

GateKeeper USA, Inc.

(a Nevada corporation)

23235 Lake Drive
Lexington Park, Maryland 20653

<http://www.gatekeeperusainc.com>

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INITIAL COMPANY INFORMATION AND DISCLOSURE STATEMENT

Company Information for the Quarter End September 30, 2012

**REQUIRED TO CONFORM WITH THE PROVISIONS OF
THE OTC MARKETS ISSUERS DISCLOSURE STATEMENT**

November 21, 2012

Current Information Regarding

GateKeeper USA, Inc.

The following information is provided to assist securities brokerage firms and potential investors with “due diligence” compliance. The information set forth below as to the above named corporation follows the requirements of the OTC Markets Pink Sheets Issuers Disclosure Statement and generally follows the format set forth therein.

**PART A
GENERAL COMPANY INFORMATION**

ITEM 1 THE EXACT NAME OF THE ISSUER AND ITS PREDECESSOR (IF ANY):

The exact name of the issuer is Gatekeeper USA, Inc. (“we,” “us,” “our” or the “Company”). We were incorporated in the State of Nevada as Legendary Superstars, Inc. on April 8, 2002 and changed our name to GateKeeper USA, Inc. on December 31, 2007.

ITEM 2 THE ADDRESS OF THE ISSUER’S PRINCIPAL EXECUTIVE OFFICE:

23235 Lake Drive
Lexington Park, Maryland 20653
<http://www.gatekeeperusainc.com>
Phone: 631-499-3684
E-mail: jimw@gatekeeperusainc

ITEM 3 THE STATE OF INCORPORATION:

The Company is incorporated under the laws of the State of Nevada.

**PART B
SHARE STRUCTURE**

ITEM 4 THE EXACT TITLE AND CLASS OF SECURITIES OUTSTANDING:

Common Stock
CUSIP No.: 367350204
Trading Symbol: GTKP

Preferred – none outstanding

Only the Company's shares of Common Stock are quoted on the OTC Markets Pink Sheets (GTKP). The shares of Preferred Stock are not currently quoted.

ITEM 5 THE PAR OR STATED VALUE AND DESCRIPTION OF EACH CLASS OF OUTSTANDING SECURITIES:

General

The total authorized capital stock of the Company consists of 200,000,000 shares of Common Stock and 2,000,000 shares of Preferred Stock, par value \$0.001 per share. As of the date of this disclosure, there are 55,456,276 shares of Common Stock issued and outstanding; and no shares of Preferred Stock issued and outstanding. The following descriptions of the capital stock are qualified in all respects by reference to the Certificate of Incorporation and Bylaws of the Company, copies of which are available upon request.

Common Stock

The holders of outstanding shares of Common Stock are entitled to share ratably on a share-for-share basis with respect to any dividends when, as and if declared by the Board of Directors out of funds legally available therefore. Each holder of Common Stock is entitled to one vote for each share held of record and is entitled to cumulative voting rights. The Common Stock is not entitled to conversion or preemptive rights and is not subject to redemption. Upon liquidation, dissolution or winding up of the Company, and subject to any prior rights of holders of the Company's Stock, the holders of Common Stock are entitled to receive pro rata all of the net assets of the Company available for distribution to its stockholders. All outstanding shares of Common Stock are, and the shares of Common Stock offered hereby will upon issuance be, fully paid and nonassessable.

Voting Rights

Each share of common stock entitles the holder to one vote, either in person or by proxy, at meetings of shareholders. The holders are not permitted to vote their shares cumulatively. No common stock stockholder has any preemptive or preferential rights to purchase or subscribe for any other class of shares. The holders who control more than 50 percent of the total voting rights, can elect all of our directors and, in such event, the holders of the remaining minority shares will not be able to elect any of the directors. The vote of the holders of a majority of the issued and outstanding shares of common stock entitled to vote thereon is sufficient to authorize, affirm, ratify or consent to such act or action, except as otherwise provided by law.

Dividend Policy

We have not declared dividends since our inception. Holders of common stock are entitled to receive ratably such dividends, if any, as may be declared by the Board of Directors out of funds legally available. We have not paid any dividends since our inception and presently anticipate that all earnings, if any, will be retained for development of our business. Any future disposition of dividends will be at the discretion of our Board of Directors and will depend upon, among other things, our future earnings, operating and financial condition, capital requirements, and other factors.

ITEM 6 THE NUMBER OF SHARES AUTHORIZED AND TOTAL AMOUNT OF THE SECURITIES OUTSTANDING FOR EACH CLASS OF SECURITIES AUTHORIZED (I) AS OF THE END OF THE COMPANY'S MOST RECENT FISCAL QUARTER AND (II) AS OF THE END OF THE ISSUER'S LAST TWO FISCAL YEARS:

As of our most recent fiscal quarter ended September 30, 2012 we had 200,000,000 Common Shares authorized, 55,456,276 Common Shares issued and outstanding and 2,000,000 Preferred Shares authorized, with none outstanding. As of December 31, 2011 we had 200,000,000 Common Shares authorized, 55,456,276 Common Shares issued and 2,000,000 Preferred Shares authorized, with none outstanding. As of December 31, 2010 we had 200,000,000 Common Shares authorized, 55,302,276 Common Shares issued and 2,000,000 Preferred Shares authorized, with none outstanding.

ITEM 7 THE NAME AND ADDRESS OF THE TRANSFER AGENT:

First American Stock Transfer, Inc.
4747 N. 7th St.
Suite 170
Phoenix, AZ, 85014
602-485-1346
www.FirstAmericanStock.com

First American Stock Transfer, Inc. is registered under the Securities Exchange Act of 1934 and regulated by the SEC.

**PART C
BUSINESS INFORMATION**

ITEM 8 THE NATURE OF THE ISSUER'S BUSINESS:

A. BUSINESS DEVELOPMENT

Overview

GateKeeper USA, Inc. is engaged in the maritime container industry that relates specifically to container security, tracking and protection from theft, loss and potential terrorist attacks. The initial focus will be the deployment of a proprietary shipping container security device known as the CAMS (Container Automated Monitoring System). The Company intends to employ proprietary detection and identification technologies. The technologies to be utilized by the Company can provide rapid, automatic and specific real-time analysis, identification and quantification of the chemical, biological and radio active compounds whether in liquid, solid or gaseous states.

We intend to further and continually develop and introduce additional proprietary GateKeeper products incorporating the system technology we have presently exclusively licensed or in the future may acquire. Future products will address diversified segments of the security devices or systems marketplace, including detection and identification of illegal drugs, facility security of hospitals and casinos/hotels and other complexes, perimeter and grounds control of areas, and security of freight and cargo containers.

Through advanced spectrometric and other proprietary matching technology and procedures, our products can identify various unidentified compounds whether they are pure samples or a mixture of compounds. Microprocessors and microcomputers (including analog/digital converters) are utilized to control the operation, identification and monitoring of the material or space being analyzed. Identification of various compounds by our system can be achieved in just a few seconds.

The Industry

The maritime container industry is staggering. Seaports throughout the world are critical gateway locations for the movement of international commerce and the world's most common means of mass goods transport is through the use of maritime shipping containers. These containers account for more than 95% of U.S. import-export shipboard cargo. According to Department of Homeland Security, there are more than 108 million containers worldwide. It is estimated that there are approximately 200 million shipboard trips annually among seaports around the world.

Moreover, the maritime container shipping industry increases at an annual rate of about 10%. That annual increase will double the market in approximately 8 years. Worldwide almost 90% of the world's manufactured goods are moved by container, with much of its stacked many stories high on huge transport ships.

In the USA, more than 95% of our non-North American trade arrives by ship, most of which is transported in maritime shipping containers. These containers consist of large and sturdy metal boxes, typically 8 ft wide by 8.5 ft high and 20-40 ft in length. Containers are moved frequently, being transferred often between ships, railroad cars and highway tractor-trailers. Accordingly, it is a critical and dynamic national policy to protect our maritime infrastructure by keeping secure the primary distribution system of global trade – containerized shipping.

Government Agencies and Initiatives

According to various security industry commentators, the USA is highly vulnerable to the threat of a terrorist weapon delivered in a maritime shipping container. Frequently in the past, these containers have been used as a vehicle for the smuggling of contraband and human beings or

animals into the United States, so they represent an ideal delivery vehicle for a terrorist bomb. Of the many millions of containers arriving at U.S. ports annually, U.S. Customs reportedly inspects less than 10% of them. Shipping containers provide a very attractive means for terrorists to deliver a nuclear or other mass destructive weapon in a container on just one of thousands of ships from foreign ports delivering millions of containers to U.S. ports each year.

The first and most important line of defense against such potential terrorism is at the foreign port of export origin. The primary preventive objective of U.S. policy regarding potential container terrorism is to ensure that containers leaving foreign ports for the U.S. have goods in them that have been verified, that they have been securely sealed to prevent tampering or unwarranted entry, and that they are monitored by security devices prior to being shipped to U.S. ports. We are convinced that our Gatekeeper technology will satisfy the continual monitoring of containers after leaving their foreign ports, and will detect and identify any harmful materials or intrusions into the container.

An often-stated primary function of the U.S. Department of Homeland Security (DHS) and its subsidiary or affiliated agencies is the protection of our nation from a terrorist attack from a weapon of mass destruction (WMD) hidden in a maritime shipping container. These governmental agencies have massive funding devoted to the express purpose of improving shipping container security, particularly to prevent or lessen an attack by a terrorist. The agencies are extremely anxious to obtain improved technologies and advanced equipment to improve materially their ability to detect and identify materials in shipping containers.

