ISSUER INFORMATION AND DISCLOSURE STATEMENT

Macada Holding, Inc.

Formerly Tri Star Holdings, Inc. until 8-2009, formerly Rapid Fitness, Inc. until 8-2008, formerly Amore TV, Inc. until 5-07, formerly Global Web TV, Inc. (New) until 1-06, formerly QOL Holdings, Inc. until 10-05, formerly Global Web TV Inc.(Old) until 12-03, formerly Liquidics, Inc. until 12-01, formerly Future Projects IV, Corp. until 4-00.
State of incorporation change Florida to Nevada concurrent with name change
A Nevada Corporation

CUSIP: 554187104
CIK: 0001470243

ISSUER'S EQUITY SECURITIES
As of September 30, 2010

Common Stock
1,000,000,000 Common Shares authorized, par value $0.0001 per share

Preferred Stock
100,000,000 Preferred Shares authorized, par value $0.0001 per share

Macada Holding, Inc. is responsible for the content of this Initial Company Information and Disclosure Statement. The securities described in this document are not registered with, and the information contained in this statement has not been filed with, or approved by, the U.S. Securities and Exchange Commission.

NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS NOT CONTAINED HEREIN IN CONNECTION WITH THE COMPANY. ANY REPRESENTATIONS NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY.

DELIVERY OF THIS INFORMATION FILE, AT ANY TIME DOES NOT IMPLY THAT THE INFORMATION CONTAINED HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE FIRST WRI'I"I`EN ABOVE.

COPIES OF THIS INFORMATION AND DISCLOSURE STATEMENT ARE AVAILABLE FROM THE ISSUER UPON REQUEST.

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Cautionary Note Regarding Forward-Looking Statements

Information set forth in this Initial Company Information and Disclosure Statement (the "Initial Disclosure Statement") contains forward-looking statements, which involve a number of risks and uncertainties that could cause our actual results to differ materially from those reflected in the forward-looking statements. Forward-looking statements can be identified by use of the words "expect," "project," "may," "might," potential," and similar terms. Macada Holding, Inc. ("MCDA", "we" or the "Company") cautions readers that any forward-looking information is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking information. Forward-looking statements involve a number of risks, uncertainties or other factors beyond MCDA' control. These factors include, but are not limited to, our ability to implement our strategic initiatives, economic, political and market conditions and price fluctuations, government and industry regulation, U.S. and global competition and other factors. We undertake no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

Section One: Issuers' Initial Disclosure Obligations

Part A General Company Information

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

Macada Holding, Incorporated

Formerly Tri Star Holdings, Inc. until 8-2009, formerly Rapid Fitness, Inc. until 8-2008, formerly Amore TV, Inc. until 5-07, formerly Global Web TV, Inc. (New) until 1-06, formerly QOL Holdings, Inc. until 10-05, formerly Global Web TV Inc.(Old) until 12-03, formerly Liquidics, Inc. until 12-01, formerly Future Projects IV, Corp. until 4-00. State of incorporation change Florida to Nevada concurrent with name change. A Nevada Corporation

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

3130 SW 19th Street #453
Pembroke Park, Florida
Phone 954-483-4396
Fax 954-416-6175

www.bio-skin.us
www.macadaholding.com
www.pembrokegunrange.com

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

State of Incorporation: Nevada
Jurisdiction of Incorporation: United States
Year of Incorporation: 2000

Part B Share Structure

Item IV The exact title and class of securities outstanding.

In answering this item, provide the exact title and class of each class of outstanding securities. In addition, please provide the CUSIP and trading symbol.

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

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

B. Common or Preferred Stock.

Common Stock $0.0001 par value
CUSIP: 554187104
Trading symbol: MCDA

Preferred Stock $0.0001 par value

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

The Issuer's authorized Common Stock consists of 1,000,000,000 shares of Common Stock. The common shares are entitled to one vote per Share on all matters to be voted upon by shareholders and, upon issuance in consideration of full payment, are non-assessable. In the event of liquidation, dissolution or winding up of the Issuer, the shareholders are entitled to share ratably in all assets remaining after payment of liabilities. Common shares do not have cumulative voting rights with respect to the election of directors.

Dividend Rights

Each Share is entitled to dividends if, as and when dividends are declared by the Company's Board of Directors. It is not the current expectation of the Company to pay dividends. Dividends are not payable on the convertible preferred.

Directors' Liability

As authorized by the applicable provisions of Nevada corporate law, each director or officer of the Company will be indemnified by the Company against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the defense or settlement of any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative in which he is involved by reason of the fact that he is or was a director or officer of the Company; such indemnification, of course, is conditioned upon such officer or director having acted in good faith and in a manner that s/he reasonably believed to be in or not opposed to the best interests of the Company and, with respect to any criminal action or proceeding, if s/he had no reasonable cause to believe that such conduct was unlawful. The articles of incorporation, as amended, provides that no director of the Company shall be personally liable to the Company or any of its Shareholders for monetary damages for any breach of fiduciary duty as a director, except with respect to: (i) any breach of the director's duty of loyalty to the Company or its Shareholders; (ii) for acts or omissions that are not in good faith or involve intentional misconduct or a knowing violation of the law; (iii) violation of Nevada corporate law; or (iv) for any transaction from which the director derived an improper personal benefit. In effect, such articles authorize the Company to indemnify any person to the fullest extent permitted by Nevada corporate law.

On the basis of federal and/or state statutes, (a) shareholders in a corporation have the right, subject to the provisions of the Federal Rules of Civil Procedure and jurisdictional requirements, to bring class actions in federal court to enforce their rights under federal securities laws; and (b) Shareholders who have suffered losses in connection with the purchase or sale of their shares may be able to recover such losses from a corporation's management where the losses result from a violation by the management of SEC Rule 10b-5, promulgated under the Securities Exchange Act of 1934, as amended. It should be noted, however, that in endeavoring to recover damages in such actions, it would be generally difficult to establish as a basis for liability that the Company's management has not met such a standard. This is due to the broad discretion given the directors and officers of a corporation to act in its best interest. The SEC has stated that, to the extent any exculpatory or indemnification provision purports to include indemnification for liabilities arising under the Securities Act of 1933, as amended, it is the opinion of the SEC that such indemnification is contrary to public policy and, therefore, unenforceable. Shareholders who may, in the future, believe that the Company's management may have violated applicable law regarding fiduciary duties should consult with their own counsel as to their evaluation of the status of the law at such time.

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

The Company's Articles of Incorporation authorize the issuance of 100,000,000 shares of preferred stock. The outstanding Convertible Preferred Stock has super voting rights of twenty to one and is convertible one for one into Common Shares.

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

None.

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

There are no provisions in the Issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer other than as described herein.

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

Common Stock

(i) Period end date	Period ended September 30, 2010	Period ended June 30, 2010	Last fiscal year ended December 31, 2009	Previous fiscal year ended December 31, 2008
(ii) Number of shares authorized;	1,000,000,000	1,000,000,000	`1,000,000,000	1,650,000,000
(iii) Number of shares outstanding;	69,795,536	38,785,536	7,565,536	1,619,771,335
(iv) Freely tradable shares	10,974,379	5,574,426	5,574,426	1,152,189,149

(public float);				
(v) Total number of beneficial shareholders; and				
(vi) Total number of shareholders of record.		449	449	404

Preferred Stock

(i) Period end date	Period ended Jun 30, 2010	Period ended March 31, 2010	Last fiscal year ended December 31, 2009	Previous fiscal year ended December 31, 2008
(ii) Number of shares authorized;	100,000,000	100,000,000	100,000,000	50,000,000
(iii) Number of shares outstanding (1);	19,000,000	87,000,000	87,000,000	50,000,000
(iv) Freely tradable shares (public float);	0	0	0	0
(v) Total number of beneficial shareholders; and				
(vi) Total number of shareholders of	4	4	4	4

record.				

(1) The transfer agent reports 71,000,000 shares of Preferred Stock outstanding as of 9-23-2010. However, that actual number of Preferred Stock outstanding on the books of the Issuer is 19,000,000 as the shareholders of the Preferred Stock and the Issuer's Board of Directors have agreed and have canceled 58,000,000 Preferred Shares. Of the 71,000,000 Preferred shares presently still issued, 25,000,000 shares have been returned to treasury and the balance of 27,000,000 shares have been canceled returned. The Issuer's Board of Directors has accepted the cancellation and all such Preferred shareholders have signed off on their cancellation of their Preferred shares.

Part C Business Information

Item VII The name and address of the transfer agent.

Stalt, Inc. acts as the Company's registrar and transfer agent and it is located at 671 Oak Grove Avenue, Suite C, Menlo Park, California 94025.

Stalt, Inc. is registered under the Exchange Act

Item VIII The nature of the issuer's business.

In describing the issuer's business, please provide the following information:

A. Business Development. Describe the development of the issuer and material events during the last three years so that a potential investor can clearly understand the history and development of the business. If the issuer has not been in business for three years, provide this information for any predecessor company. This business development description must also include:

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

The Issuer is a corporation.

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

The Issuer was organized in 2000.

3. the issuer's fiscal year end date;

December 31

4. whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding;

The Issuer has not been in bankruptcy or receivership.

5. any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets;

In January, 2009, the Issuer sold multiple mining properties and mineral rights claims to UC Hub Group, Inc. in consideration of 190,000,000 shares of that company's common stock, and August 14, 2009 the transaction was canceled by mutual agreement due to the UC Hub's inability to finance the development of the mines and all the mining properties were returned to the Issuer.

On March 22, 2010, the Issuer purchased all of the equity of Pembroke Gun and Range, LLC.

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

The Issuer is in default on a convertible debenture for $309,000.00. The Issuer is in default of payment of salaries in the amount of $409,000.00 since March 2009.

In May 2010, the convertible debenture was sold to another holder and the Issuer signed a $3,000,000 equity line of credit with Manhattan Capital Corp, LLC. for two years. The convertible debenture was made by Amore TV, Inc., predecessor to Macada Holdings, Inc., March 15, 2007 in the amount of $309,000.00 and bears interest at the prime rate of interest as reported by Citibank on the issue date plus three points. The note is convertible at the lowest bid price of the Issuer's Common Stock on the conversion date. At this time Manhattan has converted approximately 7,000,000 shares.

7. any change of control;

As of Sept 20, 2010, Steven Cohen has 7,000,000 shares of Preferred Stock of the Issuer, Ronald Ritter had 7,000,000 shares of Preferred Stock of the Issuer, Anthony Mellone, Sr. had 3,000,000 shares of Preferred Stock of the Issuer, and Donna Yamin had 2,000,000 shares of Preferred Stock of the Issuer. These holders of the Issuer's Preferred Stock agreed to cancel a total of 58 million shares of the Preferred Stock without consideration in February, 2010.

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

On June 7, 2010, the holder of the Issuer's convertible note converted the note into 26 million shares of the Issuer's Common Stock.

9. any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spinoff, or reorganization;

The Issuer's shares were decreased by a 1 for 50 split, payable December 15, 2003. The Issuer's shares were increased by a 22 for 1 split, ex-dividend on January 27, 2006. The Issuer's shares were decreased by a 1 for 100 reverse split, ex-date November 20, 2006. The Issuers shares were decreased by a 1 for 100 split, payable May 11, 2007. The Issuer's shares were decreased by a 1 for 500 reverse split payable August 20, 2009.

See also above for further information on mergers and acquisitions.

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

None.

11. any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer’s business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts

involved.

The Issuer is preparing a lawsuit against certain individuals who attempted to hijack control of the Issuer by filing a false list of officers and directors with the State of Nevada. The Issuer believes that these individuals are associated with and acting in concert with the former company President, Anthony Mellone.

Further, the Issuer is conducting an internal investigation and is contemplating bringing a lawsuit against Anthony Mellone, former President of the Issuer, along with certain other individuals, on numerous suspected grounds, which may include fraud, issuing stock of the Issuer without authorization or consideration, securities fraud, including, but not limited to false statements, fraudulent accounting records, fraudulent issuance of securities, sale of non-existent stock, issuing securities without authorization and/or consideration, receiving securities without authorization or consideration, stock manipulation, offering and selling securities in violation of the securities laws and regulations, selling unregistered securities, embezzlement, being paid for work not done, paying money to people not employed by the company, not paying payroll taxes, fraudulently issuing stock and incurring obligations for the Issuer for personal benefit, using company funds for personal use without authorization, stealing company property, filing false statements with governmental authorities, forgery and counterfeiting for forging names on checks and corporate documents as well as other documents, for issuing worthless checks and for conspiring to take control of the Issuer by fraudulent and illegal means, for generating false documents and destroying and attempting to destroy other documents, including but not limited to certificates of stock and corporate minutes as well as other corporate documents.

The Issuer, through its predecessor company, Tri-Star Holdings, and the former President of the Issuer, Anthony Mellone, has been named by the Securities and Exchange Commission in a complaint alleging securities fraud for Mr. Mellone's role in an illicit kickback scheme to manipulate the volume and price of the Issuer's stock and illegally generate stock sales. The events alleged in the complaint took place before current management joined the Issuer. The complaint, among other things, asks for a finding that Mellone and the company violated the securities laws and for a permanent injunction against any further violations. Mr. Mellone also faces criminal charges relating to these allegations.

The Company's possible liabilities and possible recovery in these matters are currently unknown.

For the purpose of this section a "shell company" means an issuer, other than a business combination related shell company, as defined by Securities Act Rule 405, or an asset-backed issuer, as defined by Item 1101(b) of Regulation AB, that has:

(1) No or nominal operations; and

(2) Either:

(A) No or nominal assets;

(B) Assets consisting solely of cash and cash equivalents; or

(C) Assets consisting of any amount of cash and cash equivalents and nominal other assets.

B. Business of Issuer. Describe the issuer's business so a potential investor can clearly understand it. To the extent material to an understanding of the issuer, please also include the following:

1. the issuer's primary and secondary SIC Codes;

325412 Pharmaceutical Preparation Manufacturing

This U.S. industry comprises establishments primarily engaged in manufacturing in-vivo diagnostic substances and pharmaceutical preparations (except biological) intended for internal and external consumption in dose forms, such as ampoules, tablets, capsules, vials, ointments, powders, solutions, and suspensions.

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

The issuer is in the development stage except with respect to Pembroke Gun & Range.

3. whether the issuer is or has at any time been a "shell company";

The Issuer is not and has not been a "shell company."

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;

Subsidiaries

The Issuer owns two subsidiaries: (1) Pembroke Gun & Range, LLC, and (2) Lyfetec, Inc.. Lyfetec, Inc. has one divisions, Bio-Skin. The other subsidiaries of the Issuer are being discontinued.

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

See "Risk Factors" and "Business."

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

The Issuer estimates that it has spent approximately $65,000.00 per year in research and development in the last two fiscal years. None of these costs have been borne directly by customers.

See also "Risk Factors."

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

See "Risk Factors."

8. the number of total employees and number of full-time employees.

The Issuer had four full-time employees and one part-time employee, including our officers, as of September 30, 2010.

Workers are provided to the Issuer through various local staffing agencies or are retained directly as independent contractors. None of the Issuer's employees are represented by a labor union. The Issuer also relies on the services of outside consultants for services.

