
DomiKnow, Inc.
317 6th Avenue
Suite 740
Des Moines, IA 50309

☒ 2012 ANNUAL REPORT

UNAUDITED COMPARITIVE FINANCIAL STATEMENTS

MANGEMENT DISCUSSION AND ANALYSIS

For the period ended December 31, 2012

TICKER: LBTL
CUSIP: 53128R 10 6

DOMIKNOW, INC.
Formerly Liberty Technologies, Inc.

And Subsidiaries

Unaudited Comparative
Financial Statements

For the Years Ending
December 31, 2012 and December 31, 2011

317 6th Avenue
Suite 740
Des Moines, IA 50309

53128R 10 6
(CUSIP)

Trading Symbol: LBTL

Certification

The accompanying unaudited consolidated financial statements of Liberty Technologies, Inc., have been prepared in accordance with accounting principles generally accepted in the United States of America. They do not include all information and footnotes required by generally accepted accounting principles. In the opinion of management, the accompanying financial statements, and the notes thereto, represent a fair presentation of the financial position and results of the Company at December 31, 2012 and December 31, 2011 and the results of operations for the 12-month period(s) ending December 31, 2012 and December 31, 2011. The consolidated financial statements notes thereto should be read in conjunction with these financial statements, accordingly these financial statements were not designed to be used without such notes.

/S/ John R. Stokka

Chief Executive Officer and Chairman
March 25, 2013

DOMIKNOW, INC.

Formerly Liberty Technologies, Inc.

CONSOLIDATED BALANCE SHEETS

	(Unaudited) December 31, 2012	(Unaudited) December 31, 2011
ASSETS		
CURRENT ASSETS		
Cash and Cash Equivalents	\$ 14,203	\$ -
Accounts Receivable	9,140	-
Prepaid Expenses	-	-
Current Portion of Notes Receivable	-	-
Total Current Assets	\$ 23,343	\$ -
PROPERTY PLANT AND EQUIPMENT, NET	\$ -	\$ -
OTHER ASSETS AND LONG TERM INVESTMENTS		
Common Stock - Non Consolidated	\$ -	\$ -
Notes Receivable	-	-
Total Other Assets and Long Term Investments	-	-
Total Assets	\$ 23,343	\$ -
LIABILITIES & STOCKHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Accounts Payable	\$ 27,835	\$ 38,076
Accrued Liabilities	9,948	57,250
Other Liabilities	-	-
Total Current Liabilities	\$ 37,783	\$ 95,326
LONG TERM LIABILITIES		
Shareholder Loans	\$ 270,489	\$ -
Total Long Term Liabilities	\$ 270,489	\$ -
Total Liabilities	\$ 308,272	\$ 95,326
STOCKHOLDERS' EQUITY (DEFICIT)		
Common Stock, \$.001 par value, 500,000,000 Shares Authorized 199,078,758 and 199,078,759 Issued and Outstanding Respectively	\$ 199,079	\$ 199,079
Additional Paid - in Capital	(107,321)	(47,026)
Total Capital Stock	\$ 91,758	\$ 152,053
Deficit Accumulated Prior to the Development Stage	(369,476)	(369,476)
Earnings Accumulated During the Development Stage	122,097	122,097
Deficit accumulated After the Development Stage	(129,308)	-
Total Stockholders' Equity (Deficit)	\$ (284,929)	\$ (95,326)
Total Liabilities & Equity (Deficit)	\$ 23,343	\$ -
See accompanying notes to financial statements which are an integral part of these financial statements.		
Total Stockholders' Equity (Deficit)	\$ (284,928)	\$ (95,326)
Total Liabilities & Equity (Deficit)	\$ 23,343	\$ -

See accompanying notes to financial statements which are an integral part of these financial statements.

DOMIKNOW, INC.

Formerly Liberty Technologies, Inc.

UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS

	The Year Ended December 31, 2012	The Year Ended December 31, 2011
Revenues	\$ 125,032	\$ -
Costs of Goods Sold	(2,150)	-
Gross Profit	127,181	-
Selling, General & Administrative Expenses	251,489	10,450
Depreciation and Amortization	-	-
Income (Loss) from Operations	(124,308)	(10,450)
Other Income (Loss)		
Other Income	-	-
Interest Income	-	-
Taxes and Licenses	-	-
Interest Expense and Financing Costs	(5,000)	(4,948)
Total Other Income (Loss)	(5,000)	(4,948)
Net Income (Loss)	\$ (129,308)	\$ (15,398)
Basic Net Income (Loss) Per Common Share	(0.0006)	(0.0001)
Diluted Net Income (Loss) Per Common Share	\$ (0.0006)	\$ (0.0001)
Weighted Average of Common Shares Outstanding	199,078,758	198,794,968

See accompanying notes to unaudited condensed financial statements which are an integral part of these financial statements

DOMIKNOW, INC.

Formerly Liberty Technologies, Inc.

UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

	The Year Ended December 31, 2012	The Year Ended December 31, 2011
OPERATING ACTIVITIES		
Net Income (Loss)	\$ (129,308)	\$ (15,398)
Adjustments To Reconcile Net Loss to Cash Used By Operating Activities:		
Depreciation and Amortization	-	-
Changes in Operating Assets and Liabilities		
Decrease (Increase) in Accounts and Notes Receivable	(9,140)	-
(Increase) Decrease in Other Current Assets	-	-
Increase in Notes Payable	270,489	-
Increase (Decrease) in Accrued Liabilities	(47,302)	6,250
Increase (Decrease) in Other Liabilities	-	-
Increase (Decrease) in Accounts Payable	27,835	9,147
Cash Used By Operating Activities	<u>112,574</u>	<u>-</u>
INVESTING ACTIVITIES		
Decrease in Common Stock Held for Investment	-	-
Cash Provided (Used) By Investing Activities	<u>-</u>	<u>-</u>
FINANCING ACTIVITIES		
Retirement/Tender of Stock	-	-
Increase in Common Stock	-	-
Merger Transaction (Capital Adjustments)	(98,371)	-
Changes in Notes Payable - Current Portion	-	-
Changes in Notes Payable - Related Parties	-	-
Net Cash Provided by Financing Activities	<u>(98,371)</u>	<u>-</u>
NET INCREASE (DECREASE) IN CASH	14,203	-
CASH AND CASH EQUIVALENTS, beginning of period	-	-
CASH AND CASH EQUIVALENTS, end of period	<u>\$ 14,203</u>	<u>\$ -</u>

See accompanying notes to unaudited condensed financial statements which are an integral part of these financial statements.

DOMIKNOW, INC.
Formerly Liberty Technologies, Inc.

UNAUDITED
CONSOLIDATED STATEMENTS OF STOCKHOLDER'S EQUITY (DEFICIT)

	Preferred Stock		Common Stock		Additional Paid-In Capital	Retained Earnings (Deficit)
	Shares	Amount	Shares	Amount		
Balance, December 31, 2005	6,283,138	\$ 6,283	13,691,675	\$ 13,692	\$ 8,683,435	\$ (19,074)
Common shares issued for services \$0.001 per share	-	-	3,000,001	3,000	-	-
Common shares issued for executive wages at \$0.001 per share	-	-	2,463,000	2,463	-	-
Common shares issued for cash at \$.20 per share	-	-	500,000	500	99,500	-
Common shares issued for acquisitions and/or business combinations	-	-	3,448,118	3,448	-	-
Net loss for the year ended December 31, 2006	-	-	-	-	-	(344,026)
Balance, December 31, 2006	6,283,138	6,283	23,102,794	23,103	8,782,935	(343,100)
Common shares issued for services \$0.001 per share	-	-	1,118,500	1,119	-	-
Common shares issued for executive wages at \$0.001 per share	-	-	-	-	-	-
Shares Cancelled/Tendered	(6,283,138)	(6,283)	(3,448,118)	(3,448)	(8,168,304)	-
Net loss for the year ended December 31, 2007	-	-	-	-	-	(37,282)
Balance, December 31, 2007	-	-	20,779,176	20,773	614,631	(430,382)
Shares Cancelled/Tendered	-	-	(5,081,801.00)	(5,081.50)	(549,342)	-
Net Income for the year ended December 31, 2008	-	-	-	-	-	80,906.00
Balance, December 31, 2008	-	-	15,697,375	15,692	65,289	(349,476)
Shares Issued for Debt Conversion	-	-	184,000,084	184,000	(188,018)	-
Reverse Stock Split	-	-	(1,99,703,227)	(1,99,703)	199,703	-
Net Income for the year ended December 31, 2009	-	-	-	-	-	180,874
Shares Issued for Debt Conversion	-	-	100,000,000	100,000	(25,000)	-
Balance, December 31, 2009	-	-	94,997,031	94,997	51,974	(188,602)
Net Income for the year ended December 31, 2010	-	-	-	-	-	(15,398)
Balance, December 31, 2010	-	-	94,997,031	94,997	51,974	(204,000)
Net Income for the year ended December 31, 2011	-	-	-	-	-	(43,379.00)
Shares Issued in Reorganization	-	-	104,081,728	104,082	(99,000.00)	-
Balance, December 31, 2011	-	-	199,078,759	199,079	(47,026)	(247,379)
Shares retired by control buyback	-	-	(195,489,104)	(195,489)	169,010	-
Shares issued as merger consideration	-	-	195,489,108	195,489	(229,308.00)	-
Net Income for the year ended December 31, 2012	-	-	-	-	-	(129,307.82)
Balance, December 31, 2012	-	-	199,078,758	199,079	(107,321)	(376,687)
Earnings (Deficit) accumulated prior to the Development stage						\$ (349,476)
Earnings accumulated during the Development stage						\$ 122,097
Earnings (Deficit) accumulated after the Development stage						(129,308)
Total accumulated deficit						\$ (376,687)
Total Shareholder's Equity						(284,929)

See accompanying notes to unaudited condensed financial statements which are an integral part of these financial statements.