The U.S. Customs and Border Protection (CBP), formerly the U.S. Customs Service, is the federal agency primarily responsible for protecting U.S. borders and seaports, and accordingly the CBP is our frontline in protecting the American public against terrorists and instruments of terror. CBP and its familiar Border Patrol are directly responsible for prevention of contraband entry into our country through U.S. ports, including narcotic drugs, weapons of mass destruction, illegal chemicals, radioactive materials, and illegal or diseased plants or animals. Within months after 9/11, the CBP established a major initiative solely for the purpose of countering the threat of dangerous people or goods entering U.S. ports in shipping containers, which is the Container Security Initiative (CSI). As part of this major initiative, officials of CBP are deployed overseas at major seaports to verify, screen and inspect shipping containers and to detect and interdict weapons of terrorists and other illicit materials. CBP also established a Secure Freight Initiative which merges certain operations of its CSI with the Department of Energy (DOE) Megaports Initiative to maximize radiological and nuclear screening of U.S. bound containers.

In addition to CBP's leading role in shipping container security, since 9/11 other federal governmental agencies have been established within the Department of Homeland Security (DHS) for the specific purpose of improving our nation's capability to detect and report nuclear

or radiological materials or other dangerous goods. The Domestic Nuclear Detection Office (DNDO) coordinates federal efforts to protect against nuclear and radiological terrorism against the U.S., and is responsible for acquiring advanced technology to improve nuclear detection systems. The federal Science and Technology Directorate (S&T Directorate) holds the specific mission to protect our nation by ensuring that the homeland security community have state-of-the-art technology and equipment to prevent or respond to various types of threats. The S&T Directorate has three divisions dealing directly with improving our country's security through technology – the Border and Maritime Division, the Chemical and Biological Division, and the Explosives Division. All of these agencies are working aggressively to improve maritime cargo security and each of them has substantial funding earmarked for this critical task.

We believe that our Gatekeeper CAMS technology will satisfy the detection, identification and monitoring needs being sought by the foregoing government security agencies. Directly or indirectly through our strategic partners, we intend to solicit and obtain material amounts of available government funding relating to the technologies and container security products being sought by these agencies. We are convinced that our Gatekeeper CAMS is superior to the various RFID (radio frequency identification) products for container security now available in the industry. After being installed in a shipping container, our Gatekeeper CAMS provides continued and monitored radiological and nuclear materials detection and identification from the port of origin to the U.S. destination.

Our Initial Product

Our entry product into the security industry is a proprietary shipping container security device (CAMS) known as the "Gatekeeper CAMS." Although this CAMS is suitable also for air cargo containers and berths and holds of ships and airplanes, we are now concentrating primarily on developing and commercially launching this CAMS product for maritime cargo containers. Particularly since 9/11, the maritime segment of the container security market is being heavily encouraged and supported by governmental agencies of the USA and developed countries, by shippers of goods, by port authorities, by manufacturers and importers of goods, and by insurance and bonding companies.

The current generation Gatekeeper CAMS is the approximate size of a cell phone, has a substantial battery life which may exceed the average life of a container, and transmits its radio signal in real time, worldwide, over the strongest available frequency. Our product's proprietary compression algorithm allows "burst" transmissions that provide better security and more available data than "always on" RFID or cellular based devices.

The Gatekeeper CAMS are able to be monitored or queried in real time by export shippers, importers, port authority personnel, customs and other governmental agencies, and insurance and

bonding companies. Since electronic transmission costs are charged based on actual use and our burst-type transmissions are very small, we will be able to charge standard industry fees at significantly higher profit margins than others. The Gatekeeper CAMS can be installed either covert or overt in containers, and then will identify and transmit various key security data including location, travel speed, and atmospheric status and continuity within the container (whether the container has been broken into, opened or entered). Our CAMS device has the ability to monitor container contents and transmits data if dangerous or unwanted substances are present including narcotic drugs, explosives, radioactive materials, chemical or biological contaminants, and even biological data to detect the presence of human beings or other animals. Our CAMS device is exceedingly accurate and requires only minute samples to detect and determine a substance, and also has forensic trace capability.

Gatekeeper CAMS units will network with each other to create a satellite uplink “mini LAN” which is not line-of-sight (LOS) dependent for transmission. This allows transmission of data from containers on the bottom of a stack or even buried containers. Our CAMS random burst transmissions are unique to each CAMS device and cannot be accessed or interpreted by third parties. It also cannot be scanned to detect its location since it does not transmit for any discernible period of time. Our CAMS devices are secured with self-destruct packaging which prevents tampering or reverse engineering, and will even transmit in real time if any unauthorized attempt is happening to the device. The device will even collect information necessary to identify attacker.

In summary, our Gatekeeper CAMS is an affordable, multi-purpose security device to be affixed inside each individual shipping container and which combines various functions including being an intrusion detector, a geo-locator, a detection sensor of invasive materials, and a communication device. These multiple functions provide the following uses:

- protection from intrusion into and tampering of the container,
- full detection capabilities for nuclear and radioactive materials, narcotic drugs or other dangerous or unwanted materials;
- monitoring the location and security of the container throughout its voyage and transfer to land transportation modes; and
- Communicating a warning of any attempted theft of container goods.

Production and packaging of our security products will be outsourced to various contract manufacturers already known by our management from prior substantial business and contract dealings. Due to these contacts developed by our management in past years with leading and reliable contract manufacturers, we believe we can obtain professional and timely production, packaging and delivery of our products.

Product Offering

On September 15, 2008 GateKeeper USA announced that it has expanded its product offering. Gatekeeper USA will feature four unique CAMS (Container Automated Monitoring System) devices. ALPHA Series for basic applications; BRAVO series for perishable goods and cold chain management, featuring real time temperature reading with alarm mode, and spoilage detection to include bacteria, as may be requested by the customer; CHARLIE Series for valuable and sensitive cargo; and, the DELTA Series for covert/military applications featuring System NBC (nuclear, biological, chemical) detection, and Intrusion / Tampering Biometrics Scanner – Reader. All of the different Series of CAMS devices will include Geo-Fencing (internal); Over Air Programming (OAP); Tamper Notification; and, CDMA Assisted – GPS Technology. All CAMS devices are outfitted with proprietary compression algorithm technology enabling the device to transmit its signal in real time, worldwide, over the strongest available frequency. The CAMS devices are not RFID dependent. However the CAMS devices are RFID compliant, as defined by and in accordance with Department of Homeland Security (DHS) and Customs and Border Patrol (CBP). Below is a description of the different series of CAMS devices:

CAMS – “ALPHA” Series (standard application)

Series ALPHA will conform to the minimum following specifications:

- Approximate size: in “flat” configuration 3 ¼”x 5” x ¼”
- Multiple configurations inside corner “L” Shape, Gusset plate Tri Angle shape, and Flat
- Programmable application button
- “Sleep Mode” “Incident On”
- Geo-Fencing capable (Internal)
- Over Air Programming (OAP)
- Low battery Report
- Tamper notification
- Supports both control plane and user plane
- CDMA Assisted-GPS Technology
- Battery Life up to seven years.

CAMS – “BRAVO” Series (perishable goods / cold storage)

Series BRAVO will conform to the minimum following specifications:

- Approximate size: in “flat” configuration 3 ¼”x 5” x ¼”
- Multiple configurations inside corner “L” Shape, Gusset plate Tri Angle shape, and Flat
- Programmable application button

- “Sleep Mode” “Incident On”
- Geo-Fencing capable (Internal)
- Over Air Programming (OAP)
- Low battery Report
- Tamper notification
- Supports both control plane and user plane
- CDMA Assisted-GPS Technology
- Battery Life up to seven years.
- Real time temperature reading with alarm mode
- detection of Salmonella and other bacteria as may be requested by the customer.

CAMS – “CHARLIE” Series (valuable / sensitive cargo)

Series CHARLIE will conform to the minimum following specifications:

- Approximate size: in “flat” configuration 3 ¼”x 5” x ¼ ”
- Multiple configurations inside corner “L” Shape, Gusset plate Tri Angle shape, and Flat
- Programmable application button
- “Sleep Mode” “Incident On”
- Geo-Fencing capable (Internal)
- Over Air Programming (OAP)
- Low battery Report
- Tamper notification
- Supports both control plane and user plane
- CDMA Assisted-GPS Technology
- Battery Life up to seven years.
- Real time temperature reading with alarm mode
- System NBC detection (nuclear, biological, chemical)

CAMS – “DELTA” Series (covert applications)

Series DELTA will conform to the minimum following specifications:

- Approximate size: in “flat” configuration 3 ¼”x 5” x ¼ ”
- Multiple configurations inside corner “L” Shape, Gusset plate Tri Angle shape, and Flat
- Programmable application button
- “Sleep Mode” “Incident On”
- Geo-Fencing capable (Internal)
- Over Air Programming (OAP)
- Low battery Report
- Tamper notification
- Supports both control plane and user plane

- CDMA Assisted-GPS Technology
- Battery Life up to seven years.
- Real time temperature reading with alarm mode
- System NBC detection (nuclear, biological, chemical)
- Intrusion / Tampering Biometrics Scanner – Reader.

Intellectual Property

Effectively all the incorporated technology exclusively licensed to GateKeeper is proprietary in nature and can attribute their “Genesis” in various sectors over several years. A prime example would be the current and novel chip based advanced gas chromatograph / “mass spectrometer” design that relies on a novel spectral analysis in place of standard electron ionization. This legacy process was described, in 1973 as:

“A versatile combination of a unique inlet system, a quadrupole mass analyzer, and a specifically designed, dedicated mini-computer” “which performs very rapid analyses of (substances) by multiple-ion detection without the use of a gas chromatograph as an inlet device. There are “significant differences between the operation of this system and the conventional mass in fragmentography” “Identification of (substances) at nanogram levels is achieved in a few seconds.”