The Issuer will outsource our sales and marketing efforts to independent contractors, primarily to individuals who work on a part-time basis and are paid per hour worked on per project for a fixed cost.

In order for the Issuer to attract and retain quality personnel, the Issuer anticipates that it will have to offer competitive salaries to future employees. The Issuer anticipates an employment base of 25 full and part time employees during the next 12 months.

As the Issuer continues to expand, the Issuer will incur additional cost for personnel. This projected increase in personnel is dependent upon generating revenues and obtaining sources of financing. There is no guarantee that the Issuer will be successful in raising the funds required or generating revenues sufficient to fund the projected increase in the number of employees.

Item IX The nature of products or services offered.

In responding to this item, please describe the following so that a potential investor can clearly understand the products and services of the issuer:

A. principal products or services, and their markets;

See “Business.”

B. distribution methods of the products or services;

See “Business” and “status of any publicly announced new product or service.”

C. status of any publicly announced new product or service;

The Issuer incorporates by reference all of the items posted on the Pink Sheets OTC Market at http://www.otcmarkets.com/stock/MCDA/news

See "Business."

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

See "Risk Factors" and "Business."

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

The Issuer believes that its raw materials are generally available from a number of suppliers. See also "Risk Factors."

F. dependence on one or a few major customers;

The Issuer believes that is not dependent on one or a few major customers. See "Risk Factors" and "Business."

G. patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration; and

See "Risk Factors" and "Business."

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

See also "the effect of existing or probable governmental regulations on the business, "Business," and "Risk Factors."

U.S. Government Regulation

The research and development, manufacture and marketing of human therapeutic and diagnostic products are subject to regulation, primarily by the FDA and by comparable authorities in other countries. These national agencies and other federal, state and local entities regulate, among other things, research and development activities (including testing in animals and in humans) and the testing, manufacturing, handling, labeling, storage, record keeping, approval, advertising and promotion of the products that we are developing. Noncompliance with applicable requirements can result in various adverse consequences, including, delay in approving or refusal to approve product licenses or other applications, suspension or termination of clinical investigations, revocation of approvals previously granted, fines, criminal prosecution, recall or seizure of products, injunctions against shipping products and total or partial suspension of production and/or refusal to allow a company to enter into governmental supply contracts.

The Drug Development Process

The FDA, and comparable agencies in other countries, requires that pharmaceutical and certain other therapeutic products undergo significant clinical experimentation and clinical testing, known as clinical trials or clinical studies, prior to their marketing or introduction to the general public.

Below, we describe the principal framework in which clinical studies are conducted, as well as describe a number of the parties involved in these studies.

Protocols. Before commencing human clinical studies, the sponsor of a new drug must submit an investigational new drug application, or IND, to the FDA. The application contains what is known in the industry as a protocol. A protocol is the blueprint for each drug study. The protocol sets forth, among other things, the following:

- who must be recruited as qualified participants;
- how often to administer the drug;
- what tests to perform on the participants; and
- what dosage of the drug to give to the participants.

Institutional Review Board. All clinical studies must be approved by an institutional review board, which is an independent committee of professionals and lay persons. The institutional review board's role is to protect the rights of the participants in clinical studies by reviewing protocols and other aspects.

Clinical Trials. Human clinical studies or testing of a potential drug are generally

done in four stages known as Phase I through Phase IV testing. The names of the phases are derived from the regulations of the FDA (or equivalent). Generally, there are multiple studies conducted in each phase.

Phase I. Phase I studies involve testing a drug or product on a limited number of healthy participants, typically 20 to 80 people at a time. Phase I studies determine a drug's basic safety and tolerability and include biological analyses to determine how the drug is absorbed by, and eliminated from, the body. This phase lasts an average of six months to a year.

Phase II. Phase II trials involve testing up to a relatively small number of participants (typically a few dozen to a few hundred) who suffer from the targeted disease or condition. Phase II testing typically lasts an average of one to two years. In Phase II, the drug is tested to determine its safety and effectiveness for treating a specific illness or condition. Phase II testing also involves determining acceptable dosage levels of the drug. If Phase II studies show that a new drug has an acceptable range of safety risks and probable effectiveness, the drug's sponsor will continue to review the substance in Phase III studies.

Phase III. Phase III studies involve testing large numbers of participants, typically several hundred to several thousand persons. The purpose is to verify effectiveness and long-term safety on a large scale. These studies generally last two to three years. Phase III studies are conducted at multiple locations or sites. Like the other phases, Phase III requires the site to keep detailed records of data collected and procedures performed.

New Drug Approval. The results of the clinical trials are submitted to the FDA (or equivalent) as part of a new drug application ("NDA"). Following the completion of Phase III studies, assuming the sponsor of a potential product in the United States believes it has sufficient information to support the safety and effectiveness of its product, it submits an NDA to the FDA requesting that the product be approved for marketing. The application is a comprehensive, multi-volume filing that includes the results of all clinical studies, information about the drug's composition, and the sponsor's plans for producing, packaging and labeling the product. The FDA's review of an application can take a few months to many years, with the average review lasting 18 months. Once approved, drugs and other products may be marketed in the United States, subject to any conditions imposed by the FDA.

Phase IV. The FDA may require that the sponsor conduct additional clinical trials following new drug approval. The purpose of these trials, known as Phase IV studies, is to monitor long-term risks and benefits, study different dosage levels or evaluate safety

and effectiveness. In recent years, the FDA has increased its reliance on these trials. Phase IV studies usually involve thousands of participants. Phase IV studies also may be initiated by the company sponsoring the new drug to gain broader market value for an approved drug. For example, large-scale trials may also be used to prove effectiveness and safety of new forms of drug delivery for approved drugs. Examples may be using an inhalation spray versus taking tablets or a sustained-release form of medication versus capsules taken multiple times per day.

Other U.S. Regulations

Various Federal and state laws, regulations, and recommendations relating to safe working conditions, laboratory practices, the experimental use of animals, and the purchase, storage, movements, import, export, use, and disposal of hazardous or potentially hazardous substances, including radioactive compounds and infectious disease agents, are used in connection with our research or applicable to our activities. They include, among others, the United States Atomic Energy Act, the Clean Air Act, the Clean Water Act, the Occupational Safety and Health Act, the National Environmental Policy Act, the Toxic Substances Control Act, and Resources Conservation and Recovery Act, national restrictions on technology transfer, import, export, and customs regulations, and other present and possible future local, state, or federal regulation. The extent of governmental regulation which might result from future legislation or administrative action cannot be accurately predicted.

RISK FACTORS

You should carefully consider the risks described below as well as the other information included or incorporated by reference in this document. The risks described below are not the only risks facing us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially and adversely affect our business operations. Any of the following risks could materially adversely affect our business, financial condition or results of operations. In such case, investors may lose all or part of their original investment.

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.

Our independent auditors have expressed a reservation as to whether we can continue as a going concern.

Our independent auditors' report on our financial statements states that our recurring losses and lack of revenue generation to date raise substantial doubt about our ability to continue as a going concern. Our ability to continue as a going concern is dependent on our ability to raise additional capital or generate revenues to sustain our operations. There is no guarantee that we will be able to raise enough capital or generate revenues to sustain our operations.

There can be no assurance that we will be able to generate or secure sufficient funding to successfully execute our business plan. Currently, we only have negligible cash and we continue to incur significant losses.

The working capital requirements associated with our business plan will continue to be significant. The primary requirements are for sales, marketing, and advertising efforts. We estimate that we will need to spend approximately $500,000 per year for the next two years to execute our business plan. We will need to raise additional capital in the next twelve months to fully implement our sales, marketing, and advertising strategy. If we do not have sufficient cash from operations, funds available under credit facilities and/or the ability to raise cash through the sale of debt and/or equity securities, or if we cannot issue our capital stock on terms suitable to us, we will be unable to pursue our business strategy, which could have a material adverse effect on our ability to increase our company's revenue and net income (or reduce our net loss, as applicable) and on our company's financial condition and results of operations.

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.

Our success depends on our management team.

Our company's operations are dependent on the continued efforts of our Board of Directors and our executive officers, including our President and Chief Executive Officer. 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 currently have existing material weaknesses in our internal control over financial reporting. If we are unable to improve and maintain the quality of our system of internal control over financial reporting, any deficiencies could materially and adversely affect our ability to report timely and accurate financial information about us.

As a public company, we incur significant legal, accounting and other expenses that we would not incur as a private company. In addition, if we register our stock, the Sarbanes−Oxley Act, as well as rules subsequently implemented by the Securities and Exchange Commission and the NASDAQ Stock Market, have imposed various new requirements on public companies, including requiring establishment and maintenance of effective disclosure and financial controls and changes in corporate governance practices. Our management and other personnel will need to devote a substantial amount of time to these compliance initiatives. Moreover, these rules and regulations have increased our legal and financial compliance costs and will make some activities more time consuming and costly. For example, we expect these rules and regulations to make it more difficult and more expensive for us to obtain director and officer liability insurance, and we may be required to incur substantial costs to maintain the same or similar coverage.

We are responsible for establishing and maintaining effective disclosure controls and procedures and adequate internal control over financial reporting, in each case as prescribed by applicable SEC rules and regulations. Together, these elements are intended to provide reasonable (but not absolute) assurance regarding the reliability of our financial reporting. Management has determined that our disclosure controls and procedures were not effective and that we have material weaknesses in our internal control over financial reporting. Since the time we determined that our disclosure controls and procedures were not effective and identified the material weaknesses in our internal control over financial reporting, we have devoted significant time to developing remedial measures to address these deficiencies. Although we believe that these measures have strengthened our disclosure controls and procedures and our internal control over financial reporting, we cannot be certain that they will ensure that we maintain effective disclosure controls and procedures or adequate internal control over our financial reporting in future periods. Any failure to maintain such effective disclosure controls and procedures or adequate internal control over financing reporting could adversely impact our ability to report our financial results on a timely and accurate basis. If we are no longer able to report our financial results on a timely and accurate basis, we may erode our investors' understanding of and confidence in our financial reporting, as well as face severe consequences from regulatory authorities, either of which may have a material adverse affect on our business and a negative effect on the trading price of our stock.

If the markets for our products do not develop and expand as we anticipate, demand for our products may decline, which would negatively impact our results of operations and financial performance.

The markets for our products are characterized by rapidly changing technologies, evolving industry standards and frequent new product introductions. Our success is expected to depend, in substantial part, on the timely and successful introduction of new products, upgrades of current products to comply with emerging industry standards, our ability to acquire technologies needed to remain competitive and our ability to address competing technologies and products. In addition, the following factors related to our products and the markets for them could have an adverse impact on our results of operations and financial performance:

• The inability to maintain a favorable mix of products;

• The anticipated level of demand for our products by our customers does not continue. While this demand has been increasing in recent quarters, there is no assurance that this upward trend can be sustained. A leveling or declining demand or an unanticipated change in market demand for products based on a specific technology would adversely affect our ability to sustain recent operating and financial performance; and

• The inability to continue to develop new product lines to address our customers' diverse needs and the several market segments in which we participate. This requires a high level of innovation, as well as the accurate anticipation of technological and market trends.

Changes in our manufacturing processes or those of our contractors and suppliers could significantly reduce our manufacturing yields and product reliability.

The manufacture of our products involves highly complex and precise processes, requiring production in highly controlled, arid clean environments. In some cases, existing manufacturing techniques, which involve substantial manual labor, may be insufficient to achieve the volume or cost targets of our customers. We or our suppliers will need to develop new manufacturing processes and techniques to achieve targeted volume and cost levels. While we continue to devote substantial efforts to the improvement of our manufacturing techniques and processes, we may not achieve manufacturing volumes and cost levels in our manufacturing activities that will fully satisfy customer demands.

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.

We currently have limited revenue sources. A reduction in revenues of any of our key products would cause our revenues to decline and could materially harm our business.

We expect a small number of our key products, which will likely shift over time, to continue to account for a significant portion of our net revenues for the foreseeable future. As a result, continued market acceptance and popularity of these products are critical to our success, and a reduction in demand due to, among other factors, the introduction of competing products by our competitors, the entry of new competitors, or end-users' dissatisfaction with the quality of our products, could materially and adversely affect our financial condition and results of operations.

We could be subject to costly and time-consuming product liability actions. We carry

no insurance coverage.

If our products do not function as anticipated, whether as a result of the design of these products, unanticipated health consequences or side effects, or misuse or mishandling by third parties, of such products, or because of faulty or contaminated supplies, they could injure the vaccines and as a result subject us to product liability lawsuits. Claims against us also could be based on failure to perform as anticipated. Any product liability claim brought against us, with or without merit, could have a material adverse effect on us. Even a merit less or unsuccessful product liability claim could be time consuming, expensive to defend and could result in the diversion of management's attention from managing our core business or result in associated negative publicity.

Our business exposes us to potential product liability risks that are inherent in the testing, manufacturing and marketing of biopharmaceutical products. We cannot be certain that we will be able to maintain adequate product liability insurance at a reasonable cost. In addition, we have no clinical trial liability insurance for our clinical trials. Any insurance coverage we do have may not be sufficient to satisfy liability resulting from product liability claims. A successful product liability claim or series of claims could have a material adverse impact on our business, financial condition and results of operations.

If we are unable to successfully compete in the highly competitive biopharmaceutical industry, our business could be harmed.

We operate in a highly competitive environment, and we expect the competition to increase further in the future. Our competitors include large pharmaceutical and biotechnology companies and academic research institutions worldwide. Many of these competitors have greater resources than us. New competitors may also enter into the markets in which we currently compete. Accordingly, even if we are successful in launching a product, we may not be able to outperform a competing product for any number of reasons, including the possibility that the competitor may: (1) have launched its competing product first or the competing product may have, or be perceived as having, better efficacy, stronger brand recognition, or other advantages; (2) have greater access to certain raw materials; (3) have more efficient manufacturing processes and greater manufacturing capacity; (4) have greater marketing capabilities; (5) have greater pricing flexibility; (6) have more extensive research and development and technical capabilities; (7) have proprietary patent portfolios or other intellectual property rights that may present an obstacle to our conduct of business; or (7) have greater knowledge of local market conditions where we seek to increase our international sales.

The technologies applied by our competitors and us are rapidly evolving, and new developments frequently result in price competition and product obsolescence. In

addition, we may be impacted by competition from generic forms of our products, substitute products or imports of products from lower-priced markets.

We may not achieve our projected development goals in the time frames we announce and expect. If we fail to achieve one or more milestones as contemplated, the market price of our common shares could decline.

We set goals for and make public statements regarding our anticipated timing of the accomplishment of objectives material to our success, such as the commencement and completion of clinical trials and other milestones. The actual timing of these events can vary dramatically due to factors such as delays or failures in our clinical trials, the uncertainties inherent in the regulatory approval process and delays in achieving manufacturing or marketing arrangements sufficient to commercialize our products. We may not complete our clinical trials or make regulatory submissions or receive regulatory approvals as planned. Also, we may not be able to adhere to our currently anticipated schedule for the launch of any of our products. If we fail to achieve one or more milestones as contemplated, the market price of our shares could decline.

If any of our third-party suppliers or manufacturers cannot adequately meet our needs, our business could be harmed.

