

THE KILEY GROUP, INC.
INFORMATION AND DISCLOSURE STATEMENT
PURSUANT TO RULE 15c2-(11)(a)(5)

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

Part A **General Company Information**

Item 1 **The exact name of the issuer and its predecessor (if any).**

The name of the Issuer is: The Kiley Group, Inc. The Issuer was organized under the laws of the State of Delaware and was incorporated on March 6, 1997 as Utilicore Corporation. On February 7, 2001 Utilicore Corporation filed an Amendment to its Articles of Incorporation to change its name to Bezenet, Inc.; on January 27, 2003 the Issuer filed an Amendment to its Articles of Incorporation to change its name to Stanford and Morrison; on October 15, 2004 the Issuer filed an Amendment to its Articles of Incorporation to change its name back to Bezenet, Inc.; and on November 1, 2007 the Issuer filed an Amendment to its Articles of Incorporation to change its name to Allarae HealthCare, Inc. On September 15, 2008 the Issuer filed an Amendment of Incorporation to change its name to MP2 Technologies, Inc. On October 23, 2009 a name change and reverse split became effective that changed the name of the company to The Kiley Group, Inc.

Item 2 **The address of the issuer's principle executive offices.**

The Kiley Group, Inc.
2910 Belmeade Dr. #106
Carrollton, TX 75006
Telephone: 469-426-7202
sales@thekgri.com
www.thekgri.com

Item 3 **The jurisdiction and date of the issuer's incorporation or organization.**

The Issuer was organized under the laws of the State of Delaware and was incorporated on March 6, 1997 as Utilicore Corporation.

Part B Share Structure and Issuance History

Item 4 The exact title and class of securities outstanding.

Trading Symbol: KGRI
CUSIP Number: 88338 P 40 9
Common Stock: 3,029,344,903
A Preferred Stock: 2
B Preferred Stock: 12,420,192

Item 5 The par or stated value of the security.

A. Par or Stated Value for each class of outstanding securities.

Par value of Common Stock is 000001.
Par value of Both "A" and "B" Preferred Stock is .001.

B. Voting Rights, Dividend, Preemption Rights, and other matters regarding Common and Preferred Stock.

The Bylaws of the Issuer are attached as Exhibit 3. The Bylaws outline the rights and other matters relating to the Company's common and preferred stock.

Item 6 The number of shares or total amount of the securities outstanding for each class of securities authorized.

As of end of most recent fiscal quarter, March 31, 2011;

Common Stock

- (i) Period ending 03/31/2011;
- (ii) There were 5,000,000,00 shares authorized;
- (iii) There were 3,029,344,903 Common
- (iv) There were 640,200,513 freely tradable shares (public float);
- (v) Total number of beneficial shareholders is approximately 700;
- (vi) The Company had 757 shareholders of record.

Preferred A Stock

- (i) Period ending 03/31/2011
- (ii) There were 10,000,001 shares authorized;
- (iii) There were 2 shares issued
- (iv) There were 0 freely tradable shares (public float);
- (v) Total number of beneficial shareholders is 0;
- (v) The Company had 1 shareholders of record

Preferred B Stock

- (i) Period ending 03/31/2011

- (ii) There were 50,000,001 shares authorized;
- (iii) There were 12,420,192 shares issued
- (iv) There were 0 freely tradable shares (public float);
- (v) Total number of beneficial shareholders is 0;
- (vi) The Company had 12 shareholders of record

As of end of most recent fiscal year, December 31, 2010;

Common Stock

- (i) Period ending 12/31/2010;
- (ii) There were 5,000,000,000 shares authorized;
- (iii) There were 3,029,344,903 shares issued and outstanding;
- (iv) There were 640,200,559 freely tradable shares (public float);
- (v) Total number of beneficial shareholders is approximately 700;
- (vi) The Company had 756 shareholders of record.

Preferred A Stock

- (i) Period ending 12/31/2010
- (ii) There were 10,000,001 shares authorized;
- (iii) There were 2 shares issued
- (iv) There were 0 freely tradable shares (public float);
- (v) Total number of beneficial shareholders is 0;
- (vi) The Company had 1 shareholders of record

Preferred B Stock

- (i) Period ending 12/31/2010
- (ii) There were 50,000,001 shares authorized;
- (iii) There were 12,420,192 shares issued
- (iv) There were 0 freely tradable shares (public float);
- (v) Total number of beneficial shareholders is 0;
- (vi) The Company had 12 shareholders of record

As of end of fiscal year 2009, December 31, 2009;

Common Stock

- (i) Period ending 12/31/2009;
- (ii) There were 500,000,000 shares authorized;
- (iii) There were 285,815,076 shares issued and outstanding;
- (iv) There were 44,116,498 freely tradable shares (public float);
- (v) Total number of beneficial shareholders is approximately 700;
- (vi) The Company had 745 shareholders of record.

Preferred A Stock

None

Preferred B Stock

- (i) Period ending 12/31/2009
- (ii) There were 16,000,000 shares authorized;
- (iii) There were 48,000 shares issued

- (iv) There were 0 freely tradable shares (public float);
- (v) Total number of beneficial shareholders is 0;
- (vi) The Company had 3 shareholders of record

Item 7 The name and address of the transfer agent.

Routh Stock Transfer, Inc.
6860 N. Dallas Parkway, Suite 200
Plano, TX 75024
Telephone: 972-203-7363

The transfer agent is registered under the Securities Exchange Act of 1934 and is regulated by the Securities and Exchange Commission.

(remainder of this page left blank intentionally)

Item 8 The nature of the issuer's business.

The Kiley Group, Inc, a Delaware corporation ("KGRI") provides management consulting services for companies looking to go public, raise capital. KGRI also looks for opportunities to acquire royalty and licensing rights to oil/gas, software and other intangible properties.

KGRI is a one stop shop for expanding and financing businesses. KGRI works with numerous sources to provide access to:

Capital Funding Sources
PIPE investors
Investment Bankers
Securities Attorneys
Accounting
Investor Relations Firms
Market Makers
Transfer Agent

A. Business Development.

1. The Issuer was organized under the laws of the State of Delaware as a corporation on March 6, 1997 under the name Utilicore Corporation.
2. The Issuer was organized on March 6, 1997
3. The Issuer's fiscal year end is December 31.
4. The Issuer has not been in bankruptcy, receivership or any other similar proceeding.
5. In October 2007 the Issuer acquired the assets of Intellect Holdings, Inc. in exchange for Issuer stock. In July 2008 the Issuer executed a General Release and all of the assets previously acquired were returned to Intellect Holdings, Inc., and Intellect Holdings, Inc. returned all of the Issuer stock it had previously acquired in the October 2007 transaction. All of those Issuer shares were subsequently cancelled. All debts incurred by the Issuer related to the transaction were transferred back to Intellect Holdings, Inc.

In July 2008 the Issuer acquired the property rights of Alece Corporation for 20,000,000 shares of the Issuer's common stock.

On January 16, 2009 the Issuer purchased all of the stock of Weatherly Aircraft Nevada, Inc. in exchange for 10,000,000 shares of Issuer common stock.

In July of 2009 The FAA recalled all parts made by Weatherly Aircraft Nevada, Inc. located in Bogalusa, LA. This was due to an error made by a contractor, who had let his FAA Certification License expire and did not notify the Company. The contractor signed off on all the parts manufactured from March 2009 to July 2009. This was a severe violation of FAA policy and the FAA required a total recall of all parts sold by the Company. Lou Simon's from Panama came in and bought Weatherly Aircraft Nevada.

8. The Issuer has not defaulted on the terms of any note, loan, lease, or other indebtedness or financing arrangement.
9. Phillip Matties sold controlling interest to Alece Corp-Paul Johnson CEO in July 2008. In November 2009 PLC Marketing-Paul Johnson CEO acquired controlling interest. In August 2010 Patrick Thomas bought controlling interest in the Company PLC and Johnson. PLC Marketing, Inc. in payment for services that were provided to the company in 2009, received 200 Million Common Shares. In 2010 PLC Marketing received 2 Billion Common shares for services and capital, Later in 2010 Patrick Thomas acquired these shares from PLC.
10. The Issuer has performed the following stock splits:
 - 09/15/2008 a 1 for a 100 reverse stock split.
 - 11/3/2009 a 1 for 1000 stock split was completed.
 - 02/17/2010 a stock split of 1 for 250 was completed
 - 04/29/2010 a stock split of 1 for 2000 was completed.
11. The Issuer has not been delisted or deleted from any securities exchange or the OTC Bulletin Board.
12. There have not been 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 or operating conditions. The Issuer has never had its trading privileges suspended nor does the Issuer expect to have its trading privileges suspended by a securities regulator.

B. Business of Issuer.

1. The Issuer's primary SIC Code is 7389—Business Services, Misc.
2. Is currently conducting operations.
3. The Issuer currently is not a "shell company" pursuant to Securities Act Rule 405 nor has the Issuer ever been a "shell company".
4. The Issuer has no parent company and has no subsidiaries at this time.
5. The Issuer does not foresee current or probable government regulations that

may affect business.

6. The Issuer has not spent a material amount (less than \$1,000) on research or developmental activities. The Company's customers would not have borne any costs associated with these costs.
7. The Issuer believes that any costs and effects of compliance with any environmental laws are and will be de minimis.
8. The Issuer currently has 6 employees and 2 full time employees.

Item 9 The nature of products or services offered.

A. Principal products or services, and their markets.

The Issuer provides management consulting services to companies, assisting with going to a public market (reverse mergers, S1 filings), and raising capital funding. In the past The Issuer has focused only on the U.S. market, but for The Issuer is expanding its business overseas via foreign exchanges. The Issuer has also expanded its business to include buying royalty and licensing rights to oil/gas and software.

(i) Public Markets-The Issuer can work its client's desire to go to a public market either via a traditional S1 filing with the SEC, a foreign listing on the Frankfurt Exchange (New Service), or a reverse merger with an existing OTCBB or Pinksheet Company.

(ii) Capital Funding-The Issuer can assist its client's capital needs by introducing them to a vast network of industry professionals. The Issuer has relationships with numerous different hedge funds, venture capitalist, angel investors and lines of credit.

(iii) Consulting Services- The Issuer offers Management Consulting services on corporate structuring, long term expansion and growth models, and other strategic information to help a client expand it's business.

(iv) Royalty and Licensing-The Issuer currently has a royalty agreement with BuffWater, LLC based on the number of bottles sold. The Issuer is also looking for oil and gas properties in Texas and Louisiana that have between a 1% to 5% royalty interest with a 24-30 month payback. The Issuer is also looking into a Joint Venture with a company that with have licensing rights associated to software on a new social network.

B. Distribution methods of the products or services.

The Issuer has employees who are constantly networking through social media and lead group meetings to find new clients. The client also relies on past relationships of the employees for referrals and leads. The Issuer also has advertised online with its services.

C. Status of any publicly announced new product or services.

The Issuer is currently planning on expanding its presence with new offices in Florida and Canada. The Issuer is now offering Foreign Exchange Listing Services. The Issuer is currently trying to secure a reverse merger for a BuffWater LLC. Currently the Issuer has a royalty agreement with the company and believes that additional funding will expand the distribution of the products and increase the royalty the issuer receives and the value of the investment of the Issuer.

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

The Issuer has numerous companies large and small who provide similar services. The Issuer depends on its years of executive business management expertise that it provides through its subcontractors and employees to offer superior assistance in business planning, organizational structure. The Issuer is dependant upon the U.S. and Frankfurt markets to maintain a somewhat stable structure. The Issuer's business model does include various risks including: it could be adversely affected by new legislation regarding public entities. Over the years the U.S. had made it more difficult and more expensive to be a public company. The Issuer also takes on start up and developmental companies and could potentially lose money on its investment of money and time. The Issuer will also be at risk with Oil/Gas prices once it secures its royalty interest.

E. Sources and availability of raw materials and the names of principal suppliers.

The Issuer does not depend on any raw materials for its operation.