Variants and subsequent generations have been used to successfully detect and identify the specific offending vessel in a Great Lakes bilge spill and prosecute same in one of the first such cases for the predecessor of the EPA. Also used on the first two Viking Mars Lander Projects. This is just one of several other examples incorporated within CAMS. Another is described in the following section.

Intellectual Property Protection

We have chosen to truly protect the IP, without making disclosure(s) under the patent process, by utilizing a proprietary secure enclosure called a “GateKeeper”. The Gatekeeper is both a hardware and software firewall, each is unique and the mil-spec ballistics grade secure enclosure which will not allow any attempt to breach the physical or electronic integrity of the enclosure. Should any attempt be prolonged or continued, or if there is a successful compromise, no material will be left available that would allow any forensic recovery.

Either in the design or the or the information or hardware it protects. Further, any, attempt or actual breach would be immediately reported, as programmed for the use. This includes designed electronic monitoring / reverse engineering and attempts or compromises by any shape charge or high-speed pneumatic shearing device.

Key Technology Advantages

- Effectively all of the “CAMS” technology is proprietary and exclusively licensed, on a worldwide basis.
- Device footprint is arguably one of the smallest in the industry.
- Devices are intelligent, “smart” devices that “mesh network” to communicate with each other, identify each other on multiple axes and can communicate on various U.S. and International frequencies and signal strengths and other proprietary communication methods. This also serves as a redundancy in emergency situations.
- Devices can be configured as covert or overt, programmable in various dimensions both physically magnetically and electrically and can be effectively disguised.
- Devices are protected by a secure, proprietary, “GateKeeper” enclosure that will self-destruct the internal contents to ensure that no material or information will be available for any forensic recovery. Any, attempt or actual breach would be immediately reported, as programmed prior to destruction. This includes designed electronic monitoring, probing and, or reverse engineering attacks.
- The initial, preliminary protection layer is designed to meet “the requirements of FIPS 140-2, Level 4, the most secure active perimeter protection.”
- We have been in discussions with a recognized world trade organization that has expressed a desire to team and have discussed a potential endorsement.
- Been acknowledged as the only group with a comprehensive plan for installation anywhere, worldwide.
- We have been in discussions with major wireless communications companies as potential strategic partners.
- The CAMS devices have ability to detect atmospheric changes, variations in temperature as well as the presence of bacterial contamination, gives the CAMS device a significant advantage in cold chain management.
- The CAMS ability to provide system detection for CBRNE, in addition can detect the presence of illicit substances, narcotics, money and human trafficking that provides a significant advantage to Customs, immigration and other law enforcement.
- The incorporation of Assisted GPS and other technology allows for near real-time redundancies for tracking cargo.
- The Intrusion / Tampering Biometrics Scanner-Reader that can be incorporated with the addition of streaming video (color, black and white, hi or low resolution) that can identify an intruder at the user desired level of resolution in as little as eight frames of captured video.
- CAMS technology is truly above current state of the art and sets a new paradigm for what DHS has defined as an Advanced Container Security Device (ACSD).

The Market

The market for the Company's product is global in nature. In the aftermath of the terrorist attacks on September 11, 2001, the government began developing antiterrorism programs. Among these programs, the U.S. Customs Service created the Container Security Initiative ("CSI"). The primary purpose of the CSI is to protect the global trading system and the trade lanes between CSI ports and the U.S. Under the CSI program, a team of officers is deployed to work with host nation counterparts to target all containers that pose a potential threat. The selected CSI ports represent those ports with the greatest volume of containers to the United States.

The three core elements of CSI are:

- Identify high-risk containers. US Customs and Border Protection ("CBP") uses automated targeting tools to identify containers that pose a potential risk for terrorism, based on advanced information and strategic intelligence.
- Prescreen and evaluate containers before they are shipped. Containers are screened as early in the supply chain as possible, generally at the port of departure.
- Use technology to prescreen high-risk containers to ensure that screening can be done rapidly without slowing down the movement of trade. This technology includes large-scale X-ray and gamma ray machines and radiation detection devices.

The Company intends to provide its proprietary technology to be used to identify high risk containers in connection with the CSI. According to the U.S. Department of Homeland Security, the containerized shipping market consists of 108 million cargo containers which are transported among seaports around the world and constitutes the most critical component of global trade. Almost 90% of the world's manufactured goods move by containers on transport ships. The Company believes its product will provide an economically viable solution in deterring terrorist organizations that may seek to target CSI ports. The ultimate trade barrier would be a terrorist attack that would halt trade. The goal of the Company is to bring integrity to the maritime infrastructure through the use of its innovative technologies.

Business and Marketing Strategy

Our current business strategy is to continue development and initial promotion and marketing of our Gatekeeper CAMS product in order to commence its commercial launch shortly after completion of this private placement. Our primary goal is to achieve material and consistent growth of our product sales to shippers, importers, insurers and others who are involved in the container shipping industry, while at the same time promoting Gatekeeper USA brand awareness. To implement our strategy, we intend to execute the following activities during the next twelve months:

Commercialize Gatekeeper Products - Our primary focus for 2011 will be to complete our CAMS product development, establish reliable production and packaging contractors, and develop our initial marketing channels. We have commenced targeting and contacting responsible supplier and subcontract third parties as needed for our planned initial production, and we will continue to identify and obtain alternate sources for our production and component inventories.

Expansion of Sales and Marketing Activities - We will implement certain media advertising and otherwise expand our marketing activities to promote our products and create a favorable Gatekeeper brand image. We will also participate in leading industry trade shows, conventions, and similar events to attract and secure customers for our security products.

Continuation of New Product Development - Besides completing development of the Gatekeeper CAMS, we will continue development of other security products or systems based on our proprietary technology, which are intended to be introduced commercially as additional Gatekeeper brand security products.

Primary marketing of our security products will be conducted by our management which has extensive and lengthy experience promoting and marketing new technology products and systems. They will promptly recruit strategic partners and independent marketing representatives to promote and sell our Gatekeeper security products.

We intend to initially market and sell our Gatekeeper CAMS system and/or its components on an OEM basis to large companies already established in the security industry and who have offered and sold container security devices. We also intend to eventually market our CAMS products directly under our Gatekeeper brand, the timing of which will depend substantially upon the effectiveness of our planned OEM marketing.

We also plan to rely upon and exploit key existing relationships of our management with the worldwide insurance, reinsurance, bonding and surety industries to promote and market our products. Insurance savings from use of our security products will constitute a strong and consistent driver for future sales of our products.

Competition

The security industry in which we are engaged is intensely competitive, including Unisys, GE, EV Products, Radiation Monitoring Devices, ORTEC, SAPYHMO, RFTrax, RAE Systems, Rapiscan Systems, Lockheed Martin, BAE Systems, Aracor, American Science and Engineering, Savi, Bulldog Tech and others. Virtually all our competitors have substantially greater financial,

personnel, development, marketing and other resources than those we possess, which places us at a definite competitive disadvantage. Many of our competitors also have considerable product and business diversification. We also expect to encounter additional emerging competitors from time to time.

We believe that the principal competitive factors in our industry include quality and pricing of products, effectiveness of products, brand awareness, and marketing and distribution networks. There is no assurance we will be able to compete successfully against current or future competitors or that the competitive pressures faced by us will not harm our business materially.

Employees

Other than our officers and directors, we have no employees at this time. Additional employees will be hired on an as needed basis. Many of our services are outsourced to independent contractors.

Properties

Corporate headquarters was relocated during 2010 to 23235 Lake Drive Lexington Park, Maryland 20850 to better service the Company's potential customer base. Previously the corporate headquarters was located at 9290 Gaither Road, Gaithersburg, Maryland 20877.

Development

The Company had circulated a Request for Proposal ("RFP") in an effort to secure a development partner. Container Security Logistics, LLC. ("CSL") was the successful respondent to the RFP. Subsequently, the parties have executed a Technology Development Agreement. Under the terms of that Agreement, CSL was to adapt or otherwise "develop" captive technology exclusively for the Company to use in the container security area. This Container Security Device ("CSD") technology has been named the Container Security Monitoring System ("CAMS"). CSL is engaged in continuous development to allow the CAMS device to remain "state-of-the-art".

License

CSL has granted the Company an exclusive worldwide license to sell, market and distribute the CAMS device. Terms of the License were not publicly disclosed.

8 A:

1. Form of the organization of the issuer: We are incorporated in the State of Nevada as

a business corporation in good standing.

2. The year issuer was organized: We were originally incorporated as Legendary Superstars, Inc. on April 8, 2002

3. Issuers fiscal year end: Our fiscal year end is March 31.

4. Whether the issuer has been in bankruptcy, receivership or any similar situation: We have never been in bankruptcy, receivership or any similar proceeding.

5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets: In December 2007, the Company acquired the assets that now comprise the GateKeeper USA Inc. business in an exchange for shares of its common stock and exited from its Legendary Superstars operations resulting in a change of control to the control persons listed in the Beneficial Owners Item 14 below.

6. Any default on the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments: None

7. Any change of control: see 5 above.

8. Any increase of 10% or more of the same class of outstanding equity securities: see 5 above.

9. Any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spinoff, or reorganization: 4 to 1 reverse stock split effective January 28, 2008 and see 5 above.

10. Any delisting of the issuers securities by any securities exchange or deletion from the OTC Bulletin Board: None

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 issuers business, financial condition, or operations and any current, past present or pending trading suspensions by a securities regulator: To the best of our management's knowledge and belief, there are no current, past, pending or threatened legal proceedings or administrative actions either by or against us that could have a material effect on our business, financial condition, or operations.