While we use raw materials and other supplies that are generally available from multiple commercial sources, certain raw materials that we use may be in short supply or difficult for suppliers to produce in accordance with our specifications. If the third-party suppliers were to cease production or otherwise fail to supply us with quality raw materials, and we were unable to contract on acceptable terms for these materials with alternative suppliers, our ability to deliver our products to the market would be adversely affected.

In addition, if we fail to secure long-term supply sources for some of the raw materials we use, our business could be harmed.

From time to time, concerns are raised with respect to potential contamination of biological materials that are supplied to us. These concerns can further tighten market conditions for materials that may be in short supply or available from limited sources. Moreover, regulatory approvals to market our products may be conditioned upon obtaining certain materials from specified sources. Any efforts to substitute material from an alternate source may be delayed by pending regulatory approval of such alternate source. Although we work to mitigate the risks associated with relying on sole suppliers, there is a possibility that material shortages could impact product development and production.

We will need additional capital to expand the production capacity for our existing products, to continue development of our product pipeline and to market existing and future products on a large scale. We cannot guarantee that we will find adequate sources of capital in the future.

We will need to raise additional funds from the capital markets to finance equipment expenditures, to acquire intellectual property, to expand the production capacity for our existing products, to continue the development and commercialization of our product candidates and for other corporate purposes. Although we believe that we have adequate near-term cash resources, we will need to undertake significant future financings in order to: (1) establish and expand manufacturing capabilities; (2) proceed with the research and development of other vaccine products, including clinical trials of new products; (3) acquire interests in other companies. (4) Commercialize our products, including the marketing and distribution of new and existing products; (5) seek and obtain regulatory approvals; (6) develop or acquire other product candidates or technologies; (7) protect our intellectual property; and (8) finance general and administrative and research activities that are not related to specific products under development.

If we continue to raise additional funds by issuing equity securities, it will result in further dilution to our existing shareholders, because the shares may be sold at a time when the market price is low and shares issued in equity financing transactions will normally be sold at a discount to the current market price. Any additional equity securities issued also may provide for rights, preferences or privileges senior or otherwise preferential to those of holders of our existing common shares. Unforeseen problems including materially negative developments relating to, among other things, disease developments, product sales, new product rollouts, clinical trials, research and development programs, our strategic relationships, our intellectual property, litigation, regulatory changes in our industry, the market generally or general economic conditions, could interfere with our ability to raise additional funds or materially adversely affect the terms upon which such funding is available.

If we raise additional funds by issuing debt securities, these debt securities would have rights, preferences and privileges senior to those of holders of our common shares, and the terms of the debt securities issued could impose significant restrictions on our operations. If we raise additional funds through collaborations and licensing arrangements, we might be required to relinquish significant rights to certain of our technologies, marketing territories, product candidates or products that we would otherwise seek to develop or commercialize ourselves, or be required to grant licenses on terms that are not favorable to us. In the past, we have also received research grants

to finance the development of our products. We may not receive additional grants in the future.

We do not know whether additional financing will be available to us on commercially acceptable terms when needed. If adequate funds are not available or are not available on commercially acceptable terms, we may be unable to continue developing our products. In any such event, our ability to bring a product to market and obtain revenues could be delayed and competitors could develop products sooner than we do.

We depend on our key personnel, the loss of whom would adversely affect our operations. If we fail to attract and retain the talent required for our business, our business will be materially harmed.

We are a small company and we depend to a great extent on principal members of our management and scientific teams. If we lose the services of any key personnel, the loss could significantly impede the achievement of our research and development objectives and delay our product development programs and the approval and commercialization of our product candidates. We do not currently have any key man life insurance policies. We have entered into employment agreements with our executive officers under which they have agreed to restrictive covenants relating to non-competition and non-solicitation. These employment agreements do not, however, guarantee that we will be able to retain the services of our executive officers in the future. In addition, recruiting and retaining additional qualified scientific, technical and managerial personnel and research partners will be critical to our success. Competition among biopharmaceutical and biotechnology companies for qualified employees intense and turnover rates are high. There is currently a shortage of employees with expertise in our areas of research and clinical and regulatory affairs, and this shortage is likely to continue. We may not be able to retain existing personnel or attract and retain qualified staff in the future. If we fail to hire and retain personnel in key positions, we may be unable to develop or commercialize our product candidates in a timely manner.

We may encounter difficulties in managing our growth, which could adversely affect our results of operations.

We will experience a period of rapid and substantial growth that may place and, if such growth continues, will continue to place a strain on our administrative and operational infrastructure. If we are unable to manage this growth effectively, our business, results of operations or financial condition may be materially and adversely affected. Our ability to manage our operations and growth effectively requires us to continue to improve our operational, financial and management controls, reporting systems and

procedures and hiring programs. We may not be able to successfully implement these required improvements.

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 intend to continue to expand the sales of our products into new international markets. In expanding our business internationally, we have entered and intend to continue to enter markets in which we have limited or no experience and in which our brand may be less recognized. 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 may undertake acquisitions, which may have a material adverse effect on our ability to manage our business, and may end up being unsuccessful.

Our growth strategy may involve the acquisition of new production lines, technologies, businesses, products or services or the creation of strategic alliances in areas in which we do not currently operate. These acquisitions could require that our management develop expertise in new areas, new geographies, manage new business relationships and attract new types of customers. Furthermore, acquisitions may require significant attention from our management, and the diversion of our management's attention and

resources could have a material adverse effect on our ability to manage our business. We may also experience difficulties integrating acquisitions into our existing business and operations. Future acquisitions may also expose us to potential risks, including risks associated with: (1) the integration of new operations, services and personnel; (2) unforeseen or hidden liabilities; (3) the diversion of resources from our existing businesses and technologies; (4) our inability to generate sufficient revenue to offset the costs of acquisitions; and (5) potential loss of, or harm to, relationships with employees or customers, any of which could significantly disrupt our ability to manage our business and materially and adversely affect our business, financial condition and results of operations.

Increases in demand for our products could require us to expend considerable resources to meet the demand or harm our customer relationships if we are unable to meet demand.

If we experience significant or unexpected increases in the demand for our products, we and our suppliers may not be able to meet that demand without expending additional capital resources. These capital resources could involve the cost of new machinery or even the cost of new manufacturing facilities. This would increase our capital costs, which could adversely affect our earnings. Our suppliers may be unable or unwilling to expend the necessary capital resources or otherwise expand their capacity. In addition, new manufacturing equipment or facilities may be required to meet required FDA standards before they can be used to manufacture our products. To the extent we are unable to obtain or are delayed in meeting such standards, our ability to meet the demand for our products could be adversely affected.

If we or our suppliers are unable to develop necessary manufacturing capabilities in a timely manner, our net sales could be adversely affected. Failure to cost-effectively increase production volumes, if required, or lower than anticipated yields or production problems encountered as a result of changes that we or our suppliers make in our manufacturing processes to meet increased demand, could result in shipment delays or interruptions and increased manufacturing costs, which could also have a material adverse effect on our revenues and profitability.

Our inability to meet customer demand for our products could also harm our customer relationships and impair our reputation within the industry. This, in turn, could have a material adverse effect on our business and prospects.

There can be no assurance that our distributors will be able to market our products.

There is no assurance that our distributors will be able to successfully market our products. Our agreement with them is recent, and we do not have any relationship or history with the company prior to entering into the agreement. Further, we have not been provided with a letter of credit or other guarantees of their financial ability to successfully market our products.

Our current products may have certain side effects. If side effects associated with our current or future products are not identified prior to their marketing and sale, we may be required to withdraw such products from the market, perform lengthy additional clinical trials or change the labeling of our products, any of which could hinder or adversely affect our ability to generate revenues.

Our current products have certain side effects. If significant side effects of our medicines are identified after they are marketed and sold, regulatory authorities may withdraw or modify their approvals of such medicines; we may be required to reformulate these medicines, change the ways in which they are marketed, conduct additional clinical trials, change the labeling of these medicines or implement changes to obtain new approvals for our manufacturing facilities; we may be less successful in tendering processes used by hospitals for medicine purchases; we may have to recall these medicines from the market and may not be able to re-launch them; we may experience a significant decline in sales of the affected products; our reputation may suffer; and we may become a target of lawsuits.

The occurrence of any of these events would harm our sales of these medicines and substantially increase the costs and expenses of marketing these medicines, which in turn could cause our revenues and net income to decline. In addition, if any severe side effects are discovered to be associated with another manufacturer's used to treat medical conditions similar to those that our medicines are used to treat, the reputation and, consequently, sales of our medicines could be adversely affected.

We may not be able to obtain manufacturing or marketing approval for our future products, and failure to obtain approvals for our future products could materially harm our business prospects.

All medicines must be approved by the Food and Drug Administration, or the FDA, before they can be manufactured, marketed or sold. The FDA requires a pharmaceutical manufacturer to have successfully completed clinical trials of a new medicine and demonstrated its manufacturing capability before approval to manufacture that new medicine is granted. Clinical trials are expensive and their results are uncertain. In addition, the FDA and other regulatory authorities may apply new standards for safety,

manufacturing, labeling, marketing and distribution of future products. Complying with these standards may be time-consuming and expensive. Furthermore, our future products may not be efficacious or may have undesirable or unintended side effects, toxicities or other characteristics that may preclude us from obtaining approval or may prevent or limit their commercial use. As a result, we may not be able to obtain FDA or other governmental approvals for our future products on a timely basis or at all. Even if we do obtain approvals, such approvals may be subject to limitations on the indicated uses for which we may market a product, which may limit the size of the market for such a product.

The failure to maintain our relationships with our existing customers or the failure to obtain new customers could negatively affect our revenues and decrease our earnings or have an adverse impact on our business.

We maintain purchase orders for the sales of our products to our customers. Although we have entered into agreements to supply our customers, we cannot assure that such agreements will be renewed when the terms of such agreements expire or that our relationships with our customers will be maintained on satisfactory terms or at all. The failure to maintain our relationships with our customers or the failure to obtain new customers could negatively affect our revenues and decrease our earnings or have an adverse impact on our business.

We rely on a limited number of suppliers and the loss of any of our suppliers, or delays or problems in the supply of materials used in our products, could materially and adversely affect our business, financial condition, results of operations and growth prospects.

We generally rely on a limited number of suppliers for most of the primary materials used in our products. Our suppliers may not be able to supply the necessary materials without interruption and we may not have adequate remedies for such failure, which could result in a shortage of our products. If one of our suppliers fails or refuses to supply us for any reason, it could take time and expense to obtain a new supplier. In addition, our failure to maintain existing relationships with our suppliers or to establish new relationships in the future could negatively affect our ability to obtain the materials used in our products in a timely manner. The search for new suppliers could potentially delay the manufacture of our products, resulting in shortages in the marketplace and may cause us to incur additional expense. Failure to comply with applicable legal requirements subjects our suppliers to possible legal or regulatory action, including shutdown, which may adversely affect their ability to supply us with the materials we need for our products. Any delay in supplying, or failure to supply, materials for our

products by any of our suppliers could result in our inability to meet the commercial demand for our products, and could adversely affect our business, financial condition, results of operations and growth prospects.

Government regulators and regulations could adversely affect our business.

The formulation, manufacturing, packaging, labeling, advertising, distribution, and sale of our product, as well as other dietary supplements, are subject to regulation by a number of federal, state, and local agencies, including but not limited to the Food and Drug Administration ("FDA") and the Federal Trade Commission ("FTC"). See "Business-Regulation" for more information. These agencies have a variety of procedures and enforcement remedies available to them, including but not limited to:

- Initiating investigations;
- Issuing warning letters and cease and desist orders;
- Demanding recalls;
- Initiating adverse publicity;
- Requiring corrective labeling or advertising;
- Requiring consumer redress and/or disgorgement;
- Seeking injunctive relief or product seizures;
- Initiating judicial actions; and

- Imposing civil penalties or commencing criminal prosecution.

Federal and state agencies have in the past used these types of remedies in regulating participants in the dietary supplement industry, including the imposition by federal agencies of monetary redress in the millions of dollars. Adverse publicity related to dietary supplements may result in increased regulatory scrutiny, undermine or eliminate the acceptance of our product by consumers and lead to the initiation of private lawsuits. Product recalls could result in unexpected expense of the recall and any legal proceedings that might arise in connection with the recall.

Our failure to comply with applicable laws could also subject us to severe legal sanctions that could have a material adverse effect on our business and results of operations. Specific action taken against us could result in a material adverse effect on our business and results of operations. Furthermore, a state could interpret product claims that are presumptively valid under federal law are nonetheless illegal under that state's regulations.

Future laws or regulations may hinder or prohibit the production or sale of our existing product and any future products.

We may be subject to additional laws or regulations in the future, such as those administered by the FDA, FTC, or other federal, state, or local regulatory authorities. Laws or regulations that we consider favorable may be modified or repealed. Current laws or regulations may be amended or interpreted more stringently. The FDA has proposed extensive good manufacturing practice regulations for dietary supplements. We are unable to predict the nature of such future laws, regulations, or interpretations, nor can we predict what effect they may have on our business. Possible effects or requirements could include, but are not limited to, the following:

- The reformulation of products to meet new standards;

- Additional ingredient restrictions;

- Additional claim restrictions;

- The recall or discontinuance of products unable to be reformulated;

- Imposition of additional good manufacturing practices and/or record keeping requirements;

- Expanded documentation of the properties of products; and

- Expanded or different labeling or scientific substantiation.

Any such requirements could have material adverse effects on our business, financial condition, or results of operations.

Unfavorable publicity could materially hurt our business and the value of your investment.

We are highly dependent upon consumers' perceptions of the safety, quality, and efficacy of our products, as well as products distributed by other companies. Future scientific research or publicity may not be favorable to our industry or any particular product, or consistent with earlier research or publicity. Future reports or research that are perceived less favorably or that question such earlier research could have a material adverse effect on us. Because of our dependence upon consumer perceptions, adverse publicity associated with illness or other adverse effects resulting from the consumption of our product or any similar products distributed by other companies could have a material adverse impact on us. Such adverse publicity could arise even if the adverse effects associated with such products resulted from failure to consume such products as directed. We may be unable to counter the effects of negative publicity concerning the efficacy of our product. Adverse publicity could also increase our product liability exposure.

We are and will continue to be subject to the risk of investigatory and enforcement action by the FTC, which could have a negative impact upon the price of our stock.

We will always be subject to the risk of investigatory and enforcement action by the FTC based on our advertising claims and marketing practices. The FTC routinely reviews product advertising, including websites, to identify significant questionable advertising claims and practices. The FTC has brought many actions against dietary supplement companies based upon allegations that applicable advertising claims or practices were deceptive and/or not substantiated. If the FTC initiates an investigation, the FTC can initiate pre-complaint discovery that may be nonpublic in nature. Such an investigation: (i) may be very expensive to defend, (ii) may be lengthy, and (iii) may result in an adverse ruling by a court, administrative law judge, or in a publicly disclosed consent decree.

If we are unable to attract, train, retain and motivate our prescription medicine and OTC medicine salespeople, sales of our products may be materially and adversely affected.