F. Dependence on one or a few major customers.

The Issuer is not dependent on just a few major customers.

G. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labour contracts, including their duration.

The Issuer does have Royalty/Licensing agreements with a beverage company and is working on a royalty agreement with a Software Company. The Issuer is currently working on several oil and gas properties that have royalty rights.

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

The Issuer does have to follow Government regulations and wait for approvals on certain services provided: Foreign Exchange Listings, Reverse Mergers, and S-1 filing. Currently a S1 registration is taking around 10-12 months to complete. S1 registrations involve numerous governmental agencies to clear before trading: The SEC-4 to 6 months, FINRA-2 to 4 months, and DTC-1 to 3 months. OTCBB and OTC Markets reverse mergers typically do require some work with FINRA,

but usually not SEC or DTC. Reverse mergers can typically be completed in around 4 to 8 weeks. Foreign listing on the Frankfurt Exchange typically take no more than 8 weeks.

Item 10 The nature and extent of the issuer's facilities.

The Issuer currently leases an office in Carrollton Texas. The facility is approximately 3,000 square feet. The Issuer has 6 months remaining on its commitment to the property. The Issuer currently has office furniture and computers located in the office.

(remainder of this page left blank intentionally)

Part D Management Structure and Financial Information

Item 11 The name of the chief executive officer, member of the board of directors, as well as control persons.

A. Officers and Directors

William Smart, *President and Director*
2910 Belmeade Dr., #106
Carrollton, Texas 75006

From 1995 to 2009, Mr. Smart was the vice president for Smart Chemical Company. Before his appointment as President to the Company, Mr. Smart was self-employed from 2009 to 2010. Mr. Smart's does not presently receive any compensation. Mr. Smart does not own any stock.

Patrick Thomas, *Interim CFO and Director*
2910 Belmeade Dr., #106
Carrollton, Texas 75006

From 2003 to 2008, Mr. Thomas acted as the controlling partner of the TRC Group. Since 2009, Mr. Thomas has been an officer of the Company. Mr. Thomas does not presently receive any compensation. Mr. Thomas owns 2 shares of Series A preferred stock, and 2,000,000,501 of the common shares.

B. Legal/Disciplinary History

None of the foregoing person has, 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 SEC, the CFTC, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated.
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.

C. Disclosure of Certain Relationships.

None.

D. Disclosure of Related Party Transactions.

None.

E. Disclosure of Conflicts of Interest.

None.

Item 12 Financial Information of the issuer's most recent fiscal period.

The Issuer's financial statements for the three month period ended March 31, 2011 are hereby incorporated by reference and attached as Exhibit 1. These financial statements include balance sheets, statements of income, statements of cash flows, a statement of changes in stockholders' equity, and financial statement notes.

Item 13 Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

The Issuer's audited financial statements for the fiscal years ended December 31, 2009 and 2010 are hereby incorporated by reference and attached as Exhibit 2. These financial statements include balance sheets, statements of income, statements of cash flows, a statement of changes in stockholders' equity, financial statement notes and an auditor's report.

Item 14 Beneficial Owners.

The following list sets forth, as of March 31, 2010, the number of shares of Common Stock owned of record and beneficially by executive officers, directors and persons who holds 5% or more of the outstanding Common Stock of the company. Also included are the shares held by all executive officers and directors as a group.

Title of Class	Name and address of beneficial owner	Number of Shares Owned	Percentage of Class
Common Stock	Patrick Thomas 2910 Belmeade Dr., #106 Carrollton, Texas 75006	2,000,000,501	66%
Common	Henry J Gannett 683 Ironbark Circle Orinda, CA 94563	175,565,312	5.80%

Item 15 The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:

1. Investment Banker

None.

2. Promoters

None.

3. Counsel

The McGeary Law Firm, P.C.
405 Airport Fwy., Suite 5
Bedford, Texas 76244

4. Accountant or Auditor.

None.

5. Public Relations Consultant

None.

6. Investor Relations Consultant

None.

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure documentation.

None.

Item 16 Management's Discussion and Analysis or Plan of Operation

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

In 2009 the Issuer acquired rights to the Weatherly Aircraft via the acquisition of Weatherly Aircraft Nevada. The Issuer opened up a manufacturing facility in Bogalusa, Louisiana. In the 3 quarter of 2009, the United States FAA ordered the closure of the facility due to non compliance with FAA procedures. The Issuer closed down the plant in the 4th quarter of 2009. In 2010 the Issuer invested into several developmental stage companies thru a broker in Canada. The Issuer felt this would increase shareholder value and help grow the Company. In 2010 and 2011, the Issuer continued doing consulting and capital raises up and coming businesses.

- (i) The Issuer is not aware of any trends, events or uncertainties that will have a material impact on liquidity.
- (ii) The Issuer does have access to the necessary capital to continue the business model. The Issuer has a verbal agreement with Mountain Venture Capital for additional capital.
- (iii) The Issuer does not currently have material commitments for capital expenditures.
- (iv) The Issuer is not aware of any trend, events or other circumstances that would have a negative material impact on revenue.
- (v) No known income or loss that do not arise from Issuer's continuing operations.
- (vi) The Issuer did take a loss a substantial loss on 2010 Income statement of 1,500,000 for investments thru the Canadian Broker.

C. Off-Balance Sheet Arrangements

None.

(remainder of this page left blank intentionally)

Part E Issuance History

Item 17 List of Securities offerings and shares issued for services in the past two years.

Nature of Offering	Jurisdiction(s) of the Offering	Number of Shares Offered	Number of Shares Sold	Price Offered and Paid	Trading Status of Shares	Price Per Share
Reg S Offering May 2010	United States, British Columbia	N/A	21,600 preferred B	\$54,000.00	Restricted w/ legend	\$2.50
1 for 2000 stock split on April 29, 2010	N/A	N/A	N/A	N/A	N/A	N/A
1 for 250 stock split on February 17, 2010	N/A	N/A	N/A	N/A	N/A	N/A
1 for 1000 stock split on November 3, 2009	N/A	N/A	N/A	N/A	N/A	N/A
Issuance for services rendered November 2009	N/A	N/A	200,000,000	N/A	Restricted	N/A
Stock issued for consideration (Section 4(2)) September 2009	United States	N/A	300,000,000	\$90,000.00	Restricted w/ legend	0.0003

Part F Exhibits

Item 18 Material Contracts.

None.

Item 19 Articles of Incorporation and Bylaws

The Issuer has attached its Articles and Bylaws as Exhibit 3 to this Disclosure Statement.

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

None.

(remainder of this page left blank intentionally)

Item 21 Issuer's Certifications.

I, William Smart, certify that:

1. I have reviewed this Initial Disclosure Statement of The Kiley Group, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which the 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: June 21, 2011

/s/ William Smart
William Smart
Chief Executive Officer

EXHIBIT 1

THE KILEY GROUP INC.
INCOME STATEMENT
FOR PERIOD ENDING 03/31/2011
(UNAUDITED)

	<u>PERIOD ENDING</u> <u>03/31/11</u>
INCOME	
SALES	14,250
ROYALTIES	4,350
GAIN/LOSS ON INVESTMENTS	-
	<hr/>
TOTAL INCOME	\$ 18,600
COST OF GOODS SOLD	-
	<hr/>
GROSS PROFIT	\$ 18,600
EXPENSE	
RENT	2,750
PHONE/UTILITIES	490
SALARIES	21,490
BANK CHARGES	38
EQUIPMENT REPAIR	
CONSULTING EXPENSE	-
INSURANCE	366
TRAVEL	940
OFFICE EXPENSE	332
MEALS EXPENSE	670
LEGAL EXPENSE	9,100
OTHER EXPENSE	-
	<hr/>
TOTAL OPERATING EXPENSES	36,176
NET OPERATING INCOME (EBDIT)	(17,576)
OTHER EXPENSES	
DEPRECIATION	104
INTEREST	
	<hr/>
NET ORDINARY INCOME	\$ (17,680)

THE KILEY GROUP INC.
BALANCE SHEET
FOR PERIOD ENDING 03/31/2011
(UNAUDITED)

ASSETS

CASH	\$	4,970
ACCOUNTS RECEIVABLE	\$	30,000
ROYALTIES RECEIVABLE	\$	650
PREPAID EXPENSES	\$	-
PROPERTY RIGHTS	\$	-
PROPERTY AND EQUIPMENT LICENSES	\$	2,524
INVESTMENTS	\$	42,500

TOTAL FIXED ASSETS \$ 80,644

LESS DEPRECIATION/AMORTIZATION \$ 1,954

NET FIXED ASSETS \$ 78,690

LIABILITIES AND EQUITY

ACCOUNTS PAYABLE	\$	6,905
NOTES PAYABLE	\$	125,000
OTHER CURRENT LIABILITIES	\$	1,452

TOTAL LIABILITIES \$ 133,357

EQUITY

COMMON STOCK	\$	3,179
PREFERRED STOCK	\$	124,250
PAID IN CAPITAL	\$	2,013,868
RETAINED EARNINGS	\$	(2,195,965)

TOTAL EQUITY \$ (54,667)

TOTAL LIABILITIES AND EQUITY \$ 78,690

THE KILEY GROUP INC.
STATEMENT OF CASH FLOWS
FOR PERIOD ENDING 03/31/2011
(UNAUDITED)

NET CASH OPERATING ACTIVITIES	
NET INCOME	(17,680)
ADJUSTMENT TO RECONCILE NET INCOME TO CASH	
DEPRECIATION/AMORTIZATION	104
ALLOWANCE FOR DOUBTFUL ACCTS.	-
STOCK BASED COMPENSATION	-
SALES RETURNS	-
CHANGES IN ASSETS AND LIABILITIES	
ACCOUNTS RECEIVABLE	(11,500)
OTHER RECEIVABLES	(150)
INVENTORIES	-
PREPAID AND OTHER CURRENT ASSETS	-
ACCOUNTS PAYABLES	6,314
NOTES AND OTHER PAYABLES	9
NET CASH FROM OPERATING ACTIVITIES	(5,223)
CASH FLOW FROM INVESTING ACTIVITIES	-
CASH FLOWS FROM FINANCING ACTIVITIES	22,962
NET INCREASE/DECREASE IN CASH	59
CASH BEGINNING OF PERIOD	4,911
CASH END OF PERIOD	4,970

THE KILEY GROUP INC.
STATEMENT OF STOCKHOLDER EQUITY
FOR PERIOD ENDING 03/31/2011
(UNAUDITED)

STATEMENT OF STOCKHOLDER EQUITY
PERIOD ENDING 03/31/2011

	PAR VALUE .01 PREFERRED A STOCK	PAR VALUE .01 PREFERRED B STOCK	PAR VALUE .000001 COMMON STOCK	ADDITIONAL PAID IN CAPITAL	RETAINED EARNINGS	TOTAL
BALANCES AT BEGINNING OF PERIOD	-	124,250	3,029	1,991,054	(2,178,285)	(59,952)
STOCK ISSUED	-	-	150	22,814		
NET INCOME FOR 1ST QRT 2001					(17,680)	
TOTALS		124,250	3,179	2,013,868	(2,195,965)	(54,667)

The Kiley Group, Inc.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
March 31, 2011

(UNAUDITED)

Basis of presentation

The unaudited consolidated financial statements have been prepared by The Kiley Group, Inc. (the Company). The information furnished herein reflects all adjustments (consisting of normal recurring accruals and adjustments) which are, in the opinion of management, necessary to fairly present the operating results for the respective periods.

Organization and line of business

The name of the Issuer is: The Kiley Group, Inc. The Issuer was organized under the laws of the State of Delaware and was incorporated on March 6, 1997 as Utilicore Corporation. On February 7, 2001 Utilicore Corporation filed an Amendment to its Articles of Incorporation to change its name to Bezenet, Inc.; on January 27, 2003 the Issuer filed an Amendment to its Articles of Incorporation to change its name to Stanford and Morrison; on October 15, 2004 the Issuer filed an Amendment to its Articles of Incorporation to change its name back to Bezenet, Inc.; and on November 1, 2007 the Issuer filed an Amendment to its Articles of Incorporation to change its name to Allarae HealthCare, Inc. On September 15, 2008 the Issuer filed an Amendment of Incorporation to change its name to MP2 Technologies, Inc. On October 23, 2009 a name change and reverse split became effective that changed the name of the company to The Kiley Group, Inc.

