

Company Information and Disclosure Statement

COMPANY NAME: IMAGEXPRES CORPORATION
OTCPK: IMJX

2010 Annual Report

Year ending December 31, 2010

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Part A: General Company Information

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

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

Exact Company Name: Imagexpres Corporation (hereinafter referred to as “we”, “us”, or “our” or “the Issuer”).

Name used by predecessor entities in the past five years: (a) Formerly= Kompass Travel, Ltd. (CO) until September 2003
(b) Formerly= Arc International Corp. (ON) until March 2003
(c) Formerly= Associated Recreation Corp. (ON) until October 1983

Item II – The address of the issuer’s principal executive offices

In answering this item, please also provide (i) the telephone and fax number of the issuer’s principal executive offices, (ii) if applicable, the URL of each website maintained by or on behalf of the issuer, and (iii) if applicable, the name, phone number, email address, and mailing address of the person responsible for the issuer’s investor relations.

Address: 333 Metro Park, Suite N-105, Rochester, NY 14623
Phone: (585) 292-5177
Fax: (585) 292-5178
Website: www.imagexpres.com

Item III – The jurisdiction(s) and date of the issuer’s incorporation or organization

Provide the issuer’s jurisdiction(s) of incorporation or jurisdiction(s) of organization (if the issuer is not a corporation) and the date on which it was incorporated or organized.

The Company was incorporated on March 4, 2003 in the state of Colorado.

Part B: Share Structure

Item IV – The exact title and class of securities outstanding as of 12-31-2010

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

CUSIP Number:	45248C 10 0
Trading Symbol:	IMJX
Common Stock Outstanding:	9,972,932,635
Restricted Common Stock:	2,156,735,293
Preferred Stock Outstanding:	0

Item V – Par or Stated Value and description of the security.

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

Common Stock - Par Value \$0.001 per share
Preferred Stock - Par Value \$0.001 per share

B. Common or Preferred Stock.

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

Shareholders of the Company's common stock get one vote for each share of stock they own on each matter submitted to vote to stockholders, including election of directors. There is no cumulative voting and no preemption rights. In the event of our liquidation, dissolution or winding up, the holders of Common Stock will be entitled to receive, after payment of all of our debts and liabilities and of all sums to which holders of any outstanding shares of preferred stock, if any, may be entitled, the distribution of our remaining assets. Outstanding common stock is entitled to its pro rata share of any dividends declared by the Company's Board of Directors.

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

The Company authorized 10,000,000 shares of preferred stock, and no preferred shares are issued.

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

There are no other material rights of common or preferred shareholders at this time.

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

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

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

In answering this item, provide the information below for each class of securities authorized. Please provide this information (i) as of the end of the issuer's most recent fiscal year and (ii) as of the end of the issuer's last two fiscal years.

Common Stock

	Most Recent Fiscal Year	Last Fiscal Year	Previous to Last Fiscal Year
(i) Period end date;	December 31, 2010	December 31, 2009	December 31, 2008
(ii) Number of shares authorized;	10,000,000,000	10,000,000,000	5,000,000,000
(iii) Number of shares outstanding;	9,972,932,635	6,256,432,635	4,856,432,635
(iv) Freely tradable shares (public float)	7,816,147,342	5,725,897,342	4,325,897,342
(v) Total number of beneficial shareholders; and	2	1	1
(vi) Total number of shareholders of record.	436	473	485

Preferred Stock

	Most Recent Fiscal Year	Last Fiscal Year	Previous to Last Fiscal Year
(i) Period End Date;	December 31, 2010	December 31, 2009	December 31, 2008
(ii) Number of shares authorized;	10,000,000	10,000,000	10,000,000
(iii) Number of shares outstanding;	0	0	0
(iv) Total number of shareholders of record.	0	0	0

Part C: Business Information

Item VII – The name and address of the transfer agent*

*In answering this item, provide also provide the telephone number of the transfer agent, indicate whether or not the transfer agent is registered under the Exchange Act, and state the appropriate regulatory authority of the transfer agent. *To be included in the OTCQX or the Current Information OTC Market Tier, the issuer's transfer agent must be registered under the Exchange Act.*

Name: Signature Stock Transfer
 Address: 2632 Coachlight Court, Plano, TX 75093-3850
 Phone: 972-612-4120
 Registered Under Exchange Act? Yes
 Regulatory Authority: Regulated by the SEC in conjunction with FINRA

Item VIII – The nature of this issuer's business

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

A. Business Development. Describe the development of the issuer and material events during the last three (3) years so that a potential investor can clearly understand the history and development of the business. If the issuer has not been in business for three years, provide this information for any predecessor company/ This business development description must also include:

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

ImageXpres Corporation is a Colorado c-corporation.