B. BUSINESS OF ISSUER

GateKeeper USA, Inc. is engaged in the maritime container industry that relates specifically to container security, tracking and protection from theft, loss and potential terrorist attacks. The initial focus will be the deployment of a proprietary shipping container security device known as the CAMS (Container Automated Monitoring System). The Company intends to employ proprietary detection and identification technologies. The technologies to be utilized

by the Company can provide rapid, automatic and specific real-time analysis, identification and quantification of the chemical, biological and radio active compounds whether in liquid, solid or gaseous states. (see also the business of GateKeeper USA, Inc. as described previously above under Business Development).

SIC CODES

1. Our SIC codes are: 1629, 8711 – Marine Contractors and Engineers-Marine

CONDUCTING BUSINESS

2. The Company is currently conducting business operations.

SHELL COMPANY STATUS

3. The Company has never been a shell company.

SUBSIDIARY

4. The Company has no subsidiaries.

GOVERNMENT REGULATIONS

5. The company is subject to numerous government laws and regulations, compliance with which are handled through legal counsel, our existing staff and management.

RESEARCH AND DEVELOPMENT

6. All of the companies research and development has occurred prior to the past two years.

ENVIRONMENTAL MATTERS

7. The company is subject to numerous environmental laws and regulations, compliance with which are handled through legal counsel, our existing staff and management.

EMPLOYEES

8. As of the date hereof we have zero (0) employees other than our management. We anticipate that if we receive financing we will hire additional employees in the areas of marketing, labor, accounting, regulatory affairs, legal and administrative.

ITEM 9 THE NATURE OF PRODUCTS OR SERVICES OFFERED:

See Item 8, above and the following which includes a discussion of the A- H items.

GateKeeper's Product (CAMS)

While CAMS is, and may appear to be a premium device, it is configured for *quick payback on the customer's ROI* and will become the standard for the future, just as cell phones and microcomputers have become ubiquitous and replaced computer mainframes and some Personal Computers.



Our key product into the supply chain management and security industry is a proprietary Advanced Container Security Device (ACSD) known as "CAMS" (Container Automated Monitoring System). The Company is currently concentrating primarily on commercially launching CAMS for maritime cargo containers because since 9/11, the maritime segment of the container security market is being heavily encouraged and supported by governmental agencies of the USA and other major governments/countries, by shippers of goods, by port authorities, by manufacturers and importers of goods, and by insurance and bonding companies to enhance their security systems.

CAMS was developed as the only viable solution to meet and exceed the NEW US governmental requirements (CSI) for 100% screening of maritime shipping containers entering US ports and to serve future security needs, while performing as an efficient and dynamic supply chain management device for goods in transit. Furthermore, CAMS is also suitable for other applications such as air cargo containers, berths, holds of ships and airplanes, as well as the trucking and rail industries, making it an ideal product to quickly penetrate other market opportunities. CAMS is fully developed, ready now, has been successfully field-tested and 3rd party validated.

CAMS is an affordable, multi-purpose security and supply chain management device to be affixed inside each individual shipping container, which combines various functions including being an intrusion detector, a geo-locator, a detection sensor of invasive and undesirable materials, a supply chain monitor especially for vulnerable products, and a communication device.

CAMS multiple functions provide the following USES and BENEFITS

- Effective and proactive supply chain management device; provides real time visibility and reporting in a dynamic environment; well suited for bulk medicaments, pharmaceuticals, perishable goods, foods, agricultural, and high value retail products sensitive to contamination, spoilage, breakage, and pilferage.
 - Device-specific temperature/barometric pressure; GPS, intrusion detection, over-air programming, and other specifications for security and supply chain management allow customer special requirements to be achieved through CAMS' over-the-air programmable dynamic interface already inherent in the CAMS product;
 - Communicates warning at every point of its container's voyage, any attempted theft and/or adulteration of container goods; container intrusions through any area of the container (competitors usually monitor doors only); or changes in the cargo, as directed by customer-specified monitoring settings to report warnings on spoilage, contamination,

- temperature and humidity changes, water damage to packaging, leakage, and/or breakage inside the shipping container;
- Detects atmospheric changes, variations in temperature as well as the presence of bacterial contamination, gives the CAMS device a significant advantage in cold supply chain management;
 - Detects in minute quantities, narcotic drugs and other dangerous, illegal, and unwanted substances including insects, agricultural hazards, and the presence of human trafficking; provides a significant advantage to Customs, Immigration, and other law enforcement;
 - Monitoring 24x7, in accordance with customer specifications, the location, contents, and security of the container from product load and all the way through to final destination and transmits its encrypted and anti-tamper signals in real time, worldwide, over the strongest available frequency.
- Detects and reports in real time:
 - Presence of Weapons of Mass Destruction; CBRNE (Chemical, Biological, Radiological, Nuclear, Explosive) in minute quantities (nanograms) either in solid/liquid/gaseous states, including, but not limited to:
 - Minute trace quantities of the hard to detect PETN, a powerful explosive used by the shoe bomber and other terrorists (<http://www.guardian.co.uk/world/2009/dec/27/petn-pentaerythritol-trinitrate-explosive>), can be detected by CAMS utilizing a much smaller footprint and offering superior detection capabilities to the failed “puffer machines” and security swabs used to look for trace amounts of certain substances.
 - CAMS superior detection of radioactive or nuclear materials does not require the use of Helium 3; an advantage over competitors who use this antiquated method of detection which is dependent on the limited supply of Helium 3, a crucial raw material for the screening machines that were to be utilized in shipping ports for the detection of plutonium, uranium, and nuclear weapons.
 - Performs “geo-fencing” which sets the initial baseline of the empty container, scanning and recording every change until all the contents are completely loaded and the door is closed/sealed, thus validating and securing its electronic manifest.
 - CAMS communications are “self-reliant” as well as “mesh network” with each other so that CAMS-equipped containers are not hampered by their location on the ship and these capabilities are useful for emergencies, increase battery life, and assist in anti-tamper and anti-jamming functions.
 - CAMS is designed with highest level encrypted transmissions which cannot be detected or intercepted and with anti-tamper self-protection detection which when dropped in hostile locations such as Afghanistan, will prevent any reverse-engineering of the intellectual property through a combination of hardware and software firewalls and a self-destruct mechanism that prevents forensics after the device has communicated its information.
 - Streaming video monitoring (color, black & white, hi or low resolution) that can identify an intruder at the user desired level of resolution in as little as eight frames of captured video, can be added as an additional function to the CAMS if so desired by the customer.

- Provides greater than full CSI compliance for 100% container screening and acts as “CSI EZPASS” which makes the shipping container port-independent, facilitating speed of transport from point of origin to final destination without requiring the container to be screened at either port of origin or port of entry, thus reducing port congestions and eliminating additional port-related expenses for the shipper.
- Provides customer 24x7 visibility and assurance reporting of each individual shipping container from point of origin through its entire voyage to final destination, thus ensuring end to end security and product quality through secured, efficient, and free movement of global commerce.

CAMS Features and Key Technology Advantages

- 1) No other product on the market combines device-specific temperature/barometric pressure; GPS, intrusion detection, over-air programming, and other specifications for security and supply chain management, along with superior detection of Weapons of Mass Destruction (CBRNE), illicit substances, narcotics, and other undesirables, requiring only minute (nanogram) quantities in either solid/liquid/gaseous states.
- 2) No other product on the market performs “geo-fencing” which self-records and reports container content from baseline of empty until all the contents are loaded and the door is closed/sealed, thus validating and securing its electronic manifest. Programmable in various dimensions and can be effectively disguised.
- 3) Highest level encrypted transmissions which cannot be detected or intercepted; the initial, preliminary protection layer is designed to meet “the requirements of FIPS 140-2, Level 4, the most secure active perimeter protection.”
- 4) Proprietary algorithm allows unique transmissions that provide better security and more available data than RFID or cellular- based communications devices currently in the market. Encrypted and anti-tamper signals are transmitted in real time, worldwide, over the strongest available frequency.
- 5) CAMS units are protected by a secure, proprietary, “GateKeeper” enclosure that will self-destruct the internal contents to ensure that no material or information will be available for any forensic recovery. Any attempt or actual breach would be immediately reported, as programmed, prior to destruction. This includes designed electronic monitoring, probing and, or reverse engineering attacks.
- 6) Containers equipped with CAMS are not hampered by their location on the ship as CAMS units are intelligent devices that “mesh network” with each other, and can communicate on various U.S. and International frequencies and signal strengths and other proprietary communication methods. This also serves as a redundancy in emergency situations.
- 7) Substantial battery life, which (under normal usage) exceeds the average life of a maritime shipping container (approximately 7 years).
- 8) Device footprint is arguably one of the smallest in the industry (3 ¼” x 5” x ½”); approximate size of a small cell phone which can be installed either covertly or overtly, inside the shipping container.

