



**Holdings
Corporation**

KCMH Current Information Report

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A. General Issuer Information

Item I. The exact name of the issuer and its predecessor

Current name is KCM HOLDINGS CORP. (KCMH)

November 2004 – March 2007 Enray Autosystems, Inc.

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

7011 Ash Street
Frisco, TX 75034
Telephone: 214-872-2474
Fax: 214-872-2537
www.thekcmgroup.com

Item III. The jurisdiction and date of incorporation.

Incorporated in Nevada, 2004

Item IV. The name and address of the transfer agent

Holladay Stock Transfer

2939 North 67th Place
Scottsdale, AZ 85251
Phone: 480-481-3940
Registered under the Exchange Act

Item V. The nature of the issuer's business

Business Development and Incubation

A. Business Development

1. Form of organization: Corporation
2. Year of Incorporation: 2004
3. Fiscal year end date: Dec 31
4. KCMH has not been in bankruptcy, receivership or any similar proceeding.
5. There has been no material change in ownership in any significant amount of assets.
6. There has been no default in any note, loan, lease or other indebtedness arrangement.
7. Recent change of control: The majority shares of KCMH (formerly ERYA) were acquired by KCM Holdings Corp in March, 2007. The name was changed in March, 2007.

8. There has been no increase of 10% or more of the same class of outstanding equity securities.
9. There are no pending or anticipated stock split, stock dividend, recapitalization, spin-off or reorganization. There have been two acquisitions. KCMH acquired the Canadian company Blue Energy Communications, Inc.'s assets in January 2008. Blue Energy was integrated into KCMH for its business consulting, competitive sourcing and facilitation services business. KCMH also acquired Professional Bowlers, Inc. a Florida Sports Award and Memorabilia company. As new owners of the company now called KCMH Florida KCM Holdings is currently implementing new development strategies that include a new e-commerce and branding program.
10. The Issuer has not encountered any delisting from any securities exchange or deletion from the OTC Bulletin Board
11. There are no current legal proceedings against the Issuer.

A. Business of Issuer

1. SIC code is 6282, 8748
2. The Issuer is currently conducting operations.
3. The Issuer is not a Shell Issuer under Rule 405 of the Securities Act
4. The Issuer has no parent Issuer.
5. There are no existing or probable government regulations that affect KCMH.
6. KCMH business development and incubation revenues are built upon 3 primary proprietary strategies, one of which is based on a patented knowledge transfer technology through a strategic alliance. All consulting fees charged to clients strengthens these strategies through applied implementation which bears no cost to KCMH or the client.
7. There are no environmental laws on the products of the Issuer.
8. The Issuer has 17 employees, of which 10 are full-time.

Item VI. The nature of products or services offered.

A. KCMH is an incubation, development and holding company with an Alternative Asset Management Arm that manages a proprietary hedge fund with the objective of generating superior risk adjusted returns for our investors. Our products or services and their markets are described below:

Consulting Services

Some clients have contracted KCM in a consulting capacity to assist their company with further in-depth business development. This includes Government clients through KCM's Mission Oriented Business Integration Services (MOBIS) and Advertising and Integrated Marketing Services (AIMS).

Consulting services are billed to the client through flat hourly rates or performance-based revenue sharing, or a combination of both.

Incubation Partnerships

Often, after consultation services, KCM will identify a client with an ideal high leverage revenue opportunity, to which KCM may offer an incubation partnership arrangement. At this phase, KCM will fully or partially acquire the company. This also includes companies that are in distress and undervalued. KCM will then work as a partner to refine the business to its fullest potential.

As an incubation partner, KCM's revenue in this phase is tied entirely to performance of the company. This also includes securing the exclusive rights to bring the company public for Phase 4 of the KCM Revenue Model.

Public Markets

After a successful incubation, KCM may decide to bring the company public. KCM will only execute this strategy with companies that have maximum viability at this level. The company will be brought public first on the OTC market and then carefully guided to fully reporting and larger board status.

This phase represents the highest value and revenue potential of all 3 phases.

Alternative Asset Management

KCM will allocate a portion of revenue from each of the above phases and invest it into its Alternative Asset Management Segment of business through KCMTG. Using proprietary in-house financial modeling The KCM Relativity Fund will continue to multiply KCM's revenue and increase its asset base, thereby creating a perpetual return on investment and value for the company and its shareholders.

Having an in-house financial strategy and execution model is a major differentiator between KCM and other solely revenue-based companies. This strategy allows KCM to be financially stabilized and protected across multiple streams and opportunities.

KCMH generates its revenues by charging either flat consultation fees, revenue/royalty share arrangements, full or partial equity in the venture or a combination of the three.

KCM Holdings Corporation (OTC: KCMH) is the cornerstone of the KCMH Group. The KCMH Group is a global strategic business incubation and development consultancy and holdings conglomerate of companies, brands, and alliances. KCMH recognizes and embraces the need for change in the way business is conducted. From concept to company, our purpose and passion is business incubation - the complete development of innovative and profitable new businesses and next generation entrepreneurs from across all industry sectors.

Specializing in a range of strategic business development, operational planning, business communications, marketing and media technologies, KCMH's focus is to create enduring social and economic value for its clients, shareholders and other constituents. We focus on improving operational efficiencies and creating global opportunities for our partners and clients.

Anchored by the publicly traded entity, KCM Holdings Corporation (KCMH), KCMH is comprised of five integrated core business units: KCM Strategic Venture Group (KCMSVG); KCM Strategic Media Group (KCMSMG); KCM Trading Group (KCMTG); KCM Venture Philanthropy Group (KCMVPG) and KCM Insurance Services (KCMIS). KCMH's unique advantage is the ability to leverage its in-house expertise and resources to fully service the needs of its business development and incubation clients, delivering value, cost-savings and high performance and profitability.

Business Strategy & Operations Planning and Implementation Services:

KCM Strategic Venture Group ("KCMSVG") is responsible for designing and developing the business and operational strategies used to successfully develop companies and incubate profitable publicly traded ventures.

Marketing, Advertising and Communication Services:

KCM Strategic Media Group (“KCMSMG”) is responsible for the delivery of marketing, advertising and communication services to KCM SVG clients, as part of the business incubation process. This includes marketing strategy development, media buying services, and the utilization of the most up-to-date advertising tactics, including efficaciously leveraging technology for maximum market penetration and profitability.

Asset Acquisition & Management:

The KCM Trading Group (“KCMTG”) is the company’s Alternative Asset Management division. KCMTG is responsible for developing core KCMH strategies and supporting tactics essential for exploring global opportunities that provide risk-adjusted returns for KCMH and our investors. These strategies include investments in stock, currencies, ETF’s, and Funds. KCMTG is also the managing member of the KCM Relativity Hedge Fund.

Community Involvement & Brand Management

KCM Venture Philanthropy Group (“KCMVPG”) works to ensure the companies KCM SVG develops and incubates are integrated in their respective communities. This is an important component of a company’s brand management, since companies that are actively involved in the community will develop a loyal following of brand advocates for their products and services.

Insurance Services:

KCM Insurance Services (KCMIS) is a comprehensive insurance agency offering medical insurance and life insurance coverage at competitive rates.

Financial Structuring:

The foundation of these three components is a profitable and sustainable financial model. KCMH designs and integrates the financial models necessary to lead and support our clients’ scalable growth and value. With over 40 years of combined Wall Street experience in trading, financial modeling, and a certified fraud examiner as part of our team, KCMH is an invaluable financial resource for our clients.

IP Development:

In addition to these core competencies, KCMH has developed and acquired a host of intellectual properties and trademarks through The Institute, a division of KCMH which hosts the company’s numerous patents.

Why KCMH:

Portfolio & Venture Diversity - KCMH is positioned for stability in all economic conditions as a result of its participation in multiple industries and its focus on major growth sectors, including Green businesses and sustainable lifestyle companies.

Patented Technology and Intellectual Properties - KCMH has created and secured the rights to several technology and IP assets that provide the company access to several niche markets.

Synergistic Core Competencies - Despite its diversity, KCMH selectively and explicitly focuses on incubating ventures that are financially viable; fall within the company’s strategic core skill set; and synergize other assets for maximum leverage.

Rock-Solid Financial Foundation - KCMH's management team are experienced in the common pitfalls and mistakes of publicly traded companies, and have created internal controls to ensure the company's continued and sustained profitability.

Ability to Bring Other Ventures Public – KCMH is experienced in turning private companies into publicly traded entities, and has developed systems and supporting methodologies to assist private companies raise capital and obtain liquidity through public markets.

