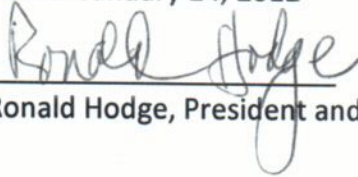


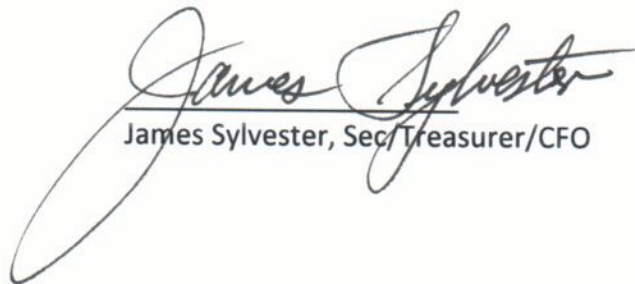
Continental Prison Systems, Inc.
9121 W. Russell Rd. Suite 208
Las Vegas, NV 89148

CERTIFICATION
SEPTEMBER 30, 2011

Ronald Hodge and James Sylvester, being the Chief Executive Officer and Chief Financial Officer respectively, of Continental Prison Systems, Inc., hereby certify that the financial statements filed herewith and the footnotes thereto, were prepared on a basis that is not considered to be under accounting principles generally accepted in the United States of America. Specifically, the accompanying financial statements do not include the Company's wholly owned subsidiary General Payment Systems, Inc. ("GPSI") as its management plan is to divest ("GPSI") in the near term. In addition, we have not reported the effects of the reverse acquisition whereby the shares issued to new management and shareholders have not been reflected for the periods presented.

Dated: January 24, 2012


Ronald Hodge, President and CEO


James Sylvester, Sec/Treasurer/CFO

Continental Prison Systems, Inc.
Balance Sheet- Unaudited
September 30,2011

ASSETS

Current Assets	Balance September 30,2011
Cash In Banks - Operating Accounts	\$ 14,697
Cash In Banks - Restricted Funds, Facility Trust Accounts - Note 4	292,430
Total Cash and Current Assets	307,127
<u>Long-Term Assets</u>	
Kiosks - Notes 3 and 7	4,469,299
Computers	4,312
Automobile	28,000
PayCard Holdback	5,440
Investment in EZ Payment Systems - Note 6	20,000
Related Party Receivable - Note 5	2,385,000
Total Long-Term Assets	6,912,051
Less Accumulated Depreciation	935,645
Net Long Term Assets	5,976,406
Software Development - Note 5	974,605
Total Assets	\$ 7,258,138
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>	
Current Liabilities	
Trade Accounts Payable	\$ 198,685
Trust Funds Owed to Facilities - Note 4	266,957
Total Current Liabilities	465,642
Long Term Liabilities	
Note Payable - Hugh Pobur - Note 8	347,299
Notes Payable - Kiosks - Notes 3 and 7	2,618,567
	2,965,866
Total Current and Long Term Liabilities	3,431,508
Stockholders' Equity	
Common Stock, Authorized 1,000,000,000 shares, \$0.001 par value, 219,789,000 issued and outstanding	280,172
Additional Paid In Capital - Note 9	6,283,443
Retained Earnings (Loss)	-4,640,118
Capital Contribution - Related Party Sale - Note 5	2,385,000
Current Loss - September 30, 2011	-481,867
Total Stockholders' Equity	3,826,630
Total Liabilities and Stockholders' Equity	\$ 7,258,138

Continental Prison Systems, Inc.
dba EZ CARD AND KIOSK
Statement of Operations - Unaudited
For The Nine Month Period Ending September 30, 2011

REVENUE:	
Total Transactional Revenue From Facilities	\$ 1,270,283
Exit Card Revenue	165,445
Combined Revenue	<u>\$ 1,435,728</u>
GENERAL AND ADMINISTRATIVE EXPENSES:	
Interest Expense	327,270
Facility Commissions	32,484
Consultants - Other	282,787
Sales Commission - Other	304,436
Fees - KSI	79,315
Travel - Air Fare; Hotels; Food; Auto etc	443,117
Insurance - Liability and Auto	63,002
Rent	18,000
Depreciation - Kiosks	482,400
Stock Transfer Fees	2,895
Business Services	147,780
Marketing	40,046
Office Expense	13,698
Call Centers	95,659
Shipping	8,992
Web Service	8,751
Press Releases	995
Wireless Cards	3,756
Repairs	2,699
Phone	4,896
Trust Fees	63,492
Trade shows	7,558
Miscellaneous	2,791
Kiosk Collections at Facility	68,272
Legal and Professional	152,504
	<u>2,657,595</u>
NET LOSS FROM OPERATIONS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2011	<u>(1,221,867)</u>
Sale of Kiosks	810,000
Cost of Kiosk Sales	-70,000
	<u>740,000</u>
NET LOSS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2011	<u>\$ (481,867)</u>
LOSS PER SHARE	<u>\$ (0.0017)</u>

Continental Prison Systems, Inc.