DomiKnow, Inc. formerly Liberty Technologies, Inc.

NOTES TO THE FINANCIAL STATEMENTS

(UNAUDITED)

1. ORGANIZATION

DomiKnow, Inc. (the "Company") was incorporated on August 28, 1986 pursuant to the laws of the State of Delaware. From 1986 until June 2005, the Company was a steel and ore smelting industry based in Warren Ohio, in active operation and in receivership. From 1993 until 2005 the Company was in receivership. It emerged out of bankruptcy in 2005 and retained its status with the state of Delaware as an active company. The Company rested its certificate of incorporation and changed its name to Ridgecrest Healthcare Group, Inc. on October 17, 2005. In October and November 2005, the Company acquired assets and stock from Healthcare Enterprises Group, PLC, a company based in the United Kingdom. One of those assets was Medical Development Specialists, a healthcare consulting company that had annual revenues of approximately \$3,000,000 per year. Other assets included holdings in other public and private healthcare related companies in the US and UK.

During 2009 the Company decided to shift its focus from healthcare and related investing to technology development and management consulting. On September 24, 2009 the Company rested its certificate of incorporation with the State of Delaware and changed its name to Liberty Technologies, Inc. During 2009 the remainder of the Healthcare assets were either vended out or exchanged for shares, the Company retaining only a small portion of these assets so that it could focus on its new business. The Company entered the Development stage in January of 2009.

The Company merged with Capalyst, Inc. (D/B/A DomiKnow) on December 18, 2012. The Company is not in the business of providing email and social media marketing services for small business.

The Company exited the development stage (for accounting purposes) on January of 2012.

2. BASIS OF PRESENTATION

The accompanying consolidated financial statements have been prepared on a "going concern" basis in accordance with United States generally accepted accounting principles ("GAAP"). The "going concern" basis of presentation assumes that the Company will continue its operations for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. As of December 31, 2012, the Company has an accumulated deficit of Shareholder's equity of (\$284,928).

These financial statements do not include any adjustments that would be necessary should the Company be unable to continue as a going concern.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Cash and cash equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash equivalents. As of December 31, 2012 the Company had \$14,204 cash on hand. As of December 31, 2011, the Company had no cash on hand.

Revenue Recognition

Revenue is recognized when services and goods are contracted for, the service is provided or the title to the goods passes hands and collectability is reasonably assured.

Intangible assets and impairment

U.S. generally accepted accounting principles require that long-lived assets and intangibles to be held and used by the Company, be reviewed for possible impairment, whenever events or changes in circumstances indicated that the carrying amount of an asset may not be recoverable. If changes in circumstances indicate that the carrying amount of an asset that an entity expects to hold and use may not be recoverable, future cash flows expected to result from the use of the asset and its disposition must be estimated. If the undiscounted value of the future cash flows is less than the carrying amount of the asset, impairment is recognized. All intangible assets were effectively impaired to \$0.00 in prior periods.

Fair Value Measurements

The Company follows FASB ASC 820, "Fair Value Measurements and Disclosures," for all financial instruments and non-financial instruments accounted for at fair value on a recurring basis. This accounting standard established a single definition of fair value and a framework for measuring fair value, sets out a fair value hierarchy to be used to classify the source of information used in fair value measurement and expands disclosures about fair value measurements required under other accounting pronouncements. It does not change existing guidance as to whether or not an instrument is carried at fair value. The Company defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities, which are required to be recorded at fair value, the Company considers the principal or most advantageous market in which the Company would transact and the market-based risk measurements or assumptions that market participants would use in pricing the asset or liability, such as inherent risk, transfer restrictions and credit risk. The Company has adopted FASB ASC 825, "Financial Instruments", which allows companies to choose to measure eligible financial instruments and certain other items at fair value that are

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *Continued*

not required to be measured at fair value. The Company has not elected the fair value option for any eligible financial instruments.

As required by ASC 820, assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Due to related parties is reflected in the balance sheets at carrying value, which approximates fair value due to its short-term nature.

Foreign Currency Translation

The Company's functional currency is US Dollars. Foreign currency balances are translated into US dollars as follows:

Monetary assets and liabilities are translated at the period-end exchange rate. Non-monetary assets are translated at the rate of exchange in effect at their acquisition, unless such assets are carried at market or nominal value, in which case they are translated at the period-end exchange rate. Revenue and expense items are translated at the average exchange rate for the period. Foreign exchange gains and losses in the period are included in operations.

Use of Estimates

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

Basic and Diluted Net Income (Loss) Per Share

The Company computes net loss per share in accordance with FASB ASC Topic 260, "Earnings per Share". This topic requires presentation of both basic and diluted earnings per share ("EPS") on the face of the income statement. Basic loss per share is computed by dividing net loss available to common shareholders by the weighted average number of common shares outstanding during the year. Diluted EPS gives effect to all dilutive potential common shares outstanding during the year including stock options, using the treasury stock method, and convertible preferred stock, using the if-converted method. In computing diluted EPS, the average stock price for the year is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential common shares if their effect is anti dilutive.

Income taxes

The Company follows FASB ASC Topic 820, "Income Taxes" which requires the use of the asset and liability method of accounting for income taxes. Under this method,

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *Continued*

deferred tax assets and liabilities are recognized for future tax consequences attributable to temporary differences between the financial statements carrying amounts of existing assets and liabilities and loss carry forwards and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled.

Recent accounting pronouncements

The Company adopts new pronouncements relating to generally accepted accounting principles applicable to the Company as they are issued, which may be in advance of their effective date. Management does not believe that any recently issued, but not yet effective, accounting standards if currently adopted would have a material effect on the accompanying financial statements.

4. INVESTMENTS

During the 2012 fiscal year the Company had no investments.

5. LITIGATION

No legal action, to which management is currently aware, has been brought against the Company. No amounts have been provided for in the accounts.

6. RELATED PARTY BALANCES AND TRANSACTIONS

Amounts due to related parties represent advances made by directors, officers and shareholders. Amounts in lieu of management fees have been accrued and converted into a note payable by the company with Brent Wilder its former President, this amount outstanding at December 31, 2011 is \$50,000 which is accruing interest at a rate of 10% per annum. The note required payment of the outstanding principal and interest on or before February 28, 2011. The note is also convertible to common stock in the Company. As of December 31, 2012 should such conversion take place the conversion would result in the issuance of 50,000,000 shares of common stock to satisfy obligations of the note. The Company expects to perform a 10 for 1 reverse stock split in 2013, and as such the resulting conversion on the note would be 5,000,000 accordingly. The Company understands that the note was sold to unrelated third parties in 2012.

7. MERGER

On December 18, 2012 the Company was merged with Capalyst, Inc. (D/B/A) DomiKnow whereby the Company was the surviving entity. The merger resulted in the shareholders of record of Capalyst being issued control shares of 195,489,103 shares in consideration for the merger, and the Company's acquisition of 195,489,104 shares from the previous control shareholders (of the Company prior to the merger) in consideration for notes payable of \$195,489.

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DOMIKNOW, INC.
FORMERLY LIBERTY TECHNOLOGIES, INC.

Management's Discussion and Analysis

For the Years Ending
December 31, 2012
and December 31, 2011

317 6th Avenue 7th Floor
Des Moines, IA 50309

53128R 10 6
(CUSIP)

Trading Symbol: LBTL

This Management Discussion and Analysis ("MD&A") reviews the activities Liberty Technologies, Inc. ("LBTL", "We" or "Us") and its subsidiaries, and compares the financial results of the year ended December 31, 2012 with the same period of 2011. The MD&A should be read in conjunction with the unaudited consolidated financial statements and accompanying notes for all relevant periods. Copies of which are attached, and are also filed on www.otcmarkets.com

In December of 2012 the Company merged with an operational business, Capalyst (D/B/A DomiKnow), in a transaction that resulted in the control shareholders of Capalyst assuming control of the Company. DomiKnow is engaged in the business of internet marketing and advertising. The Company provides email marketing, graphic design, social media management, and web site design and maintenance. The financial statements contained herein represent a consolidation of the merger of the two entities.

The Company prepares its consolidated financial statements in accordance with accounting standards generally accepted in the United States. All dollar amounts presented are expressed in United States Dollars unless otherwise noted.

