

PINK OTC MARKETS INITIAL DISCLOSURE STATEMENT

Sensor System Solutions, Inc.

Incorporated in the State of Nevada on May 13, 1986. Formerly Abercrombie, Inc. to June 6, 1995, formerly Spectre Motor Cars, Inc. to November 6, 1997, formerly Spectre Industries, Inc., to December 7, 2004.

Report period ending June 30, 2011

All information contained in this information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Pink OTC Markets.

Issuer's Initial Disclosure

NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS NOT CONTAINED HEREIN IN CONNECTION WITH THE COMPANY. ANY REPRESENTATIONS NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY.

DELIVERY OF THIS INFORMATION FILE, AT ANY TIME DOES NOT IMPLY THAT THE INFORMATION CONTAINED HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE FIRST WRITTEN ABOVE.

COPIES OF THIS INFORMATION AND DISCLOSURE STATEMENT ARE AVAILABLE FROM THE ISSUER UPON REQUEST.

The Issuer is responsible for the content of this Quarterly Report. The securities described in this document are not registered with, and the information contained in this report has not been filed with, or approved by, the U.S. Securities and Exchange Commission.

This report speaks as of the original filing date, and, except as indicated, has not been updated to reflect events occurring subsequent to the original filing date.

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ISSUER INFORMATION AND DISCLOSURE STATEMENT

Sensor System Solutions, Inc.

A Nevada corporation

Cautionary Note Regarding Forward-Looking Statements

Information set forth in this Initial Company Information and Disclosure Statement (the “Initial Disclosure Statement”) contains forward-looking statements, which involve a number of risks and uncertainties that could cause our actual results to differ materially from those reflected in the forward-looking statements. Forward-looking statements can be identified by use of the words “expect,” “project,” “may,” “might,” “potential,” and similar terms. Sensor System Solutions, Inc. (“SSYO,” “we” or the “Company”) cautions readers that any forward-looking information is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking information. Forward-looking statements involve a number of risks, uncertainties or other factors beyond our control. These factors include, but are not limited to, our ability to implement our strategic initiatives, economic, political and market conditions and price fluctuations, government and industry regulation, competition and other factors. We undertake no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

Part A General Company Information

Item I Issuer

The exact name of the issuer is Sensor System Solutions, Inc. (herein referred to as “Issuer”) incorporated in the State of Nevada.

Predecessor(s): Incorporated in the State of Nevada on May 13, 1986. Formerly Abercrombie, Inc. to June 6, 1995, formerly Spectre Motor Cars, Inc. to November 6, 1997, formerly Spectre Industries, Inc., to December 7, 2004.

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

2360 Corporate Circle, Suite 400, Henderson, NV 89074

Website: <http://www.sensorsystemsolutions.com>

Email: corporate@sensorsystemsolutions.com

Phone number: 647 426 1640

Fax: 1 866 455 6270

Item III State and date of the issuer’s incorporation or organization.

The Issuer, Sensor System Solutions, Inc. was incorporated in the State of Nevada on May 13, 1986 as Abercrombie, Inc.

Part B Share Structure

Item IV The exact title and class of securities outstanding

Effective December 31, 2010, there are 121,564,124 shares of the Issuer’s common stock outstanding, par value \$0.001. There are 1,000,000 shares outstanding of the Issuer’s Convertible Series A Preferred Stock, par value \$0.001.

Item V Par or stated value and description of the security

A. Par value of the Issuer's common and preferred stock is \$0.001

B. Common Stock rights. Each and every common share is entitled to one vote with no preemption rights and rights to dividends as the Issuer may deem appropriate from time to time. There are no provisions in the Issuer's bylaws or charter that would delay, defer or prevent a change in control of the Issuer.