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

The Company was organized in 2003, in Colorado. The Company's predecessor, Arc International, Inc., was organized in 1983, in Ontario.

3. The issuer's fiscal year end date;

The issuer's fiscal year end date is December 31.

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

The issuer has never been in bankruptcy, receivership, or any similar proceeding.

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

The issuer has never been involved in any reclassification, consolidation, or purchase or sale of a significant amount of assets.

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

The Company's predecessor, Arc International, Inc., defaulted on the terms of a promissory note, in the amount of \$45,612.00, which became due and payable on January 31, 2009. In February 2009, the Company entered into a payment arrangement with Title 11 Holdings, LLC to pay off this debt amount, and the Company continues to make monthly payments of \$500.00, or more , until it fulfills this debt obligation.

7. any change of control;

There has been no change in control of the issuer during the last three (3) years.

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

There was an increase of 10% or more of the same class of outstanding equity securities; on March 11, 2010 the Company issued a total of 1,400,000,000 common shares to members of its management team as consideration for the cancellation of debt for accrued wages, when there were previously 6,256,432,635 common shares outstanding, for an increase of 22.38%.

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

The issuer (or any predecessor) has never been in bankruptcy, receivership, or any similar proceeding.

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

The issuer has never had its securities de-listed by any securities exchange.

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

There are no past, pending or threatened legal proceedings or administrative actions either by or against the Issuer that could have a material effect on the Issuer's business, financial condition, or operations.

The Issuer has no current, past or pending trading suspensions by any securities regulator.

B. Business of Issuer. Describe the issuer's business so a potential investor can clearly understand it.

ImageXpres Corporation is a digital printing and imaging solutions company, headquartered in Rochester, NY.

The Company develops, commercializes and markets several major product lines targeted primarily for the business marketplace, and also produces digital printing products for the consumer market. Since its inception, and continuing through 2010, the Company has focused on developing and commercializing digital imaging/information solutions that include hardware/software systems and digitally-printed products for business applications. The product solutions themselves were selected on the basis of Company strengths in the area of its proprietary software, manufacturing processes, and unique business model

implementation, that are protected under copyright and trade secret laws. In 2009 the Company organized its business operations into three main Product segments, which continue today :

Product/Market Focus:

A. Digital Printing :

FreePrintze: The Company has increased its digital printing capability over the last several years, and is now positioned to accelerate its sales growth as a result of new commercial print products, that include business literature, sell sheets, and a new direct mail fulfillment service called **FreePrintze™ Advertising Media**. The Company has committed considerable time, labor and capital on the commercialization and refinement of this revolutionary new form of direct mail advertising. The new service, involving thousands of small and medium sized businesses, provides a unique direct mail package, with consumer photo prints and advertising combined in a proprietary format, delivered *free* to hundreds of thousands of consumer households, on a weekly basis. The new digital print service is now available on its internet site www.freeprintze.com.

Large Format: ImageXpres continues to expand its portfolio of digital commercial and consumer printing products and services, among them its large format, digitally-printed posters, outdoor signage, and custom-fabricated window coverings. The Company designs, prints and manufactures custom PHOTOBIND™ and BELLABLIND™ Window Coverings, including high-end vertical blinds, and custom roller shades, with full color, digital printed graphics. These unique products are being well received by both commercial businesses and consumers alike. The Company is now experiencing substantial sales and revenue growth in this billion dollar market segment, and is confident this product line will continue to expand over the next five years.

B. SmartKiosks™ Systems: The Company announced a major new product line, its SmartKiosk/Digital Signage Systems in 2009, and continued to refine the product line in market trials throughout 2010. The Company bundles its LitePix™ digital advertising services with the innovative SmartKiosk product line, now being distributed to key retail customers across the U.S. The Company is currently selling and operating SmartKiosk units at retail locations, along with generating monthly income from paid advertisements playing on the Smartiosks and digital signs at these retail locations.