The Company is currently a development stage company under the as defined by Statement of Financial Accounting Standards ("SFAS") No. 7 *Accounting and Reporting by Development Stage Enterprises*. The accompanying financial information has been prepared in accordance with accounting principles generally accepted in the United States of America (US GAAP)

Use of estimates

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

Fair value of financial instruments

For certain of the Company's financial instruments, including cash and cash equivalents, accounts payable and accrued expenses, the carrying amounts approximate fair value due to their short maturities.

Cash and cash equivalents

For purposes of the statements of cash flows, the Company defines cash equivalents as all highly liquid debt instruments purchased with a maturity of three months or less.

Furniture and equipment

Furniture and equipment are stated at cost and are depreciated using the straight-line method over their estimated useful lives of 3-7 years.

Revenue recognition

The Company applies the guidance within SEC Staff Accounting Bulletin No. 104, Revenue Recognition in Financial Statements (SAB 104) to determine when to properly recognize revenue. SAB 104 states that revenue generally is realized or realizable and earned when persuasive evidence of an arrangement exists, services have been rendered, the seller's price to the buyer is fixed or determinable and collectability is reasonably assured.

Leases

The Company's office leases are treated as current operating expenses.

Foreign currency translation

The Company's reporting currency is the US dollar (USD).

EXHIBIT 2

THE KILEY GROUP INC.
INCOME STATEMENT
FOR PERIOD ENDING 12/31/2009
(UNAUDITED)

		THRU PERIOD ENDING 12/31/09
INCOME		
SALES	\$	42,159
OTHER INCOME	\$	150
TOTAL INCOME	\$	42,309
COST OF GOODS SOLD	\$	52,100
GROSS PROFIT	\$	(9,791)
EXPENSE		
RENT	\$	6,500
SALARIES	\$	200,750
BANK CHARGES	\$	1,998
EQUIPMENT REPAIR	\$	594
CONSULTING EXPENSE	\$	350,000
INSURANCE	\$	2,000
TRAVEL	\$	23,555
OFFICE EXPENSE	\$	6,575
MEALS EXPENSE	\$	3,510
LEGAL EXPENSE	\$	32,590
OTHER EXPENSE	\$	16,000
TOTAL OPERATING EXPENSES	\$	644,072
NET OPERATING INCOME (EBDIT)	\$	(653,863)
OTHER EXPENSES		
DEPRECIATION	\$	2,184
INTEREST	\$	40,000
NET ORDINARY INCOME	\$	(696,047)

THE KILEY GROUP INC.
BALANCE SHEET
FOR PERIOD ENDING 12/31/2009
(UNAUDITED)

	<u>THRU</u> <u>PERIOD ENDING</u> <u>12/31/09</u>
ASSETS	
CASH	505
ACCOUNTS RECEIVABLE	5,000
ROYALTIES RECEIVABLE	-
PREPAID EXPENSES	150
PROPERTY RIGHTS	200,000
PROPERTY AND EQUIPMENT	-
LICENSES	450,000
INVESTMENTS	-
TOTAL FIXED ASSETS	655,655
LESS DEPRECIATION/AMORTIZATION	-
NET FIXED ASSETS	655,655
 LIABILITIES AND EQUITY	
ACCOUNTS PAYABLE	684
NOTES PAYABLE	525,000
OTHER CURRENT LIABILITIES	-
TOTAL LIABILITIES	525,684
 EQUITY	
COMMON STOCK	251,450
PREFERRED STOCK	48
PAID IN CAPITAL	457,180
RETAINED EARNINGS	(578,707)
TOTAL EQUITY	129,971
TOTAL LIABILITIES AND EQUITY	655,655

THE KILEY GROUP INC.
STATEMENT OF CASH FLOWS
FOR PERIOD ENDING 12/31/2009
(UNAUDITED)

NET CASH OPERATING ACTIVITIES	
NET INCOME	(696,047)
ADJUSTMENT TO RECONCILE NET INCOME TO CASH	
DEPRECIATION/AMORTIZATION	2,184
ALLOWANCE FOR DOUBTFUL ACCTS.	-
STOCK BASED COMPENSATION	-
SALES RETURNS	(245,000)
CHANGES IN ASSETS AND LIABILITIES	
ACCOUNTS RECEIVABLE	245,000
OTHER RECEIVABLES	
INVENTORIES	
PREPAID AND OTHER CURRENT ASSETS	(150)
ACCOUNTS PAYABLES	(132,116)
NOTES AND OTHER PAYABLES	<u>449,000</u>
NET CASH FROM OPERATING ACTIVITIES	(377,129)
CASH FLOW FROM INVESTING ACTIVITIES	-
CASH FLOWS FROM FINANCING ACTIVITIES	<u>377,144</u>
NET INCREASE/DECREASE IN CASH	15
CASH BEGINNING OF PERIOD	490
CASH END OF PERIOD	<u><u>505</u></u>

THE KILEY GROUP INC.
STATEMENT OF STOCKHOLDER EQUITY
FOR PERIOD ENDING 12/31/2009
(UNAUDITED)

		PAR VALUE 1.00 PREFERRED B STOCK	PAR VALUE .001 COMMON STOCK	ADDITIONAL PAID IN CAPITAL	RETAINED EARNINGS	TOTAL
BALANCES AT BEGINNING OF PERIOD		48,000	21,922	54,428	117,340	241,690
STOCK ISSUED	1/15/2009	-	14,750	304,165		
1 FOR 1000 STOCK SPLIT NOVEMBER 2009	CANCELLED STOCK		(36,635)			
STOCK ISSUED	4TH QRT		251,413	98,587		
NET INCOME FOR	12/31/2009				(696,047)	
TOTALS		48	251,450	457,180	(578,707)	129,971

The Kiley Group, Inc.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2009
(UNAUDITED)

Basis of presentation

The unaudited consolidated financial statements have been prepared by The Kiley Group, Inc. (the Company). The information furnished herein reflects all adjustments (consisting of normal recurring accruals and adjustments) which are, in the opinion of management, necessary to fairly present the operating results for the respective periods.

Organization and line of business

The name of the Issuer is: The Kiley Group, Inc. The Issuer was organized under the laws of the State of Delaware and was incorporated on March 6, 1997 as Utilicore Corporation. On February 7, 2001 Utilicore Corporation filed an Amendment to its Articles of Incorporation to change its name to Bezenet, Inc.; on January 27, 2003 the Issuer filed an Amendment to its Articles of Incorporation to change its name to Stanford and Morrison; on October 15, 2004 the Issuer filed an Amendment to its Articles of Incorporation to change its name back to Bezenet, Inc.; and on November 1, 2007 the Issuer filed an Amendment to its Articles of Incorporation to change its name to Allarae HealthCare, Inc. On September 15, 2008 the Issuer filed an Amendment of Incorporation to change its name to MP2 Technologies, Inc. On October 23, 2009 a name change and reverse split became effective that changed the name of the company to The Kiley Group, Inc.

Use of estimates

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

Fair value of financial instruments

For certain of the Company's financial instruments, including cash and cash equivalents, accounts payable and accrued expenses, the carrying amounts approximate fair value due to their short maturities.

Cash and cash equivalents

For purposes of the statements of cash flows, the Company defines cash equivalents as all highly liquid debt instruments purchased with a maturity of three months or less.

Furniture and equipment

Furniture and equipment are stated at cost and are depreciated using the straight-line method over their estimated useful lives of 3-7 years.

Revenue recognition

The Company applies the guidance within SEC Staff Accounting Bulletin No. 104, Revenue Recognition in Financial Statements (SAB 104) to determine when to properly recognize revenue. SAB 104 states that revenue generally is realized or realizable and earned when persuasive evidence of an arrangement exists, services have been rendered, the seller's price to the buyer is fixed or determinable and collectability is reasonably assured.

Leases

The Company's office leases are treated as current operating expenses.

Foreign currency translation

The Company's reporting currency is the US dollar (USD).

THE KILEY GROUP INC.
INCOME STATEMENT
FOR PERIOD ENDING 12/31/2010
(UNAUDITED)

	PERIOD ENDING 12/31/10
INCOME	
SALES	\$ 18,500
ROYALTIES	\$ 1,725
GAIN/LOSS ON INVESTMENTS	\$ (1,500,000)
	\$ (1,479,775)
TOTAL INCOME	\$ (1,479,775)
COST OF GOODS SOLD	\$ -
GROSS PROFIT	\$ (1,479,775)
EXPENSE	
RENT	\$ 6,000
PHONE/UTILITIES	\$ 1,728
SALARIES	\$ 80,588
BANK CHARGES	\$ 118
EQUIPMENT REPAIR	\$ -
CONSULTING EXPENSE	\$ 25,000
INSURANCE	\$ -
TRAVEL	\$ 500
OFFICE EXPENSE	\$ 150
MEALS EXPENSE	\$ 920
LEGAL EXPENSE	\$ 4,500
OTHER EXPENSE	\$ 247
	\$ 119,751
TOTAL OPERATING EXPENSES	\$ 119,751
NET OPERATING INCOME (EBDIT)	\$ (1,599,526)
OTHER EXPENSES	
DEPRECIATION	\$ 52
INTEREST	\$ -
	\$ -
NET ORDINARY INCOME	\$ (1,599,578)

THE KILEY GROUP INC.
BALANCE SHEET
FOR PERIOD ENDING 12/31/2010
(UNAUDITED)

		PERIOD ENDING 12/31/10
ASSETS		
CASH	\$	4,911
ACCOUNTS RECEIVABLE	\$	18,500
ROYALTIES RECEIVABLE	\$	500
PREPAID EXPENSES	\$	-
PROPERTY RIGHTS	\$	-
PROPERTY AND EQUIPMENT LICENSES	\$	2,524
INVESTMENTS	\$	42,500
TOTAL FIXED ASSETS	\$	68,935
LESS DEPRECIATION/AMORTIZATION	\$	1,852
NET FIXED ASSETS	\$	67,083
LIABILITIES AND EQUITY		
ACCOUNTS PAYABLE	\$	591
NOTES PAYABLE	\$	125,000
OTHER CURRENT LIABILITIES	\$	1,443
TOTAL LIABILITIES	\$	127,034
EQUITY		
COMMON STOCK	\$	3,029
PREFERRED STOCK	\$	124,250
PAID IN CAPITAL	\$	1,991,054
RETAINED EARNINGS	\$	(2,178,285)
TOTAL EQUITY	\$	(59,952)
TOTAL LIABILITIES AND EQUITY	\$	67,083

THE KILEY GROUP INC.
STATEMENT OF CASH FLOWS
FOR PERIOD ENDING 12/31/2010
(UNAUDITED)

NET CASH OPERATING ACTIVITIES

NET INCOME	(1,599,578)
ADJUSTMENT TO RECONCILE NET INCOME TO CASH	
DEPRECIATION/AMORTIZATION	52
ALLOWANCE FOR DOUBTFUL ACCTS.	
STOCK BASED COMPENSATION	
SALES RETURNS	
CHANGES IN ASSETS AND LIABILITIES	
ACCOUNTS RECEIVABLE	(13,500)
OTHER RECEIVABLES	(3,250)
INVENTORIES	-
PREPAID AND OTHER CURRENT ASSETS	150
ACCOUNTS PAYABLES	(93)
NOTES AND OTHER PAYABLES	(398,557)
NET CASH FROM OPERATING ACTIVITIES	(2,011,526)
CASH FLOW FROM INVESTING ACTIVITIES	
CASH FLOWS FROM FINANCING ACTIVITIES	2,015,931
NET INCREASE/DECREASE IN CASH	4,406
CASH BEGINNING OF PERIOD	505
CASH END OF PERIOD	4,911

THE KILEY GROUP INC.
STATEMENT OF STOCKHOLDER EQUITY
FOR PERIOD ENDING 12/31/2010
(UNAUDITED)

	PAR VALUE .01 PREFERRED A STOCK	PAR VALUE .01 PREFERRED B STOCK	PAR VALUE .000001 COMMON STOCK	ADDITIONAL PAID IN CAPITAL	RETAINED EARNINGS	TOTAL
BALANCES AT BEGINNING OF PERIOD	-	48	251,450	457,180	(578,707)	129,971
PAR VALUE .001						
1 FOR 250 STOCK SPLIT CANCELLED STOCK		-	(250,444)			
STOCK ISSUED	-	-	450	1,508,874		
CHANGE IN PAR VALUE .000001						
1 FOR 2000 STOCK SPLIT CANCELLED STOCK	-		(1,450)			
STOCK ISSUED	-	124,202	3,023	25,000		
NET INCOME FOR 2010					(1,599,578)	
TOTALS	-	124,250	3,029	1,991,054	(2,178,285)	(59,952)

The Kiley Group, Inc.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2010

(UNAUDITED)

Basis of presentation

The unaudited consolidated financial statements have been prepared by The Kiley Group, Inc. (the Company). The information furnished herein reflects all adjustments (consisting of normal recurring accruals and adjustments) which are, in the opinion of management, necessary to fairly present the operating results for the respective periods.

