

GLOBAL PAYOUT, INC.

COMPANY INFORMATION AND DISCLOSURE STATEMENT

FIRST QUARTER 2011

SECOND UPDATE

MAY 20, 2011

PART A - GENERAL COMPANY INFORMATION:

Item 1) The Exact Name of the Issuer and Its Predecessor:

The exact name of the issuer is Global Payout, Inc., a California corporation (the Company). The issuer's predecessor's name was Global Payout, Inc., a Florida corporation until the Florida corporation merged into its wholly owned subsidiary, Global Payout, Inc., the California corporation, changing its domicile to California.

Item 2) The address of the Issuer's principal executive offices are as follows:

Global Payout, Inc.
1835 Sunset Cliffs Blvd, Suite 202
San Diego, CA 92107-3147
(T) 619-564-7811 (F) 215-294-4626
Email: info@globalpayout.com

Website(s): www.globalpayout.com
www.globalpayout.net
www.globalpayout.info

Investor Relations: Mr. Woody Junot, President/CEO
Strategic Equity Group, LLC
311 South Jupiter RD, Suite 110, Allen, TX 75002
(T) 972-359-1481
Email: WJunot@StrategicEquityGrp.com

Item 3) The jurisdiction(s) and date of the Issuer's incorporation:

The issuer was incorporated in the State of California on July 24, 2009.

PART B - SHARE STRUCTURE:

Item 4) The exact title and class of securities outstanding:

As of March 31, 2011, we had 62,956,880 shares of Common Stock, no par value, issued and outstanding. The CUSIP Number for our common stock is 37951P 105 and our trading symbol for our common stock is GOHE.

Item 5) Par or Stated Value of the Security:

Our capital consists of 100,000,000 shares of common stock no par value and 20,000,000 shares of preferred stock, no par value. We have no shares of preferred stock issued and outstanding.

Common Stock:

Voting of Shares: Subject to the provisions of the articles of incorporation and otherwise as may be provided by law, each outstanding share of common stock entitled to vote

shall be entitled to one vote upon each matter submitted to a vote at a meeting of shareholders.

Quorum:

A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. When a specified item of business is required to be voted on by a class or series of stock, a majority of the shares of such class or series shall constitute a quorum for the transaction of such item of business by that class or series.

The Company has not paid any dividends nor adopted any anti-takeover provisions.

Item 6) (i) The number of shares or total amount of the securities outstanding for each class of securities authorized at the end of the most recent fiscal-quarter:

As of March 31, 2011, Global Payout has outstanding shares of 62,956,880 in Common Stock.

- (i) Period end date: March 31, 2011
- (ii) Number of shares authorized: 100,000,000
- (iii) Number of shares outstanding: 62,956,880
- (iv) Freely tradable shares (public float): 5,012,403
- (v) Total number of beneficial shareholders: 4
- (vi) Total number of shareholders of record: 728

As of March 31, 2011, Global Payout has no Preferred Stock issued.

(ii) The number of shares or total amount of the securities outstanding for each class of securities authorized at the end of the last two fiscal years:

As of December 31, 2010, in Common Stock:

- (i) Period end date: December 31, 2010
- (ii) Number of shares authorized: 100,000,000
- (iii) Number of shares outstanding: 68,906,880*
- (iv) Freely tradable shares (public float): 5,012,403
- (v) Total number of beneficial shareholders: 4
- (vi) Total number of shareholders of record: 727

As of December 31, 2009, in Common Stock:

- (i) Period end date: December 31, 2009
- (ii) Number of shares authorized: 100,000,000
- (iii) Number of shares outstanding: 57,506,880
- (iv) Freely tradable shares (public float): 5,012,403
- (v) Total number of beneficial shareholders: 4
- (vi) Total number of shareholders of record: 711

** See the Statement of Stockholder's Deficit found in the Interim Financial Report on OTC Markets, Inc, (www.otcm Markets.com) dated April 21, 2011.*

Item 7) Transfer Agent: Corporate Stock Transfer, Inc.
3200 Cherry Creek South Drive, Suite 430

Denver, CO 80209
(T) 303-282-4800 (F) 303-282-5800

Our transfer agent is registered under the Securities Exchange Act of 1934.