Managing Member of a Hedge Fund - KCM Holdings Corp was instrumental in the formation of the KCM Relativity Hedge Fund, which will implement proprietary financial strategies to increase financial growth and revenue.

KCMH has experienced profitable growth in the past 12 months and is targeting additional high leverage opportunities for 2009 and beyond.

KCM Strategic Venture Group (KCMSVG)

KCMSVG is the strategic business development and incubation consulting arm of The KCMH Group. KCMSVG is responsible for designing and developing the business and operational strategies used to successfully develop companies and incubate profitable publicly traded ventures.

KCMSVG is led by an experienced strategic execution, advisory and consultation team that has successfully serviced the strategic planning, modeling, process design and development needs of companies and government organizations in various industries, including:

- Education
- Energy
- Entertainment
- Financial
- Government and Political Campaigns
- Health and Wellness
- Intellectual Property Development
- Military
- Non-Profit
- Publishing
- Real Estate
- Technology

KCMSVG solutions include the areas of:

- Business Development & Incubation Solutions
- Business Strategic Planning & Facilitation Solutions
- Branding & Marketing Design, Development & Execution

KCM Strategic Media Group (KCMSMG)

KCMSMG is responsible for the delivery of marketing, advertising and communication services to KCMSVG clients, as a consulting service or as part of the business incubation process. This includes marketing strategy development, media buying services, and the utilization of the most up-to-date advertising tactics, including efficaciously leveraging technology for maximum market penetration and profitability.

KCMSMG solutions include the areas of:

- Advertising and Marketing Program Strategic Planning
- Advertising Collateral Design & Development (Print, Visual, Audio, Electronic)
- Commercial Art & Graphic Design
- Commercial Photography
- Conference, Event & Tradeshow Design & Management
- Exhibit Design & Implementation
- Market Research & Analysis
- Media Buying
- Public Relations
- Video/Film Production
- Web Based Viral Marketing & Search Engine Optimization

KCM Trading Group (KCMTG)

The KCM Trading Group is the in-house Alternative Asset Management segment of KCMH. KCMTG is responsible for actively developing the core KCMH strategies and supporting tactics essential to exploiting global opportunities. These activities will generate risk-adjusted returns for KCMH and its investors. These strategies include investment in stocks, currencies, ETF's, and Funds. KCMTG serves as the internal financial engine charged with exponentially growing the KCM Group's financial models and assets.

KCMTG is also the managing member of a new proprietary hedge fund, the KCM Relativity Hedge Fund. Future KCMTG services will include real estate investment, expanded hedge fund involvement and potentially enhanced financial advisory services through the acquisition of a Broker Dealer.

KCM Venture Philanthropy Group (KCMVPG)

KCMVPG represents and executes the greater vision and mission of the KCM Group. Focusing on creating a sustainable social difference through the integrated involvement of business development of the global economy, one community at a time, KCMVPG develops successful ethical ventures that through their success and profitability will improve both their immediate communities and the world around them. Venture philanthropy has become a major economic shift in the way "next generation businesses" do business. Consumers are no longer looking for companies with products only, but companies with purpose. KCMVPG will be executing a series of venture philanthropy activities in the near future, as KCMH incubated ventures in the areas of Green Energy and Health and Wellness are developed and become profitable.

KCMVPG Core Values

- Contribute to achieving a sustainable environment
- Engage in ethical and fair-trade business practices
- Democratization of education and information
- Create a culture of honesty, integrity, and accountability

Current Key Examples of Venture Philanthropy's Viability Include:

- Google.org and the Google Venture Philanthropy Fund
- Dove Products and the Dove Self-Esteem Fund
- Ben & Jerry's Ice Cream and the Hot Fudge Social Venture Fund

KCM Relativity Fund

The KCM Trading Group is the managing member of a new proprietary hedge fund, the KCM Relativity Hedge Fund. This proprietary hedge fund is KCM's newest revenue source, designed to deliver risk-adjusted returns for our investors.

The Fund's objective and strategy is to generate high returns on investments by investing in global markets and global opportunities. The Fund will primarily engage in long-term investing and trading using its proprietary techniques to investing and short term trading.

The KCM Revenue Growth Strategy

KCM Holdings Corporation recognizes the importance of the reputation and integrity. These are invaluable assets, vital to the Company's success. Our policy is one that encourages a culture of honesty, accountability and mutual respect among all employees to the benefit of all involved parties.

- Continue to increase shareholder value through development of current and future business holdings.
- Adhere to the delivery of exceptional value propositions through innovative solutions executed with pride, passion and commitment to shareholders and companies we work with.
- Continue to develop and execute proprietary revenue models through its value and revenue growth models.
- Continue to self-fund and accumulate assets under management for The KCM Trading Group to provide maximum return for the company and shareholder value.

Our focus is to create long-term value for our shareholders. We only pursue ideas, selectively and opportunistically, that will add to our investment team's expertise and product offerings.

KCM currently has little to no debt. This is in part to KCM's performance-based revenue model.

B. Distribution methods of the products or services;

KCMH distributes its services through a combination of channels and tactics. First, KCMH seeks to create strong strategic alliances that act as a source for incubation client referrals. Second, KCMH works with a network of both in-house and subcontractor consultants who source business using KCMH sales techniques. KCMH licenses consultants in KCMH's proprietary business development strategies which create awareness and open distribution opportunities for KCMH's services. Currently, major consultation hubs have been opened in Dallas, Nashville, Calgary Canada, and Hong Kong. KCMH publishes books, DVD's and other fixed media training material to further increase awareness and prospect pools. Finally, KCMH creates revenue from products and services distributed by its wholly owned core subsidiaries. These subsidiaries defined are:

KCM Strategic Media Group – Consulting services and branding.

KCM Trading Group – Alternative assets and hedge fund management.

KCM Venture Philanthropy Group – Working with non-profit organizations and social enterprise.

KCM Insurance Services – Life and Medical Insurance.

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

CT Dental America Corp.

KCMH's current core incubation venture is CT Dental America Corp. KCMH is a 40% owner of CT Dental America Corp., a global members-only dental club (the "Club") (www.ctdentalgroup.com) that provides member dentists with unprecedented access to premium wholesale dental products and prosthetics guaranteed to improve a member's profit margins.

The Club also provides a suite of market-by-market dental business concierge services, global e-learning and training opportunities, and technologically advanced e-publishing and best practice networking opportunities, plus mind, body and soul rejuvenating lifestyle services and amenities all delivered through a centralized, exclusive, state-of-the-art, hospitality-based global dental club.

CT Dental is launching phase one of its dental club operations in North America in October 2009 and plans to expand into Europe in early 2010 and into China and the Middle East towards the end of 2010, with the goal of supporting, supplying, training, and connecting dentists around the world.

Geenius Inc.

Another anticipated incubated venture is GEENIUS Inc. Geenius is a patented online knowledge transfer and retention platform. KCMH is incubating GEENIUS in the areas of technology viability and commercialization. KCMH has just assisted GEENIUS in launching its first beta preview online community at www.geenius.com.

MyPerfectEconomy.com

My Perfect Economy is a content website built upon a Google Blogging Platform and sponsored business model. MyPerfectEconomy.com contains articles and blogs written around various strategies for both personal and business growth. The website also features blogs about sponsors that have embraced a social enterprise and responsibility model. Sponsors pay for blogs, content for search engine rankings and other social media such as Twitter. Certain proceeds from sponsor revenue go towards KCM Venture Philanthropy group for future social enterprise ventures. The website is fully functional and can be seen at www.MyPerfectEconomy.com.

KCM Trading Group

KCM Trading Group is a registered and approved managing partner of the KCM Relativity Hedge Fund. KCM Trading Group will be raising capital from clients and managing this fund. KCMH itself will be a major investor in the hedge fund.

Lou Scalia's

KCMH owns and operates a Sports Award and Memorabilia company in South Florida. The company was acquired by KCMH in 2008 and does \$500,000 in retail sales revenue. KCM's strategy is to implement a government contracts to the revenue model to bring revenues up to \$1.3mm a year annually.

All other public announcements are currently on schedule and moving along as planned.

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

Currently, the business conditions of KCMH's target market are very favorable. Typically in economically challenged and volatile seasons, small businesses seek out consultation and methods to improve business development. KCMH is well positioned in this market because of its performance-based approach by structuring mutually beneficial agreements that reduce upfront cash requirements from clients but larger revenue/royalty share and equity agreements which builds KCMH's assets and value.

KCMH also is positioned with two other major advantages: Low overhead and debt levels through virtual operational planning and proprietary business development strategies. Because KCMH utilizes independent licensed consultants that are compensated primarily on performance, the company does not have a high salary overhead and can keep consulting rates highly competitive. Also KCMH utilizes technology to assist in the management of an international operation without the overhead of centralization and travel.