Organization and line of business

The name of the Issuer is: The Kiley Group, Inc. The Issuer was organized under the laws of the State of Delaware and was incorporated on March 6, 1997 as Utilicore Corporation. On February 7, 2001 Utilicore Corporation filed an Amendment to its Articles of Incorporation to change its name to Bezenet, Inc.; on January 27, 2003 the Issuer filed an Amendment to its Articles of Incorporation to change its name to Stanford and Morrison; on October 15, 2004 the Issuer filed an Amendment to its Articles of Incorporation to change its name back to Bezenet, Inc.; and on November 1, 2007 the Issuer filed an Amendment to its Articles of Incorporation to change its name to Allarae HealthCare, Inc. On September 15, 2008 the Issuer filed an Amendment of Incorporation to change its name to MP2 Technologies, Inc. On October 23, 2009 a name change and reverse split became effective that changed the name of the company to The Kiley Group, Inc.

The Company is currently a development stage company under the as defined by Statement of Financial Accounting Standards ("SFAS") No. 7 *Accounting and Reporting by Development Stage Enterprises*. The accompanying financial information has been prepared in accordance with accounting principles generally accepted in the United States of America (US GAAP)

Use of estimates

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

Fair value of financial instruments

For certain of the Company's financial instruments, including cash and cash equivalents, accounts payable and accrued expenses, the carrying amounts approximate fair value due to their short maturities.

Cash and cash equivalents

For purposes of the statements of cash flows, the Company defines cash equivalents as all highly liquid debt instruments purchased with a maturity of three months or less.

Furniture and equipment

Furniture and equipment are stated at cost and are depreciated using the straight-line method over their estimated useful lives of 3-7 years.

Revenue recognition

The Company applies the guidance within SEC Staff Accounting Bulletin No. 104, Revenue Recognition in Financial Statements (SAB 104) to determine when to properly recognize revenue. SAB 104 states that revenue generally is realized or realizable and earned when persuasive evidence of an arrangement exists, services have been rendered, the seller's price to the buyer is fixed or determinable and collectability is reasonably assured.

Leases

The Company's office leases are treated as current operating expenses.

Foreign currency translation

The Company's reporting currency is the US dollar (USD).

EXHIBIT 3

CERTIFICATE OF INCORPORATION
OF
UTILICORE CORPORATION

* * * * *

1. The name of the corporation is UTILICORE CORPORATION
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of stock which the corporation shall have authority to issue is Three Thousand (3,000) and the par value of each of such shares is One Cent (\$.01) amounting in the aggregate to Thirty Dollars (\$30.00).

The holders of Common shares shall, upon the issuance or sale of shares of stock of any class (whether now or hereafter authorized) or any securities convertible into such stock, have the right, during such period of time and on such conditions as

the board of directors shall prescribe, to subscribe to and purchase such shares or securities in proportion to their respective holdings of Common Shares, at such price or prices as the board of directors may from time to time fix and as may be permitted by law.

5. The name and mailing address of each incorporator is as follows:

Laura J. Vitalo

Corporation Trust Center, 1209
Orange Street, Wilmington,

The name and mailing address of each person who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

David Bednarsh

2155 Main Street
Sarasota Florida 34237

6. The corporation shall exist perpetually.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation. To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The by-laws may provide that in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors, or in the by-laws of the corporation, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the by-laws of the corporation; and, unless the resolution or by-laws expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of

stock.

When and as authorized by the stockholders in accordance with law, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide. Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this

corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

10. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary

damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit.

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 6th day of March, 1997.

Laura J. Vitalo
Laura J. Vitalo

**STATE OF DELAWARE CERTIFICATE OF
AMENDMENT OF CERTIFICATE OF
INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of The Kiley Group, Inc. was held on June 28, 2010.

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "ARTICLE IV" so that, as amended, said Article shall be and read as follows:

The total number of shares which the Corporation shall have the authority to issue shall be 5,060,000,000 shares. The classes and the aggregate number of shares of stock of each class which this corporation shall have authority to issue are as follows:

(i) 5,000,000,000 shares of Common Stock, par value \$.000001,

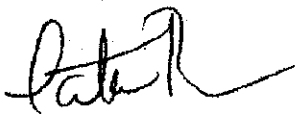
(ii) 60,000,000 shares of Preferred Stock, \$.001 par value per share, with such rights, privileges, restrictions and preferences as the Board of Directors may authorize from time to time. 10,000,000 shares of Series A Preferred Stock shall be authorized and 50,000,000 shares of Series B Preferred Stock shall be authorized.

(iii) The Board of Directors is hereby authorized to cause shares of Common and Preferred Stock to be issued from time to time for such consideration as may be fixed from time to time by the Board of Directors or by way of stock split pro rata to the holders of the Common and Preferred Stock. The Board of Directors may also determine the proportion of the proceeds received from the sale of such stock which shall be credited upon the books of the Corporation to capital or capital surplus.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment. **THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

*State of Delaware
Secretary of State
Division of Corporations
Delivered 10:28 AM 07/12/2010
FILED 10:28 AM 07/12/2010
SRV 100732037 - 2725639 FILE*

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed
this day 12th day of July, 2010.

By: 
Authorized Officer

Title: PRESIDENT

Name: PATRICK THOMAS
Print or Type

Delaware

PAGE 1

The First State

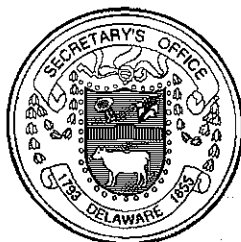
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE KILEY GROUP, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF JULY, A.D. 2010, AT 10:28 O'CLOCK A.M.

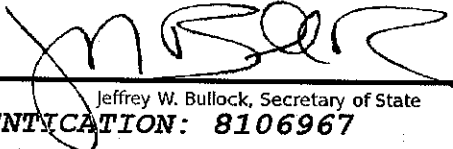
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE SUSSEX COUNTY RECORDER OF DEEDS.

2725639 8100

100732037

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8106967

DATE: 07-12-10

BYLAWS
OF
THE KILEY GROUP, INC.
ARTICLE I - OFFICES

Section 1. Principal Office. The principal office for the transaction of the business of the corporation in Texas is hereby fixed and located at 17101 Preston Rd., Suite 210 Dallas, TX 75248. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in said county. Any such change shall be noted in the Bylaws by the Secretary, opposite this section, or this section may be amended to state the new location. As used herein and through these Bylaws, the term "principal office" shall not necessarily be deemed to refer to the Corporation's registered office, although it may be the same location as the Corporation's registered office.

Section 2. Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the Corporation is qualified to do business or the business of the Corporation may require.

ARTICLE II - MEETINGS OF THE SHAREHOLDERS

Section 1. Place of Meetings. All annual meetings of shareholders and all other meetings of shareholders shall be held either at the principal office of the Corporation or at any other place within or without the State of Texas as may be designated either by the Board of Directors pursuant to authority hereinafter granted to said Board or by the written consent of the shareholder entitled to vote at such meeting holding at least a majority of such shares. Such vote may be given either before or after the meeting and filed with the Secretary of the Corporation.

Section 2. Annual Meetings. The annual meetings of shareholders shall be held on: the first Thursday in the month of December in each year, beginning with the year 2008, provided, however, that should said day fall on a legal holiday, then any such annual meeting of shareholders shall be held at the same time and place on the next day thereafter ensuing which is a full business day. Any such annual meeting may be held at any other time, which may be designated in a resolution by the Board of Directors or by the written consent of the shareholders entitled to vote at such meeting holding at least a majority of such shares. At such annual meeting, directors shall be elected, reports of the affairs of the Corporation shall be considered, and any other business may be transacted which is within the powers of the shareholders to transact and which may be properly brought before the meeting.

Written notice of each annual meeting shall be given to each shareholder entitled to vote (unless such call and notice is waived by the unanimous consent of the shareholders), either personally or by mail or other means of written communication, charges prepaid,

addressed to such shareholder at his address appearing on the books of the Corporation or given by him to the Corporation for the purpose of notice. If a shareholder gives no address, notice shall be deemed to have been given him if sent by mail or other means of written communication addressed to the place where the principal office of the Corporation is situated, or if published at least once in some newspaper of general circulation in the county in which said office is located. All such notices shall be sent to each shareholder entitled thereto not less than ten (10) nor more than sixty (60) days before each annual meeting. Such notices shall specify the place, the day and the hour of such meeting and shall state such other matters, if any, as may be expressly required by statute.

Section 3. Special Meetings. Special meetings of the shareholders for any purpose or purposes, unless otherwise prescribed by statute, may be called at any time by the President, or by resolution of the Board of Directors, or by one or more shareholders holding not less than one-third (1/3) of the issued and outstanding voting shares of the Corporation, or such meeting may be held at any time without call or notice upon unanimous consent of the shareholders. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner and pursuant to the same notice provisions as for annual meetings of shareholders. Notices of any special meeting shall state, in addition to the place, day and hour of such meeting, the purpose or purposes of the meeting. Business transacted at any special meeting of the shareholders shall be limited to the purposes stated in the notice.

Section 4. Voting List. The officer who has charge of the stock ledger of the Corporation shall, before each shareholders' meeting, prepare a list of all persons entitled to represent shares at such meeting, arranging the names alphabetically, with the addresses of each shareholder and the number of shares entitled to be voted by each shareholder set forth opposite their respective names. Such list and the share ledger, or a true and correct copy thereof, shall be open to the examination of any shareholder, for any purpose germane to the meeting, during regular business hours, for a period of at least ten (10) days immediately preceding the convening of said shareholders' meeting and until the close of such meeting and they shall be subject to inspection at any time during such period by any shareholder or person representing a shareholder. The list and share ledger shall be open for examination at the place specified in the notice where said meeting is to be held.

Section 5. Quorum. The holders of a majority of the stock issued and outstanding and entitled to vote at a meeting, whether present in person or represented by proxy, shall constitute a quorum at all meetings of the shareholders for the transaction of business, except as otherwise provided by statute or the Certificate of Incorporation of the Corporation. When a quorum is present at any meeting, a majority of the shares represented thereat and entitled to vote thereat shall decide any question brought before such meeting. The shareholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

Section 6. Adjourned Meeting and Notice Thereof. Any shareholders' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the shares, the holders of which are either present in person or represented by proxy thereat, but in the absence of a quorum no other business may be transacted at such meeting. When any shareholders' meeting, either annual or special, is adjourned for thirty (30) days or more, or if after the adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as aforesaid, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than by announcement at the meeting at which such adjournment is taken.