FORWARD LOOKING INFORMATION

Except of statements of historical fact, the discussion and analysis of financial performance and position including, without limitation, statement regarding projections, future plans, and objectives of Liberty Technologies, Inc. are forward-looking statements that are subject to various risks and uncertainties. Forward-looking statements are based on management experience, historical results, current expectations and analyses, trends, government policies, and current business and economic conditions, including LBTL's analysis of its product and service offerings and its expectations regarding the effects of anticipated product and service offering changes and the potential benefits and such efforts and activities on LBTL's results of operations in future periods. There can be no assurance that such statements will prove to be accurate; actual results and future events could differ materially from those anticipated in such statements.

DESCRIPTION AND OVERVIEW OF THE BUSINESS

Our History

Liberty Technologies, Inc. (the "Company") was incorporated on August 28, 1986 pursuant to the laws of the State of Delaware. From 1986 until June 2005, the Company was a steel and ore smelting industry based in Warren Ohio, in active operation and in receivership. From 1993 until 2005 the Company was in receivership. It emerged out of bankruptcy in 2005 and retained its status with the state of Delaware as an active company. The Company rested its certificate of incorporation and changed its name to Ridgecrest Healthcare Group, Inc. on October 17, 2005. In October and November 2005, the Company acquired assets and stock from Healthcare Enterprises Group, PLC, a company based in the United Kingdom. One of those assets was Medical Development Specialists, a healthcare consulting company that had annual revenues of approximately \$3,000,000 per year. Other assets included holdings in other public and private healthcare related companies in the US and UK.

During 2009 the Company decided to shift its focus from healthcare and related investing to technology development and management consulting. On September 24, 2009 the Company restated its certificate of incorporation with the State of Delaware and changed its name to Liberty Technologies, Inc. During 2009 the remainder of the Healthcare assets were either vended out or exchanged for shares, the Company retaining only a small portion of these assets so that it could focus on its new business.

From 2009 to December of 2012 the Company engaged in business consulting and was actively seeking merger and acquisition opportunities.

In December of 2012, the Company merged with a private corporation Capalyst, Inc. d/b/a DomiKnow. The Company changed its name to DomiKnow, Inc. and the merger resulted in the management and board of directors of the company being replaced by the management and board of directors of Capalyst, Inc.

The Company exited the development stage (for accounting purposes) on January of 2012.

OVERALL PERFORMANCE

Comparative Figures

Certain comparative figures have been reclassified to conform to the presentation of the 2011 and 2010 results. Management does not believe that these reclassifications have created a material impact on the results of operations for the period.

Selected Annual Information

	2012	2011
Revenues	\$125,032	\$0
SG&A Expenses	(\$251,489)	(\$15,398)
Net Income (Loss)	(\$256,489)	(\$15,398)
Net Loss Per Common Share	(0.0013)	(0.0001)

The following is a discussion of certain expense categories:

Selling general and administrative

The Company experienced an increase in selling general and administrative expenses for the periods covered from \$15,398 in 2011 to \$251,489 in 2012.

Amortization

In prior periods the Company recognized an impairment expense for substantially all of its intellectual property, and as a result, the Company does not have any amortizable assets on its balance sheet, and therefore recognizes no amortization.

Bad Debt

The Company did not experience any bad debt in 2012 or 2011.

Income Tax

No provision for income tax was made for 2012 or 2010 as the Company has extensive NOL carry-forwards and elects to discount such provision to zero.

Operations

The Company is currently operating as a result of the merger transaction which occurred on December 18, 2012 and is no longer in the development stage.

FINANCIAL POSITION, LIQUIDITY AND CAPITAL RESOURCES

Cash and Accounts Receivable

As of December 31, 2012 the Company had \$14,203 cash on hand. Currently, the Company's expenses are partially funded by loans from shareholders and raising of additional investment capital. If these shareholders decided to stop advancing funds to the Company and the company fails to raise additional investment capital it will cease operating.

Liabilities

Total liabilities increased during the period from \$95,326 to \$308,272.

Shareholder's Equity

Shareholder's equity decreased during this period from and accumulated deficit as of December 31, 2011 of (\$95,326) to an accumulated deficit of (\$284,928) as of December 31, 2012. This was primarily due to additional losses.

Dividend

The payment of dividends to shareholders will depend on a number of factors such as earnings, LBTL's financial requirements and other factors that the Board of Directors considers relevant in the circumstances. The Company currently does not have the intention to pay dividends on the common or preferred shares. The Board of Directors will review this policy, from time to time, as circumstances change. To date LBTL has not declared or paid any dividends on any of its shares.

Transactions with related parties

All related party transactions are recorded at the exchange amounts as agreed upon by the related parties. There were no material related party transactions during the period.

RISK AND UNCERTAINTY FACTORS

History of operating losses and anticipate that we may see continued operating losses for the foreseeable future

The Company has incurred a net loss of (\$256,489) in 2012 a net loss of (\$15,398) in 2011. It is foreseeable that the Company will continue to sustain operating losses.

The Company's ability to continue as a going concern is dependent on a myriad of factors, but most importantly the ability of the Company's shareholders to continue financing the operating expenses of the Company and/or the company being able to raise additional investment capital. The outcome of these matters cannot be predicted at this time.

Seasonality and Susceptibility to Economic Trends

The Company does not engage in any business that is particularly susceptible to seasonality or economic trends.

Competition

The internet marketing industry is highly competitive. The company faces significant challenges with respect to growth and viability and will require significant investment capital to implement its business plans in the future. No assurance can be given that such investment can or will be obtained.

Management

The Company currently has a small executive management group, which is sufficient for its present size and operations. Although the Company's development to date has largely depended on and in the future will continue to depend upon the efforts of certain current executive management, the loss of a member of this group could have a material adverse effect on the Company.

Acquisitions

The Company will continue to seek key strategic acquisitions for companies in both the United States and in other jurisdictions. Historical financial results of these acquired companies may not be an indicator of future performance, therefore, it is possible that the Company may end up acquiring an operating company that becomes a financial burden to the Company. In this event it is possible that by acquiring an operating business, even in a wholly stock transaction that the Company becomes less financially viable than before the acquisition.

It is also possible, that an acquired Company may have significant legal and tax liabilities what were not made clear to the Company at the time of the transaction. While management exercises due care while performing due diligence on an acquired company (or target), it is possible that these liabilities may not be known to the Company until an enforcement action has begun. In this event, it is possible that the economic results of these actions may exceed the coverage of any indemnifications or escrow accounts created for these purposes.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Cash and cash equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash equivalents. The Company had \$14,203 in cash or cash equivalents as of December 31, 2012.

Revenue Recognition

Revenue is recognized when services and goods are contracted for, the service is provided or the title to the goods passes hands and collectability is reasonably assured.

Intangible assets and impairment

US generally accepted accounting principles require that long-lived assets and intangibles to be held and used by the Company, be reviewed for possible impairment, whenever events or changes in circumstances indicated that the carrying amount of an asset may not be recoverable. If changes in circumstances indicate that the carrying amount of an asset that an entity expects to hold and use may not be recoverable, future cash flows expected to result from the use of the asset and its disposition must be estimated. If the undiscounted value of the future cash flows is less than the carrying amount of the asset, impairment is recognized. All intangible assets were effectively impaired to \$0.00 in prior periods.

Fair Value Measurements

The Company follows FASB ASC 820, "Fair Value Measurements and Disclosures," for all financial instruments and non-financial instruments accounted for at fair value on a recurring basis. This accounting standard established a single definition of fair value and a framework for measuring fair value, sets out a fair value hierarchy to be used to classify the source of information used in fair value measurement and expands disclosures about fair value measurements required under other accounting pronouncements. It does not change existing guidance as to whether or not an instrument is carried at fair value. The Company defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities, which are required to be recorded at fair value, the Company considers the principal or most advantageous market in which the Company would transact and the market-based risk measurements or assumptions that market participants would use in pricing the asset or liability, such as inherent risk, transfer restrictions and credit risk. The Company has adopted FASB ASC 825, "Financial Instruments", which allows companies to choose to measure eligible financial instruments and certain other items at fair value that are not required to be measured at fair value. The Company has not elected the fair value option for any eligible financial instruments.

As required by ASC 820, assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Due to related parties is reflected in the balance sheets at carrying value, which approximates fair value due to its short-term nature.

Foreign Currency Translation

The Company's functional currency is US Dollars. Foreign currency balances are translated into US dollars as follows:

Monetary assets and liabilities are translated at the period-end exchange rate. Non-monetary assets are translated at the rate of exchange in effect at their acquisition, unless such assets are carried at market or nominal value, in which case they are translated at the period-end exchange rate. Revenue and expense items are translated

at the average exchange rate for the period. Foreign exchange gains and losses in the period are included in operations.

Use of Estimates

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

Basic and Diluted Net Income (Loss) Per Share

The Company computes net loss per share in accordance with FASB ASC Topic 260, "Earnings per Share". This topic requires presentation of both basic and diluted earnings per share ("EPS") on the face of the income statement. Basic loss per share is computed by dividing net loss available to common shareholders by the weighted average number of common shares outstanding during the year. Diluted EPS gives effect to all dilutive potential common shares outstanding during the year including stock options, using the treasury stock method, and convertible preferred stock, using the if-converted method. In computing diluted EPS, the average stock price for the year is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential common shares if their effect is anti dilutive.