We rely on our salespeople and distributors, who will be dispersed across the country, to market our products to the regional distributors as well as hospitals and retail pharmacies. We believe that our current sales have resulted, to a significant extent, from the dedication, efforts and performance of our salespeople. We believe that our future success will depend on those same factors. If we are unable to attract, train, retain and motivate our prescription medicine and OTC medicine salespeople, sales of our products may be materially and adversely affected.

RISKS RELATED TO OUR INDUSTRY

Our industry is highly competitive.

We face intense competition in our business. We expect that we will face additional competition from large, existing competitors and from a number of companies that may enter our markets. Since some of the markets in which we compete are characterized by rapid growth and rapid technology changes, smaller niche and start-up companies may become our principal competitors in the future. We must invest in research and development, expand our manufacturing and marketing capabilities, and continue to improve customer service and support in order to remain competitive. While we expect to undertake the investment and effort in each of these areas, we cannot assure that we will be able to maintain or improve our competitive position. There can be no assurance that we will be able to compete successfully with such entities in the future.

Many of our competitors and potential competitors have superior resources, which

could place us at a cost and price disadvantage. Thus, we may never realize revenues sufficient to sustain our operations, and we may fail in our business and cease operations.

Many of our competitors and potential competitors may have significant competitive advantages, including greater market presence, name recognition, superior financial, technological and personnel resources, superior services and marketing capabilities, and superior manufacturing capabilities. Some of these competitors are household names. As a result, some of our competitors and potential competitors could raise capital at a lower cost than we can, and they may be able to adapt more swiftly to new or emerging technologies and changes in customer requirements, take advantage of acquisitions and other opportunities more readily, and devote greater resources to the development, marketing, and sale of products than we can. Market consolidation may create additional or stronger competitors and may intensify competition. Also, our competitors' and potential competitors' greater brand-name recognition may require us to price our services at lower levels in order to win business. Our competitors' and potential competitors' financial advantages may give them the ability to reduce their prices for an extended period of time if they so choose.

Technological advances and regulatory changes may erode revenues that could be derived from our proposed operations, which could increase competition and put downward pressure on prices for our proposed products.

New technologies and regulatory changes, particularly those relating to pharmaceutical and biotech products, if any, could impair our prospects, put downward pressure on prices for our in vitro diagnostics products, and adversely affect our operating results. In addition, the competition in our market from the existing developers and manufacturers of in vitro diagnostics products with technologically advanced processes may place downward pressure on prices for such products, which can adversely affect our operating results. In addition, we could face competition from other companies we have not yet identified or which may later enter into the market with technologically advanced processes. If we are not able to compete effectively with these industry participants, our operating results would be adversely affected.

The need to obtain regulatory approvals and respond to changes in regulatory requirements could adversely affect our business.

Many of our proposed and existing products are subject to regulation by the FDA and other governmental or public health agencies. In particular, we are subject to strict governmental controls on the development, manufacture, labeling, distribution and marketing of our products. In addition, we are often required to obtain approval or

registration with foreign governments or regulatory bodies before we can import and sell our products in foreign countries.

The process of obtaining required approvals or clearances from governmental or public health agencies can involve lengthy and detailed laboratory testing, human clinical trials, sampling activities and other costly, time- consuming procedures. These approvals can require the submission of a large amount of clinical data which may require significant time to obtain. It is also possible that a product will not perform at a level needed to generate the clinical data required to obtain an approval or clearance. The submission of an application to the FDA or other regulatory authority does not guarantee that an approval or clearance to market the product will be received. Each authority may impose its own requirements and delay or refuse to grant approval or clearance, even though a product has been approved in another country or by another agency.

Moreover, the approval or clearance process for a new product can be complex and lengthy. This time span increases our costs to develop new products as well as the risk that we will not succeed in introducing or selling them in the United States or other countries.

Failure to comply with FDA or other regulatory requirements may require us to suspend production of our products or institute a recall which could result in higher costs and a loss of revenues.

We can manufacture and sell many of our products, both in the United States and internationally, only if we comply with regulations of government agencies such as the FDA. We have implemented quality assurance and other systems that are intended to comply with applicable regulations.

\Although we believe that we have adequate processes in place to ensure compliance with these requirements, the FDA or other regulatory bodies could force us to stop manufacturing or selling our products if it concludes that we are out of compliance with applicable regulations. The FDA and other regulatory bodies could also require us to recall products if we fail to comply with applicable regulations, which could force us to stop manufacturing such products. Such actions by the FDA could adversely affect our revenues.

Our success depends on our ability to protect our proprietary technology.

Our industry places considerable importance on obtaining patent, trademark and trade secret protection, as well as other intellectual property rights, for new technologies,

products and processes. Our success depends, in part, on our ability to develop and maintain a strong intellectual property portfolio or obtain licenses to patents for products and technologies both in the United States and in other countries.

As appropriate, we intend to file patent applications and obtain patent protection for our proprietary technology. These patent applications and patents will cover, as applicable, compositions of matter for our products, methods of making those products, methods of using those products and apparatus relating to the use or manufacture of those products. We will also rely on trade secrets, know-how and continuing technological advancements to protect our proprietary technology.

We do not currently have any confidentiality agreements with our employees, consultants, advisors and collaborators. However, in the future we intend to adopt a policy that would require such persons and entities to enter into such agreements with us. When we do this, these parties may not honor these agreements and we may not be able to successfully protect our rights to unpatented trade secrets and know-how. Others may independently develop substantially equivalent proprietary information and techniques or otherwise gain access to our trade secrets and know-how.

Some of our current employees, including scientific and management personnel, were previously employed by competing companies. Although we encourage and expect all of our employees to abide by any confidentiality agreement with a prior employer, competing companies may allege trade secret violations and similar claims against us.

We may collaborate with universities and governmental research organizations which, as a result, may acquire part of the rights to any inventions or technical information derived from collaboration with them.

To facilitate development and commercialization of a proprietary technology base, we may need to obtain licenses to patents or other proprietary rights from other parties. Obtaining and maintaining such licenses may require the payment of substantial amounts. In addition, if we are unable to obtain these types of licenses, our product development and commercialization efforts may be delayed or precluded.

We may incur substantial costs and be required to expend substantial resources in asserting or protecting our intellectual property rights, or in defending suits against us related to intellectual property rights. Disputes regarding intellectual property rights could substantially delay product development or commercialization activities. Disputes regarding intellectual property rights might include state, federal or foreign court litigation, as well as patent interference, patent reexamination, patent reissue, or

trademark opposition proceedings in the United States Patent and Trademark Office. Opposition or revocation proceedings could be instituted in a foreign patent office. An adverse decision in any proceeding regarding intellectual property rights could result in the loss or limitation of our rights to a patent, an invention or trademark.

RISKS RELATED TO GOVERNMENT REGULATION

We may not be able to comply with applicable good manufacturing practice requirements and other regulatory requirements, which could have a material adverse affect on our business, financial condition and results of operations.

We are required to comply with applicable good manufacturing practice regulations, which include requirements relating to quality control and quality assurance as well as corresponding maintenance, record-keeping and documentation standards. Manufacturing facilities must be approved by governmental authorities before we can use them to commercially manufacture our products and are subject to inspection by regulatory agencies.

If we fail to comply with applicable regulatory requirements at any stage during the regulatory process, including following any product approval, we may be subject to sanctions, including: (1) fines; (2) product recalls or seizure; (3) injunctions; (4) refusal of regulatory agencies to review pending market approval applications or supplements to approval applications; (5) total or partial suspension of production; (6) civil penalties; (7) withdrawals of previously approved marketing applications; and (8) criminal prosecution.

We could be adversely affected by healthcare reform legislation.

Third-party payers for medical products and services, including state and federal governments, are increasingly concerned about escalating health care costs and can indirectly affect the pricing or the relative attractiveness of our products by regulating the maximum amount of reimbursement they will provide for diagnostic testing services. In recent years, pressure has been increasing for the U.S. government to enact comprehensive healthcare reform. These proposals have been wide-ranging on both state and federal levels. We are unable to predict whether any such legislation may be enacted in the U.S. or elsewhere or what effect such legislation may have on reimbursement rates for our products. If reimbursement amounts for diagnostic testing services are decreased in the future, such decreases may reduce the amount that will be reimbursed to hospitals or physicians for such services and consequently could place constraints on the levels of overall pricing, which could have a material effect on our

sales and/or results of operations.

The availability and amount of reimbursement for our products and services and the manner in which government and private payers may reimburse for our products is uncertain.

Coverage and reimbursement for products and services under Medicare are determined pursuant to regulations promulgated by the Centers for Medicare & Medicaid Services ("CMS") and pursuant to CMS's sub regulatory coverage and reimbursement determinations. It is difficult to predict how CMS will apply those regulations and sub regulatory determinations to our products. Moreover, the methodology under which CMS makes coverage and reimbursement determinations is subject to change, particularly because of budgetary pressures facing the Medicare program.

Even if our products are approved for marketing in the U.S., if we are unable to obtain or retain coverage and adequate levels of reimbursement from Medicare or from private health plans, our ability to successfully market such products in the U.S. will be adversely affected. The manner and level at which the Medicare program reimburses for services related to our products (e.g., administration services) also may adversely affect our ability to market or sell any of our products that may be approved for marketing in the U.S.

Efforts to contain or reduce health care costs have resulted in many legislative and regulatory proposals at both the federal and state level, and it is difficult to predict which, if any, of these proposals will be enacted, and, if so, when. Cost control initiatives by governments or third party payers could decrease the price that we receive for any one or all of our products.

RISKS RELATED TO OUR INTELLECTUAL PROPERTY

Some of our technology is not patented. If we are unable to protect our technologies from competitors with patents or other forms of intellectual property protection, our business may be harmed.

Our success depends, in part, on our ability to protect our proprietary technologies. We try to protect the technology that we consider important to our business by filing PRC patent applications and relying on trade secret and pharmaceutical regulatory protection.

The process of seeking patent protection can be lengthy and expensive, and we cannot assure you that our pending patent applications, or any patent applications we may make in the future in respect of other products, will result in issued patents, or that any patents issued in the future will be able to provide us with meaningful protection or commercial advantage. Our patent applications may be challenged, invalidated or circumvented in the future.

In addition to patents, we rely on trade secrets and proprietary know-how to protect our intellectual property. We have entered into confidentiality agreements (which include, in the case of employees, non-competition provisions) with many of our employees, consultants, outside scientific collaborators, sponsored researchers and other advisors. These agreements provide that all confidential information developed or made known to the individual during the course of the individual's relationship with us is to be kept confidential and not disclosed to third parties except in specific circumstances. In the case of our employees, the agreements provide that all of the technology which is conceived by the individual during the course of employment is our exclusive property. These agreements may not provide meaningful protection or adequate remedies in the event of unauthorized use or disclosure of our proprietary information. In addition, it is possible that third parties could independently develop information and techniques substantially similar to ours or otherwise gain access to our trade secrets.

We cannot assure you that our current or potential competitors, many of whom have substantial resources and have made substantial investments in competing technologies, do not have and will not develop, products that compete directly with our products despite our intellectual property rights.

Intellectual property rights and confidentiality protections may not be effective. Policing unauthorized use of proprietary technology is difficult and expensive, and we might need to resort to litigation to enforce or defend patents issued to us or to determine the enforceability, scope and validity of our proprietary rights or those of others. The experience and capabilities of the courts in handling intellectual property litigation

varies, and outcomes are unpredictable. Further, such litigation may require significant expenditures of cash and management efforts and could harm our business, financial condition and results of operations. An adverse determination in any such litigation could materially impair our intellectual property rights and may harm our business, prospects and reputation.

We may be exposed to infringement or misappropriation claims by third parties, which, if determined adversely to us, could cause substantial liabilities to us, or we may be unable to sell some of our products.

Our commercial success also depends significantly on our ability to operate without infringing the patents and other proprietary rights of third parties. Even after reasonable investigation, we may not know with certainty whether we have infringed upon a third party's patent due to the complexity of patent claims, the inadequacy of patent clearance search procedures and the fact that a third party may have filed a patent application without our knowledge while that product was under development by us. The publication of discoveries in the scientific or patent literature frequently occurs substantially later than the date on which the underlying discoveries were made and patent applications were filed. There may also be technologies licensed to us or acquired by us that are subject to infringement, misappropriation or other claims by others which could damage our ability to rely on such technologies.

If a third party claims that we infringe upon its proprietary rights, any of the following may occur: (1) we may become involved in time-consuming and expensive litigation, even if the claim is without merit; (2) we may become liable for substantial damages for past infringement if a court decides that our technology infringes upon a competitor's patent; (3) a court may prohibit us from selling or licensing our product without a license from the patent holder, which may not be available on commercially reasonable terms, if at all, or which may require us to pay substantial royalties or grant cross licenses to our patents; (4) we may have to reformulate our product so that it does not infringe upon others' patent rights, which may not be possible or could be very expensive and time-consuming; and (5) we may be subject to injunctions prohibiting the manufacture and sale of our products or the use of our technologies.

If any of these events occurs, our business will suffer and the market price of our common shares could decline.

FINANCIAL RISKS

We will need additional financing.
Our development schedule could be delayed if we are unable to fund our acquisition activities. We believe we will need to raise additional funds to achieve full commercial operation. We do not know whether we will be able to secure additional funding, or funding on terms acceptable to us.

We face financial risk, including the risk of high leverage.
Our development and operation will entail uncertain cash flows. We may spend relatively large amounts on marketing and other expenses. All of these factors and more will result in substantial financial risk. See "Business."

We may be subject to the risks normally associated with debt financing, including the risk that payments of principal and interest on borrowings may leave us with insufficient cash to operate or to pay distributions.

We intend to make use of a very high degree of financial leverage. We could become more highly leveraged because our organizational documents contain no limitation on the amount of debt we may incur.

The use of a high degree of leverage will increase our sensitivity to increases in interest rates. Increases in interest rates may increase our interest expense and adversely affect our cash flow and our ability to service our indebtedness and make distributions to our stockholders.

RISKS INHERENT IN THE COMPANY

We indemnify our officers and directors.
Our By-Laws provide for the indemnification of officers and directors relating to their activities for the Company to the fullest extent permitted under the Nevada General Corporation Code. These provisions may have the effect of providing indemnity in connection with suits brought by parties other than the Company against an officer or

director who has been grossly negligent, though he acted in good faith and in the Company's interests.

We rely upon a few officers.

We are wholly dependent on the personal abilities of our officers in order to develop and conduct our operations. Our success will be largely dependent on the personal efforts of our key officers and directors. The loss of the services of any of these officers would have a material adverse effect on our business and prospects. Our success also may be dependent, in part, upon our ability to hire and retain additional qualified sales and marketing personnel. There can be no assurance that we will be able to hire or retain such necessary personnel. See "Management."

Our present shareholders will retain control.

Our present control shareholders own a majority of the outstanding Common and Preferred Stock with a majority of the voting rights of the Company. As a result of this percentage of ownership, the existing shareholders will be able to control our management at least for the foreseeable future. The Common Stock purchasers will not have the right to elect our directors and the Company's control will stay with the current shareholders. These control shareholders will have full voting control of the Company and the Board of Directors.

The liability of our directors and officers is limited.