KCMH's proprietary business development strategies are up-to-date with current market trends. Particularly focused on demographics and psychographics of major consumer markets such as "Generation Y" or the "Millennials", KCMH is positioned to capitalize on media, technology and consumer trends. These proprietary strategies are also used to resuscitate and maximize undervalued companies that KCMH acquires for steep discounts.

In order for KCM Holdings Corporation to effectively navigate the competitive landscape, a two-tiered analysis approach has been established. The first tier of competition includes venture capital firms and business incubators. The second level of competition includes individual companies with the same products and services as KCMH's various revenue models and subsidiary companies.

Tier 1: Venture Capital Firms & Business Incubators

Strengths: Venture capital firms and business incubators can represent formidable competition as a result of their substantial funding and industry exposure. These companies can easily penetrate barriers of entry based on their financial strength and market penetration.

Weaknesses: As formidable as their track records can be, these companies can become cumbersome and lack the flexibility of smaller competitors. Their inability to respond quickly to market opportunities is a distinct disadvantage.

Opportunities: By identifying changing market conditions and identifying investment opportunities, KCMH can react quickly establish a presence in the market before larger Venture capital firms and incubators can. Another opportunity currently being leveraged by KCMH is to form strategic alliances and equity-based relationships with these firms, creating value for all parties.

Threats: There are various degrees of threats from larger venture capital firms and business incubators. These companies may see the value of establishing smaller divisions in order to pursue smaller and flexible opportunities. An example of this would be large private equity firms establishing funds for micro-cap opportunities.

Tier 2: Individual Companies with Similar Products and Services

Strengths: There are several companies that directly compete in the same industries as KCMH's revenue models and business holdings. One example in children's developmental media is Baby Einstein, a subsidiary of Disney Entertainment. Companies such as Disney Entertainment expend significant resources too their singular focus of establishing, maintaining and increasing market share. They are well-funded and have national and international brand recognition, which creates significant barriers of entry.

Weaknesses: Focusing on single income streams or industries also represents a weakness. Should economic trends or competitive landscapes change, these companies could risk significant financial exposure.

Opportunities: The opportunity presented by this tier of competition can be found in KCMH's diversification across multiple industries and consumer demographics. Should one particular revenue model or subsidiary encounter unfavorable market conditions, there is less of a threat to KCMH as a whole.

Threats: The largest threat comes from the sheer number of companies that compete in similar industries as KCMH revenue models and subsidiaries. Established companies and new entries into the industry represent a constant stream of threats to KCMH's success.

Overall, the understanding of the strengths, weaknesses, opportunities and threats from these two tiers of competitors prepare KCM Holdings Corp. to react quickly to competitive market opportunities. KCMH continues to diligently research and analyze its competition in order to identify competitive opportunities, mitigate risk and ensure the company maximizes financial returns to its shareholders and increases market penetration in the industries in which it operates.

E. Raw materials / suppliers – The Issuer has no major raw materials suppliers to date.

F. The Issuer is not dependent upon any major customers.

G. KCM Insurance Services, LLC. Is licensed and approved to do business as a General Lines Insurance Agency. KCM Trading Group, LLC. Is a Registered Investment Adviser with the State Securities Board of Texas.

In general KCMH holds revenue share and royalty agreements with several client companies that range in scope and time. The major royalty and revenue share agreement that will be the focus for KCMH incubation clients will be a revenue share with GEENIUS Inc. US patented online learning retention platform, no duration limit, of all business referred and generated from KCMH. KCMH has also licensed the use of GEENIUS Inc's "Organizational Brilliance" business development and consulting model based on the same patented learning methodology and technology.

H. KCM Holdings Corp Alternative Asset Management Arm The KCM Trading Group's registration was approved through the Texas State Securities Board as An Investment Adviser.

The KCM Trading Group will maintain this registration to operate and grow this segment of its business. There are no other approvals needed by any government agencies for the use of the Issuer's products.

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

Home Office:

The Issuer has offices at:

7011 Ash Street
Frisco, Texas 75034

KCMH Florida Office:

2317 South University Dr.
Davie, Fl. 33324

Calgary Office:

315 Hawkstone Manor NW
Calgary AB, T3G – 3X2

Masters Academy & College use of Collaborative Facilities called the "Navigation Centre" Part of a Strategic Alliance with Masters and GEENIUS 4414 Crowchild Trail SW Calgary, AB, CA T2T 5J4

Hong Kong Office:

Flat B2, 22 Floor, Fu-Yue Building,
269 Castle Peak Road,
Tsuen Wan, NT
Hong Kong

Part B. Share Structure and Issuance History

Item VIII. The exact title and class of securities outstanding.

1. CUSIP number is 48242 V 108
2. Ticker: KCMH

Item IX. Description of the security.

- A. Par value of Common Stock is \$.001 Par value of Preferred Stock is \$.001.
- B. Stock rights

1. One share of common stock has one vote in any called shareholder's meeting.

Shareholders in the common stock of the Issuer shall equally share in any called dividend authorized by the board decision. There are no restrictions to the common stock unless a transfer restriction is placed on the share.

2. Preferred Stock. Class A Preferred Stock is authorized for 50:1 conversion rights and 50:1 voting rights.

Item X. Equity Structure.

As of 6/30/09 there are:

500,000,000 common shares authorized

67,420,912 common shares outstanding

130 shareholders

24, 389,167 shares in the float

As of 4/30/2008 there are:

50,000,000 preferred shares authorized

45,000,000 preferred shares issued.

Item XI. Securities offerings and shares issued for services.

In February of 2008 KCM Holdings Corp under Securities Act Rule 504 sold 200,000 @ .125 cents for \$25,000.

As far as the current management knows, no shares from the company have been issued for services in past two years.

In June and July of 2009 KCM Holdings Corp under Securities Act Rule 506 sold 2,000,000 @ .01 cents for \$20,000.

Part C Management and Control Structure

Item XII. The Officers and Control Persons.

A. Officers and Directors.

Donald Klein, CEO, President and Chairman of the Board

Mr. Klein brings a reputable and experienced background of entrepreneurial success to the Company and is responsible for its private equity and publicly traded investment businesses. He is Chairman of the board of directors and founder of KCM Holdings Corp.

Mr. Klein's diverse investment and management acumen lends itself to the credibility and strength of the KCM Holdings Corporation business strategy. His experience ranges from building multi million-dollar producing insurance agencies where he also held positions as managing partner and director of Insurance Services at Southwest Texas Capital, to trading for hedge funds and proprietary capital for a number of Wall Street Firms. Mr. Klein understands the necessity of building management teams for successful exponential growth and financial returns. Mr. Klein received his M.B.A. from Southern California University for Professional Studies.

John F. Steen, Chief Financial Officer

CPA. Mr. Steen, a Certified Public Accountant, has over 20 years experience as a Chief Financial Officer for both publicly traded and privately held corporations. Mr. Steen has extensive experience working with private and institutional investors, and with regulatory agencies at the state and federal level. Mr. Steen is also a Certified Fraud Examiner.

Ed Kang, Chief Operating Officer

Mr. Kang has many years of entrepreneurial and management experience in strategic business development on both local and international scales. In 1997 he founded media firm, K2M, with Donald Klein in South Florida. Mr. Kang

was able to negotiate a strategic alliance with The International Museum of Cartoon Art, which at the time was the world's largest cartoon strip and animation museum. The multi-national Latin entertainment conglomerate Caiman Entertainment later acquired K2M. While at Caiman Entertainment, Mr. Kang served as a creative director in intellectual properties development, managing brand identities for television and recording artists, including Chi Chi Peralta who was nominated for a Latin Grammy awards.

During the same time, Mr. Kang provided branding and design work for Warner/Chappell Music Publishing, which at that time was a division of AOL Time Warner, providing support for national marketing strategies to major advertising agencies and commercial brand managers.

Chad Lefevre, Senior Director of Strategic Development

Mr. Lefevre is the former Director of Blue Energy, a marketing and communications company whose assets were acquired by KCM Holdings in early 2008. He has co-developed KCM business development strategies, stemming from his experience as an entrepreneur, business development and communications expert, and business philosopher.

Prior to managing multiple real estate marketing operations contributing to over \$100 million in sales, he provided 12 years of business development and strategic operational consultancy services in the energy sector, and at various levels of government. He developed enterprise sales best practices and strategies to open new product markets in the oil and gas industry for Telco giant, Bell. His teaching experience includes serving as an instructor for a joint University of Calgary faculty of Communications and Haskayne School of Business program in the area of business communications.