The Company has been developing a second-generation SmartKiosk product, that promises a smaller footprint, lower cost, and simpler user interface for consumers. The Company anticipates a greatly expanding network of the free-standing SmartKiosks, as a result of strong demand from retail and commercial business customers who see the new kiosks as a means for offering their

consumers convenient online service and on-demand order fulfillment. The Company's Smartkiosks are all broadband connected, creating a W-iFi gateway for consumers with laptops, or online connectivity via the touchscreen kiosk, thus supporting a wide range of business services for consumers, in a variety of retail venues.

C. Medical Imaging Solutions: The Company manufactures and sells its Surg-i-Scan™ Surgical Safety Checklist Board, along with a digital software version of the product, for the Apple iPhone and Apple iPad tablet. As a result of the success of this product innovation into the medical healthcare market segment, the Company recognized its ability to combine its digital graphics and printing capability, along with its software development technology, in order to commercialize a unique vertical system solution with many consumer benefits. Based upon positive market feedback, and very strong market potential, the Company formed its ImageXpres Medical Solutions Division in 2010. The Company's Surgi-i-Scan™ Surgical Checklist Board, which began as an opportunity to digitally print and fabricate a medical surgical "sign" for operating rooms in hospitals, has resulted in a major medical industry product innovation now finding its way into hospital surgical suites, and is saving lives and improving patients' success rates in surgery. The Company is now developing follow-on products for surgical and patient bedside safety, including digital software applications for use on mobile phones, iPad tablets, and Android tablet PCs.

To the extent material to an understanding of the issuer, please also include the following:

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

Primary Code: 27752 - 'Commercial Printing - Lithographic'
 Secondary Code: 3993 - 'Signs and Advertising Specialties'

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

The issuer is currently conducting operations.

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

The issuer has never at any time been considered a "shell company" as defined by Securities Act Rule 405.

4. the names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement;

The issuer currently has no parent, subsidiary or affiliate companies.

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

Given the nature of the issuer's imaging and printing business, there are no existing or probable government regulations that have any effect on the business.

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

The Issuer has spent an estimated \$240,000 on research and development activities during the last two fiscal years, comprising of software development, development of new printing techniques and processes, and kiosk beta testing.

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

Except for the normal licensing, zoning, and tax collection requirements to which this type of business is subject, the Issuer has not experienced, nor anticipates having to experience, any new or additional governmental regulations related to its business.

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

The Company employs a total of seven (7) full-time employees, and three (5) part-time employees involved in sales and marketing for the Company.

Item IX – The nature of products or services offered

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

A. principal products and their markets;

The Company has three main product lines, the first being its family of **SmartKiosks™** and accompanying **LitePix™ digital signs**, that deliver interactive digital content and advertising to retail locations that have purchased or leased the systems from the Company. These touchscreen kiosks deliver internet browsing capability to retail stores, businesses, hotels, restaurants, and fitness centers, providing consumers various online services, while digital advertisements are displayed on the overhead digital signage.

The second product line is the portfolio of **Digital Printing Products and Services** the Company provides for thousands of commercial businesses, such as sales literature, presentation folders, large posters, and its revolutionary new direct mail fulfillment service, **FreePrintze™ Advertising Media**. The Company is a full-service design, digital printing, and fulfillment enterprise, utilizing digital print technologies such as inkjet, digital offset,

and dye sublimation, thus enabling the Company to provide a broad range of printed products and services.

The third distinct class of products is the ImageXpres Surg-i-Scan™ Surgical Safety Checklist product line, introduced to the medical market segment in 2009. This new product family consists of analog Surgical Safety Checklist Boards that assist surgeons and operating teams in practicing safer surgery, often reducing errors, and improving patient care in hospitals. A follow-on product now available for hospitals and out-patient clinics is the Surg-i-Scan™ “digital” Surgical Safety Checklist, a software application that resides on i-Phones and other smartphones, which assist the operating team in the surgical protocol, much like the analog, physical checklist boards.

B. distribution methods of the products or services;

The Company continues to sell and distributes its digital SmartKiosk™ systems using a direct sales force, as well as key distributors now being signed by the Company, to enable larger orders to national chains such as fast food restaurants, “bigbox” retailers, and large horizontal markets such as medical facilities. In all cases, the Company assists in the digital system installation, and provides ongoing software service and support for the monthly digital advertisements that reside on the systems.