PART C - BUSINESS INFORMATION:

Item 8) Nature of Issuers Business:

(A) Business Development

Global Payout began its prepaid debit card operations on April 1, 2009 under a Florida Corporation, CV Financial, Inc. CV Financial, Inc. was incorporated on March 23, 2007 and a Fictitious Name ("Global Payout") registration was filed on March 26, 2009. Business operations of CV Financial, Inc. were minimal until April 1, 2009, although a Florida corporate bank account existed at Bank of America. From April 1, 2009 through July 24, 2009, Global Payout operated as CV Financial, Inc. and utilized the Florida corporate bank account. On July 24, 2009, Global Payout, Inc. was incorporated in California and a California corporate account was opened at Bank of America on August 5, 2009. Business operations since August 5, 2009 have been operated from the Global Payout, Inc., a California corporation. On November 23, 2010, James Hancock, President & CEO, was issued 10,133,000 shares of common stock in lieu of payment for employment services totaling \$152,000.

The issuer's fiscal year end is December 31.

Global Payout has never been in bankruptcy, receivership or similar proceeding.

On December 2nd 2010 the Company acquired Global Payout, Inc., a California corporation as a wholly owned subsidiary and simultaneously returned Go Healthy, Inc., the Nevada corporation, back to its founders. As part of the transaction, Charles Caudle resigned as President of Go Healthy, and prior to his resignation and the resignation of the board of directors of Go Healthy, a new board of directors was elected. The new officers and directors are James L. Hancock, Director, President and CEO; Donald J. Steinberg, Chairman and Director; Sharon Hancock, Director; biographies for Mr. Hancock and Mr. Steinberg may be found on the www.globalpayout.com web site. The corporate counsel is Mr. Eric Littman P.A., Attorney at Law, Miami, FL, and the auditor is Silberstein Ungar, PLLC, a SEC audit firm and PCAOB member. On December 28, 2010 the name change from Go Healthy to Global Payout, Inc. took effect. On March 14, 2011 the Company merged into its wholly owned subsidiary, Global Payout, Inc., a California corporation for the purpose of redomicilizing in California. As a result of that, the Company is solely a California corporation without any subsidiaries. The Company intends to file an application with FINRA to change its trading symbol.

Global Payout is a distinct and separate Company from Go Healthy. Currently no stock splits, dividends, recapitalizations, mergers, acquisitions, spin-off or reorganizations are anticipated.

The Company has never been de-listed or deleted from any exchange or OTC market.

There are no legal proceedings or administrative actions pending or threatened regarding the Company or the Company's securities.

(B) Business of Issuer

The Company is not and has never been a Shell Company.

Global Payout, Inc., www.globalpayout.com (SIC# 7389) headquartered in San Diego, California is an international independent sales organization in business since 2009, offering multi-national companies electronic payment and prepaid debit card solutions. Through Global Payout's processors and solutions providers, the company offers an international payment platform allowing account-holders to move money to personal bank accounts in over 200 countries. In addition, the platform provides for U.S. and international debit cards to allow account-holders without bank accounts to access funds worldwide. As a program manager, Global Payout is a provider of prepaid debit cards in the U.S. for payroll and general spend programs.

Governmental regulations such as State Labor Laws may adversely affect the schedule of fees for debit cards issued by the issuer's issuing bank. Additionally, governmental regulations may adversely affect bank transfer capability in specific international countries.

Global Payout adheres to an Anti-Money Laundering policy:

It is the policy and intention of the Company to act in accordance with all applicable federal and state laws in the conduct of its distribution of Card Products and/or eWallet services which may imply a Money Transfer business in the state or states and countries where conducting business, and to take proactive steps to detect, prevent and report possible money laundering and/or suspicious activities. The company does not want its Card products and services to be used for illegal purposes, and will not do business with anyone who knowingly violates the law.