Our Articles of Incorporation include provisions to eliminate, to the full extent permitted by Nevada corporate law as in effect from time to time, the personal liability of our directors for monetary damages arising from a breach of their fiduciary duties as directors. The Articles of Incorporation also includes provisions to the effect that (subject to certain exceptions) the Company shall, to the maximum extent permitted from time to time under Nevada law, indemnify, and upon request shall advance expenses to, any director or officer to the extent that such indemnification and advancement of expenses is permitted under such law, as it may from time to time be in effect. In addition, our By-Laws require us to indemnify, to the full extent permitted by law, any of our directors, officers, employees or agents for acts which such person reasonably believes are not in violation of our corporate purposes as set forth in the Articles of Incorporation. As a result of such provisions in the Articles of Incorporation and the By-Laws, stockholders may be unable to recover damages against our directors and officers for actions taken by them which constitute negligence, gross negligence or a violation of their fiduciary duties, which may reduce the likelihood of stockholders

instituting derivative litigation against directors and officers and may discourage or deter stockholders from suing our directors, officers, employees and agents for breaches of their duty of care, even though such action, if successful, might otherwise benefit us and our stockholders.

Our Board of Directors may unilaterally implement changes in our investment and financing policies that may affect the interests of our stockholders.

Our investment and financing policies, and our policies with respect to other activities, including growth, debt, capitalization, and operating policies, are determined by the Board of Directors. Although the Board of Directors has no present intention to do so, these policies may be amended or revised from time to time at the discretion of the Board of Directors without notice to stockholders or a vote of our stockholders. Accordingly, stockholders have no direct control over changes in our policies and changes in our policies may affect them.

We are dependent on external sources of capital.

In order to achieve our business plan and to grow, we will need constant infusions of additional capital. We will need to fund our future capital needs, including capital for property development and acquisitions, from sources other than income from operations. We therefore will have to rely on third-party sources of debt and equity capital financing, which may not be available on favorable terms or at all. Our access to third party sources of capital depends on a number of things, including conditions in the capital markets generally and the market's perception of our growth potential and our current and potential future earnings. Additional equity offerings may result in substantial dilution of stockholders' interests, and additional debt financings may substantially increase leverage. Further, there is no assurance that we will be able to successfully access capital.

The Issuer's former President has been charged with securities fraud and the Issuer is investigating his actions and various legal ramifications.

The Issuer's former President, Anthony Mellone, has been charged with securities fraud by the SEC for matters occurring before current management joined the Issuer. Further, an ongoing internal investigation of Mr. Mellone and his actions has produced evidence of possible other improper actions by Mr. Mellone and others. The Issuer is unable to definitively determine at this time the degree to which it may be held responsible for Mr. Mellone's actions and it may not be able

to recover damages from Mr. Mellone and others for their actions against the Issuer. This action resulting in the Issuer being placed on "Caveat Emptor" status by the OTC Markets ("Pink Sheets") and has had a deleterious effect on the Issuer and its stock. There is no assurance that the Issuer will be taken off Caveat Emptor. These issues may adversely affect the Issuer in many ways.

RISKS RELATED TO INVESTMENT IN OUR SECURITIES

If securities or industry analysts do not publish research or reports about our business, or publish negative reports about our business, our stock price and trading volume could decline.

The trading market for our common stock may depend on the research and reports that securities or industry analysts publish about us or our business. We do not have any control over these analysts. If one or more of the analysts who cover us downgrade our stock or change their opinion of our stock, our stock price would likely decline. If one or more of these analysts cease coverage of our company or fail to regularly publish reports on us, we could lose visibility in the financial markets, which could cause our stock price or trading volume to decline.

A significant portion of our total outstanding shares of Common Stock is restricted from immediate resale but may be sold into the market in the near future. This could cause the market price of our Common Stock to drop significantly, even if our business is doing well.

Sales of a substantial number of shares of our Common Stock in the public market could occur at any time. These sales, or the perception in the market that the holders of a large number of shares of Common Stock intend to sell shares, could reduce the market price of our Common Stock.

The Common Stock may experience substantial dilution from conversion of the4 outstanding Preferred Stock and Convertible Debenture.

The Company has 21 million shares of Convertible Preferred Stock outstanding and also a Convertible Debenture. The Convertible Preferred Stock is convertible on a share for share basis into Common Stock. The Convertible Debenture is convertible at the bid price of the Common Stock at the time of conversion. The conversion of one or both of these securities would result in substantial dilution to the existing holders of Common

Stock.

A decline in the price of our Common Stock could affect our ability to raise further working capital and adversely impact our operations.

A prolonged decline in the price of our Common Stock could result in the reduction in our ability to raise capital through the sale of equity securities. Any reduction in our ability to raise equity capital in the future would force us to reallocate funds from other planned uses and would have a significant negative effect on our business plans and operations, including our ability to develop new products and continue our current operations. If our stock price declines, we may not be able to raise additional capital or generate funds from operations sufficient to meet our obligations.

We do not intend to pay dividends; you will not receive funds without selling shares.

We have never declared or paid any cash dividends on our capital stock and do not intend to pay dividends in the foreseeable future. We intend to invest our future earnings, if any, to fund our growth. Therefore, you may not receive any funds without selling your shares.

You may experience dilution if we issue additional securities,

If we issue additional shares, you may find your holdings diluted, which if it occurs, means that you will own a smaller percentage of our company. Further, any issuance of additional securities to various persons or entities in lieu of cash payments will lead to further dilution.

Because we may be subject to the "penny stock" rules, you may have difficulty in selling our common stock.

Because our stock price is less than $5.00 per share, our stock may be subject to the SEC's penny stock rules, which impose additional sales practice requirements and restrictions on broker-dealers that sell our stock to persons other than established customers and institutional accredited investors. The application of these rules may affect the ability of broker-dealers to sell our common stock and may affect your ability to sell any common stock you may own.

According to the SEC, the market for penny stocks has suffered in recent years from patterns of fraud and abuse. Such patterns include:

- Control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer;

- Manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases;

- "Boiler room" practices involving high pressure sales tactics and unrealistic price projections by inexperienced sales persons;

- Excessive and undisclosed bid-ask differentials and markups by selling broker-dealers; and

- The 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.

Additionally, we may be subject to short selling, manipulation by others, defamation and other false statements by stock "bashers" on stock chat websites, and the regulations of the the Pink Sheets OTC markets, all of which may be outside our control.

As an issuer of "penny stock" the protection provided by the federal securities laws relating to forward looking statements does not apply to us.

Although the federal securities law provide a safe harbor for forward-looking statements made by a public company that files reports under the federal securities laws, this safe harbor is not available to issuers of penny stocks. As a result, if we are a penny stock we will not have the benefit of this safe harbor protection in the event of any based upon an claim that the material provided by us contained a material misstatement of fact or was misleading in any material respect because of our failure to include any statements necessary to make the statements not misleading.

The volatility of and limited trading market in our common stock may make it difficult for you to sell our common stock for a positive return on your investment.

The public market for our common stock has historically been very volatile. Any future market price for our shares is likely to continue to be very volatile. Further, our common stock is not actively traded, which may amplify the volatility of our stock. These factors

may make it more difficult for you to sell shares of common stock.

The registration and potential sale, either pursuant to a prospectus or pursuant to Rule 144, by certain of our selling stockholders of a significant number of shares could encourage short sales by third parties.

There may be significant downward pressure on our stock price caused by the sale or potential sale of a significant number of shares by certain of our selling stockholders which could allow short sellers of our stock an opportunity to take advantage of any decrease in the value of our stock. The presence of short sellers in our common stock may further depress the price of our common stock.

If the selling stockholders sell a significant number of shares of common stock, the market price of our common stock may decline. Furthermore, the sale or potential sale of the offered shares pursuant to a prospectus and the depressive effect of such sales or potential sales could make it difficult for us to raise funds from other sources.

Fluctuations in our operating results may affect our stock price and ability to raise capital.

Our operating results for any given quarter or fiscal year should not be relied upon as an indication of future performance. Quarter to quarter comparisons of our results of operations may not be meaningful as a result of (i) our limited operating history and (ii) the emerging nature of the markets in which we compete. Our future results will fluctuate, and those results may fall below the expectations of investors and may cause the trading price of our common stock to fall. This may impair our ability to raise capital, should we seek to do so. Our quarterly results may fluctuate based on, but not limited to, the following factors: (1) our ability to attract and retain customers; (2) negative publicity about our industry, events, or products; (3) seasonal fluctuations in our business; (4) intense competition; (5) changes in pricing policies; (6) regulatory actions and legal proceedings; (7) our ability to control certain costs; (8) our ability to attract, train and retain skilled management, as well as strategic, technical and creative professionals; (9) the availability of working capital and the amount and timing of costs relating to our expansion; and (10) general economic conditions and economic conditions specific to our businesses.

Our stock price could decline further because of the activities of short sellers.

Our stock has historically attracted significant interest from short sellers. The activities

of short sellers could further reduce the price of our stock or inhibit increases in our stock price.

Our stock, the Company and its management have also been attacked by people who post negative comments on the Internet. These people are known collectively as "bashers." They are often anonymous. Our stock may be adversely affected by such activities and we may not be able to take effective action against them.

Our stock price and operations may be affected by potential stock manipulation.

We believe certain parties are acting in a manner to attempt to denigrate our business for personal profit. We believe certain parties may have engaged in actions intended to cause harm to the Company, and certain parties have made efforts to decrease the market price of our common stock. To the extent such parties engage in any such actions or take any other actions to interfere with our existing and/or prospective business relationships with regulators, vendors, media, partners, customers, lenders, or others, our business, prospects, financial condition and results of operations may suffer, and the price of our common stock may trade at prices below those that might prevail in the absence of any such efforts.

We will need to make additional investments in financial processes and staffing in order to ensure that our internal controls over financial reporting are effective.

We intend to assess its internal controls over financial reporting. Our internal controls over financial reporting had several material weaknesses, which we will need to correct in future periods, requiring us to invest additional resources in financial processes and staffing. If we attempt to list our stock on the OTC BB, current regulations of the Securities and Exchange Commission, or SEC, will require us to include this assessment in our future annual reports from now on. An independent attestation of the internal control over financial reporting will be required for our annual reports.

We cannot assure you that our stock price will not decline.

The market price of our Common Stock could be subject to significant fluctuations. Among the factors that could affect our stock price are:

- quarterly variations in our operating results;

- changes in revenue or earnings estimates or publication of research reports by analysts;
- failure to meet analysts' revenue or earnings estimates;
- speculation in the press or investment community;
- strategic actions by us or our competitors, such as acquisitions or restructurings;
- actions by institutional or mutual fund stockholders;
- domestic and international economic factors unrelated to our performance;
- our failure to achieve and maintain profitability;
- changes in market valuations of similar companies;
- announcements by us or our competitors of significant contracts, new products, acquisitions, commercial relationships, joint ventures or capital commitments;
- the loss of major customers or product or component suppliers;
- the loss of significant partnering relationships;
- product liability lawsuits or product recalls; and
- general market, political and economic conditions.

In the past, following periods of volatility in the market price of a company's securities, securities class action litigation has often been instituted. A securities class action suit against us could result in substantial costs and divert our management's time and attention, which would otherwise be used to benefit our business.

The stock markets in general, and the markets for biotechnology stocks in particular, have experienced extreme volatility that has often been unrelated to the operating performance of particular companies. These broad market fluctuations may adversely affect the trading price of our Common Stock. In particular, we cannot assure you that you will be able to resell your shares at any particular price, or at all.

We presently do not intend to pay cash dividends on our Common Stock.

We currently anticipate that no cash dividends will be paid on the Common Stock in the foreseeable future. While our dividend policy will be based on the operating results and capital needs of the business, it is anticipated that all earnings, if any, will be retained to finance the future expansion of the our business.

The volatility of our stock price could lead to losses by shareholders

The market price of our Common Shares has been subject to wide fluctuations. Such fluctuations in market price may continue in response to: (i) quarterly and annual variations in operating results; (ii) announcements of technological innovations or new products that are relevant to our industry; (iii) changes in financial estimates by securities analysts; or (iv) other events or factors. In addition, financial markets experience significant price and volume fluctuations that particularly affect the market prices of equity securities of many technology companies. These fluctuations have often resulted from the failure of such companies to meet market expectations in a particular quarter, and thus such fluctuations may or may not be related to the underlying operating performance of such companies. Broad market fluctuations or any failure of our operating results in a particular quarter to meet market expectations may adversely affect the market price of our Common Shares. Occasionally, periods of volatility in the market price of a company's securities may lead to the institution of securities class action litigation against a company. Due to the volatility of our stock price, we may be the target of such securities litigation in the future. Such legal action could result in substantial costs to defend our interests and a diversion of management's attention and resources, each of which would have a material adverse effect on our business and operating results.

We may become involved in litigation that may materially adversely affect us

From time to time in the ordinary course of our business, we may become involved in various legal proceedings, including commercial, product liability, employment, class action and other litigation and claims, as well as governmental and other regulatory investigations and proceedings. Such matters can be time-consuming, divert management's attention and resources and cause us to incur significant expenses. Furthermore, because litigation is inherently unpredictable, the results of any such actions may have a material adverse effect on our business, operations or financial condition.

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 price of our stock may be manipulated or affected by the actions of others beyond our control.

Small companies such as ours may be subject to market manipulation, such as naked short selling, or having the Depository Trust Clearing Corporation place a "chill" on transferring the stock, or having broker-dealers place restrictions on trading the stock or by having clearing firms refuse to process stock transactions.. We may not have the resources to fight or stop these actions.

The price of our stock may be volatile, and a shareholder's investment in our common stock could suffer a decline in value.

There could be significant volatility in the volume and market price of our stock, and this volatility may continue in the future. Our stock is listed in the Pink Sheets OTC market and there is a greater chance for market volatility for securities that trade on the Pink Sheets as opposed to a national exchange or quotation system. This volatility may be caused by a variety of factors, including the lack of readily available quotations, the absence of consistent administrative supervision of "bid" and "ask" quotations and generally lower trading volume. In addition, factors such as quarterly variations in our operating results, changes in financial estimates by securities analysts or our failure to

meet our or their projected financial and operating results, litigation involving us, general trends relating to the beverage industry, actions by governmental agencies, national economic and stock market considerations as well as other events and circumstances beyond our control could have a significant impact on the future market price of our common stock and the relative volatility of such market price.

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.

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

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Issuer currently occupies space with its subsidiary, Pembroke Gun & Range.

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING INFORMATION

This document contains forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Reference is made in particular to the description of our plans and objectives for future operations, assumptions underlying such plans and objectives, and other forward-looking statements included in this prospectus. Such statements may be identified by the use of forward-looking terminology such as "may," "will," "expect," "believe," "estimate," "anticipate," "intend," "continue," or similar terms, variations of such terms or the negative of such terms. Such statements are based on management's current expectations and are subject to a number of factors and uncertainties, which could cause actual results to differ materially from those described in the forward-looking statements. Such statements address future events and conditions concerning product development, capital expenditures, earnings, litigation, regulatory matters, markets for products and services, liquidity and capital resources and accounting matters. Actual results in each case could differ materially from those anticipated in such statements by reason of factors such as future economic conditions, changes in consumer demand, legislative, regulatory and competitive developments in markets in which we and our subsidiaries operate, and other circumstances affecting anticipated revenues and costs, as more fully disclosed in our discussion of risk factors.

We expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based. Additional factors that could cause such results to differ materially from those described in the forward-looking statements are set forth in connection with the forward-looking statements.

BUSINESS

The Company

Macada Holdings Inc. is designed to grow its businesses to the point where they become their own self sustaining entities and can then generate large revenues on their own.

Currently we are focused on two subsidiaries as we believe they both have an excellent upside potential in profitable and solid markets: LyfeTec, Inc. and Pembroke Gun & Range.

LyfeTec, Inc.

Technology

Our subsidiary, LyfeTec, Inc., has purchased the ownership and rights to patents here in the United States for certain cancer treatment products. Lyfetec intends to redesign the products with their ingredients for aging and cell rejuvenation, which will be retested for FDA approval.

We have signed a Purchase Agreement for three medical formulas with a German Bio-Chemist for skin disease and cancer treatment products. We have the rights to patent all three formulas in the United States under the Lyfetec name.

Dr. Karsten Klingelhoeller, a bio-chemist, created these three skin disease treatment products. Dr. Klingelhoeller, who presently holds four doctors degrees, has completed U.S. and European clinical trials and patents on a variety of cancer and skin products throughout his career.

The formulas were acquired by our wholly-owned subsidiary Lyfetec, Inc. They have anti-aging and skin cell rejuvenation additives that have been added for Lyfetec's new Bio-Skin product line. Before Lyfetec's request to add anti-aging and skin cell rejuvenation additives, Dr. Karsten's formulas meet FDA and CE safety standards to treat melanoma - neurodermatitis / atopic dermatitis - psoriasis - cradle cap and other conditions. Lyfetec, Inc. will be re-testing with the new additives for the Lyfetec Bio-Skin line which will be marketed as a treatment lotion-shampoo and soap while entering Stage I of FDA new clinical trials to support and verify its CE and FDA documentation with the prior products which treats many types of skin diseases and some skin cancers.

BioSkin

We will market our BioSkin products primarily to persons affected by two diseases: psoriasis and atopic dermatitis. We may also develop cosmetic products for sale by others.

Psoriasis

Psoriasis is a chronic, non-infectious that affects mainly the skin. It commonly causes red, scaly patches to appear on the skin, although some patients have no dermatological symptoms. The scaly patches caused by psoriasis are areas of inflammation and excessive skin production. Skin rapidly accumulates at these sites and takes on a silvery-white appearance. Plaques frequently occur on the skin of the elbows and knees, but can affect any area including the scalp, palms of hands and soles of feet, and genitals.

Persons Affected by Psoriasis

Country	% affected	Number
Unites Stat	2.0	5,500,000
France	4.0	1,200,000
United Kingdom	3.3	1,200,000
Germany	2.7	1,800,000
Total of above		9,700,000

HBS (market research)

Atopic Dermatitis

Atopic dermatitis (AD; a type of eczema) is an inflammatory, chronically relapsing, non-contagious and puritic skin disorder.

The skin of a patient with atopic dermatitis reacts abnormally and easily to irritants, food, and environmental allergens and becomes red, flaky and very itchy. It also becomes vulnerable to surface infections caused by bacteria. The skin on the flexural surfaces of the joints (for example inner sides of elbows and knees) are the most commonly affected regions in people.

Atopic dermatitis is a familial and chronic disease and its symptoms can increase or disappear over time. Atopic dermatitis in older children and adults is often confused with psoriasis. Atopic dermatitis afflicts humans, particularly young children; it is also a well-characterized disease in domestic dogs.

Although there is no cure for atopic eczema, and its cause is not well understood, it can be treated very effectively in the short term through a combination of prevention (learning what triggers the allergic reactions) and drug therapy.

Persons Affected by Atopic Dermatitis

Country	% affected	Number
Unites States	8.0	8,900,000
France	9.0	1,800,000
United Kingdom	12.5	1,800,000
Germany	8.8	2,300,000
Total of above		14,800,000

HBS (market research)

Cradle Cap

Cradle cap (infantile or neonatal seborrhoeic dermatitis, also known as *crusta lactea*, *milk crust*, *honeycomb disease*) is a yellowish, patchy, greasy, scaly and crusty skin rash that occurs on the scalp of recently born babies. It is usually not itchy, and does not bother the baby. Cradle cap most commonly begins sometime in the first three months. The rash is often prominent around the ear, the eyebrows or the eyelids. It may appear in other locations as well, where it is called seborrhoeic dermatitis rather than cradle cap. It is extremely common, with about half of all babies affected. Most of them have a mild version of the disorder. Severe cradle cap is rare.

Marketing

In the United States, we intend to primarily sell our products to mass merchandisers such as Wal-Mart Stores, Inc., or "Wal-Mart," and Target Corporation, or "Target," major drug store chains such as Walgreen Co., or "Walgreens," CVS Caremark Corporation, or "CVS," and Rite-Aid Corp., or "Rite-Aid", and select food retailers. We will also develop direct marketing such as an Internet site and direct response advertising.

We believe our products will provide attractive profit margins for retailers and should enjoy retail shelf space. Internationally, we will sell in developed countries such as Canada, the United Kingdom, Puerto Rico and Mexico and through distributors, licensees and joint venture relationships in many countries.

Our goal is to enter markets where we have an opportunity to leverage our product's unique capabilities.

We will advertise our products primarily on television, in magazines and on the radio. We will strive to achieve cost efficiencies in our advertising by being opportunistic in our purchase of media while continuously controlling production costs. Advertising media will be selected based upon our ability to efficiently and effectively reach the core target audience for each product.

Additionally, we may use cooperative programs with retailers to further enhance consumer awareness of our products and brands. We also utilize consumer promotions such as direct mail programs targeted at specific audiences, like parents, as well as on-package offers to encourage trial and repeat purchase at the point-of-sale.

Competition

Our main competitors in the OTC pharmaceuticals market may include such companies as Wyeth Corp., Procter & Gamble Co., GlaxoSmithKline plc, Colgate-Palmolive Co., Chattem, Inc., Bayer AG and Johnson & Johnson. We will compete on the basis of superior product performance.

Part of our strategy to offset the level of competition is to develop certain products and brands that focus on niche or sub-segments of larger markets. By focusing on these areas, we believe we are able to limit the degree of competition we face, as many of these smaller markets do not draw the attention of the large multinational consumer product companies, or they choose not to dedicate resources to these smaller, albeit potentially profitable brands.

Manufacturing

We expect to use third party contract manufacturers. Our products will be packaged by third-party manufacturers for resale by us to our customers. We do not expect to have difficulties in obtaining raw materials. Lyfetec is in the first stage with a top South Florida cosmetic laboratory with regards to outsource the manufacturing of the Bio-Skin line which help treat skin diseases.

Patents and Trademarks

We intend to develop the equity in our patents and trademarks through various means. We consider our trademarks to be material assets, and the registration and protection of our trademarks in the aggregate to be important to our business, in that the success of certain of our products is due at least in part to the goodwill associated with our primary brand names. We intend to register or apply to register our of these trademarks, both in the United States and in foreign countries. Generally, registered trademarks have a perpetual life, provided that they are renewed on a timely basis and continue to be used properly as trademarks. We intend to maintain our trademark registrations so long as they remain valuable to our business.

Many of the products we refer to as patented in this document use patented technology that we license from third parties and do not own. While we believe our patents and patent licenses to be important, we do not consider our business as a whole to be dependent on such patent licenses or patent protection. Other than commercially available software licenses, which are important to our business, and the patent licenses previously mentioned, we do not believe that any of our licenses to third-party intellectual property are material to our business, taken as a whole. We may be involved in various intellectual property claims and legal actions arising in the ordinary course of business.

Government Regulation

The testing, manufacturing, quality control, packaging, labeling, advertising, distribution, import, export, sale and storage of our OTC pharmaceutical, medical device, dietary supplement and cosmetic products are subject to extensive regulation by various federal agencies, including the FDA and the FTC. Failure to comply with applicable requirements could result in administrative and judicial sanctions including, among other things, warning letters, untitled letters, fines and other monetary penalties, product recalls, product seizures, suspension of production or distribution, delays or refusals to approve pending applications, injunctions, criminal prosecution, limiting or eliminating claims we can make for our products and/or judicial or administrative

orders.

OTC Pharmaceutical Products

Many of our products are regulated as over-the-counter, or OTC, drugs. Under the Federal Food, Drug, and Cosmetic Act, or the "FDCA," "new drugs" are subject to pre-market approval by the FDA. The FDCA defines a "new drug" as a drug that is not generally recognized among scientifically qualified experts as safe and effective for use under the conditions stated in its labeling. The FDA's OTC drug review is designed to determine whether certain OTC active ingredients and formulations are generally recognized as safe and effective when marketed for identified indications and appropriately labeled. If so, the OTC drug is not a new drug, and therefore, does not require approval from the FDA prior to marketing. If not, FDA approval is required prior to marketing the drug.

The FDA's determinations in the OTC review are promulgated as regulations, known as final monographs, for categories of OTC drugs. Prior to making a determination about a category of drugs, the FDA engages in a public process to collect and evaluate information on general recognition of safety and effectiveness. As part of that process, it publishes a proposed regulation, known as a tentative final monograph, or "TFM," which identifies categories of drugs that it tentatively believes to be safe and effective and not misbranded ("category I"), those about which it does not have enough information to make a determination ("category III"), and those that it believes are not safe and effective ("category II"). Following publication of a TFM, there is an opportunity for the public to provide more information about the drug. The FDA's tentative determination in a TFM therefore does not always predict its final determination.

Until a monograph becomes final, the FDA generally allows, as a matter of enforcement discretion, the marketing without approval of products that are being considered as part of the OTC review. In some cases, however, the FDA may promulgate, while a monograph process is pending, a final regulation prohibiting the marketing of products in category II, or otherwise determine that, for safety or effectiveness reasons, such products may not be marketed. The FDA does not generally permit the marketing of unapproved OTC drugs that are not the subject of a final monograph or are not being considered as part of the OTC review.

Our products will be are marketed pursuant to the OTC review, and many of our products are addressed in monographs that have not yet become final. We face the risk that the FDA could finalize any of these FMs with conditions that our products do not meet. We also face the risk that the FDA could determine that one or more of our

products is not being considered as part of the OTC review. For our OTC pharmaceutical products that are sold according to final monographs, we cannot deviate from the conditions described in the final monograph, such as changes in approved active ingredient levels or labeling claims, unless we obtain pre-marketing approval from the FDA. If any of our products were found not to be in compliance with a final monograph or are not contemplated in any monograph, we would not be able to continue to market the product unless and until we reformulate or re-label the product to meet the conditions of the finalized monograph, which may not be possible, or we obtain approval of a new drug application, or "NDA," or an abbreviated new drug application, or "ANDA," to continue to market our existing formulation. The submission of a marketing application would require the preparation and submission of clinical tests, which would be time consuming and expensive, and might not result in approval. If we were not able to reformulate or re-label our product, or obtain FDA approval of an NDA, we would be required to discontinue selling the affected product.

Cosmetic Products

We may sell products that are regulated as cosmetics, which are regulated under the FDCA. There are fewer regulatory requirements for cosmetics than for drugs, medical devices or dietary supplements. A cosmetic is any article (other than soap) intended to be rubbed, poured, sprinkled, or sprayed on, introduced into, or otherwise applied to any part of the human body for cleansing, beautifying, promoting attractiveness or altering the appearance. The use of certain ingredients in cosmetics is restricted. All ingredients are required to be safe, and the product must be labeled in accordance with regulations. Cosmetic products and ingredients are not subject to FDA pre-market approval with the exception of color additives. However, an express or implied claim that a cosmetic will diagnose, cure, mitigate, treat or prevent a disease, or that it affects the structure or function of the body, may cause the FDA to view the product as a drug rather than as a cosmetic.

Other FDA Requirements

In addition to requirements governing whether products can be marketed, we are subject to various other FDA regulatory requirements. For example, drugs and medical devices are subject to good manufacturing practices, or "GMP," regulations that govern how manufacturers design and manufacture products and exercise quality control over the manufacturing process. GMP regulations for dietary supplements have been promulgated and will be effective in the near future. The FDA regularly inspects manufacturers to determine compliance with these GMP regulations. Product labeling

claims must not be false or misleading and may not promote the product for uses that would require pre-market approval or clearance. For some products, adverse events and product malfunctions that could cause or contribute to injury must be reported.

FTC Regulation

Our promotional activities, claims, and materials are regulated by the FTC under the Federal Trade Commission Act, which prohibits unfair and deceptive acts and practices, including claims that are false, misleading, or inadequately substantiated.

Environmental Regulation

We are subject to a broad range of frequently changing federal, state and local environmental, health and safety laws and regulations, including those governing discharges to air, soil and water, the handling and disposal of, and exposure to, hazardous substances and the investigation and remediation of contamination resulting from the release of hazardous substances. We believe that our business operations and facilities are in material compliance with all applicable environmental, health and safety laws and regulations, though future expenditures may continue to be necessary in order to maintain such compliance. However, some of our former facilities are currently involved in environmental investigations and remediations resulting from past releases of hazardous substances or the presence of other contaminants. While we do not believe that any investigation or remediation obligations that we have identified will have a material adverse effect on our operating results or financial condition, there can be no assurance provided that such obligations will not arise in the future.

Medical Anti-Bacterial Coating Formula

Lyfetec, Inc. has signed a purchase agreement for a medical anti-bacterial coating formula which will help minimize or prevent staph infections and most infectious bacteria. This patented formula design has yielded overwhelming results at the University of Switzerland. The new product line will save the lives of people across the globe who will otherwise die from staph infections while receiving hospital treatments.

This product will go into production and distribution and is not a research and development operation. The integration of the formula can stand alone or be infused into other products such as surgical equipment, paints, detergents, air filtration systems and

many other anti-bacteria products.

England reports 320,000 such infections. Professor Gastmeier estimates 14,000 cases per year of MRSA in Germany and at 1.7 million cases per year in the United States, a large increase in patients with the MRSA infections.

Nosocomial infections have considerable significance for the hospitals in Germany. They extend the length of time spent in hospitals, more expensive therapy and endanger the lives of many people. Preventive measures have therefore remained a high priority. PhytoBionic offers its customers not only production technology and environmental benefits through the patented coating technology. Complete coating systems and solutions are PhytoBionic customized developed and delivered in series and reduce complexity and customer costs.

Inventor Christan Maas, a bio-chemist, created this bacteria coating which protects and sterilizes. Nosocomial infections are identified as a problem, jeopardizing the life of many patients. Endowment of implantable biomaterials with antimicrobial activity as well as a genuine germ-free environment is mandatory as bacterial microorganisms show substantially increasing rates of resistance.

Pembroke Gun & Range

Pembroke Gun & Range has been at the same location for 30 years. Pembroke is a full service gun range and retail sales organization supplying a demanding firearms market in Southern Florida. Pembroke has an extensive array of firearms, accessories, classroom facilities, an 18-lane indoor range and a friendly staff. We service the public, private and law enforcement. With the largest indoor range in Southern Florida. Pembroke's annual sales in 2009 were $1,398,000 and we project sales to hit $1,600,000 for 2010.