The Company markets, sells, and distributes its printed products, including its new proprietary FreePrintze Advertising Media service, utilizing direct salesmen, and via internet orders received at its websites, www.imagexpres.com, and www.freeprintze.com . The Company is in the process of expanding FreePrintze™, its unique digital advertising print fulfillment service, and has plans to sell the service nationwide.

The Company markets and sells its Surg-i-Scan™ medical product line both directly to hospitals, via its internet website, and also through key medical distributors already established within the medical/surgical market segment.

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

In all three product/market segments, the Company is confronted with many competitors, both large and small. In all cases, the Company is relying on unique product features and benefits to provide competitive advantages over the competition.

In the SmartKiosk™ marketplace, the Company provides software functionality at industry-low prices, along with turnkey software customization for small businesses, enabling digital advertising and

interactive, user-friendly kiosks for thousands of businesses considering purchasing in-store, POS systems.

In the Digital Printing market segment, the Company has developed and commercialized a unique, proprietary direct mail advertising service, FreePrintze™, and is now in the process of hiring a direct sales force to approach and contract thousands of small and medium business advertising customers. This highly competitive industry segment is one where the Company has spent considerable product development to enable a distinct competitive advantage, and a national rollout of its unique direct mail print fulfillment service, which the Company believes will become mainstream in 2011, and beyond.

In the medical market segment there does not exist any main competitors who are marketing and selling a product with the same features and benefits as the Company's Surg-i-Scan™ surgical safety checklist product(s), as of yet. There are several small companies offering surgical safety checklist products, but they are more readily classified as "whiteboards", or dry-erase boards, and do not provide the unique features of the ImageXpres Surg-i-Scan™ product line. Similarly, there does exist several small companies who are offering a surgical safety checklist i-Phone "app", through the Apple i-Tunes online store. It is expected there will be more software products available in the 2011 fiscal period.

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

There are no raw materials critical to the development and commercialization of the Issuers main products and services. The principal supplies are digital printing media and inks/toners, available from a large number of domestic suppliers such as HP, Eastman Kodak, and Xerox.

Similarly, the manufacture of digital SmartKiosk™ systems incorporate hardware that is purchased directly from domestic companies such as Apple, HP, VIZIO, LG, Samsung, and Sony, among others. The Company provides its own in-house software development and commercial software products.

E. dependence on one or a few major customers;

The Company does not depend on any one or a few major customers, instead marketing and selling its products and services to many businesses and consumers.

F. patents, trademarks, licenses, franchises, concessions;

The Issuer has several trademarks, and internet domains, including www.imagepres.com, SmartKiosk™, FreePrintze™, LitePix™, and Surg-i-Scan™ brands and products.

- G. the need for any government approvals of principal products or services and the status of any requested government approvals.

The Issuer does not need any government approvals of its principal products.

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

The Company currently leases 2500 square feet of commercial office space at 333 Metro Park, Suite N-105, Rochester, NY 14623. The Company utilizes the space for its headquarters, where it conducts its business operations, including manufacturing, assembly, and research & development. The Company has signed a 36-month lease with the landlord, and pays rent on a monthly basis. The Company is responsible for paying its own utilities.

Part D: Management Structure and Financial Information

Item XI – The name of the chief executive officer, members of the board of directors, as well as control persons

John S. Zankowski, President and CEO, Director

Business Address:

333 Metro Park, Suite N-105, Rochester, NY 14623

Employment History / Board Memberships and other affiliations:

Mr. Zankowski has been employed by the Company as its President and CEO for the past five years, and has held no other positions of employment during that time. Mr. Zankowski is a member of the Board of Directors and serves as the Chairman of the Board for the Company. He has not had any other Board memberships nor any other affiliations during that time.

Compensation by the issuer:

Mr. Zankowski has an employment agreement with the Company, whereby he has earned \$70,000 per year for 2007 and 2008, and \$80,000 per year for 2009 and 2010. Mr. Zankowski has received approximately one-half of this amount from the Company, and has deferred one-half of this amount, which are labeled as “accrued wages”.

Number, class & percentage of outstanding shares of the issuer's securities beneficially owned:

Mr. Zankowski currently owns 1,201,029,059 shares of the Company's common stock, all restricted, which is 12.04% of the Company's issued and outstanding shares.

Kevin Zankowski, CFO, Director

Business Address:

333 Metro Park, Suite N-105, Rochester, NY 14623

Employment History / Board Memberships and other affiliations:

Mr. K. Zankowski has been employed by the Company as its Chief Financial Officer for the past five years, and has held no other positions of employment during that time. Mr. Zankowski is a member of the Board of Directors for the Company. He has not had any other Board memberships nor any other affiliations during that time.