The Company has not conducted any Research and Development in the last two fiscal years.

Global Payout has no costs or effects from compliance with environmental laws at any level of government (federal, state or local).

Global Payout has five employees of which three are full-time.

Item 9) Nature of Products or Services offered:

(A) Global Payout, Inc. (www.globalpayout.com) offers payment and acquiring solutions for multi-national companies. Global Payout's third party processing relationships allow companies and marketers an efficient and cost effective method of operating stored value programs and electronic wallets. Specifically, the Company is introducing, as an Independent

Sales Organization (ISO), the most robust payment technology coupled with the largest international bank imprint in the industry.

Payout Solutions for multi-national companies with affiliates and employees worldwide.

Stored Value Programs (debit cards) for payroll, general spend and retail marketing.

Money Remittance to assist marketing groups targeting overseas foreign workers who are sending money to their country of domicile.

Closed Loop Processing for store chains and geographical locations integrated with debit cards and point of sale networks.

Micro Credit Lines available to qualified eWallet and debit card account holders.

Merchant Acquiring for businesses who require credit and debit card processing.

(B) Global Payout distributes its products and services through various channels including business inquiries generated from our website, relationships with current clients and service providers and independent sales agents.

(C) Global Payout has no publicly announced new products or services to disclose at this time.

(D) Although there are a number of companies offering an online payment system, Global Payout is able to offer programs that are tailored specifically for each business client's target market or program objectives.

(E) The Company is not affected by availability of raw materials and, for competitive reasons, chooses to withhold the names of our principal suppliers

(F) Global Payout is not dependent on any one or a few major customers or clients.

(G) There are no new patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts to disclose at this time.

(H) Government approval of principal products or services and adherence to any regulations or agencies is managed by our principal suppliers. The Company does, however, follow policies and recommended procedures regarding Money Laundering, KYC (Know Your Customer), and OFAC (Office of Foreign Assets Control) checking.

Item 10) Nature and Extent of Issuers facilities:

The Company signed a lease for office space in July 2009. The lease is for a term of one year with monthly rent of \$1,485. The lease required a \$1,000 security deposit. The Lease was extended for an additional year through June 30, 2011 with a monthly rate of \$1,515.

PART D - MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION:

Item 11) The name of the chief executive officer, members of the board of directors, as well as control persons:

A) Officers and Directors

James L. Hancock, Chief Executive Officer, Director, Control Person

Jim Hancock was elected to our *Board of Directors* and *President* on December 3, 2010. In 2007, Mr. Hancock was hired by Continuum Payment Solutions, Inc. an international payment processor, as *Director of Business Development*. He was responsible for integrating new multi-national companies with virtual payment and Visa®/MasterCard® payout solutions. In 2009, Mr. Hancock became *Chief Executive Officer* of Global Payout. Mr. Hancock earned a Juris Doctorate from California School of Law, San Diego, CA and a Bachelors of Business Administration from Southern Methodist University. He also serves on the board of directors of CV Financial, Inc.; San Diego Center for Children; and, Club Vivanet, Inc.

Donald Steinberg, Chairman of the Board, Director, Control Person

Don Steinberg was elected to our *Board of Directors* on December 3, 2010. In 2002, Mr. Steinberg launched "Vivanet" to provide additional wholesale telecommunications opportunities to sales agents worldwide. Currently, he is the *Chief Executive Officer* of Club Vivanet, Inc., an international telecom provider and incubates emerging companies for maturation into public company status. In 2009, Mr. Steinberg was named *President* of Medical Marijuana Inc. (MJNA), a Nevada corporation. He also serves on the board of directors of CV Financial, Inc.; Club Vivanet, Inc.; and, Medical Marijuana, Inc.

Sharon Hancock, Director, Control Person

Sharon Hancock was elected to our *Board of Directors* on December 3, 2010. Ms. Hancock is an independent Marketing & Sales consultant and sole proprietor for her own business.

Each director is elected for a period of one year at our annual meeting of stockholders and serves until the next such meeting and until his or her successor is duly elected and qualified. The board of directors may also appoint additional directors up to the maximum number permitted by our By-Laws. A director so chosen or appointed will hold office until the next annual meeting of stockholders.