CAMS - Value Proposition (Value to Customer/User)

Annual Maritime Container Shipment Losses exceed \$105 Billion (Retail=\$50B, Agriculture=\$35B, Pharmaceuticals=\$20B)

We know these losses could be significantly reduced with the use of GateKeeper's CAMS. This plus other benefits to the Retail Industry (significant improvement in supply chain management) will be derived from:

- Fewer delayed and misrouted shipments
- Better container and terminal efficiency; reduces port congestions
- Reduced inventories; improved just-in-time reliability
- Reduced theft and lower insurance costs
- Assurance of 24x7 monitored product quality and preservation, essential for vulnerable goods
- Reduced vulnerability to maritime shipping container-borne terror attack
- Secured and monitored shipping from product load to final destination
- CSI Compliance – EZ Pass – saving time and costs to market
- Facilitates efficiency and management of container utilization
- Cost savings, cost avoidance, and cost containment both to the owner and the user
- For owners of leased containers, CAMS becomes a new revenue stream
- CAMS ROI to owner can be realized within a few trips and is a competitive advantage
- Container owner capability to participate in C-TPAT (Customs-Trade Partnership Against Terrorism)
- Aids in capability to detect human trafficking; presence of illicit substances in both active and idle containers

CURRENTLY, the owner of maritime shipping containers just pass on all shipping costs+ to the user, which include all fees as well as screening fees at CSI compliant ports, and maritime shipping container owners and lessors are not making money on screening fees and other fees. The ROI for the initial cost of CAMS to a maritime shipping container owner or lessor could be realized within 5-10 trips for same maritime shipping container and for the life cycle of the maritime shipping container, it will become a cost-savings with added bonuses and would be a competitive advantage to the maritime shipping container owner and lessor. Once CAMS reputation is established, it is foreseen that some shipping fees will be eliminated (i.e., screening at ports) and insurance companies could potentially lower premiums for CAMS-equipped containers, thus passing on savings to the maritime shipping container owner and the end user.

The investment payback to the maritime shipping container owner can be amortized over time and still continue to pass it on to the user until the break-even point or have a new source of revenue with only incremental cost being passed on to the end user once complete investment payback is reached. Therefore, the ROI to maritime shipping container owners and lessors can exceed the initial investment cost of CAMS, plus provide them a competitive advantage to capture additional business from maritime shipping container owners that do not offer CAMS. Also as the retail industry looks to improve their supply chain management and be proactive, they will demand that CAMS be installed in maritime shipping containers they use for shipping.

CAMS - Intellectual Property

Effectively all the incorporated technology exclusively licensed to GateKeeper is proprietary in nature and can attribute their “Genesis” in various sectors over several years. A variety of proven and tested detection methods and technologies such as those used to successfully detect and identify the specific offending vessel in a Great Lakes bilge spill and prosecute same is one of the first such cases for the predecessor of the EPA. Another was used on the first two Viking Mars Lander Projects. These are just a few of several tested and proven technologies incorporated within CAMS.

Market Size – for CAMS

The total potential market is 108 million existing maritime containers, with an annual growth rate of 10%. At this time however, GateKeeper plans to focus on initially reaching the active fleet unit container market, which is about 33% of the existing total market. This niche is initially estimated to be 36 million maritime cargo containers (\$50 billion dollars). The 36 million cargo containers represent estimated size of the active Fleet. (source: Containerisation International, World Container Census 2010).

The Market is easily greater than \$50,000,000,000 (\$50B) annually with the number of cargo containers utilized each year growing by 10%+ and in that each year, 5% of the cargo containers are replaced due to physical conditions, damage, retirement, and other circumstances.

Within the users of maritime shipping containers, there are numerous businesses and governments which are interested in CAMS and can use most, if not all of the applications provided by CAMS. Our initial target market is ALL maritime shipping containers which need to comply with the Rotterdam Rules and US Homeland Security requirements as well as ALL domestic shipments for security and perishable goods proactive management.

The maritime container industry is staggering. Seaports throughout the world are critical gateway locations for the movement of international commerce and the world’s most common means of mass goods transport is through the use of maritime shipping containers. These containers account for 95% of U.S. import-export shipboard cargo. According to Department of Homeland Security, there are more than 108 million containers worldwide. It is estimated that there are approximately 200 million shipboard trips annually among seaports around the world.

Sales and Marketing

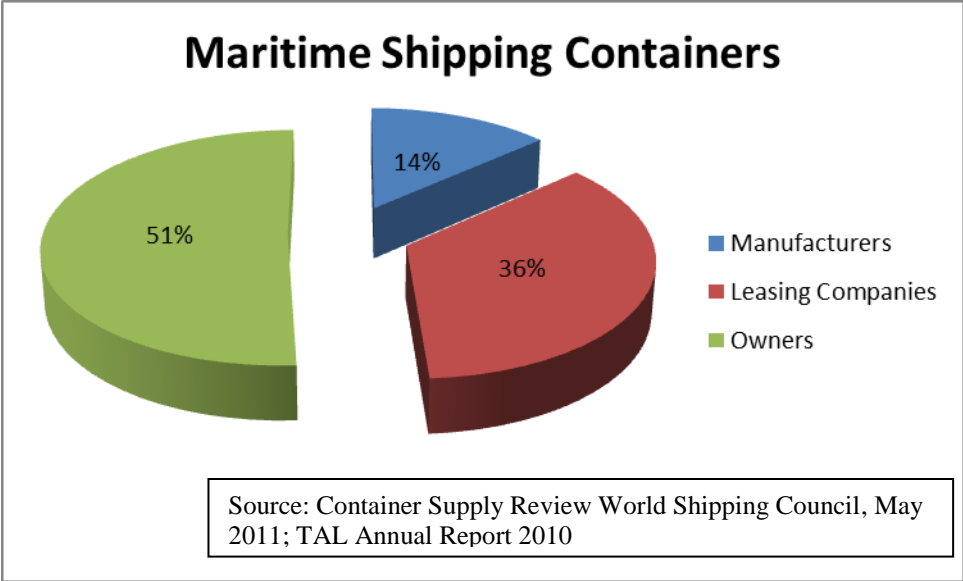
Sales and Marketing Activities – The Company will implement certain media advertising and expand our marketing activities to promote our products and create a favorable GateKeeper brand image. The Company’s initial focus will be on providing CAMS for the shipment of high net worth items (specifically rare and high market value collectibles, art, antiquities, artifacts, etc.); consumables which can spoil (frozen foods, flowers, fruits, vegetables, plants, agricultural products, etc.); merchandize which can become contaminated (bulk medicaments,

pharmaceuticals, foods, chemicals, etc.) and items which could be harmful to the public (radioactive materials, biohazard materials, explosives, etc.). We will also participate in leading industry trade shows, conventions, and similar events to attract and secure customers for our security and supply chain management products.

Target Market Segments:

The primary market segments are Maritime Shipping Companies, Freight Companies, Container Manufacturers (new containers), and Governments. Currently, existing cargo containers represent almost 87% of the Market Segment and new and replacement containers will account for approximately 14%.

Those that benefit the most from CAMS are major retailers, exporters to the US, and wholesalers who are the primary users and own or lease these shipping containers. As such, they are considered sub-categories of GateKeeper’s primary market segment. However, the primary market segments (non-user owners of containers) likewise benefit from CAMS as a new revenue stream because after they pass on the amortization of the initial cost to the container user, they can still continue to pass on the “amortization” value as a new revenue stream, previously unavailable to the container owner.



The Company has had initial discussions with major retailers and the response was very positive and they agree that CAMS would benefit them. Insurance Companies endorsement will also be sought to reduce shipping costs when CAMS is installed in the shipping container, much like the use of anti-theft devices in cars and homes have reduced insurance premiums.

The Company plans include a mass media (large advertising campaign) to inform our potential customers of the PRODUCT offering. Following and during the advertising campaign our Sales

and Marketing staff will contact directly the major maritime shippers, the cargo container manufacturers, and major retailers, providing demonstrations. Part of sales strategy will include a customer incentive trial promotion and other similar promotions to attract and secure customers for our security and supply chain management products.

As GateKeeper moves forward, the company will be hiring a sales/marketing director with industry experience (maritime container and security devices). The company will participate in major trade shows and become a member of the Box Club and other maritime organizations. An advisory board related to marketing within the maritime commerce industry will be established and key industry individuals will be asked to be part of this advisory board. Through management's key contacts in Washington DC, the company will lobby various US government departments in supporting and mandating the use of CAMS. The Company will review and evaluate distributors in each country and engage the best distributors per location, based on past history, sales, staffing, stability and financial soundness. Most distributors will be signed on as either non-exclusive or exclusive, with minimum annual sales volumes.

Prospective customers who have expressed interest in CAMS, both solicited and unsolicited, include: DHL Ocean Secure (Germany), HCL Technologies (India), BCL Secure Premises (India), Temasek/Keppel (Singapore), Yang Ming Container (Taiwan), China Overseas Shipping Co. (China), Kuok Group (Malaysia), Moller-Maersk (Norway), Mediterranean Shipping Co. (US office), D-Systems, SA (Greece), Stecans Imports (Canada) and Medusa Special Projects (US), among others.

Competition

With the launch of CAMS, we are confident that GateKeeper USA will become the leader in the maritime container security and supply chain management device market. We have previously announced that CAMS has actually redefined the paradigm for an Advanced Container Security Device (ACSD) as defined by the U.S. Department of Homeland Security (DHS).

The security industry in which we are engaged is intensely competitive, however, *GateKeeper's CAMS far surpasses any of the competition* which includes well-known companies who produce the large monitoring systems that are installed in CSI-compliant ports; i.e., Unisys, GE, EV Products, Radiation Monitoring Devices, ORTEC, SAPYHMO, RFTrax, RAE Systems, Rapiscan Systems, Lockheed Martin, BAE Systems, Aracor, American Science and Engineering, Savi, Bulldog Tech and others.

Per information supplied by the U.S. Government, the majority of the above mentioned companies' products are specifically RFID-based. While our products compete directly with RFID in various areas of our sector, and are RFID compliant, CAMS is not dependent on RFID and CAMS outperforms RFID. CAMS technology transcends and overlaps other market sectors currently being serviced by RFID as there was NO other available technology until CAMS.