Income taxes

The Company follows FASB ASC Topic 820, "Income Taxes" which requires the use of the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for future tax consequences attributable to temporary differences between the financial statements carrying amounts of existing assets and liabilities and loss carry forwards and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled.

Recent accounting pronouncements

The Company adopts new pronouncements relating to generally accepted accounting principles applicable to the Company as they are issued, which may be in advance of their effective date. Management does not believe that any recently issued, but not yet effective, accounting standards if currently adopted would have a material effect on the accompanying financial statements.

December 18, 2012 Merger

On December 18, 2012 the Company was merged with Capalyst, Inc. (D/B/A) DomiKnow whereby the Company was the surviving entity. The merger resulted in the shareholders of record of Capalyst being issued control shares of 195,489,103 shares in consideration for the merger, and the Company's acquisition of 195,489,104 shares from the previous control shareholders (of the Company prior to the merger) in consideration for notes payable of \$195,489.

OUTLOOK

The company is continuing to develop its technologies and services and search for acquisitions. The company continues to seek investment capital to implement its business plan. It is difficult for Management to predict the outlook for the Company.

Additional Disclosures

Legal Proceedings

As of the date of these financial statements the Company was not involved in any legal proceedings. However, from time to time during the ordinary course of business the company may engage legal counsel for various actions.

Defaults Upon Senior Securities

The Company has not defaulted on any senior securities.

Other Information

None

MD&A Exhibits

2012 and 2011 Comparative Financial Statements and Notes are attached hereto. An issuer certification is also attached hereto. No other exhibits are attached.

Issuer's Certifications

The certifying individual below hereby certifies that

- A. I have reviewed the 2012 and 2011 Annual Financial Statements (attached hereto) and MDA for the period covered and,
- B. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
- C. 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 aspect the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

/S/ John R. Stokka

Chief Executive Officer and Chairman

March 25, 2013

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DomiKnow, Inc.
Formerly Liberty Technologies, Inc.
Annual Information and Disclosure Statement
For the Year Ended December 31, 2012

Part A: General Company Information

Item I: Exact name of issuer and its predecessor(s)

Issuer:

DomiKnow, Inc. (“LBTL”, the “Company”, “We”, “Us”) – from December 18, 2012 to present.

Predecessors:

Liberty Technologies, Inc. (“LBTL”, the “Company”, “We”, “Us”) – from September 23, 2009 to December 18, 2012.

Ridgecrest Healthcare Group, Inc. – October 14, 2005 to September 22, 2009

CSC Industries, Inc. – August 28, 1986 to October 13, 2005

Item II: Address of principal executive offices

Principal Executive Offices: 317 6th Avenue Suite 740

Des Moines, IA 50309

www.domiknow.com

Investor Relations Officer: John R. Stokka

317 6th Avenue Suite 740

Des Moines, IA 50309

Item III: The Jurisdiction and date of incorporation or organization

State of Incorporation: Delaware

Date of Incorporation: August 28, 1986

Part B Share Structure

Item IV: The exact title and class of securities outstanding.

Common Stock: 199,078,758 shares outstanding

CUSIP: 53128R 10 6

Trading Symbol: LBTL.PK

Item V: Par or Stated value and description of the security.

A. Par Value

Par Value of \$.0001 per share

B. Common Stock

500,000,000 shares authorized – Par Value (\$.0001 per share)

199,078,758 shares issued and outstanding

Voting Rights: 1:1

Preference: None

Dividend: No current or anticipated dividend

Change of control requires majority vote of shareholders

C. Preferred Stock

2,000,000 Authorized – Par Value (\$.0001 per share)

None issued and outstanding

Series A, 500,000 Authorized Voting Rights: 1:1

Series C, 500,000 Authorized Voting Rights: 69:1

Series D, 200,000 Authorized Voting Rights: 1:1

Preference: None

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

	Authorized	Outstanding	Float	Number of Shareholders	Beneficial Owners
12/31/2011	200,000,000	199,078,759	99,020,391	157	157
12/31/2012	500,000,000	199,078,758	1,031,287	157	157

Part C Business Information

Item VII: Name & address of transfer agent

Integrity Stock Transfer

3265 E. Warm Springs Road

Las Vegas, NV 89120

Phone: 702-317-7757

Integrity Stock Transfer maintains that it is registered with the Securities and Exchange Commission.

Item VIII: Nature of Business

A. Business Development

1. Form of organization: Corporation (Delaware)

2. Year Organized: 1986

3. Fiscal year end date: December 31

4. Bankruptcy, receivership or any similar proceedings:

The principal issuer was in bankruptcy and receivership from 1993 until it emerged out of bankruptcy in 2005.

5. Material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets:

In 2005 the Company acquired through share exchange agreements significant operating interests in healthcare consulting companies operating in the United States and the United Kingdom. These assets were vended out in 2008 and 2009.

In 2012 the Company merged with Capalyst, Inc. d/b/a DomiKnow. The effect of the merger was a change of control and replacement of management and the board of directors with that of the private company Capalyst, Inc.

6. Default of the terms of any note, loan, lease or other indebtedness of financing arrangement requiring us to make payments:

Post bankruptcy, none.

7. Any change of control:

Change of control in October 2012.

8. Any increase in ten percent (10%) or more of the securities of the same class of outstanding equity securities:

Yes, an increase of 199,702,009 shares in 2009 as the result of the conversion of debt. An increase of 100,000,000 shares in 2010 as the result of conversion of debt. An increase of 99,078,759 as a result of a reorganization.

9. Any past, pending or anticipated stock-split, stock dividend recapitalization, merger, acquisition, spin-off, or re-organization:

a. Stock Splits &/or stock dividends:

On October 16, 2009 the Company split 15,691,675 common shares on a 1:200 basis, resulting in 78,532 common shares being issued and outstanding.

On December 18th, 2012 the Company approved a reverse split of common shares on a 1:10 basis. This split is expected to occur in February of 2013.

b. Acquisitions:

The Company is considering various acquisitions at this time, however, as of the date of this disclosure no such acquisition has been made.

c. Recapitalizations:

The Company is in the process of considering private investment which would require issuance of additional previously unissued but authorized Common and/or Preferred Stock.

d. Mergers & Acquisitions:

Yes, the company implemented a merger with Capalyst, Inc. on December 18, 2012.

e. Spin-offs:

None

f. Reorganizations:

None

10. Any delisting of securities by any securities exchange or NASDAQ 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 issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator:

The Company, and certain of its subsidiaries, are involved in various commercial, tax and other legal proceedings that arise from time to time in the ordinary course of our business. We do not believe that any of them will have a material adverse affect on our financial position or results of operations. Currently we have no pending or threatened legal proceedings or administrative actions.

B: Business Information

Liberty Technologies, Inc. (the "Company") was incorporated on August 28, 1986 pursuant to the laws of the State of Delaware. From 1986 until June 2005, the Company was a steel and ore smelting industry based in Warren Ohio, in active operation and in receivership. From 1993 until 2005 the Company was in receivership. It emerged out of bankruptcy in 2005 and retained its status with the state of Delaware as an active company. The Company rested its certificate of incorporation and changed its name to Ridgecrest Healthcare Group, Inc. on October 17, 2005. In October and November 2005, the Company acquired assets and stock from Healthcare Enterprises Group, PLC, a company based in the United Kingdom. One of those assets was Medical Development Specialists, a healthcare consulting company that had annual revenues of approximately \$3,000,000 per year. Other assets included holdings in other public and private healthcare related companies in the US and UK.

During 2009 the Company decided to shift its focus from healthcare and related investing to technology development and management consulting. On September 24, 2009 the Company rested its certificate of incorporation with the State of Delaware and changed its name to Liberty Technologies, Inc. During 2009 the remainder of the Healthcare assets were either vended out or exchanged for shares, the Company retaining only a small portion of these assets so that it could focus on its new business.

From 2009 to December of 2012 the Company engaged in business consulting and was actively seeking merger and acquisition opportunities.

In December of 2012, the Company merged with a private corporation Capalyst, Inc. d/b/a DomiKnow. The Company changed its name to DomiKnow, Inc. and the merger resulted in the management and board of directors of the company being replaced by the management and board of directors of Capalyst, Inc.

The Company exited the development stage (for accounting purposes) on January of 2012.

1. Primary and Secondary SIC Codes:

7331 – Internet Advertising and Marketing

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

To the knowledge of current management, based on representation of prior directors and officers, the issuer has continually conducted operations, research and or development since inception.

3. If the issuer is considered a “shell company” pursuant to Securities Act Rule 405:

The Company is not a shell company, and has not at any time been a shell company.

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 of the issuer:

The Company does not currently have any operating subsidiaries.

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

Currently management does not foresee any existing or probably governmental regulations on the business that will have a material effect on the performance of the Company.

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 is borne directly by customers:

None

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

The Company believes that the costs and effects of compliance with environmental laws are not material.

8. The number of total employees and number of full time employees:

	<u>Total</u>	<u>Full-time</u>
Employees as of December 31, 2012	8	8

Item IX: Nature of Products or Services Offered

A. Principal products or services, and their markets;

The Company is an internet marketing and advertising company. The Company provides email marketing, graphic design, social media management, and web site design and maintenance.