Statement of Cash Flows - Unaudited

For the Nine Months Ended September 30, 2011

Operating Activities:

Net Income \$ (481,867)

Adjustments to Income - Depreciation 482,400

Balance Sheet Adjustments:

Increase in Restricted Funds -292,430

Investing Activities:

(Decrease) in Related Party Receivable -1,615,000

(Increase) in Kiosks -1,587,735

(Increase) in Software Development -259,414

(Increase) in Investment in EZ Payment Systems -20,000

(Decrease) in Notes Payable - Paycard USA -207,134

Increase (Decrease) in Accounts Payable -81,245

Increase in Notes Payable - Kiosks 378,055

Increase in Trust Funds Owed to Facilities 266,957

Increase (Decrease) in Notes Payable - Hugh Pobur -112,701

Common Stock Issued 61,383

Increase in Additional Paid in Capital 1,824,456

-1,352,378

Financing Activities:

Increase (Decrease) in Deferred Income 1,615,000

Decrease in Cash -29,275

Cash at Beginning of Year - January 1, 2011 43,972

Cash at September 30, 2011 \$ 14,697

Continental Prison Systems, Inc.
 dba EZ CARD AND KIOSK
 Statement of Stockholders Equity - Unaudited
 For the Nine Months Ended September 30, 2011

	Common Stock		Paid In Capital	Loss Carryforward From Merger	Capital Contribution Related Party Sale	Current (Loss)/Profit From Operations	Total Equity
	Shares	Amount					
Balance at December 31, 2010	218,789,000	\$218,789	\$4,458,987	\$5,657,522	\$4,000,000	\$ 1,017,404	\$4,037,658
	61,383,000	\$ 61,383	\$ 1,824,456	\$ (1,017,404)	\$ (1,615,000)	\$ (481,867)	\$ (211,028)
Balance at September 30, 2011	<u>280,172,000</u>	<u>\$ 280,172</u>	<u>\$6,283,443</u>	<u>\$ (4,640,118)</u>	<u>\$ 2,385,000</u>	<u>\$ (481,867)</u>	<u>\$ 3,826,630</u>

Continental Prison Systems, Inc.
(Unaudited)
NOTES TO FINANCIAL STATEMENTS

SEPTEMBER 30, 2011

NOTE 1 - GENERAL ORGANIZATION AND BUSINESS

On May 1, 2008, Continental Prison Systems, Inc. (CPSZ) "the Company" completed a reverse merger into Pacific Financial Solutions, Inc. (PFUO) in which CPSZ assumed all obligations on approximately \$2,406,425 in Convertible Debentures and received approximately \$5,657,522 in net operating loss carry forwards. The number of shares outstanding after the merger was approximately one hundred million (100,000,000). CPSZ is the historical accounting Company with PFUO the surviving legal entity.

The Company provides self service kiosks and web based financial services including pin based debit cards to the prison facility industry. The service allows for the loading of funds to inmate trust accounts as well as providing for bail, fines and the acceptance of inmates funds during the booking process. When an inmate is released, the remaining funds in the trust account are loaded on a pin based debit card.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES

The relevant accounting policies and procedures are listed below.

Accounting Basis – The accompanying financial statements and notes thereto have not been prepared following Generally Accepted Accounting Principles, of the United States ("GAAP") as CPSZ's wholly owned subsidiary, General Payment Systems, Inc. ("GPSI") has not been consolidated in the financial statements presented, and accordingly, the effect of intercompany eliminations has not been considered. In addition, the footnotes omit certain disclosures necessary under GAAP.

Management Certification – Although the financial statements are not presented in conformity with GAAP due to the circumstances stated above, information in the financial statements herein are certified by the officers of the Company to present fairly, in all material respects, the financial position and results of operations of CPSZ for the period presented.

Fiscal Year - The Company operates on a December 31, fiscal year end.

Dividends - The Company has not yet adopted any policy regarding payment of dividends. No dividends have been paid during the period shown.

Continental Prison Systems, Inc.
(Unaudited)
NOTES TO FINANCIAL STATEMENTS

SEPTEMBER 30, 2011

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the of the financial statements and the reported

amount of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Revenue Recognition - The Company recognizes revenue from fees as they are earned.

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

Operating Leases - The Company has no lease obligations.