Competition is limited to one public indoor range within a three mile radius and four public indoor ranges within a 10 mile radius (two of which have less than five lanes). Due to the nature of the business and a moratorium on building gun ranges in Broward county as well as legislative and environmental challenges this leaves us in a very unique position.

During 2009, sales rose in the firearms industry as a whole by 18% with some firearms manufacturers seeing a 200% increase. As a distributor, we experienced a 22% growth

at our location.

Full time management is in place with a staff of 10 employees and the support of many local private instructors. We are constantly expanding and growing our business. Currently we are establishing an online shopping cart and beginning to sell through online established businesses such as gunbroker.com. With the expansion of our training facilities we will have an in house group dedicated to training individuals in the security industry. This will bring a constant sales revenue and new source of shooters to the range, as individuals learn security skills and are required to renew them annually by state law. We also have many other arrangements in the works with local security and law enforcement agencies and their principles.

Currently we are looking to expand the business, we have a profitable model for a gun range and are looking to purchase other range and sales locations for firearms as well as ammunition manufacturing. With the current shortage of ammunition we will be able to supply our own ranges with much needed ammunition and eventually supply the open market as capacity allows.

We plan to begin ammunition manufacturing to fulfill the demand for ammunition worldwide.

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.

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

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

1. Full name; Ronald Ritter, Chairman, CEO
2. Business address; 3130 SW 19th Street #453, Pembroke Park, Florida
3. Employment history (which must list all previous employers for the past 5 years,

positions held, responsibilities and employment dates);

Mr. Ritter has held various positions for the Issuer since 2010 and has operated Pembroke Gun and Range for over two years and for three years prior to that he was a financial consultant for that company. Mr. Ritter has been in management for over 30 years. He has run single as well as multiple locations with annual volumes in excess of $200 million. Having worked in a variety of different industries, Food Service, Pharmaceutical Manufacturing, Firearms Industry, Financial Services and Sales, give him a very well rounded perspective. He has served as a Vice President of Operations, CEO, and President in a variety of different industries.

4. Board memberships and other affiliations; None.

5. Compensation by the issuer; and – $2,000.00 per week.

6. Number and class of the issuer's securities beneficially owned by each such person.

3,000,000 shares of Common Stock. 7,000,000 shares of Preferred Stock

1. Full name; Steven Cohen
2. Business address; 3130 SW 19th Street #453, Pembroke Park, Florida
3. Employment history (which must list all previous employers for the past 5 years, positions held, responsibilities and employment dates); Mr. Cohen has assumed the posts of President, Secretary and a Director of the Issuer upon the resignation of Mr. Mellone. He has been with the Issuer for two years.

Mr. Cohen has a diverse background with over 30 years of experience in corporate management, product development strategy and international distribution/production. He holds a Masters in Administrative Education and has conduction numerous international conferences in leadership development. Mr. Cohen has completed an MBA in Business Administration at Loyola University in New Orleans and holds a Doctor of Law Degree.

While he does not actively practice, his seasoned talent has been instrumental in several high-level corporate engagements and successful business ventures. Notably, Mr. Cohen assumed a position of President and CEO of Diane Von Furstenberg, and spearheaded the development and brand Identity of Calvin Klein and assumed a

position of Executive Vice President of the company.

Currently, Mr. Cohen is in charge of operations for Allarae HealthCare, Inc., a publicly trading company in the consumer health market. He holds the position of Chief Operations Officer and reports directly to the Board of Directors.

4. Board memberships and other affiliations; See above.

5. Compensation by the issuer; and At this time all officers' salary has been reduced to between $500.00 to a $1000.00 a week.

6. Number and class of the issuer's securities beneficially owned by each such person.

2,500,000 shares of Common Stock, 7,000,000 shares of Preferred Stock

B. <u>Legal/Disciplinary History</u>. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

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

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

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

None of the foregoing persons has, in the past five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

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

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

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

Please note the information given in Section VIII, 10 above and in the Risk Factors above on Anthony Mellone, former President of the Company.

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

Antonio Mellone, Sr. is the father of Anthony Mellone, Jr. Mr. Mellone, Sr. owns preferred and common stock of the Issuer as an investor and as a retired ex-officer.

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

1. The name of the related person and the basis on which the person is related to the issuer;

2. The related person's interest in the transaction;

3. The approximate dollar value involved in the transaction (in the case of indebtedness, disclose the largest aggregate amount of principal outstanding during the time period for which disclosure is required, the amount thereof outstanding as of the latest practicable date, the amount of principal and interest paid during the time period for which disclosure is required, and the rate or amount of interest payable on the indebtedness);

4. The approximate dollar value of the related person's interest in the transaction; and

5. Any other information regarding the transaction or the related person in the context of the transaction that is material to investors in light of the circumstances of the particular transaction.

Instruction to paragraph D of Item XI:

1. For the purposes of paragraph D of this Item XI, the term "related person" means any director, executive officer, nominee for director, or beneficial owner of more than five percent (5%) of any class of the issuer's equity securities, immediate family members5 of any such person, and any person (other than a tenant or employee) sharing the household of any such person.

2. For the purposes of paragraph D of this Item XI, a "transaction" includes, but is not limited to, any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships.

3. The "amount involved in the transaction" shall be computed by determining the dollar value of the amount involved in the transaction in question, which shall include:

a. In the case of any lease or other transaction providing for periodic payments or installments, the aggregate amount of all periodic payments or installments due on or after the beginning of the issuer's last fiscal year, including any required or optional payments due during or at the conclusion of the lease or other transaction

providing for periodic payments or installments; and

b. In the case of indebtedness, the largest aggregate amount of all indebtedness outstanding at any time since the beginning of the issuer's last fiscal year and all amounts of interest payable on it during the last fiscal year.

4. In the case of a transaction involving indebtedness:

a. The following items of indebtedness may be excluded from the calculation of the amount of indebtedness and need not be disclosed: amounts due from the related person for purchases of goods and services subject to usual trade terms, for ordinary business travel and expense payments and for other transactions in the ordinary course of business; and

b. Disclosure need not be provided of any indebtedness transaction for beneficial owners of more than five percent (5%) of any class of the issuer's equity securities or such person's family members.

5. Disclosure of an employment relationship or transaction involving an executive officer and any related compensation solely resulting from that employment relationship or transaction need not be provided. Disclosure of compensation to a director also need not be provided.

6. A person who has a position or relationship with a firm, corporation, or other entity that engages in a transaction with the issuer shall not be deemed to have an indirect material interest for purposes of paragraph D of this Item XI where:

a. The interest arises only:

i. From such person's position as a director of another corporation or organization that is a party to the transaction; or

ii. From the direct or indirect ownership by such person and all other related persons, in the aggregate, of less than a ten percent (10%) equity interest in another entity (other than a partnership) which is a party to the transaction; or

iii. From both such position and ownership; or

b. The interest arises only from such person's position as a limited partner in a partnership in which the person and all other related persons have an interest of

less than ten percent (10%), and the person is not a general partner of and does not hold another position in the partnership.

7. Disclosure need not be provided pursuant to paragraph D of this Item XI if:

a. The transaction is one where the rates or charges involved in the transaction are determined by competitive bids, or the transaction involves the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority;

b. The transaction involves services as a bank depositary of funds, transfer agent, registrar, trustee under a trust indenture, or similar services; or

c. The interest of the related person arises solely from the ownership of a class of equity securities of the issuer and all holders of that class of equity securities of the issuer received the same benefit on a pro rata basis.

8. Include information for any material underwriting discounts and commissions upon the sale of securities by the issuer where any of the specified persons was or is to be a principal underwriter or is a controlling person or member of a firm that was or is to be a principal underwriter.

In February, 2010, three shareholders of the Issuer's Convertible Preferred Stock, Mr. Anthony Mellone, Jr., Mr. Anthony Mellone, Sr. and Donna Yamin, agreed to cancel at total of 58 million shares of such stock without consideration to them.

There are no other related party transactions.

E. Disclosure of Conflicts of Interest. Describe any conflicts of interest. Describe the circumstances, parties involved and mitigating factors for any executive officer or director with competing professional or personal interests.

There are no such conflicts of interest.

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

Instruction to Item XII: The issuer shall post the financial statements required by this Item XII through the OTC Disclosure and News Service under the appropriate report name for the applicable period end. (If the financial statements relate to a fiscal year end, publish it as an "Annual Report," or if the financial statements relate to a quarter end, publish it as a "Quarterly Report" or "Interim Report") The issuer must state in its disclosure statement that such financial statements are incorporated by reference. The issuer must also (i) provide a list in the disclosure statement describing the financial statements that are incorporated by reference, (ii) clearly explain where the incorporated documents can be found, and (iii) provide a clear cross-reference to the specific location where the information requested by this Item can be found in the incorporated documents.

The issuer shall provide the following financial statements for the most recent fiscal period (whether fiscal quarter or fiscal year).

1) balance sheet;

2) statement of income;

3) statement of cash flows;

4) statement of changes in stockholders' equity;

5) financial notes; and

6) audit letter, if audited

Foreign private issuers that have furnished financial statements pursuant to Rule 12g3-2(b) under the Exchange Act can provide those same financial statements as an alternative to U.S. GAAP. For information regarding U.S. GAAP, see http://cpaclass.com/gaap/gaap-us-01a.htm.

The financial statements requested pursuant to this item shall be prepared in accordance with generally accepted accounting principles (GAAP)6 by persons with sufficient financial skills.

Information contained in annual financial statements will not be considered current more than 90 days after the end of the issuer's fiscal year immediately following the fiscal year for which such statement are provided, or with respect to quarterly financial statements, more than 45 days after the end of the quarter immediately following the quarter for which such statements are provided.

The Issuer incorporates by reference all of the

The Issuer incorporates by reference the annual report of Pembroke Gun & Range, LLC for the period ended December 31, 2009, and posted on the OTC Market website on May 5, 2010.

The Issuer incorporates by reference the annual report of Lyfetec, Inc. for the period ended December 31, 2009, and posted on the OTC Market website on May 5, 2010.

The Issuer incorporates by reference the report of Pembroke Gun & Range for the period ended June 30, 2010, and posted on the OTC Market website on July 2, 2010.

The Issuer incorporates by reference the report of Lyfetec, Inc. for the period ended May 31, 2010, and posted on the OTC Market website on July 2, 2010.

Pembroke and Lyfetec are the only two operating subsidiaries of the Issuer.

The Issuer incorporates by reference all further statements found at

http://www.otcmarkets.com/stock/MCDA/financials

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

Please provide the financial statements described in Item XII above for the issuer's two preceding fiscal years.

Instruction to Item XIII: The issuer shall either (i) attach the financial statements required by this Item XIII to its initial disclosure statement or (ii) post such financial statements through the OTC Disclosure and News Service as a separate report under the name of "Annual Report" for the applicable fiscal year end. The issuer must state in its disclosure statement that such financial statements are

incorporated by reference. The issuer must also (x) provide a list in the disclosure statement describing the financial statements that are incorporated by reference, (y) clearly explain where the incorporated documents can be found and (z) provide a clear cross-reference to the specific location where the information requested by this Item can be found in the incorporated documents.

Item XIV Beneficial Owners.

Provide a list of the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the issuer's equity securities.

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

As of September 30, 2010:

Name and Address (1)	Number of Shares Held	Percentage of Class Outstanding
Ronald Ritter	6,800,000 Common 7,000,000 Preferred	18.9% Common 36.8% Preferred
Anthony Mellone, Jr.	3,035,536 Common	3.4% Common
Steven Cohen	7,000,000 Preferred	36.8% Preferred
Anthony Mellone, Sr.	3,000,000 Preferred	15.8% Preferred
Donna Yamin	2,000,000 Preferred	10.5% Preferred
Steven Cohen	2,500,000 Common	8.21% Common
Totals	8,535,536 Common Preferred 19,000,000	28.0 Common 100.0% Preferred

Subsequent to June 30, 2010, Anthony Mellone transferred 7,000,000 shares of Preferred Stock to Steven Cohen as consideration for accepting the position of President of the Issuer. Mr. Mellone also signed a cancellation agreement with the Board of Directors to return to the Issuer's treasury 60% of his Preferred stock and will surrender

the balance by October 30, 2010.

The mailing address of all of the above shareholders is 3130 SW 19th Street #453, Pembroke Park, Florida.

Subsequent to March 31, 2010, Manhattan Capital Corp, LLC acquired 26 million shares of the Issuer's Common Stock by conversion of a portion of a convertible debenture.

The Issuer has also entered into an term sheet letter of intent with Manhattan Capital Corp, LLC whereby Manhattan would provide an Equity Line of Credit for up to $3,000,000 of the Issuer's Common Stock over a 24 month period. The agreement requires the Issuer to register its Common Stock with the U.S. Securities and Exchange Commission. There is no assurance that the Issuer will be able to register its Common Stock.

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

1. Investment Banker

None.

3. Counsel

Bradley E. Essman, Esq.
118 E Tarpon Avenue
St. Petersburg, FL 33705
(727) 768-2121
bradessman@essmanlaw.com

4. Accountant or Auditor - the information shall clearly (i) describe if an outside accountant provides audit or review services, (ii) state the work done by the outside accountant and (iii) describe the responsibilities of the accountant and the responsibilities of management (i.e. who audits, prepares or reviews the issuer's financial statements, etc.). The information shall include the accountant's phone

number and email address and a description of the accountant's licensing and qualifications to perform such duties on behalf of the issuer.

General accounting services

Montgomery Coscia Greilich, LLC
2500 Dallas Parkway, Suite 300
Plano, TX 75093
(972) 378-0400

Montgomery Coscia Greilich is a full-service professional accounting firm with expertise in traditional accounting services as well as mergers, acquisitions, divestitures and systems consulting. They recognize that the level of success in meeting financial objectives rests with the people making decisions. With individual areas of specialized skills, knowledge, experience and interests, MCG functions as a financial team.

SEC Auditors

Daszkal Bolton LLP
2401 NW Boca Raton Boulevard
Boca Raton, FL 33431
direct: 561.953.1481
main: 561.367.1040
fax: 561.961.2781
email: jnovick@daszkalbolton.com
website: www.daszkalbolton.com

Daszkal Bolton LLP is the leading certified public accounting and consulting firm serving South Florida. For over 18 years we have been providing financial leadership, guidance and advice to individuals, families, corporations and non profit organizations. Consistently ranked as one of the Top 25 accounting firms in the region, Daszkal Bolton LLP offers a unique blend of experience, technical knowledge and personalized service. Our firm provides complex technical & forensic accounting, domestic & international tax planning, state and local tax services, assurance solutions, litigation support, valuations, due diligence, M&A assistance, and other consulting services.

5. Public Relations Consultant(s)

None.

6. Investor Relations Consultant

None.

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - the information shall include the telephone number and email address of each advisor.

None.

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

Instructions to Item XVI

Issuers that have not had revenues from operations in each of the last two fiscal years, or the last fiscal year and any interim period in the current fiscal year for which financial statements are furnished in the disclosure statement, shall provide the information in paragraphs A and C of this item. All other issuers shall provide the information in paragraphs B and C of this item.

