; and (b) describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year. The annual financial statements shall be mailed to each shareholder of the above named Corporation within 120 days after the close of each fiscal year or within such additional time as is reasonably necessary to enable the above named Corporation to prepare same.

Section 4 – Other Reports to Shareholders:

(a) The Corporation shall report any indemnification or advanced expenses to any director, officer, employee, or agent (for indemnification relating to litigation or threatened litigation) in writing to the shareholders with or before the notice of the next shareholders' meeting, or prior to such meeting if the indemnification or advance occurs after the giving of such notice but prior to the time such meeting is held. Said report shall include a statement specifying the persons paid, the amounts paid, and the nature and status (at the time of such payment) of the litigation or threatened litigation.

(b) Additionally, if the Corporation issues or authorizes the issuance of shares for promises to render services in the future, the above named Corporation shall report in writing to the shareholders the number of shares authorized or issued and the consideration received by the above named Corporation, with or before the notice of the next shareholders' meeting.

ARTICLE VII - SHARES OF STOCK

Section 1 - Certificate of Stock:

(a) The shares of the Corporation shall be represented by certificates or shall be uncertificated shares.

(b) Certificated shares of the Corporation shall be signed, (either manually or by facsimile), by officers or agents designated by the Corporation for such purposes, and shall certify the number of shares owned by him in the Corporation. Whenever any certificate is countersigned or otherwise authenticated by a transfer agent or transfer clerk, and by a registrar, then a facsimile of the signatures of the officers or agents, the transfer agent or transfer clerk or the registrar of the Corporation may be printed or lithographed upon the certificate in lieu of the actual signatures. If the Corporation uses facsimile signatures of its officers and agents on its stock certificates, it cannot act as registrar of its own stock, but its transfer agent and registrar may be identical if the institution acting in those dual capacities countersigns or otherwise authenticates any stock certificates in both capacities. If any officer who has signed or whose facsimile signature has been placed upon such certificate, shall have ceased to be such officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the date of its issue.

(c) If the Corporation issues uncertificated shares as provided for in these By-laws, within a reasonable time after the issuance or transfer of such uncertificated shares, and at least annually thereafter, the Corporation shall send the shareholder a written statement certifying the number of shares owned by such shareholder in the Corporation.

(d) Except as otherwise provided by law, the rights and obligations of the holders of uncertificated shares and the rights and obligations of the holders of certificates representing shares of the same class and series shall be identical.

Section 2 - Lost or Destroyed 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, stolen or destroyed if the owner:

- (a) so requests before the Corporation has notice that the shares have been acquired by a bona fide purchaser,
- (b) files with the Corporation a sufficient indemnity bond; and
- (c) satisfies such other requirements, including evidence of such loss, theft or destruction, as may be imposed by the Corporation.

Section 3 - Transfers of Shares:

(a) Transfers or registration of transfers of shares of the Corporation shall be made on the stock transfer books of the Corporation by the registered holder thereof, or by his attorney duly authorized by a written power of attorney; and in the case of shares represented by certificates, only after the surrender to the Corporation of the certificates representing such shares with such shares properly endorsed, with such evidence of the authenticity of such endorsement, transfer, authorization and other matters as the Corporation may reasonably require, and the payment of all stock transfer taxes due thereon.

(b) The Corporation shall be entitled to treat the holder of record of any share or shares as the absolute owner thereof for all purposes and, accordingly, shall not be bound to recognize any legal, 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 expressly provided by law.

Section 4 - Record Date:

(a) The Board of Directors may fix, in advance, which shall not be more than sixty days before the meeting or action requiring a determination of shareholders, as the record date for the determination of shareholders entitled to receive notice of, or to vote at, any meeting of shareholders, or to consent to any proposal without a meeting, or for the purpose of determining shareholders entitled to receive payment of any dividends, or allotment of any rights, or for the purpose of any other action. If no record date is fixed, the record date for shareholders entitled to notice of meeting shall be at the close of business on the day preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held, or if notice is waived, at the close of business on the day before the day on which the meeting is held.

(b) The Board of Directors may fix a record date, which shall not precede the date upon which the resolution fixing the record date is adopted for shareholders entitled to receive payment of any dividend or other distribution or allotment of any rights of shareholders entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action.

(c) A determination of shareholders entitled to notice of or to vote at a shareholders' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date for the adjourned meeting.

Section 5 - Fractions of Shares/Scrip:

The Board of Directors may authorize the issuance of certificates or payment of money for fractions of a share, either represented by a certificate or uncertificated, which shall entitle the holder to exercise voting rights, receive dividends and participate in any assets of the Corporation in the event of liquidation, in proportion to the fractional holdings; or it may authorize the payment in case of the fair value of fractions of a share as of the time when those entitled to receive such fractions are determined; or it may authorize the issuance, subject to such conditions as may be permitted by law, of scrip in registered or bearer form over the manual or facsimile signature of an officer or agent of the Corporation or its agent for that purpose, exchangeable as therein provided for full shares, but such scrip shall not entitle the holder to any rights of shareholder, except as therein provided. The scrip may contain any provisions or conditions that the Corporation deems advisable. If a scrip ceases to be exchangeable for full share certificates, the shares that would otherwise have been issue-able as provided on the scrip are deemed to be treasury shares unless the scrip contains other provisions for their disposition.

ARTICLE VIII - DIVIDENDS

(a) Dividends may be declared and paid out of any funds available therefore, as often, in such amounts, and at such time or times as the Board of Directors may determine and shares may be issued pro rata and without consideration to the Corporation's shareholders or to the shareholders of one or more classes or series.

(b) Shares of one class or series may not be issued as a share dividend to shareholders of another class or series unless:

- (i).... so authorized by the Articles of Incorporation;
- (ii) a majority of the shareholders of the class or series to be issued approve the issue; or
- (iii) there are no outstanding shares of the class or series of shares that are authorized to be issued.