Section 7. Reorganization. The President shall call the meeting of shareholders to order and shall act as Chairman of such meetings unless the shareholders present should designate another person as Chairman. The Secretary of the Corporation shall act as Secretary at all meetings of shareholders, but in the event of his absence or failure to act, the Chairman shall appoint another person to act as Secretary Pro Tem.

Section 8. Order of Business. The order of business at the annual meeting, and so far as practicable at all other meetings of the shareholders, shall be as follows:

- (1) Calling meeting to order;
- (2) Calling of roll and checking proxies;
- (3) Proof of notice of meeting;
- (4) Reading of any unapproved minutes;
- (5) Reports of officers;
- (6) Reports of committees;
- (7) Election of directors;
- (8) Unfinished business;
- (9) New business; and
- (10) Adjournment.

Section 9. Voting. At each meeting of the shareholders, each shareholder having the right to vote shall be entitled to vote in person or by proxy appointed by an instrument in writing, subscribed by such shareholder and bearing a date not more than three (3) years prior to said meeting, unless said instrument provides definitely for a longer period. Each stockholder shall have one (1) vote for each share of stock having voting power, registered in his name on the books of the Corporation, except that the Board of Directors may fix a time, not more than sixty (60) days nor less than ten (10) days preceding the date of any meeting of shareholders as a record date for the determination of the shareholders entitled to notice of and to vote at such meeting, and in such case only registered shareholders on the date so fixed shall be entitled to notice of such meeting, notwithstanding any transfer of any shares on the books of the Corporation after any record date so fixed. The Board of Directors may close the books of the Corporation against any transfers of shares during any shareholders' meeting or during any adjournment thereof; and the Board of Directors may close the books against any

transfers of shares during the whole or any part of the period during which the books may be closed under the provisions of this paragraph. Upon the demand of any stockholder, the vote for directors and the vote upon any question before the meeting shall be by ballot. All elections shall be had and all questions decided by a majority vote.

Section 10. Consent of Absentees. The transaction of any meeting of shareholders, either annual or special, however called and noticed, shall be as valid as though had as a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person, or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consent or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. If a shareholder does not receive notice of a meeting, but attends and participates in the meeting, he shall be deemed to have waived notice of the meeting.

Section 11. Action Without Meeting. Any action which, under provisions of the laws of the State of Delaware or under the provisions of the Articles of Incorporation or under these Bylaws may be taken at a meeting of the shareholders, may be taken without a meeting if a record or memorandum thereof be made in writing and signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Such record or memorandum shall be filed with the Secretary of the Corporation and made a part of the corporate records. Notice of the taking of such action, if by less than unanimous written consent, shall be given within five (5) days of the taking of such action to those shareholders who have not consented in writing.

Section 12. Proxies. Any shareholder entitled to vote or execute consents shall have the right to do so either in person or by one or more agents authorized by proxy. The appointment of a proxy shall be in writing and signed by the shareholder but shall require no other attestation and shall be filed with the Secretary of the Corporation at or prior to the meeting. In no event shall a proxy be appointed for a period of more than seven (7) years. If any shareholder appoints two or more persons to act as proxies and if the instrument does not otherwise provide, then a majority of such persons present at the meeting, or if only one shall be present, then that one shall have and may exercise all of the power conferred by such instrument upon all of the persons so appointed; and if such proxies be equally divided as to the right and manner of voting in any particular case, the vote shall be divided among the proxies. Any person holding shares in a representative or fiduciary capacity which he may represent in person may represent the same by proxy and confer general or discretionary power upon such a proxy. The authority of a proxy if not coupled with an interest may be terminated at will. Unless otherwise provided in the appointment, the proxy's authority shall cease eleven (11) months after the appointment. The termination of a proxy's authority by act of the shareholder shall, subject to the time limitation herein set forth, be ineffective until written notice of the termination has been given to the Secretary of the Corporation. Unless otherwise provided therein, an

appointment filed with the Secretary shall have the effect of revoking all proxy appointments of prior date. A proxy's authority shall not be revoked by the death or incapacity of the maker unless before the vote is cast or the authority is exercised, written notice of such death or incapacity is given to the Corporation.

Section 13. Inspectors of Election. In advance of any meeting of shareholders, the Board of Directors may appoint Inspectors of Election to act at such meeting or any adjournment thereof. If Inspectors of Election be not so appointed, the Chairman of any such meeting may, and on the request of any shareholder or his proxy shall, make such appointment at the meeting. The number of inspectors shall be either one or three. If appointed at a meeting on the request of one or more shareholders or proxies, the majority of shares present shall determine whether one or three inspectors are to be appointed. In case any person appointed as inspector fails or refuses to act, the vacancy may be filled by appointment by the Board of Directors in advance of the meeting, or at the meeting by the Chairman. An inspector need not be a shareholder of the Corporation, but no person who is a candidate for office of the Corporation shall act as an inspector.

The duties of such inspectors shall include: determining the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum, the authenticity, validity and effect of proxies; receiving votes, ballots or consents; hearing and determining all challenges and questions in any way arising in connection with the right to vote; counting and tabulating all votes or consents; determining the result and such acts as may be proper to conduct the election or vote with fairness to all shareholders.

ARTICLE III - DIRECTORS

Section 1. Powers. Subject to limitations of the Articles of Incorporation, of the Bylaws and of the laws of the State of Delaware as to action to be authorized or approved by the shareholders, and subject to the duties of directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. Without prejudice to such general power, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers, to-wit:

First: To select and remove all officers, agents and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the Bylaws, fix their compensation and require from them security for faithful service.

Second: To conduct, manage and control the affairs and business of the Corporation, and to make such rules and regulations therefore not inconsistent with law, or with the Articles of Incorporation or the Bylaws, as they may deem best.

BYLAWS
OF
THE KILEY GROUP, INC.
ARTICLE I - OFFICES

Section 1. Principal Office. The principal office for the transaction of the business of the corporation in Texas is hereby fixed and located at 17101 Preston Rd., Suite 210 Dallas, TX 75248. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in said county. Any such change shall be noted in the Bylaws by the Secretary, opposite this section, or this section may be amended to state the new location. As used herein and through these Bylaws, the term "principal office" shall not necessarily be deemed to refer to the Corporation's registered office, although it may be the same location as the Corporation's registered office.

Section 2. Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the Corporation is qualified to do business or the business of the Corporation may require.

ARTICLE II - MEETINGS OF THE SHAREHOLDERS

Section 1. Place of Meetings. All annual meetings of shareholders and all other meetings of shareholders shall be held either at the principal office of the Corporation or at any other place within or without the State of Texas as may be designated either by the Board of Directors pursuant to authority hereinafter granted to said Board or by the written consent of the shareholder entitled to vote at such meeting holding at least a majority of such shares. Such vote may be given either before or after the meeting and filed with the Secretary of the Corporation.

Section 2. Annual Meetings. The annual meetings of shareholders shall be held on: the first Thursday in the month of December in each year, beginning with the year 2008, provided, however, that should said day fall on a legal holiday, then any such annual meeting of shareholders shall be held at the same time and place on the next day thereafter ensuing which is a full business day. Any such annual meeting may be held at any other time, which may be designated in a resolution by the Board of Directors or by the written consent of the shareholders entitled to vote at such meeting holding at least a majority of such shares. At such annual meeting, directors shall be elected, reports of the affairs of the Corporation shall be considered, and any other business may be transacted which is within the powers of the shareholders to transact and which may be properly brought before the meeting.

Written notice of each annual meeting shall be given to each shareholder entitled to vote (unless such call and notice is waived by the unanimous consent of the shareholders), either personally or by mail or other means of written communication, charges prepaid,

addressed to such shareholder at his address appearing on the books of the Corporation or given by him to the Corporation for the purpose of notice. If a shareholder gives no address, notice shall be deemed to have been given him if sent by mail or other means of written communication addressed to the place where the principal office of the Corporation is situated, or if published at least once in some newspaper of general circulation in the county in which said office is located. All such notices shall be sent to each shareholder entitled thereto not less than ten (10) nor more than sixty (60) days before each annual meeting. Such notices shall specify the place, the day and the hour of such meeting and shall state such other matters, if any, as may be expressly required by statute.

Section 3. Special Meetings. Special meetings of the shareholders for any purpose or purposes, unless otherwise prescribed by statute, may be called at any time by the President, or by resolution of the Board of Directors, or by one or more shareholders holding not less than one-third (1/3) of the issued and outstanding voting shares of the Corporation, or such meeting may be held at any time without call or notice upon unanimous consent of the shareholders. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner and pursuant to the same notice provisions as for annual meetings of shareholders. Notices of any special meeting shall state, in addition to the place, day and hour of such meeting, the purpose or purposes of the meeting. Business transacted at any special meeting of the shareholders shall be limited to the purposes stated in the notice.

Section 4. Voting List. The officer who has charge of the stock ledger of the Corporation shall, before each shareholders' meeting, prepare a list of all persons entitled to represent shares at such meeting, arranging the names alphabetically, with the addresses of each shareholder and the number of shares entitled to be voted by each shareholder set forth opposite their respective names. Such list and the share ledger, or a true and correct copy thereof, shall be open to the examination of any shareholder, for any purpose germane to the meeting, during regular business hours, for a period of at least ten (10) days immediately preceding the convening of said shareholders' meeting and until the close of such meeting and they shall be subject to inspection at any time during such period by any shareholder or person representing a shareholder. The list and share ledger shall be open for examination at the place specified in the notice where said meeting is to be held.

Section 5. Quorum. The holders of a majority of the stock issued and outstanding and entitled to vote at a meeting, whether present in person or represented by proxy, shall constitute a quorum at all meetings of the shareholders for the transaction of business, except as otherwise provided by statute or the Certificate of Incorporation of the Corporation. When a quorum is present at any meeting, a majority of the shares represented thereat and entitled to vote thereat shall decide any question brought before such meeting. The shareholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

Section 6. Adjourned Meeting and Notice Thereof. Any shareholders' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the shares, the holders of which are either present in person or represented by proxy thereat, but in the absence of a quorum no other business may be transacted at such meeting. When any shareholders' meeting, either annual or special, is adjourned for thirty (30) days or more, or if after the adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as aforesaid, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than by announcement at the meeting at which such adjournment is taken.

Section 7. Reorganization. The President shall call the meeting of shareholders to order and shall act as Chairman of such meetings unless the shareholders present should designate another person as Chairman. The Secretary of the Corporation shall act as Secretary at all meetings of shareholders, but in the event of his absence or failure to act, the Chairman shall appoint another person to act as Secretary Pro Tem.

Section 8. Order of Business. The order of business at the annual meeting, and so far as practicable at all other meetings of the shareholders, shall be as follows:

- (1) Calling meeting to order;
- (2) Calling of roll and checking proxies;
- (3) Proof of notice of meeting;
- (4) Reading of any unapproved minutes;
- (5) Reports of officers;
- (6) Reports of committees;
- (7) Election of directors;
- (8) Unfinished business;
- (9) New business; and
- (10) Adjournment.

Section 9. Voting. At each meeting of the shareholders, each shareholder having the right to vote shall be entitled to vote in person or by proxy appointed by an instrument in writing, subscribed by such shareholder and bearing a date not more than three (3) years prior to said meeting, unless said instrument provides definitely for a longer period. Each stockholder shall have one (1) vote for each share of stock having voting power, registered in his name on the books of the Corporation, except that the Board of Directors may fix a time, not more than sixty (60) days nor less than ten (10) days preceding the date of any meeting of shareholders as a record date for the determination of the shareholders entitled to notice of and to vote at such meeting, and in such case only registered shareholders on the date so fixed shall be entitled to notice of such meeting, notwithstanding any transfer of any shares on the books of the Corporation after any record date so fixed. The Board of Directors may close the books of the Corporation against any transfers of shares during any shareholders' meeting or during any adjournment thereof; and the Board of Directors may close the books against any

transfers of shares during the whole or any part of the period during which the books may be closed under the provisions of this paragraph. Upon the demand of any stockholder, the vote for directors and the vote upon any question before the meeting shall be by ballot. All elections shall be had and all questions decided by a majority vote.