B. Distribution methods of the products or services;

The Company relies of word of mouth for the distribution of its services. The Company has plans to employ the use of third party call centers for the prospecting of new clients.

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

None

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

The internet marketing and advertising marketplace is highly competitive, the Issuer is undercapitalized and may have a hard time competing in this marketplace if it is unable to secure additional investment capital.

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

Our supplies and raw materials are essentially people, and namely the principals and employees.

F. Dependence on one or a few major customers;

We have a small yet diverse customer base. The Company expects to expand this customer base and does not anticipate having a large dependence on one or few major customers in the future.

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

The Company has an active registered trademark on the word DomiKnow and has had success in defending that trademark.

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

We do not estimate at this time that we will need any required governmental approvals.

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

The Company leases office space at 317 6th Avenue, Suite 740, Des Moines, IA 50309. It has committed to expand its space in July of 2013 to Suite 800 of the same facility. This space should be adequate for the company's needs through 2014.

Part D: Management Structure and Financial Information

Item XI: Names of the Chief Executive Officer, members of the Board of Directors, as well as control persons

A. Directors and Executive Officers:

1. Full Name, Age, of Directors:

The Directors of the Company are as follows:

Name	Position	Age	Director Since
Mr. Brent Wilder	Chairman	42	Since 2010, until 12/18/2012
Mr. John R. Stokka	Chairman	44	From 12/18/2012
Mr. Bryan Webber	Director	29	From 12/18/2012
Mr. Brian Baltutat	Director	33	From 12/18/2012
Ms. Brenda Brenmark	Director	24	From 12/18/2012
Mr. Chris Grunewald	Director	39	From 12/18/2012
Mr. Mark Egly	Director	57	From 12/18/2012
Mr. Jerry Capaldi	Director	49	From 12/18/2012

Full Name, Age, of Executive Officers:

The Executive Officers of the Company are as follows:

Name	Position	Age	Position Since
Mr. Brent Wilder	CEO	42	Since 2010, until 12/18/2012
Mr. John R. Stokka	CEO/CFO	44	From 12/18/2013
Mr. Craig Schoenfeld	COO	44	2013
Mr. Bryan Webber	CMO	30	2013

2. The business address for each the Executive Officers are as follows:

Mr. Brent Wilder

2206 Eastland Drive

Suite 305

Bloomington, IL 61704

Mr. John R. Stokka, Mr. Craig Schoenfeld, & Mr. Bryan Webber
317 6th Avenue 7th Floor
Des Moines, IA 50309

3. Employment History, Board memberships and other affiliations:

Mr. Brent Wilder

Aside from Mr. Wilder's role as CEO and Director of the Company, Mr. Wilder maintains several positions on various public and private companies. Mr. Wilder is an experienced entrepreneur and financier.

Mr. John R. Stokka

Aside from Mr. Stokka's role as CEO and Director of the Company, Mr. Stokka maintains positions in various private companies. Mr. Stokka is an experienced entrepreneur.

Mr. Cris Grunewald

Aside from Mr. Grunewald's role as a Director of the Company, Mr. Grunewald maintains positions in various private companies and public companies. Mr. Grunewald is also directing the Companies efforts in obtaining outside investment.

Mr. Brian Baltutat

Aside from Mr. Baltutat's role as a Director of the Company, Mr. Baltutat maintains positions in various private companies.

Mr. Mark Egly

Aside from Mr. Egly's role as a Director of the Company, Mr. Egly maintains positions in various private companies.

Mr. Jerry Capaldi

Aside from Mr. Capaldi's role as a Director of the Company, Mr. Capaldi maintains positions in various private companies.

Mr. Craig Schoenfeld

Aside from Mr. Schoenfeld's role as COO, Mr. Schoenfeld maintains positions in various private companies.

4. Board Memberships

None

5. Compensation of Directors and Executive Officers:

The Company's officers accrued but did not receive management fees in the following amounts:

2011: \$18,000

2012: \$0

6. Number and class of issuers securities beneficially owners by each such person as of December 31, 2011:

Mr. John R. Stokka	14,887,285	Common
Mr. John R. Stokka	1,206,426	Common Beneficially Owned
Mr. Bryan Webber	340,550	Common
Mr. Bryan Webber	12,065	Common Beneficially Owned
Ms. Brenda Brenmark	352,614	Common
Mr. Jerry Capaldi	121,861	Common
Mr. Mark Egly	507,761	Common
Mr. Cris Grunewald	256,969	Common
Mr. Brian Baltutat	705,216	Common

B. Legal/Disciplinary History

Please identify whether any of the executive officers and directors 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: 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 activity.

None

C. Disclosure of Family Relationships

Describe any family relationships among and between the Issuer's directors, officers, persons nominated or chose 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.

L7 Resources, Inc.: 2,000,000 Beneficially owned by Mr. Brent Wilder

Kelli Stokka: 1,206,426 Beneficially owned by Mr. John R. Stokka

D. Disclosure of Related Party Transactions

Describe any transaction during the Issuer's last two full 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 fiscal years and (ii) any related persons had or will have a direct or indirect material interest.

None

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.

None

Item XII: Financial Information for the Issuer's Most Recent Fiscal Period

The Company's results of operations, balance sheet, statement of cash flows and statement of changes in shareholder's equity for each of the years ended December 31, 2012 and 2011, required by this item are herein incorporated by reference from the Company's 2012 Annual Report.

Item XIII: Similar Financial Information for such Part of the Two Preceding Fiscal Years as the Issuer or its Predecessor has been in Existence.

The Company's results of operations, balance sheet, statement of cash flows and statement of changes in shareholder's equity for each of the years ended

December 31, 2012, as compared to 2011, required by this item are herein incorporated by reference from the Company's 2012 Annual Report.

Item XIIV: Beneficial Owners

Provide a list of the name, address and shareholdings of all persons beneficially owning more than 5% of any class of the issuer's equity securities

The following table sets forth information as of December 31, 2012, concerning equity ownership of a) all persons known by DomiKnow, Inc. to be the beneficial owners of 5% or more of its outstanding Common Stock:

Kelli Stokka: 1,206,426 Beneficially owned by Mr. John R. Stokka

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: None

2. Promoter: None

3. Counsel:

Mr. Bill Hanigan

Davis Brown Law Firm

215 10th Street, Suite 1300

Des Moines, IA 50309

Tel- 1-515-288-2500

4. Auditor or Accountant: None

5. Public Relations Consultant: None

6. Investor Relations Consultant: None

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

None

Item XVI: Management's discussion and analysis

A. Plan of operation:

- i. A discussion of how long the Issuer can satisfy its cash requirements and whether it will have to raise additional funds in the next twelve months;**

The Company is partially dependent on investments or loans by shareholders to continue to operate under its business plan. Without such funding the Company may be forced to wind up. The company is seeking significant investment to fully implement its business plan. Without such funding the Company may be forced to wind up.

- ii. A summary of any product research and development that the issuer will perform for the term of the plan;**

The Company continues to invest and develop its proprietary holdings and service offerings.

- iii. The expected purchase or sale of plant and significant equipment;**

None

- iv. Any expected significant changes in the number of employees;**

The company has significant plans for expansion of marketing efforts and plans for significant growth. The company is also considering multiple opportunities for acquisition of new technologies or businesses. As such our employee headcount may change significantly over the term of the next 12 months.

B. Management's discussion and analysis of financial condition and results of operations:

The Company's management discussion and analysis of financial condition and results of operations ("MD&A") for each of the years ended December 31, 2012 and 2011, required by this item are herein incorporated by reference from the Company's 2012 Annual Report.

C. Off Balance Sheet Arrangements:

None

Part D: Issuance History

Item XVII: List Securities Offerings and Shares Issued for Services in the Past Two Years.

None

Part F: Exhibits

Item XVIII: Material Contracts

None

Item XIX: Articles of Incorporation and Bylaws

Attached herein as “**Exhibit A**”

Item XX: Purchase of Equity Securities by the Issuer and Affiliated Purchasers

None

Other Exhibits:

None

Item XXI: Issuers Certifications

I, John R. Stokka, certify that:

1. I have reviewed this continuing annual disclosure statement, for the period ending December 30, 2012, covering the annual periods ending December 30, 2012 and December 30, 2011 respectively, of DomiKnow, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstance 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.

March 25, 2013

/S/ John R. Stokka

CEO/CFO/ DIRECTOR

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
LIBERTY TECHNOLOGIES, INC.

Liberty Technologies, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the “**General Corporation Law**”),

DOES HEREBY CERTIFY:

1. The name of the corporation is hereby being changed in this restatement to DomiKnow, Inc. Liberty Technologies, Inc. was originally incorporated as CSC Industries, Inc. and the original Certificate of Incorporation of the corporation was filed with the Secretary of State of Delaware on August 28, 1986. On October 14, 2005, its name was changed to Ridgecrest Healthcare Group, Inc. On September 23, 2009 its name was changed to Liberty Technologies, Inc.