NOTE 3 – KIOSKS – The kiosks are placed in prison facilities under contract with the Company to provide for the service as described in NOTE 1. The kiosks have an estimated life of five (5) years and are being depreciated on a straight line basis. In 2009 the Company embarked on a cash raising program by selling kiosks in various facilities and then buying them back from the purchaser. The kiosks were sold for an average price of \$50,000.00 and were bought back by the Company at that price. (See Note 6)

NOTE 4 – FACILITY TRUST ACCOUNTS – The Company opens a bank account at the bank where the contracted facility banks, each time a new facility is opened. All credit and debit card transactions settle into this account as does the periodic cash collections from the kiosks located in the facility. The number of times per week that cash in a kiosk is collected varies from facility to facility.

NOTE 5 -SOFTWARE DEVELOPMENT - The Company capitalizes all costs related to the design and development of the applications software composed of numerous programs that are integral to the backbone of the Company's jail facility financial services program. The Company has not as of the date of this financial statement, determined the useful life of the asset for amortization purposes. The Company sold the software related to the receipt, accounting and

Continental Prison Systems, Inc.
(Unaudited)
NOTES TO FINANCIAL STATEMENTS

SEPTEMBER 30, 2011

financial transacting of payments, communications, and other functionality in the courts, probation and municipal police departments to its wholly owned subsidiary, General Payment Systems, Inc. on October 20, 2010 for \$4,000,000.00. The payment terms are \$250,000 within ninety days of the date this agreement was executed, \$500,000 within 180 days, \$250,000 within 360 days, with the remaining balance of \$3,000,000 paid in equal quarterly payments of \$250,000 commencing on April 1, 2012. The Company has elected to treat the sale as a contribution to capital for both tax and accounting purposes. As such, no income is recognized in the fiscal year ended December 31, 2010 or the current period. The cost to develop the software sold was \$224,693. As payments on the note are received, ninety four percent (94%) will be recognized as revenue with four percent (4%) being recognized as the cost of sale. All payments have been paid when due.

NOTE 6 – INVESTMENT IN EZ PAYMENT SYSTEMS – The Company formed a joint venture to develop software for county financial systems. The Company and its partner are each fifty percent owners of the venture, with the Company’s partner presiding as the managing partner.

NOTE 7 – NOTES PAYABLE - KIOSKS – These notes represent the purchase of the kiosks as described in Note 3. The notes bear interest at twenty (20%) percent per annum, are for a period of three (3) years and require principal and interest payments of approximately \$90,000.00 per month. One of the notes is secured by the personal residence of a Company officer and five of the notes are personally guaranteed by officers of the Company.

NOTE 8 – NOTE PAYABLE - HUGH POBUR – This note was made on November 9, 2010 in the original amount of \$500,000.00 and bears interest at twenty percent (20%) per annum. The weekly note payments are based on the net revenue generated by the Company’s contract with various facilities. Any unpaid balance will be due in full on December 1, 2013. In June of 2011, the Company and the lender agreed to waive all further interest in lieu of the issuance of 1,000,000 shares in the Company. The lender is further granted exclusive rights to provide all merchant processing services on current and future Company contracts with jail facilities at competitive rates.

Continental Prison Systems, Inc.
(Unaudited)
NOTES TO FINANCIAL STATEMENTS

SEPTEMBER 30, 2011

NOTE 9 – CONVERTIBLE DEBENTURES – TRUST AGREEMENT - The Company inherited approximately \$2,406,425 in convertible debentures as a result of its reverse merger with

Pacific Financial Solutions, Inc. as described in NOTE 1. The Convertible Debentures carry interest rates ranging from 12% to 15%, require monthly interest only payments and are convertible into common stock of the Company at prices ranging from \$0.50 to \$1.00.

In August 2009 the Company entered into discussions with a company representing the convertible debenture holders whereby the Convertible Debenture holders will be asked to relinquish their Convertible Debentures in exchange for a proportionate share of a trust into which the Company will contribute 5,000,000 non-dilutable shares.

In addition, the Company will issue 7,500,000 shares to the trust via the broker, whereby the debt owed by the Company to Global Capital Associates, Inc. will be forgiven. The Trust agreement was agreed to by all parties as of July 1, 2010. The Company has committed to pay five percent (5%) of gross revenue to the trust for a ten year period or until or unless the Company merges with another entity. If a merger takes place, the 5% of gross revenue will continue for ten (10) years and only the Companies' revenue will be used for the five percent (5%) computation. Should the company be sold, there is a sliding scale whereby a percentage of the sales price will be paid to the trust. The scale is 10% of the sales price in years one to five; 8% in year 6; 6% in year 7 and 4% in years 8 to 10. Beginning in November 2010, the Company began making its 5% of gross revenue trust payments.

The Company agreed to this restructuring in principal in January of 2010 and as of July 5, 2010 approximately 100% of the Convertible Debenture holders have agreed to and signed off on the appropriate Trust documents. The documents were signed in November 2010.