B. Legal/Disciplinary History

1. There have been no criminal actions against any of the above members.
2. There has been no order, judgment, or decree by a court against any of the above members.
3. There have been no findings or judgment from the SEC, CFTC, or state securities

Regulatory agencies against any of the above members.

4. There has been no order barring, suspending, or otherwise limiting any of the above persons' involvement in any type of business or securities activities.

C. Disclosure of Certain Relationships

The issuer has no knowledge of any broker-dealer(s) or associated person(s) who is submitting quotations with respect to the Issuer's Common Stock, who may be associated, directly or indirectly, with the issuer.

D. Disclosure of Conflict of Interest

There are no transactions or conflicts of interests between any related party, executive officer, or director with competing professional or personal interests.

Item XIII. Beneficial Owners

The following individuals/companies have more than 5% Preferred A shares in KCMH.

Donald Klein

Klein Capital Management 5729 Lebanon Rd Suite 144-128 Frisco, TX 75034

Donald Klein currently has 6,000,000 shares of restricted Common shares.

Item XIV. Advisors

A. Legal Counsel:

Donald M. Brown JR

McMullen Associates, LLC

10701 McMullen Creek Parkway, Suite B, Charlotte, North Carolina 28226

B. Legal Counsel:

Investment Law Group

1230 Peachtree Street NE Suite 2445, Atlanta, Georgia 30309

C. Legal Counsel:

20/20 Law Group

110, 7330 Fisher Street S.E., Calgary, Alberta T2H 2H8

D. Accounting/Audit firm

KCMH is in process of selecting a public accounting firm to audit its financial statements.

Part D Financial Information

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2009

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. DESCRIPTION OF BUSINESS

KCM Holdings Corp. is a development stage company defined under Statements of Financial Accounting Standards No. 7. KCM Holdings Corporation (OTC: KCMH) is a global strategic business development consultancy and holdings conglomerate of companies, brands, alliances and professionals who provide innovative business solutions for profit. Specializing in a range of strategic business development, operational planning, business communications, marketing and media technologies, we focus on creating exponential and enduring social and economic value for our clients and shareholders

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The accompanying Consolidated Financial Statements have been prepared in accordance with generally accepted accounting principles in the U.S. ("U.S. GAAP"), and include the accounts of KCM Holdings Corp and its subsidiaries for which we have a controlling voting interest and/or a controlling financial interest. All inter-company transactions and balances have been eliminated in consolidation.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all short-term debt securities purchased with a maturity of three months or less to be cash equivalents. These items are carried at cost, which approximates market value.

Trade Accounts Receivable

Trade accounts receivable are recorded at their invoiced amounts and do not bear interest. We perform ongoing credit evaluations of our clients and monitor collections and payments in order to maintain a provision for uncollectable accounts.

Prepaid Expenses

Prepaid expenses and other current assets are comprised primarily of prepaid advertising expenses.

Intangibles

Intangibles include patents, trademarks and trade names. Intangibles with determinable lives are amortized using the straight-line method based on the estimated useful life of the intangible.

Income Taxes

The Company accounts for income taxes under the provisions of Statements of Financial Accounting Standards No. 109, "Accounting for Income Taxes, which requires a company to recognize deferred taxes and liabilities for the expected future tax consequences of events that have been recognized in a company's financial statements or tax returns. Under this method, deferred tax assets and liabilities are determined based on the difference between the financial statement carrying amounts and tax bases of assets and liabilities using enacted tax rates. The Company has no differences between book and tax accounting.

Uses of Estimates

The preparation of the consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that effect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Revenue Recognition

Revenues are recognized as services are completed or a product title is transferred. All advance client payments are classified as unearned revenues until services are provided or product title is transferred. We recognize revenue when we determine the following criteria are met: (i) persuasive evidence an arrangement exists; (ii) delivery has occurred or services have been rendered; (iii) the fee is fixed or determinable; and (iv) collectability is reasonably assured.

Common Stock

The Company has 500,000,000 shares of \$.001 par value authorized and 67,420,912 shares outstanding at June 30, 2008. The shares have no dividend rights, no liquidation rights, no liquidation value and no redemption rights.

Preferred Stock

The company has 50,000,000 shares of \$.001 par value Preferred shares authorized, with 45,000,000 shares issued and outstanding at September 30, 2007. The shares have no dividend rights and convert at the holders' or the Company's option to the Company's Common Stock at a rate of 50 to 1. The shares vote with the common shareholders at the same rate as the conversion rights. The shares have no liquidation value, no liquidation rights and no redemption rights.

Management Opinion

It is the opinion of the Company's Management that the interim financial statements for the three months ended June 30, 2008 reflect fairly the results of the Company's operations.

Item XVI. Financial information for two preceding fiscal years.

KCMH was formed in 2007 and began operations on January 1, 2008.

KCM Holdings Corp. and Subsidiaries
Consolidated Statements of Cash Flow
Six Months Ending June 30, 2009

Cash Flows From/(Used For) Operating Activities

Net Income/(Loss)	\$	153,000
Adjustments to reconcile net income/(loss) to net cash provided (used for) operations	\$	-
Increase in Accounts Receivable	\$	(140,000)
Decrease in Prepaid Expenses	\$	28,000
Increase in Inventory	\$	(9,200)
Decrease in Accounts Payable	\$	(14,961)
Net Cash Generated From Operating Activities	\$	16,839

Cash Flows From/ (Used For) Investing Activities

Sale of Short-Term Investments	\$	36,715
Purchase of Fixed Assets	\$	(14,100)
Cash used for organizational and development activities	\$	(90,000)
Net Cash Used For Investing Activities	\$	(67,385)

Cash Flows from Financing Activities

\$ -

Net Increase in Cash for Period

\$ (50,546)

Cash at Beginning of Period

\$ 63,846

Cash at End of Period

\$ 3,300

KCM Holdings Corp. and Subsidiaries
Consolidated Balance Sheet
June 30, 2009

UNAUDITED

ASSETS	June 30, 2009	
Current Assets		
Cash and cash equivalents	\$	3,300
Accounts receivable	\$	140,000
Prepaid expenses	\$	5,000
Inventory	\$	79,500
Short-term investments	\$	56,000
Total Current Assets	\$	283,800
Other Assets		
Organizational & development costs	\$	90,000
Fixed Assets		
Property and Equipment	\$	91,700
TOTAL ASSETS	\$	465,500
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	\$	11,080
Total Current Liabilities	\$	11,080
Stockholders' Equity		
Common shares, \$.001 per value; 500,000,000 authorized, 67,420,912 issued and outstanding	\$	67,420
Preferred Shares, \$.001 per value; 60,000,000 authorized, 45,000,000 issued and outstanding	\$	45,000
Additional Paid-In-Capital	\$	201,100
Retained Earnings	\$	140,900
Total Stockholders' Equity	\$	454,420
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$	465,500

UNAUDITED

**KCM Holdings Corp. and Subsidiaries
Consolidated Statements of Income
For the Six Months Ending June 30, 2009**

Revenues	\$	473,000
Cost of Goods Sold	\$	88,000
Marketing Expenses	\$	131,000
General and Administrative Expenses		
Occupancy	\$	48,000
Professional Fees	\$	28,000
Other	\$	24,000
Total General and Administrative	\$	<u>101,000</u>
Total Expenses	\$	<u>320,000</u>
Income/(Loss) Before Taxes	\$	<u>153,000</u>

KCM HOLDINGS CORP.
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
For the Six Months Ended June 30, 2009

	Common Shares		Preference Shares		Retained Earnings	Additional Paid-In Capital	Total Shareholders' Equity
	Number of Shares	Par Value	Number of Shares	Par Value			
BALANCE January 1, 2009	75,100,000	\$75,100	45,000,000	\$45,000	(\$12,100)	\$201,100	\$309,100
Treasury Shares	(7,880,000)	(\$7,880)					
Net Income					\$153,000		\$153,000
BALANCE June 30, 2009	67,420,000	\$67,420	45,000,000	\$45,000	\$140,900	\$201,100	\$484,420

KCM Holdings Corp. and Subsidiaries
Consolidated Statements of Cash Flow
Year Ending December 31, 2008