Section 10. Consent of Absentees. The transaction of any meeting of shareholders, either annual or special, however called and noticed, shall be as valid as though had as a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person, or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consent or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. If a shareholder does not receive notice of a meeting, but attends and participates in the meeting, he shall be deemed to have waived notice of the meeting.

Section 11. Action Without Meeting. Any action which, under provisions of the laws of the State of Delaware or under the provisions of the Articles of Incorporation or under these Bylaws may be taken at a meeting of the shareholders, may be taken without a meeting if a record or memorandum thereof be made in writing and signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Such record or memorandum shall be filed with the Secretary of the Corporation and made a part of the corporate records. Notice of the taking of such action, if by less than unanimous written consent, shall be given within five (5) days of the taking of such action to those shareholders who have not consented in writing.

Section 12. Proxies. Any shareholder entitled to vote or execute consents shall have the right to do so either in person or by one or more agents authorized by proxy. The appointment of a proxy shall be in writing and signed by the shareholder but shall require no other attestation and shall be filed with the Secretary of the Corporation at or prior to the meeting. In no event shall a proxy be appointed for a period of more than seven (7) years. If any shareholder appoints two or more persons to act as proxies and if the instrument does not otherwise provide, then a majority of such persons present at the meeting, or if only one shall be present, then that one shall have and may exercise all of the power conferred by such instrument upon all of the persons so appointed; and if such proxies be equally divided as to the right and manner of voting in any particular case, the vote shall be divided among the proxies. Any person holding shares in a representative or fiduciary capacity which he may represent in person may represent the same by proxy and confer general or discretionary power upon such a proxy. The authority of a proxy if not coupled with an interest may be terminated at will. Unless otherwise provided in the appointment, the proxy's authority shall cease eleven (11) months after the appointment. The termination of a proxy's authority by act of the shareholder shall, subject to the time limitation herein set forth, be ineffective until written notice of the termination has been given to the Secretary of the Corporation. Unless otherwise provided therein, an

appointment filed with the Secretary shall have the effect of revoking all proxy appointments of prior date. A proxy's authority shall not be revoked by the death or incapacity of the maker unless before the vote is cast or the authority is exercised, written notice of such death or incapacity is given to the Corporation.

Section 13. Inspectors of Election. In advance of any meeting of shareholders, the Board of Directors may appoint Inspectors of Election to act at such meeting or any adjournment thereof. If Inspectors of Election be not so appointed, the Chairman of any such meeting may, and on the request of any shareholder or his proxy shall, make such appointment at the meeting. The number of inspectors shall be either one or three. If appointed at a meeting on the request of one or more shareholders or proxies, the majority of shares present shall determine whether one or three inspectors are to be appointed. In case any person appointed as inspector fails or refuses to act, the vacancy may be filled by appointment by the Board of Directors in advance of the meeting, or at the meeting by the Chairman. An inspector need not be a shareholder of the Corporation, but no person who is a candidate for office of the Corporation shall act as an inspector.

The duties of such inspectors shall include: determining the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum, the authenticity, validity and effect of proxies; receiving votes, ballots or consents; hearing and determining all challenges and questions in any way arising in connection with the right to vote; counting and tabulating all votes or consents; determining the result and such acts as may be proper to conduct the election or vote with fairness to all shareholders.

ARTICLE III - DIRECTORS

Section 1. Powers. Subject to limitations of the Articles of Incorporation, of the Bylaws and of the laws of the State of Delaware as to action to be authorized or approved by the shareholders, and subject to the duties of directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. Without prejudice to such general power, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers, to-wit:

First: To select and remove all officers, agents and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the Bylaws, fix their compensation and require from them security for faithful service.

Second: To conduct, manage and control the affairs and business of the Corporation, and to make such rules and regulations therefore not inconsistent with law, or with the Articles of Incorporation or the Bylaws, as they may deem best.

Third: To change the principal office for the transaction of the business of the Corporation from one location to another within the same county as provided in Article I, Section 1, hereof; to designate any place within or without the State of Texas for the holding of any shareholders' meeting or meetings; and to adopt, make and use a corporate seal, and to prescribe the forms of certificates of stock, and to alter the form of such seal and of such certificates from time to time, as in their judgment they may deem best, provided such seal and such certificates shall at all times comply with the provisions of law.

Fourth: To authorize the issue of shares of stock of the Corporation from time to time, upon such terms as may be lawful, in consideration of money paid, labor done or services actually rendered, debts or securities cancelled, or tangible or intangible property actually received, or in the case of shares issued as a dividend against amounts transferred from surplus to stated capital.

Fifth: To borrow money and incur indebtedness for the purpose of the Corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation or other evidences of debt and securities therefore.

Section 2. Number, Election and Term of Office. The number of directors which shall constitute the whole Board shall be not less than one (12). The shareholders at any annual meeting may determine the number which shall constitute the Board and the number so determined shall remain fixed until changed at a subsequent annual meeting. The directors shall be elected at each annual meeting of the shareholders; however, if any such annual meeting is not held or the directors are not elected thereat, the directors may be elected at any special meeting of shareholders held for that purpose. All directors shall hold office until their respective successors are elected.

Section 3. Qualification. A director need not be a shareholder of the Corporation.

Section 4. Vacancies. Vacancies in the Board of Directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until his successor is elected at an annual or a special meeting of the shareholders. A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors be increased, or if the shareholders fail, at any annual or special meeting of shareholders at which any director or directors are elected, to elect the full authorized number of directors to be voted for at that meeting. The shareholders may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his term of office.

right to make extracts. Demand of inspection other than at a shareholders' meeting shall be made in writing, under oath, upon the President, Secretary or Assistant Secretary of the Corporation at the Corporation's registered or principal office. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a Power of Attorney or such other writing, which authorizes the attorney or other agent to so act on behalf of the shareholder.

Section 5. Dividends. Dividends upon the shares of the capital stock of the Corporation may be declared and paid out of surplus or, if there is no surplus, out of net profits of the Corporation, to the extent permitted by the laws of the State of Delaware, by the Board of Directors in their discretion at any regular or special meeting. Dividends may be paid in cash, in property, or in shares of capital stock.

Before payment of any dividend, there may be set aside out of the funds of the Corporation available for dividends such sum or sums as the directors may from time to time, in their absolute discretion, think proper as a reserve fund to meet contingencies, for equalizing dividends, or for repairing or maintaining any property of the Corporation, or for such other purposes as the directors think conducive to the interests of the Corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

ARTICLE IX - NOTICES

Section 1. Form of Notices. Whenever, under the provisions of these Bylaws, notice is required to be given to any director, officer or shareholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, by depositing the same in the United States Mail, in a postpaid sealed wrapper, addressed to such director, officer or shareholder at such address as appears on the books of the Corporation, or, in default of other address, to such director, officer or shareholder at the general post office in the city where the Corporation's principal office is located, and such notice shall be deemed to be given at the time when the same shall be thus mailed.

Section 2. Waiver of Notice. Any shareholder, director or officer may waive an notice required to be given under these Bylaws by a written waiver signed by the person, or persons, entitled to such notice, whether before or after the time stated therein, and such waiver shall be deemed equivalent to the actual giving of such notice.

ARTICLE X - AMENDMENTS

Section 1. Who May Amend. These Bylaws may be amended, altered, changed or repealed by the affirmative vote of a majority of the shares issued and outstanding, and entitled to vote thereat, at any regular or special meeting of the shareholders if notice of

Third: To change the principal office for the transaction of the business of the Corporation from one location to another within the same county as provided in Article I, Section 1, hereof; to designate any place within or without the State of Texas for the holding of any shareholders' meeting or meetings; and to adopt, make and use a corporate seal, and to prescribe the forms of certificates of stock, and to alter the form of such seal and of such certificates from time to time, as in their judgment they may deem best, provided such seal and such certificates shall at all times comply with the provisions of law.

Fourth: To authorize the issue of shares of stock of the Corporation from time to time, upon such terms as may be lawful, in consideration of money paid, labor done or services actually rendered, debts or securities cancelled, or tangible or intangible property actually received, or in the case of shares issued as a dividend against amounts transferred from surplus to stated capital.

Fifth: To borrow money and incur indebtedness for the purpose of the Corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation or other evidences of debt and securities therefore.

Section 2. Number, Election and Term of Office. The number of directors which shall constitute the whole Board shall be not less than one (12). The shareholders at any annual meeting may determine the number which shall constitute the Board and the number so determined shall remain fixed until changed at a subsequent annual meeting. The directors shall be elected at each annual meeting of the shareholders; however, if any such annual meeting is not held or the directors are not elected thereat, the directors may be elected at any special meeting of shareholders held for that purpose. All directors shall hold office until their respective successors are elected.

Section 3. Qualification. A director need not be a shareholder of the Corporation.

Section 4. Vacancies. Vacancies in the Board of Directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until his successor is elected at an annual or a special meeting of the shareholders. A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors be increased, or if the shareholders fail, at any annual or special meeting of shareholders at which any director or directors are elected, to elect the full authorized number of directors to be voted for at that meeting. The shareholders may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his term of office.

Section 5. Resignations. Any director may resign at any time by giving written notice of his resignation to the Board or Chairman of the Board or the President or the Secretary. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If the Board of Directors accepts the resignation of a director rendered to take effect at a future time, the Board, including the director who has tendered his resignation, shall have power to elect a successor to take office when the resignation is to become effective.

Section 6. Removal. The entire Board of Directors or any individual director may be removed from office with or without cause by vote of shareholders holding a majority of the outstanding shares entitled to vote at any annual or special meeting of shareholders. In case the entire Board or any one or more directors be so removed, new directors may be elected at the same meeting of shareholders.

Section 7. When Board May Declare Vacancies. The Board of Directors shall declare vacant the office of a director if he be declared of unsound mind by an order of court or convicted of a felony, or may do so within sixty (60) days after notice of his election if he does not attend a meeting of the Board of Directors.

Section 8. Place of Meeting. Regular meetings of the Board of Directors shall be held at any place within or without the State of Delaware which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board may be held either at a place so designated or at the principal office.

Section 9. Regular Meetings. A regular annual meeting of the Board of Directors for the purpose of election of officers of the Corporation and the transaction of any other business coming before such meeting shall be held each year immediately following the adjournment of the annual shareholders' meeting and no notice of such meeting to the elected director shall be necessary in order to legally constitute the meeting, provided a majority of the whole Board shall be present. If a majority of the Board shall not be present, then such regular annual meeting may be held at such time as shall be fixed by the consent, in writing, of all of the directors. Other regular meetings of the Board may be held without notice at such time as shall from time to time be determined by the Board.

Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President or, if he is absent or unable to act, by any Vice President or by any two directors. No business shall be considered at any special meeting other than the purposes mentioned in the notice given to each director of the meeting, except upon the unanimous consent of all directors.

Section 11. Notice of Special Meetings. Written notice of the time, place and the purposes of all special meetings shall be delivered personally to each director or sent to each director by mail or by other form of written communication, charges prepaid, addressed to him at his address as shown on the records of the Corporation or, if it is not so shown on the records or is not readily ascertainable, at the place where meetings of the directors are regularly held. In case such notice is mailed or telegraphed, it shall be deposited in the United States Mail or delivered to the telegraph company in the place in which the principal office of the Corporation is located at least five (5) days prior to the time of the holding of the meeting. In case such notice is delivered as above provided, it shall be so delivered at least twenty-four (24) hours prior to the time of the holding of the meeting. Such mailing, telegraphing of delivery as above provided shall be due, legal and personal notice to such director.

Section 12. Waiver of Notice. Any actions taken or approved at any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken or approved at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate record or made a part of the minutes of the meeting. If a director does not receive notice of a meeting, but attends and participates in the meeting, he shall be deemed to have waived notice of the meeting.

Section 13. Quorum. At all meetings of the Board, a quorum shall consist of a majority of the entire number of directors and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws and except to adjourn as hereinafter provided. When the Board consists of one director, then one director shall constitute a quorum.