With CAMS, many benefits can be realized in the form of cost savings, cost containment, cost avoidance, and even as a source for new revenue stream; all together, a definite competitive advantage for the shipping container owner.

With CAMS, the container owner can already meet many of the requirements of the Customs-Trade Partnership Against Terrorism (C-TPAT), without the requirement for additional personnel. C-TPAT is a voluntary public-private partnership program in which the private owners of supply chain infrastructure and cargo work with U.S. Customs and Border Protection to improve the security of the international supply chain. See www.cbp.gov for details. (source: http://ntl.bts.gov/lib/35000/35900/35956/Container_ports.pdf)

GateKeeper USA has been endorsed by a recognized world trade organization that our CAMS device is useful for detection of human trafficking. We have also been in discussions with major wireless communications companies as potential strategic partners and we have a comprehensive plan for installation of CAMS anywhere, worldwide.

Competition for CONTAINER TRACKING ONLY

According to a new research report from the analyst firm Berg Insight¹, the number of active remote container tracking units deployed on intermodal shipping containers was 77,000 in Q4-2011. Growing at a compound annual growth rate (CAGR) of 66.9 percent, this number is expected to reach 1.0 million by 2016. The penetration rate of remote tracking systems in the total population of containers is estimated to increase from 0.4 percent in 2011 to 3.6 percent in 2016.

Berg Insight's definition of a real-time container tracking solution is a system that incorporates data logging, satellite positioning and data communication to a back-office application. The market for container tracking solutions is still in its early stage. Aftermarket solutions mounted on high value cargo and refrigerated containers will be the first use cases to adopt container tracking. Orbcomm has after recent acquisitions of Startrak and PAR LMS emerged as the largest vendor of wireless container tracking devices with solutions targeting refrigerated containers.

Qualcomm, ID Systems and Telular are prominent vendors focusing on inland transportation in North America, which is so far the most mature market for container tracking solutions. PearTrack Systems, Honeywell Global Tracking, EPSa and Kirsen Global Security are examples of companies offering dedicated solutions targeting the global end-to-end container transport chain. Ever since the events of 9/11, there have been a lot of activities to bring container tracking solutions to the market, said Johan Svanberg, senior analyst, Berg Insight.

Orbcomm (StarTrak, PAR LMS) "has after recent acquisitions of Startrak and PAR LMS emerged as the largest vendor of wireless container tracking devices with solutions targeting refrigerated containers"

Orbcomm (StarTrak, PAR LMS) has NO proprietary technology on the M2M side; they are relying on COTS tech to fill that need. Orbcomm only does tracking (GPS and monitoring the location) with good financial results in that Orbcomm's has Revenue: \$40.14M, Gross Profit: \$22.48M and an EBITDA: \$5.36M. Some of the other companies mentioned in the Berg's report which could be considered competitors of Gatekeeper USA, Inc. (for tracking only) are Agheera, AT&T, Avante International Technology, CargoTrax, CSB Technologies, Cubic

Global Tracking Solutions, EPSa, FreightWatch, Global Tracking Technology, Hi-G-Tek, Honeywell Global Tracking, ID Systems - Asset Intelligence, Intellex, ITC Infotech, Johnson Controls, Kirschen Global Security, Logica, Mark-It Services, Masternaut, OnAsset Intelligence, Orbcomm (StarTrak, PAR LMS), PearTrack Systems, Pointer Telocation, Powers International, Qualcomm Enterprise Services, Savi Technology, Starcom Systems, System Planning Corporation, Telenor Traxion and Telular.

None of these companies have all of the technology and/or all the capabilities of CAMS. For most of the competitors, their ocean going ability to track is nil due to the failure of the need for AIS system satellites! Most products provided by the above mentioned companies, are suited for users who send very small amounts of data. To avoid interference at terminals, these companies' products are not permitted to be active more than 1% of the time, and thus they may only execute a 450ms data burst twice every 15 minutes. The latency inherent in Orbcomm's network design prevents it from supporting certain safety-critical applications.

Currently Orbcomm (StarTrak, PAR LMS) is the leader in the reefer business because customers don't have any other choice, that is, until GateKeeper launches CAMS. Orbcomm focus is on tractor trailers (reefers) and not maritime shipping containers. Orbcomm cannot be fitted on non-refrigerated shipping containers as the modem alone requires a minimum of 10.5v to transmit so their unit needs a 12v power supply which requires a lantern battery or car battery (large battery). Currently the refrigeration units on trucks offer the needed 12v power source.

ITEM 10 THE NATURE AND EXTENT OF THE ISSUER'S FACILITIES:

Our headquarters are located at:

23235 Lake Drive
Lexington Park, Maryland 20653

<http://www.gatekeeperusainc.com>

- Phone: 631-499-3684
- Fax: 631-499-3682
- E-mail: jimw@gatekeeperusainc.com

PART D MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION

ITEM 11 THE NAMES OF THE EXECUTIVE OFFICERS AND MEMBERS OF THE BOARD OF DIRECTORS:

The following sets forth certain information concerning our directors and executive officers:

Name	Position Held
James W. Wishart	Chairman and President/Chief Executive Officer
A. John Leontakianakos	Senior Vice President, Finance, Secretary and Treasurer
Nicholas Canakakis	Vice President Corporate Development and Director
George C. Kuhn	Director
James J. Michalski	Director
Ronald R. Hamory	Director

Officers and Directors.

CHAIRMAN OF THE BOARD, PRESIDENT, CEO

1. James W. Wishart: James W. Wishart currently serves as the President/CEO and is the Chairman of the Board of Directors of the Company. Prior to joining the Company, Mr. Wishart served as Chief Executive Officer and Chairman of Capital Genomix Inc.. From 1997 to 2000, he has served as President and Chief Executive Officer of Dynex Technologies, Inc., a subsidiary of Thermo Electron Corp., a \$5.4 billion company (NYSE Symbol: TMO), which develops, manufactures and markets biotechnology instruments, consumables and software for the Clinical Diagnostics & Life Sciences Research Markets. Mr. Wishart played an instrumental role in helping the company achieve 50% growth, revenues and EBITDA. From 1993 to 1997, Mr. Wishart served as President and Chief Executive Officer for Spectra-Tech Inc., a subsidiary of Thermo Optek Corp., a \$250 million company (AMEX Symbol: TOC), a worldwide leader in the development, manufacturing and marketing of FTIR Microscopes, FTIR Accessories and Software for Analytical Instrumentation Market. Mr. Wishart was instrumental in conceiving and implementing a strategy that generated 25% increases in revenues for Spectra-Tech. From 1987 to 1993, Mr. Wishart served in several capacities including Vice President-Controller, Vice President of International Marketing and General Manager (Florida Operations) for Thermo Separation Products, a subsidiary of Thermo Instruments Inc., a \$1.3 billion company, (AMEX Symbol: TIS). There he completed a \$50 million acquisition and restructured Thermo's operations resulting in the savings of millions of dollars annually. From 1984 to 1987, Mr. Wishart was the director/manager of acquisitions for Milton Roy Company where he established a new cost reduction program, and successfully completed several acquisitions ranging from \$10 - \$50+ million companies. Mr. Wishart received his BSBA degree in accounting from Geneva College. Mr. Wishart has served on several boards of directors including Thermo BioAnalysis Ltd., Dynex Technologies Inc., Spectra-Tech Inc. and S.P. Japan Inc.

2. 23235 Lake Drive, Lexington Park, MD 20653
3. Employment History (five years): See one above.
4. Board memberships and other affiliations: See one above.
5. none
6. 20,000,000 shares of common

SENIOR VICE PRESIDENT, FINANCE SECRETARY, TREASURER and DIRECTOR

1. **John Leontakianakos:** John Leontakianakos currently serves as Chief Financial Officer, Secretary and Treasurer of the Company. Prior to joining the Company, John Leontakianakos served as Sr. VP of Finance and VP of Business Development of Capital Genomix Inc. Mr. Leontakianakos has also served as General Partner of Ares Venture Partners Inc. since its inception in 2000. From 1999-2000, he served as Director and Executive VP of BioTherapeutics Inc. From 1995 through 2000, he served as the Managing Director of Corporate Finance and as the Chief Executive Officer of Odyssey Capital & Research Group, Inc., where he created and implemented several innovative investment structures that have facilitated more than \$5 billion in private investments. From 1993-1995, he served as Executive Vice President of Corporate Finance and President of Global International Equity Corp. (USA), where he arranged funding for several public and private companies and managed a \$398 million portfolio of assets on behalf of Global Security Credit Ltd. (a wholly owned subsidiary). From 1985-1993, he was employed in the investment banking industry by such firms as Gateway Financial Group, Euro-Atlantic Securities, and Cohen & Cohen, holding such positions as Vice President of Investments, Financial Advisor, Junior Analyst and Corporate Finance Associate. Mr. Leontakianakos has served on the Board of Directors of Odyssey Capital & Research Group, Inc., Global International Equity Corp. (USA), Global Security Credit Ltd., and Oxford & Co., Inc. He has also served on several institutional advisory boards

2. 23235 Lake Drive, Lexington Park, MD 20653
3. Employment History (five years): See one above.
4. Board memberships and other affiliations: See one above.
5. none
6. 20,000,000 shares of common

VICE PRESIDENT CORPORATE DEVELOPMENT AND DIRECTOR

1. **Nicholas Canakakis:** Mr. Canakakis comes to us with nearly thirty years of experience after having enjoyed a very lucrative international career. Prior to joining the Company, Mr. Canakakis was employed by Wachovia/Prudential Securities where as a financial adviser worked on Asset Management and Asset Allocations. From 1998 through 2000, he served as Director and Senior Analyst of Odyssey Capital & Research Group, Inc. From 1997-1999, he served as Managing Director and Senior Fund Manager for Prime Investment Analysis where he accumulated and managed several Institutional Portfolios with significant exposure in the international markets. From 1994-1997 Mr. Canakakis was Editor and columnist of the Athens Stock Exchange and South European markets section of "The Financial Mirror". Simultaneously, Mr. Canakakis served as Director of Marketing for Prime Strategic Media, representing such prestigious international clients as Aiwa, Bose, Revlon, Radio Shack, Sanyo and Coca Cola, just to name a few. From 1988-1993 Mr. Canakakis as an Adviser to the Minister of Defense of the Republic of Cyprus headed the Ministry's CSCE Department (present day OSCE) (Conference on Security and Co-operation in Europe) and participated in the CFE and Open Skies negotiations as well as the meetings for the exchange of military information and the two Vienna Seminars of Military Doctrines. He also participated in the negotiations for the preparation of the Helsinki

'92 Document and the 1992 Helsinki Summit. Prior to that he lectured at the Naval War College of the Greek Navy and between 1981 – 1984 he worked with the S. European Marketing office of Gould's Navigation/Communication Division. Mr. Canakakis has served on the Board of Directors of several Domestic and International corporations.