UNAUDITED

	<u>2008</u>
Cash Flows From/(Used For) Operating Activities	
Net Income/(Loss)	\$ (11,764)
Adjustments to reconcile net income/(loss) to net cash provided (used for) operations	\$ -
Depreciation	\$ 15,522
Increase in Prepaid Expenses	\$ (33,000)
Increase in Inventory	\$ (70,300)
Increase in Accounts Payable	\$ 18,361
	<hr/>
Net Cash Used in Operating Activities	\$ (81,181)
 Cash Flows From/ (Used For) Investing Activities	
Purchase of Fixed Assets	\$ (93,134)
Purchase of securities	\$ (32,714)
Investor Capital	\$ 35,084
Cash From/(Used For) in Investing Activities	\$ (90,764)
	<hr/>
Cash Flows from Financing Activities	
Additional Paid in Capital	\$ 224,550
	<hr/>
	\$ 224,550
 Net Increase in Cash for Period	 \$ 52,605
 Cash at Beginning of Period	 \$ 1,241
	<hr/>
Cash at End of Period	\$ 53,846

KCM Holdings Corp. and Subsidiaries
Consolidated Balance Sheet
December 31, 2008

UNAUDITED

ASSETS	December 31, 2008	
Current Assets		
Cash and cash equivalents	\$	53,846
Prepaid expenses	\$	33,000
Inventory	\$	70,300
Short-term investments	\$	92,714
Total Current Assets	\$	249,860
Fixed Assets		
Property and Equipment	\$	77,612
TOTAL ASSETS	\$	327,472
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	\$	18,361
Total Current Liabilities	\$	18,361
Stockholders' Equity		
Common shares, \$.001 par value; 500,000,000 authorized, 75,100,000 issued and outstanding	\$	75,100
Preferred Shares, \$.001 par value; 50,000,000 authorized, 45,000,000 issued and outstanding	\$	45,000
Additional Paid-In-Capital	\$	201,099
Retained Earnings	\$	(12,088)
Total Stockholders' Equity	\$	309,111
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$	327,472

**KCM Holdings Corp. and Subsidiaries
Consolidated Statements of Income
For the Year ending December 31, 2008**

UNAUDITED

	<u>2008</u>
Revenues	\$ 518,094
Marketing Expenses	\$ 195,258
General and Administrative Expenses	
Occupancy	\$ 65,674
Professional Fees	\$ 47,705
Other	\$ 181,599
Total General and Administrative	<u>\$ 294,978</u>
Income/(Loss) Before Taxes	\$ 27,858
Other Income/Expenses	<u>\$ (24,100)</u>
Earnings Before Depreciation, Interest and Taxes	\$ 3,758
Depreciation	<u>\$ (15,522)</u>
NET LOSS	\$ (11,764)

**KCM HOLDINGS
CORP.**

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

For the Year ended December 31, 2008

UNAUDITED

	Common Shares			Retained Earnings	Preference Shares			Total Shareholders' Equity
	Number of Shares	Par Value	Addition al Paid-In Capital		Number of Shares	Par Value	Addition al Paid-In Capital	
BALANCE January 1, 2008				\$0				\$0
Issuance of common shares	75,100,000	\$75,100	\$0					\$75,100
Issuance of preference shares	45,000,000		\$0		45,000,000	\$45,000		\$45,000
Net income				\$25,000				\$25,000
BALANCE December 31, 2008	120,100,000	\$75,100	\$0	25,000	45,000,000	\$45,000	\$0	\$145,100

NOTES TO 2008 CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2008

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Development Stage Company

KCM Holdings Corp. and wholly-owned Subsidiaries, KCM Insurance, KCMSMG USA, KCM Strategic Venture Group, KCMH Florida, KCM Relativity Fund and the KCM Trading Group (the Company) are development stage companies defined under Statements of Financial Accounting Standards No. 7.

Revenue Recognition

KCM Holdings Corp. and its subsidiaries use the accrual basis of accounting.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all short-term debt securities purchased with a maturity of three months or less to be cash equivalents.

Income Taxes

The Company accounts for income taxes under the provisions of Statements of Financial Accounting Standards No. 109, "Accounting for Income Taxes, which requires a company to recognize deferred taxes and liabilities for the expected future tax consequences of events that have been recognized in a company's financial statements or tax returns. Under this method, deferred tax assets and liabilities are determined based on the difference between the financial statement carrying amounts and tax bases of assets and liabilities using enacted tax rates. The Company has no differences between book and tax accounting.

Uses of Estimates

The preparation of the consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that effect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

NOTE 2 – DEPRECIATION

The Company depreciates all furniture and equipment over three years and takes one-half year depreciation in the year the asset was placed in service.

NOTE 3 – BASIS OF CONSOLIDATION

Since KCM Holdings Corp. owns 99% or more of each of its subsidiaries, the Equity Method of accounting is used for the preparation of the Consolidated Financial Statements. Under the Equity Method all subsidiary revenues, expenses, tax liabilities, profits and/or losses were consolidated. The minority interests for the two subsidiaries which the Company had a ninety-nine percent ownership position were deemed immaterial and were not included on the Consolidated Financial Statements.

NOTE 4 – EQUITY

Common Stock

The Company has 500,000,000 shares of \$.001 par value authorized and 75,100,000 shares outstanding at December 31, 2008. The shares have no dividend rights, no liquidation rights, no liquidation value and no redemption rights.

Preferred Stock

The company has 50,000,000 shares of \$.001 par value Preferred shares authorized, with 45,000,000 shares issued and outstanding at December 31, 2008. The shares have no dividend rights and convert at the holders' or the Company's option to the Company's Common Stock at a rate of 50 to 1. The shares vote with the common shareholders at the same rate as the conversion rights. The shares have no liquidation value, no liquidation rights and no redemption rights.

NOTE 5 – MANAGEMENT OPINION

It is the opinion of the Company's Management that the Consolidated Financial Statements for the year months ended December 31, 2008 reflect fairly the results of the Company's operations.

Item XVII. MDA or Plan of Operation

A. Plan of Operation

Over the next 12 months, KCMH's plan of operations is to continue its incubation and development of internal ventures and external client companies. The primary focus will be refinement, execution and solidifying growing value. More specifically this involves:

Refining each subsidiaries operational efficiency and revenue capacity through strategic planning, human resources, managerial development and sound financial management. Each subsidiary and department of operation will be strategically and financially vetted by the core KCMH team and any necessary supporting consultants with specific expertise.

Major areas include:

KCM Strategic Media Group – growth of consulting revenues and licensing independent consultants and strategic alliances.

KidEq – Continue to build out our own distribution arm and further develop our catalogue of content.

KCM Trading Group –Growth of assets under management.

KCM Venture Philanthropy Group – development of sustainable revenue models for social causes that synergize with for-profit internal models and clients.

KCM Insurance Services – Development of client base, market penetration and sales team.

KCMH Florida continue to source and look to acquire another company that is in either financial distress because of mismanagement or that represents a strong strategic and financial decision in relation to the rest of KCMH's holdings and assets.

KCMH could require additional fund raising for operational capital in the next twelve months.

Internally, in the next twelve months, KCMH will do product research and development focused on its strategic incubation services. This will include communication technologies, strategic models, distribution outlets and media production.

KCMH does not expect to make any significant equipment purchases or changes in number of employees within the next twelve months outside of any inherited equipment or employees from an acquisition or strategic alliance. In such a case, KCMH's main operational budgets and strategy will not be affected.

At most, KCMH will purchase support equipment such as computers and office furniture for administration support staff who will not play a major role in the KCMH twelve month plan of operation. The impact of such activities have subsequently been pre-planned and accounted for.

C. Off-balance Sheet Arrangements

There are currently no arrangements that are off the balance sheet.

Part E Exhibits

Item XVIII. Material Contracts

A. Material Contract

1. There are no contracts outside of purchase or sale of current assets having a determinable market price.
2. There are no contracts of which the Issuer is substantially dependent.
3. There are no contracts for purchase or sale of any property, plant, or equipment exceeding 15% of Issuer's assets.
4. There is no material lease of any property described in this disclosure.

B. Compensation Plans

All compensatory plans provided to employees, officers, and directors provides for the same method of allocation of benefits between typical management and non-management participants.

Part F Miscellaneous

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

There has been no purchase of Issuer's Equity Securities made by or on behalf of the Issuer or by any

Affiliated Purchaser, nor has there been any publicly announced plans or programs where the Issuer will repurchase such Equity Securities.

Item XIX. Articles of Incorporation and Bylaws

Please see attached file at the end of this document.

Item XX. Issuer's Certifications

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

I, Donald Klein, certify that: 1. I have reviewed this annual statement of KCM Holdings Corp; 2.

based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and 3. based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: Thursday, September 14, 2009

A handwritten signature in black ink, appearing to read "Donald Klein", with a stylized flourish at the end.

Donald Klein

CEO, KCMH

SECRETARY OF STATE



CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **ENRAY AUTOSYSTEMS, INC.** did on **November 2, 2004**, file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on **November 3, 2004**.



A handwritten signature in cursive script that reads "Dean Heller".