Section 14. Adjournment. A quorum of the directors may adjourn any directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum at either a regular or special meeting, the directors may adjourn to a later date but may not transact any business until a quorum has been secured. At any adjourned meeting at which a required number of directors shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 15. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

Section 16. Fees and Compensation. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses as may be fixed or determined by resolution of the Board.

Section 17. Manifestation of Dissent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or unless such director shall forward his dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who votes in favor of such action.

Section 18. Action Without Meeting. Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if all members of the Board shall individually or collectively consent to such action by signing a written record or memorandum thereof. Such record or memorandum shall have the same effect as a unanimous vote of the Board of Directors and shall be filed with the Secretary of the Corporation and made a part of the corporate records.

ARTICLE IV - COMMITTEES

Section 1. Designation. The Board of Directors may, by resolution passed by a three-fifths vote of the whole Board, designate one or more committees, each committee to consist of one or more of the directors of the Corporation, which to the extent provided in the resolution and permitted by law shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, except where action of the Board of Directors is required by law, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.

Section 2. Meetings. Each committee shall meet at such times as may be fixed by the committee or on the call of the President. Notice of the time and place of the meeting shall be given to each member of the committee in the manner provided for the giving of notice to members of the Board of Directors of the time and place of special meetings of the Board of Directors. Each committee shall keep regular minutes of its proceedings which shall be reported to the directors at their next annual meeting.

Section 3. Quorum and Voting. A majority of the members of a committee shall constitute a quorum for the transaction of business. The act of three-fifths of the members of the committee present at a meeting at which a quorum is present shall be the act of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint any such absent or disqualified member. At all meetings of a committee, each member present shall have one (1) vote which shall be cast by him in person.

Section 4. Waiver of Notice. Any actions taken or approved at any meeting of a committee, however called and notice or wherever held, shall be as valid as though had at

a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the members not present signs a written waiver of notice or a consent to holding such meetings or an approval of the minutes thereof.

Section 5. Removal. The entire committee or any individual member thereof may be removed from the committee with or without cause by unanimous vote of the Board of Directors.

Section 6. Vacancies. Notwithstanding Section 4 above, the Board of Directors shall fill all vacancies in a committee, which may occur from time to time. An absence from a meeting does not constitute a "vacancy" as the term is used herein.

Section 7. Action Without Meeting. Any action which might be taken at a meeting of the committee may be taken without a meeting if a record or memorandum thereof be made in writing and signed by all members of the committee.

ARTICLE V - OFFICERS

Section 1. Officers. Unless otherwise stated in a resolution adopted by the Board of Directors, the officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. One person may hold two or more offices; provided, however, that no person shall at the same time hold the offices of President and Secretary or the offices of the President and Vice President.

Section 2. Election. The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen annually by the Board of Directors, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

Section 3. Subordinate Officers. The Board of Directors may appoint, and may empower the President to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting thereof, or, except in case of any officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, or to the President, or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any alternate time specified therein; and, unless

otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in an office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

Section 6. Chairman of the Board. The Chairman of the Board, if there shall be such an officer, shall if present, preside at all meetings of the Board of Directors and exercise and perform all other powers and duties as may be from time to time assigned to him by the Board of Directors or prescribed by the Bylaws.

Section 7. President. Subject to such powers and duties, if any, as may be assigned by the Board of Directors to the Chairman of the Board, if there be such an officer, the President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the Corporation, including:

(a) He shall preside at all meetings of the shareholders and, in the absence of the Chairman of the Board, or if there be none, at all meetings of the Board of Directors.

(b) He shall sign or countersign, as may be necessary, all such bills, notes, checks, contracts and other instruments as may pertain to the ordinary course of the Corporation's business and shall, with the Secretary, sign the minutes of all shareholders' and directors' meetings over which he may have presided.

(c) He shall execute bonds, mortgages and other contracts requiring a seal under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

(d) At the annual meeting of the shareholders, he shall submit a complete report of the operations of the Corporation's affairs as existing at the close of each year and shall report to the Board of Directors from time to time all such matters coming to his attention and relating to the interest of the Corporation as should be brought to the attention of the Board.

(e) He shall be an ex officio member of all standing committees, if any; and he shall have such usual powers and duties of supervision and management as may pertain to the office of the President and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

Section 8. Executive Vice President. The Executive Vice President shall be the executive officer of the Corporation next in authority to the Chairman of the Board and the President, both of whom he shall assist in the management of the business of the Corporation and the implementation of orders and resolutions of the Board of Directors. In the absence of the Chairman of the Board and the President, he shall preside at all meetings of the shareholders and of the directors, and shall exercise all other powers and perform all other duties of the Chairman of the Board and the President; he shall be ex officio a member of all standing committees; and he shall perform such other duties as the Board of Directors may from time to time prescribe.

Section 9. Vice President. In the absence or disability of the President, the Vice Presidents, in order of their rank as fixed by the Board of Directors or, if not ranked, the Vice President designated by the Board of Directors, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Bylaws.

Section 10. Secretary. The Secretary shall keep or cause to be kept, at the principal office of the Corporation or such other place as the Board of Directors may order, a book of minutes of all meetings of directors and shareholders, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at directors' meetings, the number of shares present or represented at shareholders' meetings, and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal office of the Corporation or at the office of the Corporation's transfer agent, a share ledger, showing the names of the shareholders and their addresses, the number of classes of shares held by each, the number and date of certificates issued for the same, and the number and date of cancellation of every certificate surrendered for cancellation. The Secretary shall give, or cause to be given, notice of all meetings of the shareholders and of the Board of Directors required by the Bylaws or by law to be given, and he shall keep the seal of the Corporation in safe custody. He shall also sign, with the President or Vice President, all contracts, deeds, licenses and other instruments when so ordered. He shall make such reports to the Board of Directors as they may request and shall also prepare such reports and statements as are required by the laws of the State of Delaware and shall perform such other duties as may be prescribed by the Board of Directors or by the Bylaws. The Secretary shall allow any shareholder, on application, during normal business hours, to inspect the share ledger. He shall attend to such correspondence and perform such other duties as may be incidental to his office or as may be properly assigned to him by the Board of Directors. The Assistant Secretary or Secretaries shall perform the duties of the Secretary in the case of his absence or disability and such other duties as may be specified by the Board of Directors.

Section 11. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business

transactions of the Corporation, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares. The books of account shall at all reasonable times be open to inspection by a director. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and directors, whenever they request it, an account of all of his transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors. The Assistant Treasurer or Treasurers shall perform the duties of the Treasurer in the event of his absence or disability and such other duties as the Board of Directors may determine.

Section 12. Delegation of Duties. In case of the absence or disability of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may, by a vote of a majority of the whole Board, delegate for the time being, the powers or duties or any of them, of such officer to any other officer or to any directors.

ARTICLE VI - SHARES OF STOCK

Section 1. Certificates of Stock. A certificate or certificates for shares of the capital stock of the Corporation shall be issued to each shareholder when any such shares are fully paid, showing the number of the shares of the Corporation standing on the books in his name. All such certificates shall be signed by the President or a Vice President and the Secretary or an Assistant Secretary, or be authenticated by facsimiles of the signatures of the President and Secretary or by a facsimile of the signature of the President and the written signature of the Secretary or an Assistant Secretary. Every certificate authenticated by a facsimile of a signature must be countersigned by a transfer agent or transfer clerk and registered by an incorporated bank or trust company as registrar of transfer. Such certificates shall also be numbered and sealed with the seal of the Corporation. Such seal may be a facsimile, engraved or imprinted.

Section 2. Record of Shareholders; Transfer of Shares. There shall be kept at the registered office of the Corporation in the State of Delaware a record containing the names and addresses of all shareholders of the Corporation, the number and class of shares held by each and the dates when they respectively became the owners of record thereof; provided, however, that the foregoing shall not be required if the Corporation shall keep at its registered office the address, including street number, if any, of the custodian of such record. Duplicate lists may be kept in such other state or states as may, from time to time, be determined by the Board. Transfers of stock of the Corporation shall be made on the books of the Corporation only upon authorization by the registered holder thereof or by his attorney lawfully constituted in writing and on surrender and cancellation of a certificate or certificates for a like number of shares of the same class properly endorsed or accompanied by a duly executed stock transfer power and payment

of all taxes thereon, with such proof of authenticity of the signatures as the Corporation or its transfer agents may reasonably require.

Section 3. Record Date and Closing Stock Books. The Board of Directors may fix a time as a record date for the determination of the shareholders entitled to notice of and to vote at any meeting of shareholders or entitled to receive any dividend or distribution, or any allotment of right, or to exercise rights in respect to any change, conversion, or exchange of shares. The record date so fixed shall be not more than sixty (60) days nor less than ten (10) days prior to the date of the meeting or event for the purposes of which it is fixed. When a record date is so fixed, only shareholders of record on that date are entitled to notice of and to vote at the meeting or to receive a dividend, distribution, or allotment of rights, or to exercise the rights, as the case may be, notwithstanding any transfer of any shares on the books of the Corporation after the record date.

Section 4. Registered Shareholders. The Corporation shall be entitled to recognize the holder of record of any share or shares of stock as the exclusive owner thereof for all purposes, and accordingly, shall not be bound to recognize any equitable or other claim to or interest in such shares on the part of any other person, whether or not it shall have the express or other notice thereof, except as otherwise provided by law.

Section 5. Lost Certificates. Except as hereinafter in this section provided, no one certificate for shares shall be issued in lieu of an old one unless the latter is surrendered and cancelled at the same time. The Board of Directors may, however, in case any certificate for shares is lost, stolen, mutilated or destroyed, authorize the issuance of a new certificate in lieu thereof, upon such terms and conditions including indemnification of the Corporation reasonably satisfactory to it, as the Board shall determine.

Section 6. Regulations; Appointment of Transfer Agents and Transfer Agents and Registrars. The Board may make such rules and regulations as it may deem expedient concerning the issuance, transfer and registration of certificates for shares of stock. It may appoint one or more transfer agents or registrars of transfer, or both, and may require all certificates of stock to bear the signature of either or both.

Section 7. Treasury Shares. Treasury shares, or other shares not at the time issued and outstanding, shall not, directly or indirectly, be voted at any meeting of the shareholders, or counted in calculating the actual voting power of shareholders at any given time.

Section 8. Fractional Shares. Certificates of fractional shares of stock may be issued at the discretion of the Board of Directors. The registered ownership of any fractional share represented by such certificate or certificates shall entitle the holder thereof to receive dividends, participate in the corporate assets in the event of liquidation of the Corporation and to exercise voting rights in person or by proxy.

Section 9. Certificate of Designations, Preferences, Rights and Limitations of SERIES A Preferred Stock

9.1 DESIGNATION. This class of stock of this corporation shall be named and designated "Series A Preferred Stock". It shall have 10,000,001 shares authorized at \$0.001 par value per share (the "Preferred Stock"), are authorized pursuant to Article IV of the Corporation's Restated and Amended Certificate of Incorporation (the "Series A Preferred Stock" or "Series A Preferred Shares").

9.2 CONVERSION RIGHTS.

a. If at least one share of Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall be convertible into the number of shares of Common Stock which equals four times the sum of: i) the total number of shares of Common Stock which are issued and outstanding at the time of conversion, plus ii) the total number of shares of Series B which are issued and outstanding at the time of conversion.

b. Each individual share of Series A Preferred Stock shall be convertible into the number of shares of Common Stock equal to:

[four times the sum of: {all shares of Common Stock issued and outstanding at time of conversion + all shares of Series B issued and outstanding at time of conversion}]

divided by:

[the number of shares of Series A Preferred Stock issued and outstanding at the time of conversion]

9.3 ISSUANCE. Shares of Preferred Stock may only be issued in exchange for the partial or full retirement of debt held by Management, employees or consultants, or as directed by a majority vote of the Board of Directors. The number of Shares of Preferred Stock to be issued to each qualified person (member of Management, employee or consultant) holding a Note shall be determined by the following formula:

For retirement of debt:

$$\sum_{i=1}^n x_i = \text{number of shares of Series A Preferred Stock to be issued}$$

where $x_1 + x_2 + x_3 \dots + x_n$ represent the discrete notes and other obligations owed the lender (holder), which are being retired.