Compensation by the issuer:

Mr. K. Zankowski has an employment agreement with the Company, whereby he has earned \$40,000 per year for 2007 and 2008, and \$50,000 per year for 2009 and 2010. Mr. Zankowski has received approximately one-half of this amount from the Company, and has deferred one-half of this amount, which are labeled as "accrued wages".

Number, class & percentage of outstanding shares of the issuer's securities beneficially owned:

Mr. K. Zankowski currently owns 500,000,000 shares of the Company's common stock, all restricted, which is 5.01% of the Company's issued and outstanding shares.

Eric Wolf, CTO, Director

Business Address:

333 Metro Park, Suite N-105, Rochester, NY 14623

Employment History / Board Memberships and other affiliations:

Mr. Wolf has been employed by the Company as its Chief Technical Officer for the past five years, and has held no other positions of employment during that time. Mr. Wolf is a member of the Board of

Directors for the Company. He has not had any other Board memberships nor any other affiliations during that time.

Compensation by the issuer:

Mr. Wolf has an employment agreement with the Company, whereby he has earned \$30,000 per year for 2007 and 2008, and \$45,000 per year for 2009 and 2010. Mr. Wolf has received approximately one-half of this amount from the Company, and has deferred one-half of this amount, which are labeled as “accrued wages”.

Number, class & percentage of outstanding shares of the issuer’s securities beneficially owned:

Mr. Wolf currently owns 75,000,000 shares of the Company’s common stock, all restricted, which is 00.95% of the Company’s issued and outstanding shares.

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

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

None of the persons named above has been convicted or named as a defendant in a criminal proceeding.

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

None

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

None

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

None

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

John S. Zankowski, Kevin Zankowski, and Jeffrey Zankowski are all related. John S. Zankowski is the Company's founder, President and CEO, and is a member of the Board of Directors. He currently owns 1,201,029,059 shares, or 12.04% of the outstanding shares in the Company. He is the father of Kevin and Jeffrey Zankowski.

Kevin Zankowski is the Company's Chief Financial Officer and is a member of the Board of Directors. He currently owns 500,000,000 shares, or 5.01% of the outstanding shares in the Company.

Jeffrey Zankowski is the Company's Secretary. He currently owns 52,039,669 shares, or 00.66% of the outstanding shares in the Company.

Kevin and Jeffrey Zankowski are brothers. There are no other family relationships by or among any of the issuer's officers, directors or beneficial owners of more than 5% of the issuer's securities.

D. Disclosure of Related Party Transactions. Describe any transaction during the issuer's last two fiscal years and the current fiscal year or any currently proposed transaction, involving the issuer, in which (i) the amount involved exceeds the lesser of \$120,000 or one percent of the average of the issuer's total assets at year-end for its last three (3) fiscal years and (ii) any related person had or will have a direct or indirect material interest. Disclose the following information regarding the transaction:

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

The Company has no related party transactions during the last two fiscal years.

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

N/A

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

N/A

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

N/A

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

N/A

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

The Issuer believes that there no conflicts of interest by and among its officers, directors, and control persons.

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

Instr

The following Financial Statements have been posted to Pink Sheets for the year ending December 31, 2010.

1. balance sheet;
2. statement of income;
3. statement of cash flows;
4. statement of changes in stockholders’ equity; and
5. financial notes;

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

The following Financial Statements have been posted to Pink Sheets for the two Fiscal Years ending December 31, 2008 and December 31, 2009.

1. balance sheet;
2. statement of income;
3. statement of cash flows;
4. statement of changes in stockholders’ equity; and
5. financial notes;

Item XIV – Beneficial Owners

Provide a list of the name, address, and shareholders of all persons beneficially owning more than five percent (5%) of any class of the issuer’s equity securities. To the extent not otherwise disclosed, if any of the above shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

<i>Name and Address</i>	<i>Number of Beneficially Owned Shares as of 3/31/10</i>	<i>Percentage Beneficially Owned</i>
Name: John S. Zankowski Address: 20 Great Garland Rise, Fairport, NY 14450	1,201,029,059	12.04%
Name: Kevin Zankowski Address: 20 Great Garland Rise, Fairport, NY	500,000,000	5.01%