2. That the Board of Directors duly adopted resolutions proposing to amend and restate the Certificate of Incorporation of this corporation, declaring said amendment and restatement to be advisable and in the best interests of this corporation and its stockholders, and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended and restated in its entirety to read as follows:

FIRST: The name of this corporation is DomiKnow, Inc. (the “**Corporation**”).

SECOND: The address of the registered office of the Corporation in the State of Delaware is 160 Greentree Drive, Suite 101, in the City of Dover, County of Kent. The name of its registered agent at such address is National Registered Agents, Inc.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 500,000,000 shares of Common Stock, \$0.0001 par value per share (“**Common Stock**”), and (ii) 2,000,000 shares of Preferred Stock, \$0.001 par value per share (“**Preferred Stock**”).

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

A. COMMON STOCK

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock set forth herein.

2. Voting. The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings); provided, however, that, except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to the Certificate of Incorporation that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to the Certificate of Incorporation or pursuant to the General Corporation Law.

B. PREFERRED STOCK

1. Five Hundred Thousand (500,000) shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated “**Series A Preferred Stock**” with the rights, preferences, powers, privileges and restrictions, qualifications and limitations designated by resolutions of the Board of Directors of the Corporation and those terms are set forth in the true and correct copy of those resolutions which is attached hereto and incorporated herein by this reference as if set forth in full.

2. Five Hundred Thousand (500,000) shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated “**Series C Preferred Stock**” with the rights, preferences, powers, privileges and restrictions, qualifications and limitations designated by resolutions of the Board of Directors of the Corporation and those terms are set forth in the true and correct copy of those resolutions which is attached hereto and incorporated herein by this reference as if set forth in full.

3. Up to Two Hundred Thousand (200,000) shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated “**Series D Preferred Stock**” with the rights, preferences, powers, privileges and restrictions, qualifications and limitations designated by resolutions of the Board of Directors of the Corporation and those terms are set forth in the true and correct copy of those resolutions which is attached hereto and incorporated herein by this reference as if set forth in full.

4. Up to Eight Hundred Thousand (800,000) shares of the authorized and unissued Preferred Stock of the Corporation may be otherwise designated with the rights, preferences, powers, privileges and restrictions, qualifications and limitations designated by resolutions of the Board of Directors of the Corporation as those terms are set forth in the related Certificate or Certificates of Designation filed with the Delaware Division of Corporations, as the same may be amended from time to time.

FIFTH: Subject to any additional vote required by the Certificate of Incorporation or Bylaws, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or

all of the Bylaws of the Corporation; provided, however, that the Board of Directors may not make, repeal, alter, amend or rescind any Bylaw regarding the quorum requirements of stockholder meetings, or the removal of Directors, without the prior approval of the holders of two-thirds (2/3) of the issued and outstanding stock entitled to vote thereon.

SIXTH: Subject to any additional vote required by the Certificate of Incorporation, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

SEVENTH: Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

EIGHTH: To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law or any other law of the State of Delaware is amended after approval by the stockholders of this Article Eighth to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article Eighth by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

NINTH: To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which General Corporation Law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law.

Any amendment, repeal or modification of the foregoing provisions of this Article Ninth shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

TENTH: The Corporation renounces, to the fullest extent permitted by law, any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any Excluded Opportunity. An “**Excluded Opportunity**” is any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of, (i) any director of the Corporation who is not an employee of the Corporation or any of its subsidiaries, or (ii) any holder of Series A Preferred Stock or any partner, member, director, stockholder, employee or agent of any such holder, other than someone who is an employee of the Corporation or any of its subsidiaries (collectively, “**Covered Persons**”), unless

such matter, transaction or interest is presented to, or acquired, created or developed by, or otherwise comes into the possession of, a Covered Person expressly and solely in such Covered Person's capacity as a director of the Corporation.

3. That the foregoing amendment and restatement was approved by the holders of the requisite number of shares of this corporation in accordance with Section 228 of the General Corporation Law.

4. That this Amended and Restated Certificate of Incorporation, which restates and integrates and further amends the provisions of this corporation's Certificate of Incorporation, has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of the Corporation on this ____ day of October, 2012.

By: _____
John R. Stokka, President

BYLAWS
OF
DOMIKNOW, INC.
(a Delaware Corporation)
(hereinafter referred to as “Corporation”)

ARTICLE I

OFFICES

Section 1.1 Registered Office. The registered office shall be in the City of Dover, County of Kent, State of Delaware.

Section 1.2 Offices. The corporation shall also have and maintain an office or principal place of business at such place as may be fixed by the Board of Directors, and may also have offices at such other places, both within and without the State of Delaware as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 2.1 Location. All meetings of the stockholders for the election of directors shall be held at such place as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting and, if not so designated, then at the principal place of business maintained in accordance with Section 1.2; provided, however, that the Board of Directors may, in its sole discretion, determine that the meeting shall not be held at any place, but may instead be held solely by means of remote communication as authorized by Section 211 of the Delaware General Corporations Law (“DGCL”). Meetings of stockholders for any other purpose may be held at such time and place, if any, within or without the State of Delaware, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof, or a waiver by electronic transmission by the person entitled to notice.

Section 2.2 Timing. Annual meetings of stockholders shall be held at such date and time as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting, at which they shall elect by a majority vote a Board of Directors, and transact such other business as may properly be brought before the meeting.

Section 2.3 Notice of Meeting. Written notice of any stockholder meeting stating the place, if any, date and hour of the meeting, the means of remote communication, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at such meeting, shall be given to each stockholder entitled to vote at such meeting not fewer than ten (10) nor more than sixty (60) days before the date of the meeting.

Section 2.4 Stockholders Records. The officer who has charge of the stock ledger of the corporation shall prepare and make, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address (but not the electronic address or other electronic contact information) of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting for a period of at least 10 days prior to the meeting: (i) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting, or (ii) during ordinary business hours, at the principal place of business of the corporation. In the event that the corporation determines to make the list available on an electronic network, the corporation may take reasonable steps to ensure that such information is available only to stockholders of the corporation. If the meeting is to be held at a place, then the list shall be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present. If the meeting is to be held solely by means of remote communication, then the list shall also be open to the examination of any stockholder during the whole time of the meeting on a reasonably accessible electronic network, and the information required to access such list shall be provided with the notice of the meeting.

Section 2.5 Special Meetings. Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, may be called by the president and shall be called by the president or secretary at the request in writing of a majority of the Board of Directors, or at the request in writing of stockholders owning at least ten percent (10%) in amount of the entire capital stock of the corporation issued and outstanding and entitled to vote. Such request shall state the purpose or purposes of the proposed meeting.

Section 2.6 Notice of Meeting. Written notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called, shall be given not fewer than ten (10) nor more than sixty (60) days before the date of the meeting, to each stockholder entitled to vote at such meeting. The means of remote communication, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at such meeting shall also be provided in the notice.

Section 2.7 Business Transacted at Special Meeting. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice.

Section 2.8 Quorum; Meeting Adjournment; Presence by Remote Means.

(a) *Quorum; Meeting Adjournment.* The holders of two-thirds (2/3) of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the certificate of incorporation. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted that might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

(b) *Presence by Remote Means.* If authorized by the Board of Directors in its sole discretion, and subject to such guidelines and procedures as the Board of Directors may adopt, stockholders and proxyholders not physically present at a meeting of stockholders may, by means of remote communication:

(1) participate in a meeting of stockholders; and

(2) be deemed present in person and vote at a meeting of stockholders whether such meeting is to be held at a designated place or solely by means of remote communication, provided that (i) the corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a stockholder or proxyholder, (ii) the corporation shall implement reasonable measures to provide such stockholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the stockholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and (iii) if any stockholder or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the corporation.

Section 2.9 Voting Thresholds. When a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the certificate of incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 2.10 Number of Votes Per Share. Unless otherwise provided in the certificate of incorporation, each stockholder shall at every meeting of the stockholders be entitled to one vote by such stockholder or by proxy for each share of the capital stock having voting power held by such stockholder, but no proxy shall be voted on after three years from its date, unless the proxy provides for a longer period.

Section 2.11 Action by Written Consent of Stockholders; Electronic Consent; Notice of Action.

(a) *Action by Written Consent of Stockholders.* Unless otherwise provided by the certificate of incorporation, any action required or permitted to be taken at any annual or special meeting of the stockholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing setting forth the action so taken, is signed in a manner permitted by law by the holders of outstanding stock having not less than the number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Written stockholder consents shall bear the date of signature of each stockholder who signs the consent in the manner permitted by law and shall be delivered to the corporation as provided in subsection (b) below. No written consent shall be effective to take the action set forth therein unless, within sixty (60) days of the earliest dated consent delivered to the corporation in the manner provided above, written consents signed by a sufficient number of stockholders to take the action set forth therein are delivered to the corporation in the manner provided above.