C. Preferred Stock: The preferred stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares of preferred stock and to determine the designation of any series. The Board of Directors is also authorized to determine the rights, preference, privileges, and restrictions granted to or imposed on any wholly unissued series of preferred stock and, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, to increase or decrease, (but not below the number of shares of such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series. No holder of any of the shares of any class of the corporation shall be entitled to as of right to subscribe for, purchase, or otherwise acquire any shares so any class of the corporation for which the corporation proposes to issue or any right or options which the corporation proposes to grant or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such right and options may be granted by the board of directors to such persons, firms, corporation and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

The Company has authorized the issuance of 10,000,000 shares of preferred stock of which 1,000,000 shares have been designated Convertible Series A Preferred Stock with a par value of \$.001. One share of the Convertible Series A Stock shall be convertible into one thousand shares of common stock of the Corporation and entitled to one thousand votes of common stock for every one share of Convertible Series A Stock owned. The holders of the Convertible Series A Stock are not entitled to receive dividends.

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

Common Stock

(i) Period end date	For the period ended June 30, 2011	For the period ended December 31, 2010	Period ended September 30, 2010	Last fiscal year ended December 31, 2009
(ii) Number of shares authorized;	988,000,000 par value \$0.001	180,000,000 par value \$0.001	180,000,000 par value \$0.001	180,000,000 par value \$0.001
(iii) Number of shares outstanding;	121,564,124	121,564,124		
(iv) Freely tradable shares (public float);				
(v) Total number of beneficial shareholders; and				
(vi) Total number of shareholders of record.	141	141		

Preferred Stock

(i) Period end	For the period	For the period	Period ended	Last fiscal
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date	ended June 30, 2011	ended Dec 31, 2010	September 30, 2010	year ended December 31, 2009
(ii) Number of shares authorized;	10,000,000	10,000,000	10,000,000	20,000,000
(iii) Number of shares outstanding;	1,000,000	1,000,000	1,000,000	
(iv) Freely tradable shares (public float);	0	0	0	
(v) Total number of beneficial shareholders; and	1	1	1	
(vi) Total number of shareholders of record.	1	1	1	

Part C Business Information

Item VII The name and address of the transfer agent.

Worldwide Stock Transfer, LLC

433 Hackensack Avenue
Level L
Hackensack, NJ, 07601

Worldwide Stock Transfer, LLC is registered under the Exchange Act, and is a SEC approved transfer agent.

Item VIII The nature of the Issuer's Business.

The Issuer was incorporated on May 13, 1986. The Issuer's fiscal year ends on December 31. The Issuer has had no bankruptcies or receiverships.

The Company

Spectre Industries, Inc. ("the Company") was incorporated in the State of Nevada on May 13, 1986 under the name Abercrombie, Inc. On June 6, 1995, the Company's name was changed to Spectre Motor Cars, Inc. The Company changed its name to Spectre Industries, Inc. on November 6, 1997, and through its wholly owned subsidiaries, Spectre Supersports Ltd. and Spectre Cars UK Ltd., sought to develop sports cars in the United Kingdom. In June of 1997, these subsidiaries went into voluntary receivership, and on August 8, 1997, a newly formed company controlled by an unrelated third party, Spectre Holdings Limited ("Spectre Holdings"), acquired all of their assets. The Company initially received a 25% interest in Spectre Holdings. Subsequently, the Company's interest was diluted down to 19.2%. The Company has since written off its investment in Spectre Holdings.

The issuer's fiscal year ends December 31.

The Issuer's changes in control: the Issuer incorporates by reference the filings in the Securities and Exchange Commission's EDGAR database on the Issuer. Further, a Nevada court appointed a custodian for the Issuer as an abandoned company, on or about July 2010. A super voting preferred stock was issued to TRX Fundco on August 5, 2010.

The Issuer has increased its securities by 10% or more. The Issuer incorporates by reference the filing in the Securities and Exchange Commission's EDGAR database on the Issuer. Further, the Issuer issued 10,000,000 shares to the above mentioned custodian in connection with its custodianship. The Issuer issued 1,000,000 shares of Convertible Series A Preferred Stock on August 5, 2010.

The Issuer does not anticipate any stock split, stock dividend, recapitalization, or spin-off. The Issuer is seeking to acquire other companies.

On July 28, 2010, the Issuer filed SEC Form 15 certification and notice of termination of registration under Section 12(g) of the Securities and exchange Act of 1934 or suspension of duty to file reports under Sections 13 and 15(d) of the Securities Exchange Act of 1934.