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

1. Investment Banker

Name: NONE
 Address:
 Telephone:
 E-mail:

2. Promoters

Name: NONE
 Address:
 Telephone:
 E-mail:

3. Counsel

Name: Patrick R. Brown, Esq.
 Address: 1028 Red Bird Road, Augusta, GA 30904
 Telephone: 706-364-7706
 E-mail: patrickrbrown@gmail.com

4. Accountant or Auditor – the information shall clearly (i) describe if an outside accountant provides audit or review services, (ii) state the work done by the outside accountant and (iii) describe the responsibilities of the accountant and the responsibilities of management (i.e. who audits, prepares or reviews the issuer’s financial statements, etc.). The information shall include the accountant’s phone number and e-mail address and a description of the accountant’s licensing and qualifications to perform such duties on behalf of the issuer.

Name: NONE
 Address:
 Telephone:
 E-mail:

5. Public Relations Consultants(s)

Name: NONE
 Address:
 Telephone:
 E-mail:

6. Investor Relations Consultant

Name: NONE
 Address:

Telephone:

E-mail:

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

Name: NONE

Address:

Telephone:

E-mail:

Item XVI – Management’s Discussion and Analysis or Plan of Operation

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

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

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

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

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

Management Discussion and Analysis of Financial Condition and Results of Operations

Overall financial results for 2010 demonstrated significant improvement from 2009, with total sales revenues of \$2,103,530, and net income of \$109,033 for all of 2010, both a significant improvement over the total revenues and net income loss reported in 2009.

The Company Balance Sheet likewise showed improvement for 2010 as compared to 2009, with total assets increasing from \$1,105,860 to \$1,879,875. Cash on hand at close of 2010 showed a small decrease from year-end 2009, and accounts receivable were up substantially to \$572,960, reflecting extended terms to commercial advertising customers, and medical customers used to net 45 /60 days payment terms.

Total long term liabilities increased approximately 30 % from 2009 to 2010, and wages payable (accrued) showed an increase from \$224,765 to \$465,981.

Funding for certain development/commercialization projects, mainly FreePrintze Advertising Media software engine, and SmartKiosk Gen 2 product development/commercialization, has been provided through sale of restricted common stock, 504 Reg D offerings, and aged debt financing. These means of funding are expected to continue modestly in 2011, until expected earnings from operations reduces the need for additional capital infusion.

The Company expects to demonstrate significant revenue and earnings improvement in 2011, as three major product offerings introduced in 2010, and early 2011, begin generating steady revenues and positive earnings from operations.

In 2010 the Company successfully introduced its breakthrough advertising media product solution, FreePrintze™, and made significant market inroads with key customers for its family of SmartKiosk systems. The Company's Surg-i-Scan™ Surgical Safety Checklist product line is receiving very positive reviews from hospital surgical staff using the boards, and very strong growth in this market segment is forecast for 2011 and beyond.

The Company's positive financial report for 2010 showed overall strong gains in sales revenues in two key product areas, FreePrintze™ and SmartKiosk advertising. In the medical market segment, ImageXpres established its Surg-i-Scan™ Safety Checklist system as one of the industry standards in the worldwide initiative for improving patient safety during surgical operations.

In summary, the major factors contributing to the Company's positive financial performance in 2010 is the growing acceptance of the Company's newly-launched FreePrintze™ direct mail photo-ad service by local and national advertisers, and increased sales of its SmartKiosk systems product line with associated digital advertising revenues.

John Zankowski, ImageXpres Corporation President, CEO, stated, in the Company's most recent news release, that the Company is pleased with the progress made in 2010 in all of its key products and services offerings, as it was able to achieve substantial sales revenues and earnings increases from the prior year 2009. He stated that overall, the Company is extremely optimistic about its business prospects for fiscal year 2011 and beyond.. The Company stated that it has successfully readied several new products for introduction this quarter.

C. Off-Balance Sheet Arrangements.

The Company has no off-balance sheet arrangements.