Each of our executive officers serves at the discretion of our board of directors and holds office until his or her successor is elected or until his or her earlier resignation or removal in accordance with Articles of Incorporation, as amended, and our By-Laws.

The following table summarizes all compensation paid by the Company with respect to the most recent fiscal period which ended on March 31, 2011, to the highest paid executives, officers and directors.

<i>Name and Principal Position</i>	<i>Year</i>	<i>Salary</i>	<i>Bonus</i>	<i>Stock Awards</i>	<i>Option Awards</i>	<i>Non-equity Incentive Plan Compensation</i>	<i>Other Compensation</i>	<i>Total</i>
James L. Hancock <i>Chief Executive Officer, Director</i>	2011	0	0	0	0	0	0	0
Donald J. Steinberg <i>Chairman of the Board</i>	2011	0	0	0	0	0	0	0
Sharon Hancock <i>Director</i>	2011	0	0	0	0	0	0	0
Joseph Sebo <i>Chief Financial Officer, Secretary</i>	2011	0	0	0	0	0	0	0

The following table provides the names and addresses of each person known to us to own more than 5% of our outstanding shares of common stock as of March 31, 2011 and by the officers and directors, individually and as a group. Except as otherwise indicated, all shares are owned directly and based upon 62,956,880 shares issued and outstanding as of March 31, 2011.

<i>Name and Address of Beneficial Owner</i>	<i>Amount of Beneficial Ownership</i>	<i>Percentage of Beneficial Ownership</i>
James Hancock (1)(2)(3)(4)	26,667,828	42.36%
Donald Steinberg (1)(2)	13,245,831	21.04%
Sharon Hancock (1)(2)(3)	26,667,828	42.36%
NRG Corp (5) 3400 Crill Avenue, Suite 3 Palatka, FL 32177	4,933,336	7.84%
All Directors & Executives Officers as a Group (3 persons)	39,913,659	63.40%

- (1) Address c/o of the Company.
- (2) Director of the Company.
- (3) All of James and Sharon Hancock's shares are owned directly by the James & Sharon Hancock Family Trust, which owns a total of 26,667,828 shares.
- (4) Officer of the Company.
- (5) The NRG shares are controlled by Ben Bates, Trustee.

The securities “beneficially owned” by a person are determined in accordance with the definition of “beneficial ownership” set forth in the rules and regulations promulgated under the Securities Exchange Act of 1934. Beneficially owned securities may include securities owned by and for, among others, the spouse and/or minor children of an individual and any other relative who has the same home as such individual. Beneficially owned securities may also include other securities as to which the individual has or shares voting or investment power or which such person has the right to acquire within 60 days pursuant to the conversion of convertible equity, exercise of options, or otherwise. Beneficial ownership may be disclaimed as to certain of the securities.

B) Legal/Disciplinary History

There is no Legal/Disciplinary Items to report.

C) Disclosure of Family Relationships

James & Sharon Hancock are husband and wife.

D) Disclosure of Related Party Transactions

James Hancock, President and CEO of Global Payout, Inc. is a 50% shareholder in CV Financial, Inc.; and, Donald Steinberg, Chairman of the Board of Directors at Global Payout, Inc, is a 50% shareholder of CV Financial, Inc. CV Financial annual revenue is approximately \$1,000. CV Financial, Inc., a Florida corporation, loaned Global Payout, Inc. \$59,280 in 2009. Global Payout, Inc. repaid the note in full with the issuance of 500,000 shares of common stock to Stuart W. Titus.

James Hancock, individual, has made loans to the Company through March 31, 2011 of \$177,320 for the purpose of working capital.

E) Disclosure of Conflicts of Interest

None.

Item 12) Financial Information for the Issuer’s most recent fiscal period:

See Interim Financial Report: **Global Payout, Inc. Unaudited First Quarter 2011 Financial Statements** on OTC Markets (<http://www.otcmarkets.com/stock/GOHE/financials>).