ARTICLE IX - INDEMNIFICATION

Section 1 – Right of Indemnification:

Every person who was or is a party, or is threatened to be made 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 a person of whom he is the legal representative is or was a director or officer of the Corporation or is or was serving at the request of the Corporation or for its benefit as a director or officer of another Corporation, or as a representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the General Corporation Law of the State of Nevada 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 in connection therewith. The expenses of Officers and Directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the 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 or Officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the 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 Directors, Officers or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any By-law, agreement, vote of stockholders, provisions of law or otherwise, as well as their rights under this Article.

Section 2 – Insurance for Indemnification:

The Board of Directors may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another Corporation, or as its representative in a 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 the Corporation would have the power to indemnify such person.

Section 3 – Amendment:

The Board of Directors may from time to time adopt further By-laws with respect to indemnification and may amend these and such By-laws to provide at all times the fullest indemnification permitted by the General Corporation Law of the State of Nevada.

ARTICLE X - FISCAL YEAR

The fiscal year of the Corporation is hereby fixed as the calendar year ending on December 31st. Notwithstanding the foregoing the fiscal year shall be subject to change by the Board of Directors from time to time, subject to applicable law.

ARTICLE XI - CORPORATE SEAL

The corporate seal, if any, shall be in such form as shall be prescribed and altered, from time to time, by the Board of Directors. The use of a seal or stamp by the Corporation on corporate documents is not necessary and the lack thereof shall not in any way affect the legality of a corporate document.

ARTICLE XII - AMENDMENTS

Section 1 - By Shareholders:

All By-laws of the Corporation shall be subject to alteration or repeal, and new By-laws may be made, by a majority vote of the shareholders at the time entitled to vote in the election of Directors even though these By-laws may also be altered, amended or repealed by the Board of Directors.

Section 2 - By Directors:

The Board of Directors shall have power to make, adopt, alter, amend and repeal, from time to time, By-laws of the Corporation.

ARTICLE XIII - WAIVER OF NOTICE:

Whenever any notice is required to be given by law, the Articles of Incorporation or these By-laws, a written waiver signed by the person or persons entitled to such notice, whether before or after the meeting by any person, shall constitute a waiver of notice of such meeting.

ARTICLE XIV - INTERESTED DIRECTORS AND OFFICERS:

No contract or transaction shall be void or voidable if such contract or transaction is between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other Corporation, partnership, association, or other organization in which one or more of its Directors or Officers, are directors or officers, or have a financial interest, when such Director or Officer is present at or participates in the meeting of the Board, or the committee of the shareholders which authorizes the contract or transaction or his, her or their votes are counted for such purpose, if:

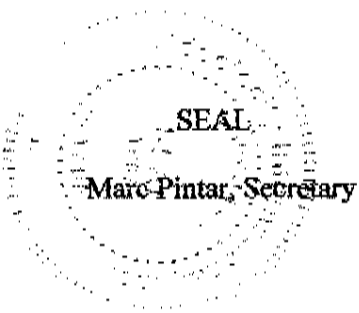
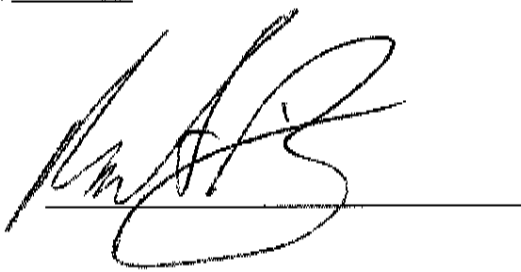
- (a). the material facts as to his, her or their relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee and are noted in the minutes of such meeting, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or
- (b). the material facts as to his, her or their relationship or relationships or interest or interests and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or
- (c). the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee of the shareholders; or
- (d). the fact of the common directorship, office or financial interest is not disclosed or known to the Director or Officer at the time the transaction is brought before the Board of Directors of the Corporation for such action.

Such interested Directors may be counted when determining the presence of a quorum at the Board of Directors' or committee meeting authorizing the contract or transaction.

ARTICLE XV - ANNUAL LIST OF OFFICERS, DIRECTORS AND REGISTERED AGENT:

The Corporation shall, within sixty days after the filing of its Articles of Incorporation with the Secretary of State, and annually thereafter on or before the last day of the month in which the anniversary date of incorporation occurs each year, file with the Secretary of State a list of its president, secretary and treasurer and all of its Directors, along with the post office box or street address, either residence or business, and a designation of its resident agent in the state of Nevada. Such list shall be certified by an officer of the Corporation.

APPROVED AND ADOPTED on **NOV 0 2017**



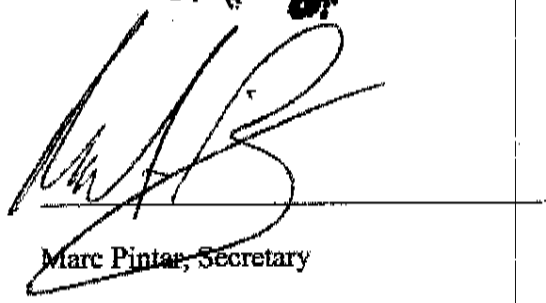
CERTIFICATE OF SECRETARY

I, the undersigned, the duly elected Secretary of Videolocity International, Inc., a Nevada Corporation, do hereby certify:

That the foregoing Bylaws were adopted as the Bylaws of the Corporation by the Board of Directors of the Corporation on "Date", and that the same do now constitute the Bylaws of the Corporation.

IN WITNESS WHEREOF, I have subscribed my name as of the date written below.

Dated: **NOV 0 2017**


Marc Pintar, Secretary