DEAN HELLER
Secretary of State

By

A handwritten signature in cursive script that reads "Patricia Isaman".

Certification Clerk

DEAN HELLER
Secretary of State
206 North Carson Street
Carson City, Nevada 89701-4239
(775) 684 6788
Website: secretaryofstate.biz

FILED # C29628-04

NOV 02 2004

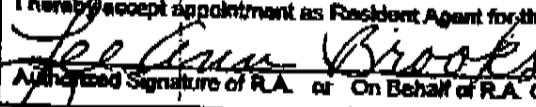
IN THE OFFICE OF
Dean Heller
DEAN HELLER, SECRETARY OF STATE

Articles of Incorporation

(PURSUANT TO NRS 78)

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

1. <u>Name of Corporation:</u>	ENRAY AUTOSYSTEMS, INC.			
2. <u>Resident Agent Name and Street Address:</u> <small>Must be a Nevada address with access to the street.</small>	Capitol Corporate Services, Inc. Name: 202 S. Minnesota St. Carson City NEVADA 89709 Street Address: City State Zip Code Optional Mailing Address: City State Zip Code			
3. <u>Shares:</u> <small>Number of shares authorized to be issued</small>	Number of shares with par value: 500,000,000 Par value: \$0.001 Number of shares without par value:			
4. <u>Names & Addresses of Board of Directors/Trustees:</u> <small>(List all names and full addresses of each director/trustee.)</small>	1. N. Ray Himer Name: 908 S. Somerset Mesa AZ 85206 Street Address: City State Zip Code 2. Name: Street Address: City State Zip Code 3. Name: Street Address: City State Zip Code			
5. <u>Purpose:</u> <small>Include an instruction</small>	The purpose of this Corporation shall be:			
6. <u>Names, Address and Signature of Incorporator:</u> <small>(List all names and full addresses of each incorporator.)</small>	David E. Stocker, Esq. Name: 2425 E. Camelback Rd., Ste. 1075 Phoenix AZ 85016 Address: City State Zip Code			
7. <u>Certificate of Acceptance of Appointment of Resident Agent:</u>	I hereby accept appointment as Resident Agent for the above named corporation.  Authorized Signature of R.A. or On Behalf of R.A. Company Date: 11-1-2004			

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

DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4288
(775) 684 6708
Website: secretaryofstate.biz

Entity #
C29628-2004
Document Number
20060377711-14

Date Filed:
6/14/2006 8:03:37 AM
In the office of

Certificate of Amendment
(PURSUANT TO NRS 78.385 and 78.390)

Dean Heller

Dean Heller
Secretary of State

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations

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

1. Name of corporation:
ENRAY AUTOSYSTEMS, INC.

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

AMENDMENT TO ARTICLES OF INCORPORATION:

The Board of Directors has authorized the creation of two classes of Preferred Stock:

CLASS A PREFERRED:

50,000,000 shares of Preferred A Stock with a Par Value of \$.001 shall hereby be authorized with 50:1 conversion rights and 50:1 voting rights.

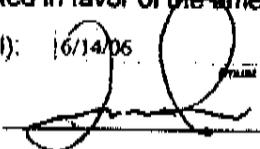
CLASS B PREFERRED:

50,000,000 shares of Preferred B shares with a Par Value of \$.001 shall hereby be authorized with 1:1 conversion rights and 1:1 voting rights.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: 94% (approximately)

4. Effective date of filing (optional): 6/14/06

Must not be later than 90 days after the certificate is filed

5. Officer Signature (required): 

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

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

This form must be accompanied by appropriate fees.

From: Constance Klein

858 278 0304

03/29/2007 18:54

#171 P.003/003



ROSS MILLER
Secretary of State
204 North Carson Street, Ste 1
Carson City, Nevada 89701-4299
(775) 684-6709
Website: secretaryofstate.biz

FAX: 775-684-5731

COPY

Certificate of Amendment

(PURSUANT TO NRS 78.385 AND 78.390)

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20070220212-88 Filing Date and Time 03/30/2007 8:00 AM Entity Number C29628-2004
--	--

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation For Nevada Profit Corporations (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

ENRAY AUTOSYSTEMS, INC.

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

THE NAME OF THE CORPORATION SHALL BE CHANGED TO:
KCM HOLDINGS CORP.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: 85%

4. Effective date of filing (optional):

3/29/07
(must not be later than 60 days after the certificate is filed)

5. Officer Signature (Required):

X

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

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

BYLAWS
OF
ENRAY AUTOSYSTEMS, INC.

November 3, 2004

ARTICLE I

OFFICES AND CORPORATE SEAL

SECTION 1.1 Registered Office. The registered office of ENRAY AUTOSYSTEMS, INC. (hereinafter the "Corporation"), in the State of Nevada shall be c/o Capitol Corporate Services, Inc., 202 South Minnesota Street, Carson City, Nevada 89703. In addition to its registered office, the Corporation shall maintain a principal office at a location determined by the Board. The Board of Directors may change the Corporation's registered office and principal office from time to time.

SECTION 1.2 Other Offices. The Corporation may also maintain offices at such other place or places, either within or without the State of Nevada, as may be designated from time to time by the Board of Directors (hereinafter the "Board"), and the business of the Corporation may be transacted at such other offices with the same effect as that conducted at the principal office.

SECTION 1.3 Corporate Seal. A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the Corporation, but nevertheless if in any instance a corporate seal be used, the same shall be a circle having on the circumference thereof the name of the Corporation and in the center the words "corporate seal", the year incorporated, and the state where incorporated.

ARTICLE II

SHAREHOLDERS

SECTION 2.1 Shareholders Meetings. All meetings of the shareholders shall be held at the principal office of the Corporation between the hours of 9:00 a.m. and 5:00 p.m., or at such other time and place as may be fixed from time to time by the Board, or in the absence of direction by the Board, by the President or Secretary of the Corporation, either within or without the State of Nevada, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof. A special or annual meeting called by shareholders owning a majority of the entire capital stock of the Corporation pursuant to Sections 2.2 or 2.3 shall be held at the place designated by the shareholders calling the meeting in the notice of the meeting or in a duly

executed waiver of notice thereof.

SECTION 2.2 Annual Meetings. Annual meetings of shareholders shall be held on a date designated by the Board of Directors or if that day shall be a legal holiday, then on the next succeeding business day, or at such other date and time as shall be designated from time to time by the Board and stated in the notice of the meeting. At the annual meeting, shareholders shall elect the Board and transact such other business as may properly be brought before the meeting. In the event that an annual meeting is not held on the date specified in this Section 2.2, the annual meeting may be held on the written call of the shareholders owning a majority of the entire capital stock of the Corporation issued, outstanding, and entitled to vote.

SECTION 2.3 Special Meetings of Shareholders. Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by Nevada statute or by the Articles of Incorporation (hereinafter the "Articles"), may be called by the President and shall be called by the President or Secretary at the request in writing of a majority of the Board, or at the request in writing of shareholders owning a majority of the entire capital stock of the Corporation issued, outstanding, and entitled to vote. Such request shall state the purpose or purposes of the proposed meeting. In the event that the President or Secretary fails to call a meeting pursuant to such a request, a special meeting may be held on the written call of the shareholders owning a majority of the entire capital stock of the Corporation issued, outstanding, and entitled to vote.

SECTION 2.4 List of Shareholders. The officer who has charge of the stock transfer books for shares of the Corporation shall prepare and make, no more than two (2) days after notice of a meeting of shareholders is given, a complete list of the shareholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address and the number of shares registered in the name of each shareholder. Such list shall be open to examination and copying by any shareholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any shareholder present.

SECTION 2.5 Notice of Shareholders Meetings. Written notice of the annual meeting stating the place, date and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given, either personally or by mail, to each shareholder of record entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the date of the meeting. If mailed, such notice shall be deemed to be delivered when mailed to the shareholder at his address as it appears on the stock transfer books of the Corporation. Business transacted at

any special meeting of shareholders shall be limited to the purposes stated in the notice unless determined otherwise by the unanimous vote of the holders of all of the issued and outstanding shares of the Corporation present at the meeting in person or represented by proxy.