This contains:

- 1) Balance Sheet***
- 2) Income Statement***
- 3) Statement of Cash Flows***
- 4) Statement of Stockholder’s Deficit***
- 5) Notes to the Financial Statements***

Item 13) Financial Information for previous two years:

Refer to *Global Payout, Inc. 2010 Unaudited Financial Statements* and *Global Payout, Inc. 2009 Audited Financial Statements*; incorporated by reference to the Company's filing on the OTC Markets Group, Inc. (www.otcm Markets.com) filing on April 21, 2011.

Item 14) Beneficial Owners (5%+):

See Information contained in Item 11 above.

Item 15) Outside Providers:

(1) Investment Banker:

None

(2) Promoters:

None

(3) Counsel:

Mr. Eric Littman P.A. Attorney at Law
7695 S.W. 104th Street, Suite 210, Miami, FL 33156
(T) 305-663-3333
Email: ELittman@aol.com

(4) Accountant/Auditor:

Mr. Seth Gorback
Silberstein Ungar, PLLC
30600 Telegraph Road, Suite 2175, Bingham Farms, MI 48025-4586
(T) 248-203-0080
Email: SAGorback@SUCPAS.COM

*Silberstein Ungar, PLLC is a SEC audit firm and PCAOB member.
See Part D, Item 12 for Report of Independent Registered Public
Accountant for 2009 Audit*

(5) Public Relations:

None

(6) Investor Relations:

Mr. Woody Junot, President/CEO
Strategic Equity Group, LLC
311 South Jupiter RD, Suite 110, Allen, TX 75002
(T) 972-359-1481
Email: WJunot@StrategicEquityGrp.com

(7) Other Outside Providers:

Business Development

Mr. Richard W. Towt, President

R.W. Towt & Associates

10022 Paseo Montril, Suite 228, San Diego, CA 92129

Finance

Ms. Nancy Brzezniak, President

NB and Company

5081 El Arbol Drive, Carlsbad, CA 92008

(T) 760-219-5682

Email: Nancy@nbandcompany.com

Item 16) Management's Discussion and Analysis of Plan of Operation:

(A) Plan of Operation

Multi-national companies have increased their footprint around the world and in the last 5 years have acquired a record number of affiliates, employees and vendors from different countries. This market growth from distribution of products and services outside the continental United States has grown by 70 billion dollars over this period of time. In this multi-national arena, domestic and international payments to employees, distributors, agents and members have become a challenge. According to the World Federation of Direct Selling Associations, over 62 million people are part of the global direct-selling force and generated sales of \$144 billion (U.S.) in sales in 2007. The company offers effective delivery payment solutions that eliminate cost and time for their business clients. Global Payout has focused on specific target markets: 1) Direct Selling (multi-level marketing); 2) Internet Ad Affiliate programs; and 3) Employers with U.S. or international employees.

The international companies all have the same challenges in payment of commissions or wages to affiliates or employees located in different countries around the world. The main challenge for each of these companies: What is the most efficient and cost effective method of distributing international payments?

The predominant solution has been the issuance of checks or wire transfers. Both solutions are costly for both the company and the affiliate/employee. In addition, the time involved can take anywhere from a few days up to a month to deliver funds that can be accessed by the foreign affiliate or employee. In some instances, the larger companies establish bank accounts in each foreign country and make distributions through an administrative office but this is generally not the case for most companies.

In addition, Global Payout will focus on foreign companies located outside the U.S. requiring payouts to employees and affiliates living in different countries. Shipping and cruise lines as well as foreign-based direct selling companies all have the same challenges in paying their employees, affiliates or vendors.

Based upon the payment requirements of the business prospect, Global Payout will propose either an electronic online account platform or a prepaid debit card to distribute payments and/or receive funds.