(b) *Electronic Consent.* A telegram, cablegram or other electronic transmission consenting to an action to be taken and transmitted by a stockholder or proxyholder, or a person or persons authorized to act for a stockholder or proxyholder, shall be deemed to be written, signed and dated for the purposes of this section, provided that any such telegram, cablegram or other electronic transmission sets forth or is delivered with information from which the corporation can determine (1) that the telegram, cablegram or other electronic transmission was transmitted by the stockholder or proxyholder or by a person or persons authorized to act for the stockholder or proxyholder and (2) the date on which such stockholder or proxyholder or authorized person or persons transmitted such telegram, cablegram or electronic transmission. The date on which such telegram, cablegram or electronic transmission is transmitted shall be deemed to be the date on which such consent was signed. No consent given by telegram, cablegram or other electronic transmission shall be deemed to have been delivered until such consent is reproduced in paper form and until such paper form is delivered to the corporation by delivery to its registered office in the State of Delaware, its principal place of business or an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Delivery made to a corporation's registered office shall be made by hand or by certified or registered mail, return receipt requested. Notwithstanding the foregoing limitations on delivery, consents given by telegram, cablegram or other electronic transmission may be otherwise delivered to the principal place of business of the corporation or to an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded if, to the extent and in the manner provided by resolution of the Board of Directors of the corporation.

(c) *Notice of Action.* Prompt notice of any action taken pursuant to this Section 2.11 shall be provided to the stockholders in accordance with Section 228(e) of the DGCL.

ARTICLE III

DIRECTORS

Section 3.1 Authorized Directors. The number of directors that shall constitute the whole Board of Directors shall be determined by resolution of the Board of Directors or by the stockholders at the annual meeting of the stockholders, except as provided in Section 3.2 of this Article, and each director elected shall hold office until his successor is elected and qualified. Directors need not be stockholders.

Section 3.2 Vacancies. Unless otherwise provided in the corporation's certificate of incorporation, as it may be amended, vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced. If there are no directors in office, then an election of directors may be held in the manner provided by statute. If, at the time of filling any vacancy or any newly created directorship, the directors then in office shall constitute less than a majority of the whole Board of Directors (as constituted immediately prior to any such increase), the Court of Chancery may, upon application of any stockholder or stockholders holding at least ten percent (10%) of the total number of the shares at the time outstanding having the right to vote for such directors, summarily order an election to be held to fill any such vacancies or newly created directorships, or to replace the directors chosen by the directors then in office.

Section 3.3 Board Authority. The business of the corporation shall be managed by or under the direction of its Board of Directors, which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these bylaws directed or required to be exercised or done by the stockholders.

Section 3.4 Location of Meetings. The Board of Directors of the corporation may hold meetings, both regular and special, either within or without the State of Delaware.

Section 3.5 First Meeting. The first meeting of each newly elected Board of Directors shall be held at such time and place as shall be fixed by the vote of the stockholders at the annual meeting and no notice of such meeting shall be necessary to the newly elected directors in order to legally constitute the meeting, provided a quorum shall be present. In the event of the failure of the stockholders to fix the time or place of such first meeting of the newly elected Board of Directors, or in the event such meeting is not held at the time and place so fixed by the stockholders, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or as shall be specified in a written waiver signed by all of the directors.

Section 3.6 Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board of Directors.

Section 3.7 Special Meetings. Special meetings of the Board of Directors may be called by the president upon notice to each director; special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two (2) directors unless the Board of Directors consists of only one director, in which case special meetings shall be called by the president or secretary in like manner and on like notice on the written request of the sole director. Notice of any special meeting shall be given to each director at his business or residence in writing, or by telegram, facsimile transmission, telephone communication or electronic transmission (provided, with respect to electronic transmission, that the director has consented to receive the form of transmission at the address to which it is directed). If mailed, such notice shall be deemed adequately delivered when deposited in the United States mails so addressed, with postage thereon prepaid, at least five (5) days before such meeting. If by telegram, such notice shall be deemed adequately delivered when the telegram is delivered to the telegraph company at least twenty-four (24) hours before such meeting. If by facsimile transmission or other electronic transmission, such notice shall be transmitted at least twenty-four (24) hours before such meeting. If by telephone, the notice shall be given at least twelve (12) hours prior to the time set for the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of such meeting, except for amendments to these Bylaws as provided under Article VIII hereof. A meeting may be held at any time without notice if all the directors are present (except as otherwise provided by law) or if those not present waive notice of the meeting in writing, either before or after such meeting.

Section 3.8 Quorum. At all meetings of the Board of Directors a majority of the directors shall constitute a quorum for the transaction of business and any act of a majority of the directors present at any meeting at which there is a quorum shall be an act of the Board of Directors, except as may be otherwise specifically provided by statute or by the certificate of incorporation. If a quorum is not present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 3.9 Action Without a Meeting. Unless otherwise restricted by the certificate of incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board of Directors or committee, as the case may be, consent thereto in writing or by electronic transmission, and the writing, writings, electronic transmission or transmissions are filed with the minutes of proceedings of the Board of Directors or committee.

Section 3.10 Telephonic Meetings. Unless otherwise restricted by the certificate of incorporation or these bylaws, members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of the Board of Directors or any committee, by means of conference telephone or other means of communication by which all

persons participating in the meeting can hear each other, and such participation shall constitute presence in person at the meeting.

Section 3.11 Committees. The Board of Directors may designate one or more committees, each committee to consist of one or more of the directors of the corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it, but no such committee shall have the power or authority in reference to the following matters: (i) approving or adopting, or recommending to the stockholders, any action or matter expressly required by the DGCL to be submitted to stockholders for approval or (ii) adopting, amending or repealing any provision of these bylaws.

Section 3.12 Minutes of Meetings. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

Section 3.13 Compensation of Directors. Unless otherwise restricted by the certificate of incorporation or these bylaws, the Board of Directors shall have the authority to fix the compensation of directors. The directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

Section 3.14 Removal of Directors. Unless otherwise provided by the certificate of incorporation or these bylaws, any director or the entire Board of Directors may be removed, with or without cause, by the holders of two-thirds (2/3) of the shares entitled to vote at an election of directors.

ARTICLE IV

NOTICES

Section 4.1 Notice. Unless otherwise provided in these bylaws, whenever, under the provisions of the statutes or of the certificate of incorporation or of these bylaws, notice is required to be given to any director or stockholder, it shall not be construed to mean personal

notice, but such notice may be given in writing, by mail, addressed to such director or stockholder, at his address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to directors may also be given by telegram.

Section 4.2 Waiver of Notice. Whenever any notice is required to be given under the provisions of the statutes or of the certificate of incorporation or of these bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 4.3 Electronic Notice.

(a) *Electronic Transmission.* Without limiting the manner by which notice otherwise may be given effectively to stockholders and directors, any notice to stockholders or directors given by the corporation under any provision of the DGCL, the certificate of incorporation or these bylaws shall be effective if given by a form of electronic transmission consented to by the stockholder or director to whom the notice is given. Any such consent shall be revocable by the stockholder or director by written notice to the corporation. Any such consent shall be deemed revoked if (1) the corporation is unable to deliver by electronic transmission two consecutive notices given by the corporation in accordance with such consent and (2) such inability becomes known to the secretary or an assistant secretary of the corporation or to the transfer agent, or other person responsible for the giving of notice; provided, however, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action.

(b) *Effective Date of Notice.* Notice given pursuant to subsection (a) of this section shall be deemed given: (1) if by facsimile telecommunication, when directed to a number at which the stockholder or director has consented to receive notice; (2) if by electronic mail, when directed to an electronic mail address at which the stockholder or director has consented to receive notice; (3) if by a posting on an electronic network together with separate notice to the stockholder or director of such specific posting, upon the later of (i) such posting and (ii) the giving of such separate notice; and (4) if by any other form of electronic transmission, when directed to the stockholder or director. An affidavit of the secretary or an assistant secretary or of the transfer agent or other agent of the corporation that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

(c) *Form of Electronic Transmission.* For purposes of these bylaws, “electronic transmission” means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

ARTICLE V

OFFICERS

Section 5.1 Required and Permitted Officers. The officers of the corporation shall be chosen by the Board of Directors and shall include a president, treasurer and a secretary. The Board of Directors may elect from among its members a Chairman of the Board and a Vice-Chairman of the Board. The Board of Directors may also choose one or more other officers as it shall deem necessary. Any number of offices may be held by the same person, unless the certificate of incorporation or these bylaws otherwise provide.

Section 5.2 Appointment of Required Officers. The Board of Directors at its first meeting after each annual meeting of stockholders shall choose a president, a treasurer, and a secretary.

Section 5.3 Appointment of Permitted Officers. The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 5.4 Officer Compensation. The salaries of all officers and agents of the corporation shall be fixed by the Board of Directors.

Section 5.5 Term of Office; Vacancies. The officers of the corporation shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the Board of Directors may be removed at any time with or without cause by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the corporation shall be filled by the Board of Directors.

THE CHAIRMAN OF THE BOARD

Section 5.6 Chairman Presides. The Chairman of the Board, if any, shall preside at all meetings of the Board of Directors and of the stockholders at which he or she shall be present. He or she shall have and may exercise such powers as are, from time to time, assigned to him or her by the Board of Directors and as may be provided by law.