The discussion and analysis shall focus specifically on material events and uncertainties known to management that would cause reported financial information not to be necessarily indicative of future operating results or of future financial condition.

Issuers are not required to supply forward-looking information. This is distinguished from presently known data that will impact upon future operating results, such as known future increases in costs of labor or materials. This latter data may be required to be disclosed.

A. Plan of Operation.

1. Describe the issuer's plan of operation for the next twelve months. This description should include such matters as:

i. a discussion of how long the issuer can satisfy its cash requirements and whether it will have to raise additional funds in the next twelve months;

The Issuer currently has negligible cash resources and must raise additional funds to achieve its goals.

ii. a summary of any product research and development that the issuer will perform for the term of the plan;

See “Business.”

iii. any expected purchase or sale of plant and significant equipment; and

See “Business.”

iv. any expected significant changes in the number of employees.

See “Employees.”

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

1. Full fiscal years. Discuss the issuer's financial condition, changes in financial condition and results of operations for each of the last two fiscal years. This discussion should address the past and future financial condition and results of operation of the issuer, with particular emphasis on the prospects for the future. The discussion should also address those key variable and other qualitative and quantitative factors that are necessary to an understanding and evaluation of the issuer. If material, the issuer should disclose the following:

i. Any known trends, events or uncertainties that have or are reasonably likely to have a material impact on the issuer's short-term or long-term liquidity;

The Issuer faces numerous uncertainties in the development of its business plan. See

"Risk Factors." The Issuer faces the immediate need to raise funds to execute its business plan.

ii. Internal and external sources of liquidity;

The Issuer expects that its Pembroke Gun & Range subsidiary will continue to be profitable and expand its sales and net income. The Issuer expects that it may be able to make sales of its cosmetic products in the next quarter and beyond to supply it with revenues and cash flow.

iii. Any material commitments for capital expenditures and the expected sources of funds for such expenditures;

The Issuer does not intend to make commitments for capital expenditures in advance of having expected sources of funds for such expenditures. The Issuer expects that its cosmetic products may provide cash flows for capital expenditures in the foreseeable future.

iv. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations;

See "Risk Factors."

v. Any significant elements of income or loss that do not arise from the issuer's continuing operations;

None.

vi. The causes for any material changes from period to period in one or more line items of the issuer's financial statements; and

There have been no significant changes in these factors during the first quarter of 2010 other than as described herein.

vii. Any seasonal aspects that had a material effect on the financial condition or results of operation.

The Issuer does not expect to be materially affected by seasonal factors.

2. Interim Periods. Provide a comparable discussion that will enable the reader to assess material changes in financial condition and results of operations since the end of the last fiscal year and for the comparable interim period in the preceding year.

The Issuer is engaged in a new program of expansion that will require additional funds to be successful. See "Business."

C. Off-Balance Sheet Arrangements.

1. In a separately-captioned section, discuss the issuer's off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the issuer's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors. The disclosure shall include the items specified in paragraphs C(1)(i), (ii), (iii) and (iv) of this Item XVI to the extent necessary to an understanding of such arrangements and effect and shall also include such other information that the issuer believes is necessary for such an understanding.

i. The nature and business purpose to the issuer of such off-balance sheet arrangements;

ii. The importance to the issuer of such off-balance sheet arrangements in respect of its liquidity, capital resources, market risk support, credit risk support or other benefits;

iii. The amounts of revenues, expenses and cash flows of the issuer arising from such arrangements; the nature and amounts of any interests retained, securities issued and other indebtedness incurred by the issuer in connection with such arrangements; and the nature and amounts of any other obligations or liabilities (including contingent obligations or liabilities) of the issuer arising from such arrangements that are or are reasonably likely to become material and the

triggering events or circumstances that could cause them to arise; and

iv. Any known event, demand, commitment, trend or uncertainty that will result in or is reasonably likely to result in the termination, or material reduction in availability to the issuer, of its off-balance sheet arrangements that provide material benefits to it, and the course of action that the issuer has taken or proposes to take in response to any such circumstances.

2. As used in paragraph C of this Item XVI, the term off-balance sheet arrangement means any transaction, agreement or other contractual arrangement to which an entity unconsolidated with the issuer is a party, under which the issuer has:

i. Any obligation under a guarantee contract that has any of the characteristics identified in paragraph 3 of FASB Interpretation No. 45, Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others (November 2002) ("FIN 45"), as may be modified or supplemented, and that is not excluded from the initial recognition and measurement provisions of FIN 45 pursuant to paragraphs 6 or 7 of that Interpretation;

ii. A retained or contingent interest in assets transferred to an unconsolidated entity or similar arrangement that serves as credit, liquidity or market risk support to such entity for such assets;

iii. Any obligation, including a contingent obligation, under a contract that would be accounted for as a derivative instrument, except that it is both indexed to the issuer's own stock and classified in stockholders' equity in the issuer's statement of financial position, and therefore excluded from the scope of FASB Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities (June 1998), pursuant to paragraph 11(a) of that Statement, as may be modified or supplemented; or

iv. Any obligation, including a contingent obligation, arising out of a variable interest (as referenced in FASB Interpretation No. 46, Consolidation of Variable Interest Entities (January 2003), as may be modified or supplemented) in an unconsolidated entity that is held by, and material to, the issuer, where such entity provides financing, liquidity, market risk or credit risk support to, or engages in leasing, hedging or research and development services with, the issuer.

Instructions to paragraph C of Item XVI

i. No obligation to make disclosure under paragraph C of this Item XVI shall arise in respect of an off-balance sheet arrangement until a definitive agreement that is unconditionally binding or subject only to customary closing conditions exists or, if there is no such agreement, when settlement of the transaction occurs.

ii. Issuers should aggregate off-balance sheet arrangements in groups or categories that provide material information in an efficient and understandable manner and should avoid repetition and disclosure of immaterial information. Effects that are common or similar with respect to a number of off-balance sheet arrangements must be analyzed in the aggregate to the extent the aggregation increases *understanding. Distinctions in arrangements and their effects must be discussed to the extent the information is material, but the discussion should avoid repetition and disclosure of immaterial information.

iii. For purposes of paragraph C of this Item XVI only, contingent liabilities arising out of litigation, arbitration or regulatory actions are not considered to be off-balance sheet arrangements.

iv. Generally, the disclosure required by paragraph C of this Item XVI shall cover the most recent fiscal year. However, the discussion should address changes from the previous year where such discussion is necessary to an understanding of the disclosure.

In satisfying the requirements of paragraph C of this Item XVI, the discussion of off-balance sheet arrangements need not repeat information provided in the footnotes to the financial statements, provided that such discussion clearly cross-references to specific information in the relevant footnotes and integrates the substance of the footnotes into such discussion in a manner designed to inform readers of the significance of the information that is not included within the body of such discussion.

There are no such off-balance sheet arrangements.

Part E Issuance History

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

years.

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer (1) within the two-year period ending on the last day of the issuer's most recent fiscal year and (2) since the last day of the issuer's most recent fiscal year.

The list shall include all offerings of securities, whether private or public, and shall indicate:

(i) The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

(ii) Any jurisdictions where the offering was registered or qualified;

(iii) The number of shares offered;

(iv) The number of shares sold;

(v) The price at which the shares were offered, and the amount actually paid to the issuer;

(vi) The trading status of the shares; and

(vii) Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

The list shall also include all shares or any other securities or options to acquire such securities issued for services in the past two fiscal years and any interim periods, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities.

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; provided, however, that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than five percent (5%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural

person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

The Issuer made an offering under SEC Rule 504 from June 2008 to September, 2009. The offering was qualified in Minnesota. The number of shares to be sold varied according to the market price and the number that was sold was 1,070,000,000 in 2008 and 1,530,000,000 in 2009, at an average price of $0.0002, before giving effect to the one for 500 reverse split of the Issuer in 2009. The shares were free trading pursuant to Rule 504(b)(1) and no legend was placed on the certificates. All securities were purchased by Gendarme Capital, LLC,. 515 Excelsior Blvd., St Louis Park, MN 55416.

In April, 2010, the Issuer issued 350,627 shares of its restricted Common Stock to Bradley E. Essman, Esq. For legal services and 350,627 shares of its restricted Common Stock to John Lux for financial consulting services.

The Issuer has outstanding a convertible debenture that was issued made by Amore TV, Inc., predecessor to Macada Holdings, Inc., on March 15, 2007 in the amount of $309,000.00 and bears interest at the prime rate of interest as reported by Citibank on the issue date plus three points. The debenture is convertible at the lowest bid price of the Issuer's Common Stock on the conversion date. Manhattan Capital Corp, LLC, the holder of the debenture, acquired 26 million shares of the Issuer's Common Stock by conversion of a portion of a convertible debenture.

On April 12, 2010, the Issuer was assigned certain technology rights from Karsten Klingellioller in exchange for 1,000,000 shares of the Issuer's restricted Common Stock and certain cash payments. The amount of such stock may be adjusted according to the market price of the Issuer's free trading stock.

On April 28, 2010, the Issuer was assigned certain technology rights from Dr. Christian Maas in exchange for 1,000,000 shares of the Issuer's restricted Common Stock and certain cash payments. The amount of such stock may be adjusted according to the market price of the Issuer's free trading stock.

On July 26, 2010 the Board of Directors authorized and issued Common Stock as follows:

Donna Yamin	2,000,000 shares	Employment debt
Anthony Mellone	10,000,000 shares	Employment debt
Antonio Mellone	3,500,000 shares	Employment debt
Steven Cohen	2,500,000 shares	Employment debt

Rick Yontz	2,000,000 shares	Employment debt
Bradley Essman	1,130,000 shares	For legal services
John Lux	1,130,000 shares	For consulting services
Joseph Mellone	1,250,000 shares	For employment contract
Brian Holden	500,000 shares	For branding and awareness

The Issuer is investigating the circumstances surrounding the issuance of some of these shares.

Except as otherwise noted, these shares were issued pursuant to Section 4(2) of the Securities Act of 1933, in the State of Florida pursuant to the Florida exemption for private sale and all such securities are restricted and the certificates for such stock bear a restrictive legend.

Part F Exhibits

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

Item XVIII Material Contracts.

A. Every material contract, not made in the ordinary course of business, that will be performed after the disclosure statement is posted through the OTC Disclosure and News Service or was entered into not more than two years before such posting. Also include the following contracts:

1) Any contract to which directors, officers, promoters, voting trustees, security holders named in the disclosure statement, or the Designated Advisor for Disclosure are parties other than contracts involving only the purchase or sale of current assets having a determinable market price, at such market price;

2) Any contract upon which the issuer's business is substantially dependent, including but not limited to contracts with principal customers, principal suppliers, and franchise agreements;

3) Any contract for the purchase or sale of any property, plant or equipment for consideration exceeding 15 percent of such assets of the issuer; or

4) Any material lease under which a part of the property described in the disclosure statement is held by the issuer.

B. Any management contract or any compensatory plan, contract or arrangement, including but not limited to plans relating to options, warrants or rights, pension, retirement or deferred compensation or bonus, incentive or profit sharing (or if not set forth in any formal document, a written description thereof) in which any director or any executive officer of the issuer participates shall be deemed material and shall be included; and any other management contract or any other compensatory plan, contract, or arrangement in which any other executive officer of the issuer participates shall be filed unless immaterial in amount or significance.

C. The following management contracts or compensatory plans need not be included:

1) Ordinary purchase and sales agency agreements;

2) Agreements with managers of stores in a chain organization or similar organization;

3) Contracts providing for labor or salesmens' bonuses or payments to a class of security holders, as such; and

4) Any compensatory plan that is available to employees, officers or directors generally and provides for the same method of allocation of benefits between management and non-management participants

Item XIX Articles of Incorporation and Bylaws.

A. A complete copy of the issuer's articles of incorporation or in the event that the issuer is not a corporation, the issuer's certificate of organization. Whenever amendments to the articles of incorporation or certificate of organization are filed, a complete copy of the articles of incorporation or certificate of organization as amended shall be filed.

B. A complete copy of the issuer's bylaws. Whenever amendments to the bylaws are filed, a complete copy of the bylaws as amended shall be filed.

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

A. In the following tabular format, provide the information specified in paragraph (B) of this Item XX with respect to any purchase made by or on behalf of the issuer or any "Affiliated Purchaser" (as defined in paragraph (C) of this Item XX) of shares or other units of any class of the issuer's equity securities.

ISSUER PURCHASES OF EQUITY SECURITIES

Period	Column (a) Total number of shares (or Units) purchased	Column (b) Average price per Paid per Share (or Unit)	Column © Total n8umber of Shares (or Units) purchased as part of publicly announced plans or programs	Column (d) Maximum number o(or approximate dollars value) of shares (or Units) that may yet be purchased under the plans or programs.
Month #1 (identify beginning and ending dates)	None			
Month #2 (identify beginning and ending dates)				
Month #3 (identify beginning and ending dates)				
Total	None			

B. The table shall include the following information for each class or series of securities for each month included in the period covered by the report:

1. The total number of shares (or units) purchased (Column (a)). Include in this column /all issuer repurchases, including those made pursuant to publicly announced plans or programs and those not made pursuant to publicly announced plans or programs. Briefly disclose, by footnote to the table, the number of shares purchased other than through a publicly announced plan or program and the nature of the transaction (e.g., whether the purchases were made in open-market transactions, tender offers, in satisfaction of the company's obligations upon exercise of outstanding put options issued by the company, or other transactions).

2. The average price paid per share (or unit) (Column (b)).

3. The total number of shares (or units) purchased as part of publicly announced repurchase plans or programs (Column (c)).

4. The maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs (Column (d)). Instructions to paragraphs (B)(3) and (B)(4) of this Item XX:

a. In the table, disclose this information in the aggregate for all plans or programs publicly announced.

b. By footnote to the table, indicate:

i. The date each plan or program was announced;

ii. The dollar amount (or share or unit amount) approved;

iii. The expiration date (if any) of each plan or program;

iv. Each plan or program that has expired during the period covered by the table; and

v. Each plan or program the issuer has determined to terminate prior to expiration, or under which the issuer does not intend to make further purchases.

C. For purposes of this Item XX, “Affiliated Purchaser” means:

1. A person acting, directly or indirectly, in concert with the issuer for the purpose of acquiring the issuer's securities; or

2. An affiliate who, directly or indirectly, controls the issuer's purchases of such securities, whose purchases are controlled by the issuer, or whose purchases are under common control with those of the issuer; provided, however, that "Affiliated Purchaser" shall not include a broker, dealer, or other person solely by reason of such broker, dealer, or other person effecting purchases on behalf of the issuer or for its account, and shall not include an officer or director of the issuer solely by reason of that officer or director's participation in the decision to authorize purchases by or on behalf of the issuer.

No purchases of equity securities by the Issuer and affiliated persons. Anthony Mellone, Jr., Ronald Ritter, Antonio Mellone, Sr., and Donna Yamin, holders of the Issuer's Convertible Preferred Stock, agreed to cancel a total of 58 million shares of the Preferred Stock without consideration in February, 2010.

Item XXI Issuer's Certifications.

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Ron Ritter, Chairman, certify that:

1. I have reviewed this disclosure statement of Macada Holding, Inc.;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

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

Date: December 14, 2010

Ron Ritter, Chairman

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