SECTION 2.6 Closing of Transfer Books or Fixing of Record Date. For the purpose of determining shareholders entitled to notice of, or permitted to vote at, any meeting of shareholders or any adjournment thereof, or for the purpose of determining shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the board may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, sixty (60) days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of, or permitted to vote at, a meeting of shareholders, such books shall be closed for at least ten (10) days immediately preceding such meeting. In lieu of closing the stock transfer books, the board may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than sixty (60) days and, in case of a meeting of shareholders, not less than ten (10) days prior to the date on which the particular action requiring such determination of shareholders is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of, or permitted to vote at, a meeting of shareholders, or for the determination of shareholders entitled to receive payment of a dividend, the record date shall be 4:00 p.m. on the day before the day on which notice of the meeting is given or, if notice is waived, the record date shall be the day on which, and the time at which, the meeting is commenced. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof, provided that the board may fix a new record date for the adjourned meeting and further provided that such adjournments do not in the aggregate exceed thirty (30) days. The record date for determining shareholders entitled to express consent to action without a meeting pursuant to Section 2.9 shall be the date on which the first shareholder signs the consent.

SECTION 2.7 Quorum and Adjournment.

(a) The holders of a majority of the shares issued, outstanding, and entitled to vote at the meeting, 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 Nevada statute or by the Articles.

(b) Business may be conducted once a quorum is present and may continue until adjournment of the meeting notwithstanding the withdrawal or temporary absence of sufficient shares to reduce the number present to less than a quorum. Unless the vote of a greater number or voting by classes is required by Nevada statute or the Articles,

the affirmative vote of the majority of the shares then represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders; provided, however, that if the shares then represented are less than required to constitute a quorum, the affirmative vote must be such as would constitute a majority if a quorum were present; and provided further, that the affirmative vote of a majority of the shares then present shall be sufficient in all cases to adjourn a meeting.

(c) If a quorum shall not be present or represented at any meeting of the shareholders, the shareholders entitled to vote at the meeting, present in person or represented by proxy, shall have power to adjourn the meeting to another time or place, without notice other than announcement at the meeting at which adjournment is taken, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each shareholder of record entitled to vote at the meeting.

SECTION 2.8 Voting. At every meeting of the shareholders, each shareholder shall be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such shareholder, but no proxy shall be voted or acted upon after six (6) months from its date, unless the proxy provides for a longer period not to exceed seven (7) years.

SECTION 2.9 Action Without Meeting. Any action required or permitted to be taken at any annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of a majority of the outstanding shares entitled to vote with respect to the subject matter of the action unless a greater percentage is required by law in which case such greater percentage shall be required.

SECTION 2.10 Waiver. A shareholder's attendance at a meeting shall constitute a waiver of any objection to defective notice or lack of notice of the meeting unless the shareholder objects at the beginning of the meeting to holding the meeting or transacting business at the meeting, and shall constitute a waiver of any objection to consideration of a particular matter at the meeting unless the shareholder objects to considering the matter when it is presented. A shareholder may otherwise waive notice of any annual or special meeting of shareholders by executing a written waiver of notice either before, at or after the time of the meeting.

SECTION 2.11 Conduct of Meetings. Meetings of the shareholders shall be presided over by a chairman to be chosen, subject to confirmation after tabulation of the votes, by a majority of the shareholders entitled to vote at the meeting who are present in

person or by proxy. The secretary for the meeting shall be the Secretary of the Corporation, or if the Secretary of the Corporation is absent, then the chairman initially chosen by a majority of the shareholders shall appoint any person present to act as secretary. The chairman shall conduct the meeting in accordance with the Corporation's Articles, Bylaws and the notice of the meeting, and may establish rules for conducting the business of the meeting. After calling the meeting to order, the chairman initially chosen shall call for the election inspector, or if no inspector is present then the secretary of the meeting, to tabulate the votes represented at the meeting and entitled to be cast. Once the votes are tabulated, the shares entitled to vote shall confirm the chairman initially chosen or shall choose another chairman, who shall confirm the secretary initially chosen or shall choose another secretary in accordance with this section. If directors are to be elected, the tabulation of votes present at the meeting shall be announced prior to the casting of votes for the directors.

SECTION 2.12 Election Inspector. The Board of Directors, in advance of any shareholders meeting, may appoint an election inspector to act at such meeting. If an election inspector is not so appointed or is not present at the meeting, the chairman of the meeting may, and upon the request of any person entitled to vote at the meeting shall, make such appointment. If appointed, the election inspector will determine the number of shares outstanding, the authenticity, validity and effect of proxies and the number of shares represented at the meeting in person and by proxy; receive and count votes, ballots and consents and announce the results thereof; hear and determine all challenges and questions pertaining to proxies and voting; and, in general, perform such acts as may be proper to ensure the fair conduct of the meeting.

ARTICLE III

DIRECTORS

SECTION 3.1 Number and Election. The number of directors that shall constitute the whole Board shall initially be one; provided, such number may be changed by the shareholders so long as the number of directors shall not be less than one or more than nine. Directors shall be elected by the shareholders, and each director shall serve until the next annual meeting and until his successor is elected and qualified, or until resignation or removal.

SECTION 3.2 Powers. The business and affairs of the Corporation shall be managed by the Board, which may exercise all such powers of the Corporation and do all such lawful acts as are not by Nevada statute, the Articles, or these Bylaws directed or required to be exercised or done by the shareholders.

SECTION 3.3. Resignation of Directors. Any director may resign his office at any time by giving written notice of his resignation to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time be specified therein, at the time of the receipt thereof, and the acceptance thereof shall not be necessary to make it effective.

SECTION 3.4 Removal of Directors. Any director or the entire Board may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors at a meeting of shareholders called expressly for that purpose.

SECTION 3.5 Vacancies. Vacancies resulting from the resignation or removal of a director and newly created directorships resulting from any increase in the authorized number of directors shall be filled by the shareholders in accordance with Section 3.1.

SECTION 3.6 Place of Meetings. Unless otherwise agreed by a majority of the directors then serving, all meetings of the Board of Directors shall be held at the Corporation's principal office between the hours of 9:00 a.m. and 5:00 p.m., and such meetings may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 3.6 shall constitute presence in person at such meeting.

SECTION 3.7 Annual Meetings. Annual meetings of the Board shall be held immediately following the annual meeting of the shareholders and in the same place as the annual meeting of shareholders. In the event such meeting is not held, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board, or as shall be specified in a written waiver of notice by all of the directors.

SECTION 3.8 Regular Meetings. Regular meetings of the Board may be held without notice at such time and at such place as shall from time to time be determined by the Board.

SECTION 3.9 Special Meetings. Special meetings of the Board may be called by the President or the Secretary with seven (7) days notice to each director, either personally, by mail, by telegram, or by telephone; special meetings shall be called in like manner and on like notice by the President or Secretary on the written request of two (2) directors and shall in such case be held at the time requested by those directors, or if the President or Secretary fails to call the special meeting as requested, then the meeting may be called by the two requesting directors and shall be held at the time designated by those directors in the notice.

SECTION 3.10 Quorum and Voting. A quorum at any meeting of the Board shall

consist of a majority of the number of directors then serving, but not less than two (2) directors, provided that if and when a Board comprised of one member is authorized, or in the event that only one director is then serving, then one director shall constitute a quorum. If a quorum shall not be present at any meeting of the Board, the directors then present may adjourn the meeting to another time or place, without notice other than announcement at the meeting, until a quorum shall be present. If a quorum is present, then the affirmative vote of a majority of directors present is the act of the Board of Directors.

SECTION 3.11 Action Without Meeting. Unless otherwise restricted by the Articles or these Bylaws, any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

SECTION 3.12 Committees of the Board. The Board, by resolution, adopted by a majority of the full Board, may designate from among its members an executive committee and one or more other committees each of which, to the extent provided in such resolution and permitted by law, shall have and may exercise all the authority of the Board. The Board, with or without cause, may dissolve any such committee or remove any member thereof at any time. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any member thereof, of any responsibility imposed by law.

SECTION 3.13 Compensation. To the extent authorized by resolution of the Board and not prohibited or limited by the Articles, these Bylaws, or the shareholders, a director may be reimbursed by the Corporation for his expenses, if any, incurred in attending a meeting of the Board of Directors, and may be paid by the Corporation a fixed sum or a stated salary or both for attending meetings of the Board. No such reimbursement or payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

SECTION 3.14 Waiver. A director's attendance at or participation in a meeting shall constitute a waiver of any objection to defective notice or lack of notice of the meeting unless the director objects at the beginning of the meeting or promptly upon his arrival to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. A director may otherwise waive notice of any annual, regular or special meeting of directors by executing a written notice of waiver either before or after the time of the meeting.

SECTION 3.15 Chairman of the Board. A Chairman of the Board may be appointed by the directors. The Chairman of the Board shall perform such duties as from time to time may be assigned to him by the Board, the shareholders, or these Bylaws. The

Vice Chairman, if one has been elected, shall serve in the Chairman's absence.