Part E: Issuance History

Item XVII – List of securities offerings and shares issued for services in the past two years
List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer (1) within the two-year period ending on the last day of the issuer's most recent fiscal year and (2) since the last day of the issuer's most recent fiscal year. The list shall include all offerings of securities, whether private or public, and shall indicate:

- (i) The nature of each offering (e.g. Securities Act Rule 504, intrastate, etc.);
- (ii) Any jurisdictions where the offering was registered or qualified;
- (iii) The number of shares offered;

- (iv) The number of shares sold;
- (v) The price at which the shares were offered, and the amount actually paid to the issuer;
- (vi) The trading status of the shares; and
- (vii) Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

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

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

During the last two years, 2010 and 2009, the Company has issued shares in private transactions exempt from registration, for consideration consisting of cash paid to the Company and cancellation of debt owed by the Company, all listed as follows:

DATE SHARES ISSUED	NAME OF PERSON OR ENTITY RECEIVING SHARES	NUMBER OF SHARES	RESTRICTED OR FREE TRADING?	EXEMPTION ALLOWING SHARES TO BE ISSUED	CONSIDERATION PAID FOR SHARES
7-21-09	K&L International Enterprises, Inc.	300,000,000	Free- Trading	3(a)(9)	\$15,000.00
8-21-09	K&L International Enterprises, Inc.	300,000,000	Free- Trading	3(a)(9)	\$15,000.00
9-23-09	E-Lionhart Associates, LLC	350,000,000	Free- Trading	Reg D Rule 504	\$50,000.00
10-31-09	E-Lionhart Associates, LLC	450,000,000	Free- Trading	Reg D Rule 504	\$78,750.00
3-11-10	John S.	800,000,000	Restricted	Section 4(2)	\$80,000.00
	Kevin M.	500,000,000	Restricted	Section 4(2)	\$50,000.00
	Zankowski	75,000,000	Restricted	Section 4(2)	\$7500.00
	Eric Wolf	25,000,000	Restricted	Section 4(2)	\$2500.00
	David Weaver				
3-15-10	Epic Worldwide,	200,000,000	Free- Trading	3(a)(9)	\$10,000.00

	Inc.				
4-28-10	Epic Worldwide, Inc.	200,000,000	Free-Trading	Reg D Rule 504	\$10,000.00
5-03-10	E-Lionhart Associates, LLC	200,000,000	Free-Trading	Reg D Rule 504	\$25,000
5-06-10	E-Lionhart Associates, LLC	200,000,000	Free-Trading	Reg D Rule 504	\$25,000
5-11-10	E-Lionhart Associates, LLC	250,000,000	Free-Trading	Reg D Rule 504	\$50,000
5-12-10	Mazuma Corp.	50,000,000	Free-Trading	3(a)9	\$10,000
5-18-10	E-Lionhart Associates, LLC	250,000	Free-Trading	Reg D Rule 504	\$50,000
5-26-10	E-Lionhart Associates, LLC	250,000	Free-Trading	Reg D Rule 504	\$50,000
6-15-10	W.Popham	50,000,000	Restricted		\$2,500
11-26-10	W.Popham	300,000,000	Free-Trading	3(a)9	\$15,000
12-03-10	WB Hunt Consulting, Inc.	366,500,000	Free-Trading	3(a)9	\$19,974

Part F Exhibits

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

Item XVIII – Material Contracts

The Issuer has no material contracts that will be required of or performed by them that are not in the normal course of its business. The Issuer is not dependent on any contracts with any principal customer or supplier. Likewise, there aren't any contracts for the purchase or sale of any property, plant, or equipment for consideration exceeding 5% of the total assets of the Issuer.

Item XIX – Articles of Incorporation and Bylaws

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

The Company's Articles of Incorporation and Amendment to Articles of Incorporation follow as addenda to "XXI Issuer Certifications", as their size interferes with the reader's continuity of flow when reading this document.

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

The Company's Bylaws follow as addenda to "XXI Issuer Certifications", as their size interferes with the reader's continuity of flow when reading this document. There are no amendments to the Bylaws.

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

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

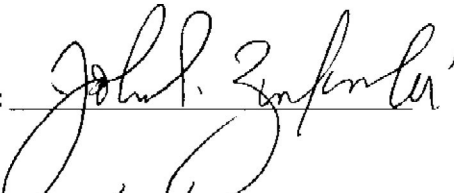
The issuer has not purchased any securities of any kind during the past five (5) years.

Item XXI – Issuer’s Certifications

I, John S. Zankowski, certify that:

I have reviewed this Initial Information and Disclosure Statement of Imagexpres Corporation;

1. 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, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and not misleading with respect to the period covered by this disclosure statement; and
2. 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.

SIGNATURE: 
DATE: 4/11/2010

NAME: **John S. Zankowski**

TITLE: **President and CEO**