2. 23235 Lake Drive, Lexington Park, MD 20653
3. Employment History (five years): See one above.
4. Board memberships and other affiliations: See one above.
5. none
6. zero shares of common

DIRECTOR

1. George C. Kuhn: Mr. Kuhn has 25+ years of experience directing/managing manufacturing companies with over 120+ employees. His past employers include After Hour Products, Inc., CINTAS and Moore Business Forms. Mr. Kuhn responsibilities included total Profit and Loss, Production, Purchasing, Quality Control, Distribution, Shipping, Facilities Management, Engineering and Customer Service; included directing operations with over \$100 million in revenue through 200 retail stores and 1,000+ wholesale customers which provided products and services to all states east of the Mississippi via 8 production facilities. Positions Mr. Kuhn has held include Director of Engineering, Plant/operations Manager and Division Manager. Some of his accomplishments were:

- Turnaround plant performance thru implementing earnings-driven operational strategies for potential sale or IPO.
- Coordination produced competitive advantages in product cycle times resulting in consistent on-time delivery.
- Quality Assurance Check-Point system in response to customer feedback.
- Achieve excellent results, realigned the production management organization to develop depth and align with future growth projections.
- Developed alternative systems and procedures to effectively reduce handling time by 5+% and achieve improved inventory turnover by 15% through identifying constraints and rolling out approaches to resolve the constraint.

Mr. Kuhn background will provide significant assistance and insight for the corporation as it relates strategic planning, product quality, manufacturing, engineering, marketing and delivery to end users of GateKeeper's products. Mr. Kuhn received his Bachelor of Science Degree in Industrial Engineering from Pennsylvania State University.

2. 23235 Lake Drive, Lexington Park, MD 20653
3. Employment History (five years): See one above.
4. Board memberships and other affiliations: See one above.

5. none

6. zero shares of common

DIRECTOR

1. James J. Michalski: Mr. Michalski comes to us with over twenty years of experience with Conax Florida Corporation, a major supplier of military grade product to the US Government, private industry and foreign governments. Conax Florida Corporation specializes in the design and manufacture of electro- explosively actuated devices and gas storage and release systems for military, underwater and aerospace applications. Conax is a “high-tech” business with extensive in-house design and manufacturing capabilities to satisfy customer requirements. Mr. Michalski’s over 20 years of employment at Conax included serving in various positions which were essential to Conax’s product quality, meeting government specifications and technical performance of products manufactured. Mr. Michalski’s current responsibilities include quality assurance, understanding the total requirements of government contracts received and assuring that all products shipped are in compliance with contractual obligations. Mr. Michalski’s knowledge and experience related to manufacturing and providing military grade products will be most helpful in moving the corporation forward and successfully obtaining and complying with government contracts. Mr. Michalski holds a Bachelor of Science in Education, specializing in history, economics and governmental procedures and requirements

2. 23235 Lake Drive, Lexington Park, MD 20653

3. Employment History (five years): See one above.

4. Board memberships and other affiliations: See one above.

5. none

6. zero shares of common

DIRECTOR

1. Ronald R. Hamory: Mr. Ronald Hamory has over 30 years of experience in the insurance industry and financial planning. He recently retired from Western Southern Insurance Company, member of the Western & Southern Financial Group, a FORTUNE 500 company ranked eighth among mutual life and health insurance companies in the country and is one of only eight life insurance groups in the world to earn Standard & Poor’s AAA rating and is consistently recognized by A.M. Best, Moody’s and Fitch for financial strength and sound management. Mr. Hamory’s contribution and success at Western Southern are numerous and he is mostly known for his leadership and ability to motivate his team. Mr. Hamory’s talents in this arena are recognized and he was selected to participate in several highly selective elite leadership group conferences and development sessions and successfully developed many of his direct reports who in turn have been promoted to higher positions in the company. One of his young protégés garnered a top producer award with Western & Southern Financial Group and qualified for the Million Dollar Round Table (MDRT) Club, an international and independent association where membership is an exclusive honor that is achieved only by a small percentage of all life insurance and financial services representatives worldwide. Mr. Hamory held numerous management positions within Western Southern and brings a strong back ground in financial planning, insurance, audit and compliance.

Mr. Hamory received his Bachelor of Science in Biology from Geneva College and also continues to this day providing hand-on advice related to biological materials.

Mr. Hamory's background will provide significant assistance and insight for the corporation as it relates to strategic planning, insurance requirements, compliance and financial planning. His knowledge and experience in the insurance industry will also be very helpful for the Corporation to be successful in marketing product enhancements and options, which are desirable to the insurance industry.

2. 23235 Lake Drive, Lexington Park, MD 20653
3. Employment History (five years): See one above.
4. Board memberships and other affiliations: See one above.
5. none
6. zero shares of common

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;
- 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 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. None

D. Disclosure of Related Party Transactions. None

E. Disclosure of Conflicts of Interest. None

ITEM 12 THE ISSUER'S MOST RECENT BALANCE SHEET AND PROFIT AND LOSS AND RETAINED EARNINGS STATEMENTS:

Our unaudited financial statements for the latest quarter ended September 30, 2012 and the fiscal years ended March 31, 2012 and 2011 are attached hereto as Exhibit A and incorporated herein by this reference and can be found as having been filed through the OTC Disclosure and News Service.

ITEM 13 SIMILAR FINANCIAL INFORMATION FOR SUCH PART OF THE TWO PRECEDING FISCAL YEARS AS THE ISSUER OR ITS PREDECESSOR HAS BEEN IN EXISTENCE:

See Item 12 above.

ITEM 14 BENEFICIAL OWNERS.

The following table sets forth certain information regarding the ownership of our Common Stock as of the date hereof, by (i) each person known to us to own more than 5% of our outstanding common stock, (ii) each of our directors, (iii) each of our executive officers, and (iv) all of our directors and executive officers as a group. Unless otherwise indicated, all shares are owned directly and the indicated person has sole voting and investment power.

Title of Class	Name and Address of Beneficial Owner	Number of Shares (000's)	Percent of Class
Common	James W. Wishart(1) 23235 Lake Drive Lexington Park, Maryland 20653	20,000	36%
Common	A. John Leontakianakos (1) 28 McLane Drive, Dix Hills, NY 11746	20,000	36%
Common	PYC Corporation (2) 777 E Missouri Ave, #71, Phoenix, AZ 85012	250	0.5%
Common	Sedona Horizons, LLC(2) 706 E Bell Road, #202, Phoenix, AZ 85022	4,250	8%
	(1) All officers and directors as a group	40,000	72%

(2) Roy Vinkemeir is the sole shareholder of this Company

ITEM 15 THE NAME, ADDRESS, TELEPHONE NUMBER AND EMAIL ADDRESS OF EACH OF THE FOLLOWING OUTSIDE PROVIDERS THAT ADVISE THE ISSUER ON MATTERS RELATING TO THE OPERATIONS, BUSINESS DEVELOPMENT AND DISCLOSURE.

Investment Banker: None

Promoters: None

Legal Counsel: Stanley F. Wilson, Davis Miles McGuire Gardner, 80 East Rio Salado Parkway, Suite 401, Tempe, Arizona 85281

Accountant or Auditor:

Public Relations Consultants: None

Investor Relations Consultants: None

Any Other Advisors: None

ITEM 16 MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

This disclosure report contains a number of forward-looking statements, including statements about our financial conditions, results of operations, earnings outlook and prospects. Forward looking statements are typically identified by words such as "plan," "believe," "expect," "anticipate," "intend," "outlook," "estimate," "forecast," "project," "will," "seek" and other similar words and expressions. The forward-looking statements involve certain risks and uncertainties. Our ability to predict results or the actual effects of our plans and strategies is subject to inherent uncertainty. The execution of the company's business plans are predicated upon receipt of financing, which may never be obtained. Factors that may cause actual results or earnings to differ materially from such forward-looking statements include those set forth below in this disclosure statement under the heading "Risk Factors." Because these forward-looking statements are subject to assumptions and uncertainties, actual results may differ materially from those expressed or implied by these forward-looking statements. You are cautioned not to place undue reliance on these statements, which speak only as of the date of this disclosure statement.