SECTION 3.16 Conduct of Meetings. At each meeting of the Board, one of the following shall act as chairman of the meeting and preside, in the following order of precedence:

- (a) The Chairman of the Board;
- (b) The Vice Chairman;
- (c) The President of the Corporation; or
- (d) A director chosen by a majority of the directors present, or if a majority is unable to agree on who shall act as chairman, then the director with the earliest date of birth shall act as the chairman.

The Secretary of the Corporation, or if he shall be absent from such meeting, the person whom the chairman of such meeting appoints, shall act as secretary of such meeting and keep the minutes thereof. The order of business and rules of procedure at each meeting of the Board shall be determined by the chairman of such meeting, but the same may be changed by the vote of a majority of those directors present at such meeting. The Board shall keep regular minutes of its proceedings.

ARTICLE IV

OFFICERS

SECTION 4.1 Titles, Offices, Authority. The officers of the Corporation shall be chosen by the Board of Directors and shall include a President, a Secretary and a Treasurer, and may, but need not, include a Chairman, a Vice Chairman, a Chief Executive Officer, a Chief Operating Officer, a Vice President, additional Vice Presidents, one or more assistant secretaries and assistant treasurers, or any other officer appointed by the Board. Any number of offices may be held by the same person, unless the Articles or these Bylaws otherwise provide. If only one person is serving as an officer of this Corporation, he or she shall be deemed to be President and Secretary. An officer shall have such authority and shall perform such duties in the management of the Corporation as may be provided by the Articles or these Bylaws, or as may be determined by resolution of the Board or the shareholders in accordance with Article V.

SECTION 4.2 Subordinate Officers. The Board may appoint such subordinate officers, agents or employees as the Board may deem necessary or advisable, including one or more additional Vice Presidents, one or more assistant secretaries, and one or more assistant treasurers, each of whom shall hold office for such period, have authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine. The Board may

delegate to any executive officer or to any committee the power to appoint any such additional officers, agents or employees. Notwithstanding the foregoing, no assistant secretary or assistant treasurer shall have power or authority to collect, account for, or pay over any tax imposed by any federal, state or city government.

SECTION 4.3 Appointment, Term of Office, Qualification. The officers of the Corporation shall be appointed by the Board and each officer shall serve at the pleasure of the Board until the next annual meeting and until a successor is appointed and qualified, or until resignation or removal.

SECTION 4.4 Resignation. Any officer may resign his office at any time by giving written notice of his resignation to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time be specified therein, at the time of the receipt thereof, and the acceptance thereof shall not be necessary to make it effective.

SECTION 4.5 Removal. Any officer or agent may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an officer or agent shall not of itself create contract rights.

SECTION 4.6 Vacancies. A vacancy in any office, because of death, resignation, removal, or any other cause, shall be filled for the unexpired portion of the term in the manner prescribed in Sections 4.1, 4.2 and 4.3 of this Article IV for appointment to such office.

SECTION 4.7 The President. The President shall preside at all meetings of shareholders. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Corporation. He may sign, when authorized by the Board, certificates for shares of the Corporation and deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time.

SECTION 4.8 The Vice President. Each Vice President shall have such powers and perform such duties as the Board or the President may from time to time prescribe and shall perform such other duties as may be prescribed by these Bylaws. At the request of the President, or in case of his absence or inability to act, the Vice President or, if

there shall be more than one Vice President then in office, then one of them who shall be designated for the purpose by the President or by the Board shall perform the duties of the President, and when so acting shall have all powers of, and be subject to all the restrictions upon, the President.

SECTION 4.9 The Secretary. The Secretary shall act as secretary of, and keep the minutes of, all meetings of the Board and of the shareholders; he shall cause to be given notice of all meetings of the shareholders and directors; he shall be the custodian of the seal of the Corporation and shall affix the seal, or cause it to be affixed, to all proper instruments when deemed advisable by him; he shall have charge of the stock book and also of the other books, records and papers of the Corporation relating to its organization as a Corporation, and shall see that the reports, statements and other documents required by law are properly kept or filed; and he shall in general perform all the duties incident to the office of Secretary. He may sign, with the President, certificates of stock of the Corporation. He shall also have such powers and perform such duties as are assigned to him by these Bylaws, and he shall have such other powers and perform such other duties, not inconsistent with these Bylaws, as the Board shall from time to time prescribe. If no officer has been named as Secretary, the duties of the Secretary shall be performed by the President or a person designated by the President.

SECTION 4.10 The Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all the funds and securities of the Corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name of and to the credit of the Corporation in such banks and other depositories as may be designated by the Board, or in the absence of direction by the Board, by the President; he shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and to the directors at the regular meetings of the Board or whenever they may require it, a statement of all his transactions as Treasurer and an account of the financial condition of the Corporation; and, in general, he shall perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him by the Board. He may sign, with the President or a Vice President, certificates of stock of the Corporation. If no officer has been named as Treasurer, the duties of the Treasurer shall be performed by the President or a person designated by the President.

SECTION 4.11 Compensation. The Board shall have the power to set the compensation of all officers of the Corporation. It may authorize any officer, upon whom the power of appointing subordinate officers may have been conferred, to set the compensation of such subordinate officers.

ARTICLE V

AUTHORITY TO INCUR CORPORATE OBLIGATIONS

SECTION 5.1 Limit on Authority. No officer or agent of the Corporation shall be authorized to incur obligations on behalf of the Corporation except as authorized by the Articles or these Bylaws, or by resolution of the Board or the shareholders. Such authority may be general or confined to specific instances.

SECTION 5.2 Contracts and Other Obligations. To the extent authorized by the Articles or these Bylaws, or by resolution of the Board or the shareholders, officers and agents of the Corporation may enter into contracts, execute and deliver instruments, sign and issue checks, and otherwise incur obligations on behalf of the Corporation.

ARTICLE VI

SHARES AND THEIR TRANSFER

SECTION 6.1 Certificates for Shares. Certificates representing shares of the Corporation shall be in such form as shall be determined by the Board. Such certificates shall be signed by the President or a Vice President and by the Secretary or an assistant secretary. The signatures of such officers upon a certificate may be facsimiles if the certificate is manually signed on behalf of a transfer agent or a registrar, other than the Corporation itself or one of its employees. Each certificate for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the Corporation. All certificates surrendered to the Corporation for transfer shall be canceled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled, except that in case of a lost, destroyed or mutilated certificate a new one may be issued therefor upon such terms and indemnity to the Corporation as the Board may prescribe.

SECTION 6.2 Issuance. Before the Corporation issues shares, the Board shall determine that the consideration received or to be received for the shares is adequate. A certificate shall not be issued for any share until such share is fully paid.

SECTION 6.3 Transfer of Shares. Transfer of shares of the Corporation shall be made only on the stock transfer books of the Corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the Corporation, and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the Corporation shall be deemed by the Corporation to be the

owner thereof for all purposes.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Corporation shall be December 31.

ARTICLE VIII

DIVIDENDS

From time to time the Board may declare, and the Corporation may pay dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and its Articles.

ARTICLE IX

INDEMNIFICATION

The Corporation may indemnify and advance litigation expenses to its directors, officers, employees and agents to the extent permitted by law, the Articles or these Bylaws, and shall indemnify and advance litigation expenses to its directors, officers, employees and agents to the extent required by law, the Articles or these Bylaws. The Corporation's obligations of indemnification, if any, shall be conditioned on the Corporation receiving prompt notice of the claim and the opportunity to settle and defend the claim. The Corporation may, to the extent permitted by law, purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee or agent of the Corporation.

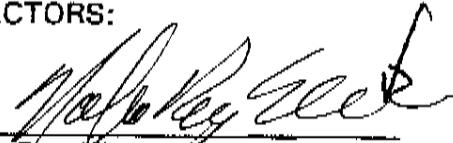
ARTICLE X

REPEAL, ALTERATION OR AMENDMENT

These Bylaws may be repealed, altered, or amended, or substitute Bylaws may be adopted at any time by a majority of the Board at any regular or special meeting, or by the shareholders at a special meeting called for that purpose. Any amendment made by the shareholders may not be amended by the Board unless authorized by the shareholders. No amendment made by the Board that impairs the rights of any shareholder shall be valid.

IN WITNESS WHEREOF, the undersigned, being the directors of ENRAY AUTOSYSTEMS, INC., adopt the foregoing Bylaws, effective as of the date first written above.

DIRECTORS:

By: 
N. Ray Ulmer, Director

CERTIFICATION

The undersigned, as Secretary of ENRAY AUTOSYSTEMS, INC., hereby certifies that the foregoing Bylaws were duly adopted by the Board of Directors.

By: 
N. Ray Ulmer, Secretary