Section 5.7 Absence of Chairman. In the absence of the Chairman of the Board, the Vice-Chairman of the Board, if any, shall preside at all meetings of the Board of Directors and of the stockholders at which he or she shall be present. He or she shall have and may exercise such powers as are, from time to time, assigned to him or her by the Board of Directors and as may be provided by law.

THE PRESIDENT AND VICE-PRESIDENTS

Section 5.8 Powers of President. Unless the Board of Directors appoints a chief executive officer, the president shall be the chief executive officer of the corporation; in the absence of the Chairman and Vice-Chairman of the Board he or she shall preside at all meetings of the stockholders and the Board of Directors; he or she shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect.

Section 5.9 President's Signature Authority. The president shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation.

Section 5.10 Absence of President. In the absence of the president or in the event of his inability or refusal to act, the vice-president, if any, (or in the event there be more than one vice-president, the vice-presidents in the order designated by the directors, or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-presidents shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

THE SECRETARY AND ASSISTANT SECRETARY

Section 5.11 Duties of Secretary. The secretary shall attend all meetings of the Board of Directors and all meetings of the stockholders and record all the proceedings of the meetings of the corporation and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He or she shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision he or she shall be. He or she shall have custody of the corporate seal of the corporation and he or she, or an assistant secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his signature or by the signature of such assistant secretary. The Board of Directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by his signature.

Section 5.12 Duties of Assistant Secretary. The assistant secretary, or if there be more than one, the assistant secretaries in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election) shall, in the absence of the secretary or in the event of his inability or refusal to act, perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

THE TREASURER AND ASSISTANT TREASURERS

Section 5.13 Duties of Treasurer. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

Section 5.14 Disbursements and Financial Reports. He or she shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the president and the Board of Directors, at its regular meetings or when the Board of Directors so requires, an account of all his transactions as treasurer and of the financial condition of the corporation.

Section 5.15 Treasurer's Bond. If required by the Board of Directors, the treasurer shall give the corporation a bond (which shall be renewed every six years) in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

Section 5.16 Duties of Assistant Treasurer. The assistant treasurer, or if there shall be more than one, the assistant treasurers in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election) shall, in the absence of the treasurer or in the event of the treasurer's inability or refusal to act, perform the duties and exercise the powers of the treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

ARTICLE VI

CERTIFICATE OF STOCK

Section 6.1 Stock Certificates. Every holder of stock in the corporation shall be entitled to have a certificate, signed by or in the name of the corporation by, the Chairman or Vice-Chairman of the Board of Directors, or the president or a vice-president and the treasurer or an assistant treasurer, or the secretary or an assistant secretary of the corporation, certifying the number of shares owned by him or her in the corporation.

Certificates may be issued for partly paid shares and in such case upon the face or back of the certificates issued to represent any such partly paid shares, the total amount of the consideration to be paid therefor, and the amount paid thereon shall be specified.

If the corporation shall be authorized to issue more than one class of stock or more than one series of any class, the powers, designations, preferences and relative participating, optional or other special rights of each class of stock or series thereof and the qualification, limitations or

restrictions of such preferences and/or rights shall be set forth in full or summarized on the face or back of the certificate which the corporation shall issue to represent such class or series of stock, provided that, except as otherwise provided in Section 202 of the DGCL, in lieu of the foregoing requirements, there may be set forth on the face or back of the certificate which the corporation shall issue to represent such class or series of stock, a statement that the corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights.

Section 6.2 Facsimile Signatures. Any or all of the signatures on the certificate may be facsimile. In the event that any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, the certificate may be issued by the corporation with the same effect as if such officer, transfer agent or registrar were still acting as such at the date of issue.

Section 6.3 Lost Certificates. The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen or destroyed upon the making of an affidavit of that fact by the person claiming the certificate to be lost, stolen or destroyed. When authorizing such issuance of a new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance, require the owner of such lost, stolen or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or to give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

Section 6.4 Transfer of Stock. Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignation or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

Section 6.5 Fixing a Record Date. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix a record date which shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting, nor more than sixty (60) days prior to any other action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

Section 6.6 Registered Stockholders. The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, to vote as such owner, to hold liable for calls and assessments a person registered on its books as the owner of shares and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

ARTICLE VII

GENERAL PROVISIONS

Section 7.1 Dividends. Dividends upon the capital stock of the corporation, if any, subject to the provisions of the certificate of incorporation, may be declared by the Board of Directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property or in shares of the capital stock, subject to the provisions of the certificate of incorporation.

Section 7.2 Reserve for Dividends. Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their sole discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purposes as the directors think conducive to the interests of the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

Section 7.3 Checks. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 7.4 Fiscal Year. The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

Section 7.5 Corporate Seal. The Board of Directors may adopt a corporate seal having inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Delaware." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

Section 7.6 Indemnification. The corporation shall, to the fullest extent authorized under the laws of the State of Delaware, as those laws may be amended and supplemented from time to time, indemnify any director made, or threatened to be made, a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of being a director of the corporation or a predecessor corporation or, at the corporation's request, a director or officer of another corporation; provided, however, that the corporation shall indemnify any such agent in connection with a proceeding initiated by such agent only if such proceeding was authorized by the Board of Directors of the corporation. The indemnification provided for in this

Section 7.6 shall: (i) not be deemed exclusive of any other rights to which those indemnified may be entitled under these bylaws, agreement or vote of stockholders or disinterested directors or otherwise, both as to action in their official capacities and as to action in another capacity while holding such office, (ii) continue as to a person who has ceased to be a director, and (iii) inure to the benefit of the heirs, executors and administrators of a person who has ceased to be a director. The corporation's obligation to provide indemnification under this Section 7.6 shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage under a policy maintained by the corporation or any other person.

Expenses incurred by a director of the corporation in defending a civil or criminal action, suit or proceeding by reason of the fact that he or she is or was a director of the corporation (or was serving at the corporation's request as a director or officer of another corporation) shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized by relevant sections of the DGCL. Notwithstanding the foregoing, the corporation shall not be required to advance such expenses to an agent who is a party to an action, suit or proceeding brought by the corporation and approved by a majority of the Board of Directors of the corporation that alleges willful misappropriation of corporate assets by such agent, disclosure of confidential information in violation of such agent's fiduciary or contractual obligations to the corporation or any other willful and deliberate breach in bad faith of such agent's duty to the corporation or its stockholders.

The foregoing provisions of this Section 7.6 shall be deemed to be a contract between the corporation and each director who serves in such capacity at any time while this bylaw is in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought based in whole or in part upon any such state of facts.

The Board of Directors in its sole discretion shall have power on behalf of the corporation to indemnify any person, other than a director, made a party to any action, suit or proceeding by reason of the fact that he or she, his testator or intestate, is or was an officer or employee of the corporation.

To assure indemnification under this Section 7.6 of all directors, officers and employees who are determined by the corporation or otherwise to be or to have been "fiduciaries" of any employee benefit plan of the corporation that may exist from time to time, Section 145 of the DGCL shall, for the purposes of this Section 7.6, be interpreted as follows: an "other enterprise" shall be deemed to include such an employee benefit plan, including without limitation, any plan of the corporation that is governed by the Act of Congress entitled "Employee Retirement Income Security Act of 1974," as amended from time to time; the corporation shall be deemed to have requested a person to serve the corporation for purposes of Section 145 of the DGCL, as administrator of an employee benefit plan where the performance by such person of his duties to the corporation also imposes duties on, or otherwise involves services by, such person to the plan

or participants or beneficiaries of the plan; excise taxes assessed on a person with respect to an employee benefit plan pursuant to such Act of Congress shall be deemed “fines.”

CERTIFICATE OF INCORPORATION GOVERNS

Section 7.7 Conflicts with Certificate of Incorporation. In the event of any conflict between the provisions of the corporation's certificate of incorporation and these bylaws, the provisions of the certificate of incorporation shall govern.

ARTICLE VIII

AMENDMENTS

These bylaws may be altered, amended or repealed, or new bylaws may be adopted by the stockholders or by the Board of Directors, when such power is conferred upon the Board of Directors by the certificate of incorporation at any regular meeting of the stockholders or of the Board of Directors or at any special meeting of the stockholders or of the Board of Directors if notice of such alteration, amendment, repeal or adoption of new bylaws be contained in the notice of such special meeting. If the power to adopt, amend or repeal bylaws is conferred upon the Board of Directors by the certificate of incorporation, it shall not divest or limit the power of the stockholders to adopt, amend or repeal bylaws.

ARTICLE IX

LOANS TO OFFICERS

The corporation may lend money to, or guarantee any obligation of or otherwise assist any officer or other employee of the corporation or of its subsidiaries, including any officer or employee who is a director of the corporation or its subsidiaries, whenever, in the judgment of the Board of Directors, such loan, guarantee or assistance may reasonably be expected to benefit the corporation. The loan, guarantee or other assistance may be with or without interest and may be unsecured or secured in such manner as the Board of Directors shall approve, including, without limitation, a pledge of shares of stock of the corporation. Nothing in these bylaws shall be deemed to deny, limit or restrict the powers of guaranty or warranty of the corporation at common law or under any statute.

These Bylaws are effective by action of the Board of Directors of the Corporation taken the ____ day of October, 2012.

_____, Secretary