As an Independent Sales Organization (ISO), Global Payout acquires new customers by several different means: independent sales agents, Internet searches that lead to

www.globalpayout.com or www.globalpayout.net, referrals and direct solicitation in key target markets. Once a potential client is contacted, we request the completion of a *Business Profile & Needs Assessment* questionnaire that allows us to qualify and develop a service program specifically suited to the prospect's environment and program goals. Once qualified, a proposal is submitted and if accepted by both parties, a contract is issued and executed. At that point, implementation of the electronic platform or prepaid debit card program is initiated and once tested, is rolled out to the agents, distributors, members or employees of the business client.

B) Management's Discussion and Analysis of Financial condition and Results of Operations

The Company experienced an \$86,074 net loss in the first quarter 2011. The first quarter net loss is attributable to operating expenses for the initial setup of clients on the international payment platform and the initiation of debit card programs scheduled to launch in the third quarter 2011. During the first quarter 2011, the company assisted in the implementation and adoption of four new business clients on the international payment platform. *WorldVentures, Global Rewards, Moxxor and Ad-renaline Marketing* are all integrated to the company's designated payment platform at International Payment Systems, Inc. The initial stages of launch for these four business clients generated \$1,128 of eWallet income for the first quarter 2011. The company anticipates a significant increase in eWallet transaction income in the second and third quarter of 2011. In addition to these four clients, the company anticipates launch of co-branded prepaid debit card programs in the second and third quarter 2011 that will generate start-up fees, plastic card sale income and card transaction income.

Majority shareholder and CEO, James Hancock has loaned the company a total of \$177,320 through March 31, 2011 for working capital. A promissory note bearing 8% interest has been executed between the company and Mr. Hancock and the agreed repayment date is December 31, 2011. External liquidity for working capital is being provided by Mr. Hancock for 2011. The company has no internal liquidity other than cash generated from revenue. There are no significant liabilities other than the loan to Mr. Hancock as officer and shareholder. There are no trends, events or uncertainties that will impact the short term or long term liquidity of the company or material impact on the net sales or revenues. However, the company is anticipating increased revenue from eWallet transaction income based upon the existing client base which is or will be implemented in 2011. Debit card transaction income is anticipated to begin in the 3rd quarter of 2011.

C) Off-balance Sheet Arrangements

None.

PART E - ISSUANCE HISTORY:

Item 17) List of Securities Offerings and Shares Issued for Services:

As previously disclosed, on December 2, 2010, the Company entered into a Share Exchange Agreement with whereby it issued 44,000,000 shares of restricted common stock. All of these shares were issued in exchange for the holders' shares of Global Payout, Inc., a California corporation. These shares are restricted, do not trade and the certificates evidencing said shares contain a legend that the shares have not been registered under the Securities Act and set forth restrictions on their transferability and sale under the Securities Act.

PART F - EXHIBITS:

Item 18) Material Contracts:

Contracts with Vendor Processors and Program Managers will not be disclosed because of competitive reasons.

Global Payout is not substantially dependent on any one provider or customer.

There are no materials contracts outside of the normal course of business to be disclosed at this time.

Item 19) Articles of Incorporation and By-Laws:

(A) Articles of Incorporation

Refer to ***Global Payout Articles of Incorporation as Amended***; incorporated by reference to the Company's filing on the OTC Markets Group, Inc. (www.otcmarkets.com) filing on April 21, 2011.

(B) By-Laws

Refer to ***Global Payout By-Laws***; incorporated by reference to the Company's filing on the OTC Markets Group, Inc. (www.otcmarkets.com) filing on April 21, 2011.

Item 20) Purchases of Equity Securities by the Issuer and Affiliated Purchasers:

None.

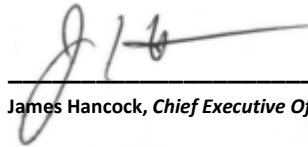
Item 21) Issuer's Certifications:

See the Following Page.

I, **James Hancock**, certify that:

1. I have reviewed this Initial Disclosure of Global Payout, 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: May 20, 2011



James Hancock, *Chief Executive Officer*

I, **Joseph Sebo**, certify that:

1. I have reviewed this Initial Disclosure of Global Payout, 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: May 20, 2011



Joseph Sebo, *Chief Financial Officer*