A. Plan of Operation

See 8 and 9 above which includes a discussion of items 1(i) through 1(iv) and the following:

GateKeeper USA, Inc. is engaged in the maritime container industry that relates specifically to container security, tracking and protection from theft, loss and potential terrorist attacks. The initial focus will be the deployment of a proprietary shipping container security device known as the CAMS (Container Automated Monitoring System). The Company intends to employ proprietary detection and identification technologies. The technologies to be utilized by the Company can provide rapid, automatic and specific real-time analysis, identification and quantification of the chemical, biological and radio active compounds whether in liquid, solid or gaseous states.

C. Off-Balance Sheet Arrangements.

None

**PART E
ISSUANCE HISTORY**

ITEM 17 LIST OF SECURITIES OFFERINGS AND SHARES ISSUED FOR SERVICES IN THE PAST TWO YEARS

May 31, 2012 Regulation D Rule 506 private placement offering 1,000 units @ \$10,000 per unit with each unit consisting of 10,000 shares of common stock through October 1, 2013 of restricted shares with none sold.

**PART F
EXHIBITS**

ITEM 18 MATERIAL CONTRACTS

See attached.

ITEM 19 ARTICLES OF INCORPORATION AND BYLAWS

See attached.

ITEM 20 PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

None

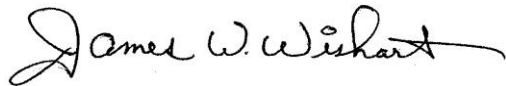
ITEM 21 ISSUER'S CERTIFICATIONS

I, James Wishart, certify that:

1. I have reviewed this initial annual disclosure statement of Gatekeeper USA, Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statement 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: November 28, 2012.

GATEKEEPER USA, INC.

A handwritten signature in black ink that reads "James W. Wishart". The signature is written in a cursive, flowing style.

By: _____
James Wishart, President

EXHIBITS
of
GATEKEEPER USA, INC.

EXHIBIT

DOCUMENT APPENDED

- A Articles of Incorporation
- B. Financial Statements
- C.

GATEKEEPER USA, INC.**BALANCE SHEETS**

UNAUDITED

FY Years Ending

March 31,
2012

ASSETS

Current Assets:

Cash and cash equivalents \$ 1,407

Officers Advances -

Total Current Assets 1,407

Other Assets:

Fixed Assets 140,780

Accumulated Depreciation (50,970)

Net Fixed Assets 89,810

Total Assets \$ 91,217

LIABILITIES AND STOCKHOLDERS' DEFICIT

Current Liabilities:

Accounts payable \$ 1,487,919

Accrued Compensation 2,193,918

Other accrued liabilities -

Total Current Liabilities 3,681,837

Loan Payable 73,894

Total Liabilities \$ 3,755,731

Stockholders' Deficit:

Common stock - \$.001 par value; 100,000,000 shares
authorized 55,456,276 and 55,322,276 shares issued and
outstanding at March 31, 2012 and 2011, respectively 55,456

Additional paid-in capital 18,128,330

Deficit accumulated (21,848,300)

Total Stockholders' Deficit (3,664,514)

Total Liabilities and Stockholders' Deficit \$ 91,217

March 31, <u>2011</u>	March 31, <u>2010</u>
\$ 112,172	\$ 685
-	75,000
112,172	75,685
140,780	72,457
(37,305)	(28,196)
103,475	44,261
\$ 215,647	\$ 119,946

\$ 496,174	\$ 852,634
1,575,704	1,368,566
2,071,878	2,221,200
46,917	-
\$ 2,118,795	\$ 2,221,200

55,322	53,768
17,994,464	16,492,018
(19,952,934)	(18,647,040)
(1,903,148)	(2,101,254)
\$ 215,647	\$ 119,946

GATEKEEPER USA, INC.
BALANCE SHEETS
UNAUDITED

FY Year 2013 quarter Ending

Sept. 30
2012

June 30
2012

ASSETS

Current Assets:

Cash and cash equivalents \$ 1,236 \$ 2,280

- -

Total Current Assets 1,236 2,280

Other Assets:

Fixed Assets 140,780 140,780

Accumulated Depreciation (56,664) (54,386)

Net Fixed Assets 84,116 86,394

Total Assets \$ 85,352 \$ 88,674

LIABILITIES AND STOCKHOLDERS' DEFICIT

Current Liabilities:

Accounts payable \$ 1,504,821 \$ 1,493,231

Accrued Compensation 2,453,793 2,349,843

Other accrued liabilities -

Total Current Liabilities 3,958,614 3,843,074

Loan Payable 93,624 90,416

Total Liabilities \$ 4,052,238 \$ 3,933,490

Stockholders' Deficit:

Common stock - \$.001 par value; 100,000,000 shares
authorized 55,456,276 and 55,322,276 shares issued and
outstanding at March 31, 2012 and 2011, respectively

55,456 55,456

Additional paid-in capital 18,128,330 18,128,330

Deficit accumulated (22,150,672) (22,028,602)

Total Stockholders' Deficit (3,966,886) (3,844,816)

Total Liabilities and Stockholders' Deficit \$ 85,352 \$ 88,674

DEAN HELLER

Secretary of State
208 North Carson Street
Carson City, Nevada 89701-4288
(775) 684 8706
Website: secretaryofstate.biz

Entity #
E0396872005-9
20050245284-22

Articles of Incorporation
(PURSUANT TO NRS 78)

Date Filed
6/22/2005 3:36:44 PM
IN THE OFFICE OF
DA. HILL

Dean Heller
SECRETARY OF STATE

ABOVE SPACE IS FOR OFFICE USE ONLY

Important: Read attached instructions before completing form.

1. Name of Corporation	LEGENDARY SUPERSTARS GROUP, INC.		
2. Resident Agent Name and Street Address: (Must be a Nevada resident. If a foreign corporation, must be a Nevada resident.)	STATE AGENT AND TRANSFER SYNDICATE, INC. Nevada 302 NORTH CURRY STREET, SUITE 100 Carson City, Nevada 89703-4171		
3. Number of Shares Issued (Must be a whole number.)	75,000	Par Value \$ 1.00	Number of shares without par value:
4. Name & Address of Director/Member (Must be a Nevada resident.)	1. MICHAEL PALOMA Nevada 302 NORTH CURRY STREET, SUITE 100 Carson City, Nevada 89703-4171		
5. Name & Address of Director/Member (Must be a Nevada resident.)	2. Name: Street Address: City: State: Zip Code:		
The purpose of this Corporation shall be:			
6. Purpose, Business Objectives and Statement of Intent (Must be a Nevada resident.)	To provide services to the members of the corporation.		
7. Incorporation/Assignment of Association of Association (Must be a Nevada resident.)	I hereby accept appointment as Director/Member for the above named corporation. Date: June 22, 2005 Michael Paloma Authorized Signature of Member (Must be a Nevada resident.)		

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

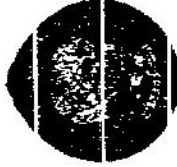
NUMBER OF PAGES ATTACHED **1**

State: Nevada (State from which you are incorporated)

TO : PHONE NO. : 15649211014

DATE: 12.1997 5:45PM P 2

FROM :

STATE OF NEVADA
STATE OF NEVADAROSS MUELLER
Secretary of StateSECRETARY OF STATE
Deputy Secretary
for Commercial RecordingsOFFICE OF THE
SECRETARY OF STATE

Filing Acknowledgement

October 29, 2007

Job Number
C20071020-2334Corporation Number
E0396872005-9

Filing Description

Document Filing
Number

Amendment

2007/0736059-49

Date/Time of Filing

October 29, 2007 02:56:44
PM

Corporation Name

GATEKEEPER USA, INC.

Resident Agent

PARACORP INCORPORATED

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recordings Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

A handwritten signature in black ink, appearing to read "Ross Mueller".

ROSS MUELLER
Secretary of State

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4069
Telephone (775) 684-5708
Fax (775) 684-5700

TO :
FROM :
PHONE NO. : 19549211014
DATE: 12.19.97 5:46PM P H

10/29/07 17:29 FAX

FOUCA, ANNIS, EP

0003



OFFICE MAIL ROOM
Secretary of State
266 North Carson Street, Ste 1
Carson City, Nevada 89701-4206
TELEPHONE: 775-333-6111
FACSIMILE: 775-333-6112
WEBSITE: secretaryofstate.nv.gov

Certificate of Amendment
(PURSUANT TO NRS 78.386 AND 78.390)

Filed in the office of
the Secretary of State
20070736059-49
10/29/2007 2:58 PM
Filing Number
20070736059-49

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Conditions of Amendment to Articles of Incorporation
LEGENDARY SUPERSTORE, INC.
(Pursuant to NRS 78.386 and 78.390 - After Issuance of Stock)

1. Name of Corporation:

Legendary Superstore, Inc.

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

Article 1 is amended as follows:

The name of this corporation is Gatekeeper USA, Inc.

Article 3 is amended as follows:

This corporation has capital stock of 100,000,000 shares, all of which is common stock of \$.001 per share.

3. The vote by which the stockholders holding shares in the corporation entitled them to exercise all or 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 to *Articles 1 and 3.*

4. Effective date of filing (optional):

(Must not be later than 60 days after this certificate is filed.)

5. Officer Signature (Required)

x Roy H. Lankford, President

The officer whose name appears on this certificate is certifying that the amendment to any certificate or other instrument filed hereon in connection with this filing is in accordance with the provisions of the Nevada Revised Statutes, and that the amendment has been approved by the majority of the stockholders of the corporation as required by the articles of incorporation and the Nevada Revised Statutes, and that the amendment is in accordance with the provisions of the Nevada Revised Statutes.

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.

FOR MORE INFORMATION OF STOCKHOLDERS AND CREDITORS, PLEASE CONTACT THE SECRETARY OF STATE AT 775-333-6111.