9.4 VOTING RIGHTS

a. If at least one share of Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall have voting rights equal to four times the sum of: i) the total number of shares of Common Stock which are issued and outstanding at the time of voting, plus ii) the total number of shares of Series B which are issued and outstanding at the time of voting.

b. Each individual share of Series A Preferred Stock shall have the voting rights equal to:

[four times the sum of: {all shares of Common Stock issued and outstanding at time of voting + all shares of Series B issued and outstanding at time of voting}]

divided by:

[the number of shares of Series A Preferred Stock issued and outstanding at the time of voting]

Section 10. Certificate of Designations, Preferences, Rights and Limitations of Series B Preferred Stock

10.1. DESIGNATION AND NUMBER OF SHARES. 50,000,000 shares of Series B Preferred Stock, par value \$0.001 per share (the "Preferred Stock"), are authorized pursuant to Article IV of the Corporation's Amended Certificate of Incorporation (the "Series B Preferred Stock" or "Series B Preferred Shares").

10.2. DIVIDENDS. The holders of Series B Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion.

10.3. LIQUIDATION RIGHTS. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any stock ranking junior to the Series B Preferred Stock, the holders of the Series B Preferred Stock shall be entitled to be paid out of the assets of the Corporation an amount equal to \$1.00 per share or, in the event of an aggregate subscription by a single subscriber for Series B Preferred Stock in excess of \$100,000, \$0.997 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) (the "Preference Value"), plus all declared but unpaid dividends, for each share of Series B Preferred Stock held by them. After the payment of the full applicable Preference Value of each share of the Series B Preferred Stock as set forth herein, the remaining assets of the Corporation legally available for distribution, if any, shall be distributed ratably to the holders of the Corporation's Common Stock.

10.4. CONVERSION AND ANTI-DILUTION.

(a) Each share of Series B Preferred Stock shall be convertible, at any time, and/or from time to time, into the number of shares of the Corporation's common stock, par value \$0.001 per share (the "Common Stock") equal to the price of the Series B Preferred Stock as stated in 11.6 of the Bylaws, divided by the par value of the Common Stock, subject to adjustment as may be determined by the Board of Directors from time to time (the "Conversion Rate"). For example, assuming a \$2 price per share of Series B Preferred Stock, and a par value of \$0.001 per share for Common Stock, each share of Series B Preferred Stock would be convertible into 20,000 shares of Common Stock. Such conversion shall be deemed to be effective on the business day (the "Conversion Date") following the receipt by the Corporation of written notice from the holder of the Series B Preferred Stock of the holder's intention to convert the shares of Series B Stock, together with the holder's stock certificate or certificates evidencing the Series B Preferred Stock to be converted.

(b) Promptly after the Conversion Date, the Corporation shall issue and deliver to such holder a certificate or certificates for the number of full shares of Common Stock issuable to the holder pursuant to the holder's conversion of Series B Preferred Shares in accordance with the provisions of this Section. The stock certificate(s) evidencing the Common Stock shall be issued with a restrictive legend indicating that it was issued in a transaction exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), and that it cannot be transferred unless it is so registered, or an exemption from registration is available, in the opinion of counsel to the Corporation. The Common Stock shall be issued in the same name as the person who is the holder of the Series B Preferred Stock unless, in the opinion of counsel to the Corporation, such transfer can be made in compliance with applicable securities laws. The person in whose name the certificate(s) of Common Stock are so registered shall be treated as a holder of shares of Common Stock of the Corporation on the date the Common Stock certificate(s) are so issued.

All shares of Common Stock delivered upon conversion of the Series B Preferred Shares as provided herein shall be duly and validly issued and fully paid and nonassessable. Effective as of the Conversion Date, such converted Series B Preferred Shares shall no longer be deemed to be outstanding and all rights of the holder with respect to such shares shall immediately terminate except the right to receive the shares of Common Stock issuable upon such conversion.

(c) The Corporation covenants that, within 30 days of receipt of a conversion notice from any holder of shares of Series B Preferred Stock wherein which such conversion would create more shares of Common Stock than are authorized, the Corporation will increase the authorized number of shares of Common Stock sufficient to satisfy such holder of shares of Series B submitting such conversion notice.

(d) Shares of Series B Preferred Stock are anti-dilutive to reverse splits, and therefore in the case of a reverse split, are convertible to the number of Common Shares after the reverse split as would have been equal to the ratio established in Section 11.4(a) prior to the reverse split. The conversion rate of shares of Series B Preferred Stock, however,

would increase proportionately in the case of forward splits, and may not be diluted by a reverse split following a forward split.

10.5 VOTING RIGHTS. Each share of Series B Preferred Stock shall have ten votes for any election or other vote placed before the shareholders of the Company.

10.6 PRICE.

(a) The initial price of each share of Series B Preferred Stock shall be \$2.50.

(b) The price of each share of Series B Preferred Stock may be changed either through a majority vote of the Board of Directors through a resolution at a meeting of the Board, or through a resolution passed at an Action Without Meeting of the unanimous Board, until such time as a listed secondary and/or listed public market develops for the shares.

10.7 LOCK-UP RESTRICTIONS ON CONVERSION. Shares of Series B Preferred Stock may not be converted into shares of Common Stock for a period of: a) six (6) months after purchase, if the Company voluntarily or involuntarily files public reports pursuant to Section 12 or 15 of the Securities Exchange Act of 1934; or b) twelve (12) months if the Company does not file such public reports.

ARTICLE VII - EXECUTION OF INSTRUMENTS

Section 1. Contracts. The Board or any authorized committee may authorize any officer or officers, agent or agents, to enter into any contract or to execute and deliver in the name and on behalf of the Corporation any contract or other instrument, except certificates representing shares of stock of the Corporation, and such authority may be general or may be confined to specific instances.

Section 2. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes, acceptances or other evidences of indebtedness issued by or in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined from time to time by resolution of the Board.

Section 3. Deposits; Bank Accounts. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may from time to time designate or as may be designated by an officer or officers of the Corporation to whom such power of designation may from time to time be delegated by the Board. The Board may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these Bylaws, as it may deem expedient. Unless

otherwise provided by resolution of the Board, endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made by hand-stamped legend in the name of the Corporation or by written endorsement of any officer without countersignature.

Section 4. Loans. No loans shall be contracted on behalf of the Corporation unless authorized by the Board, but when so authorized, unless a particular officer or agent is directed to negotiate the same, may be negotiated, up to the amount so authorized, by the President or a Vice President or the Treasurer; and such officers are hereby severally authorized to execute and deliver in the name and on behalf of the Corporation notes or other evidences of indebtedness countersigned by the President or a Vice President for the amount of such loans and to give security for the payment of any and all loans, advances and indebtedness by hypothecating, pledging or transferring any part or all of the property of the Corporation, real or personal, at any time owned by the Corporation.

Section 5. Sale or Transfer of Securities Held by the Corporation. Stock certificates, bonds or other securities at any time owned by the Corporation may be held on behalf of the Corporation or sold, transferred or otherwise disposed of pursuant to authorization by the Board, or of any committee thereunto duly authorized, and when so authorized to be sold, transferred or otherwise disposed of, may be transferred from the name of the Corporation by the signature of the President or a Vice President and the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary.

SECTION VIII - MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the thirty-first day of December in each year.

Section 2. Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the words "Corporate Seal" and the name of the state under the laws of which the Corporation exists.

Section 3. Annual Report. The Board of Directors shall not be required to send to shareholders an annual report of this Corporation.

Section 4. Inspection of Corporation Records. The share ledger or duplicate share ledger, the books of account, copy of the Bylaws, as amended, certified by the Secretary, and minutes of proceedings of the shareholders and directors and of any committee of the Board of Directors shall be open for inspection upon the written demand of any shareholder or holder of a voting trust certificate, during the usual hours for business, and for a purpose reasonably related to his interests as a shareholder or as the holder of a voting trust certificate and shall be exhibited at any time when required by the demand of ten percent (10%) of the shares represented at any shareholders' meeting. Such inspection may be made in person or by an agent or attorney and shall include the

right to make extracts. Demand of inspection other than at a shareholders' meeting shall be made in writing, under oath, upon the President, Secretary or Assistant Secretary of the Corporation at the Corporation's registered or principal office. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a Power of Attorney or such other writing, which authorizes the attorney or other agent to so act on behalf of the shareholder.

Section 5. Dividends. Dividends upon the shares of the capital stock of the Corporation may be declared and paid out of surplus or, if there is no surplus, out of net profits of the Corporation, to the extent permitted by the laws of the State of Delaware, by the Board of Directors in their discretion at any regular or special meeting. Dividends may be paid in cash, in property, or in shares of capital stock.

Before payment of any dividend, there may be set aside out of the funds of the Corporation available for dividends such sum or sums as the directors may from time to time, in their absolute discretion, think proper as a reserve fund to meet contingencies, for equalizing dividends, or for repairing or maintaining any property of the Corporation, or for such other purposes as the directors think conducive to the interests of the Corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

ARTICLE IX - NOTICES

Section 1. Form of Notices. Whenever, under the provisions of these Bylaws, notice is required to be given to any director, officer or shareholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, by depositing the same in the United States Mail, in a postpaid sealed wrapper, addressed to such director, officer or shareholder at such address as appears on the books of the Corporation, or, in default of other address, to such director, officer or shareholder at the general post office in the city where the Corporation's principal office is located, and such notice shall be deemed to be given at the time when the same shall be thus mailed.

Section 2. Waiver of Notice. Any shareholder, director or officer may waive an notice required to be given under these Bylaws by a written waiver signed by the person, or persons, entitled to such notice, whether before or after the time stated therein, and such waiver shall be deemed equivalent to the actual giving of such notice.

ARTICLE X - AMENDMENTS

Section 1. Who May Amend. These Bylaws may be amended, altered, changed or repealed by the affirmative vote of a majority of the shares issued and outstanding, and entitled to vote thereat, at any regular or special meeting of the shareholders if notice of

the proposed amendment, alteration, change or repeal be contained in the notice of the meeting, or by the affirmative vote of the majority of the Board of Directors at any regular or special meeting of the Board of Directors; provided, however, that the Board of Directors shall have no power to adopt, amend or alter any Bylaws fixing their number, qualifications, classifications, term of office or the right of the shareholders to remove them from office.

ARTICLE XI - INDEMNIFICATION

Section 1. Indemnification: Actions Other Than by the Corporation. The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceedings by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Indemnification: Actions by the Corporation. The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and expect that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonable entitled to indemnify for such expenses which such court shall deem proper.

Section 3. Right to Indemnification. To the extent that any present or former director, officer and employee and any person who is or was serving at the request of the

Corporation as a director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise, or any agent of the Corporation or any person who is or was serving at the request of the Corporation as an agent of another corporation, partnership, joint venture, trust or other enterprise, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article XI, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 4. Authorization of Indemnification. Any indemnification under Sections 1 and 2 of this Article XI (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 and 2 of this Article XI. Such determination shall be made: by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or by the shareholders.

Section 5. Advance Indemnification. Expenses incurred by an officer or director in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of such director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article XI. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

Section 6. Non-Exclusive Indemnification. The indemnification provided by this Article XI shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article XI.


Section 8. Constituent Corporation. For the purposes of this Article, references to "the Corporation" include all constituent corporations absorbed in a consolidation or

merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article XI with respect to the resulting or surviving corporation in the same capacity.

CERTIFICATE OF SECRETARY

The undersigned, being the duly elected and acting Secretary of the Corporation, hereby certifies that the foregoing Bylaws, after having been read section by section, were approved by the directors of this Corporation at its first meeting of directors.

Dated this 28th day of December, 2009



Patrick Thomas
Secretary