The Issuer is not aware of any current legal proceedings. '

B. Business of Issuer.

Issuer's primary SIC Code is 6770 Blank Checks

The issuer is a "shell company" pursuant to Rule 405 of the Securities Act of 1933.

The Issuer currently has no operating subsidiaries.

The Issuer has expended no capital on research and development over the past two years.

The Issuer has experienced no costs and effects of compliance with environmental laws.

The Company has one part time employee, Philip Welsh, our President and Chief Executive Officer. Mr. Welsh is devoting part, but not all, of his time to the Company. The Company believes it has an excellent relationship with its employee. Our sole employee is not represented by a labor union. Currently, we do not have any employment agreements with any of our officers, directors or employees. We may offer employment agreements to our executive officers in the future.

Item IX Nature of products or services offered.

The Issuer is currently seeking to merge with a suitable USA or a China-based operating candidate in the similar industry as the Issuer. There is no reverse split planned for the company, nor any toxic financing planned. The company has made available sufficient funds and resources available through its preferred shareholder, to be a vibrant and operational company.

The Company, based on our proposed business activities, is a "blank check" company. The U.S. Securities and Exchange Commission ("SEC") defines those companies as "any development stage company that is issuing a penny stock, within the meaning of Section 3 (a) (51) of the Exchange Act of 1934, as amended ("Exchange Act") and that has no specific business plan or purpose, or has indicated that its business plan is to merge with an unidentified company or companies. Under Rule 12b-2 promulgated under the Exchange Act, the Company will be deemed to be a "shell company," because it has no or nominal assets (other than cash) and no or nominal operations.

Many states have enacted statutes, rules and regulations limiting the sale of securities of "blank check" companies in their respective jurisdictions. Management does not intend to undertake any efforts to cause a market to develop in our securities, either debt or equity, until we have successfully concluded a business combination. The Company intends to comply with the periodic reporting requirements of the Exchange Act for so long as we are subject to those requirements.

The Company intends to provide a method for a foreign or domestic privately held company to become a reporting company whose securities are qualified for trading in the United States securities markets, such as the New York Stock Exchange ("NYSE"), NASDAQ, American Stock Exchange ("AMEX") or the OTC Bulletin Board, and, as a vehicle to investigate and, if such investigation warrants, acquire a target company or business seeking the perceived advantages of being a publicly held reporting company. The Company's principal business objective for the next 12 months and beyond will be to achieve long-term growth potential through a combination with a business rather than immediate, short-term earnings. The Company will not restrict its potential candidate target companies to any specific industry or geographical location and, thus, may acquire or merge with any type of business, domestic or foreign.

RISKS RELATED TO OUR BUSINESS

THERE IS DOUBT THAT WE HAVE THE ABILITY TO CONTINUE AS A GOING CONCERN.

There are a number of factors that raise substantial doubt about our ability to continue as a going concern. Such doubts include the Company's losses from operations and lack of liquidity.

WE DO NOT HAVE AN INDEPENDENT AUDIT OR COMPENSATION COMMITTEE, THE ABSENCE OF WHICH COULD LEAD TO CONFLICTS OF INTEREST OF OUR OFFICERS AND DIRECTORS AND WORK AS A DETRIMENT TO OUR SHAREHOLDERS.

We do not have an independent audit or compensation committee. The absence of an independent audit and compensation committee could lead to conflicts of interest of our officers and directors, which could work as a detriment to our shareholders.

THERE IS NO ASSURANCE THAT OUR FUTURE OPERATIONS WILL RESULT IN REVENUES OR PROFITS. IF WE CANNOT GENERATE SUFFICIENT

REVENUES TO OPERATE PROFITABLY, THEN WE MAY SUSPEND OR CEASE OUR OPERATIONS AND YOU COULD EVEN LOSE YOUR ENTIRE INVESTMENT IN OUR COMMON STOCK.

The success of our future operations is dependent upon our ability to carry out our planned activities, fund our operations and compete effectively with other similar businesses. Based on our current business plan, we expect to incur operating losses during the fiscal year ending December 31, 2010. We cannot guarantee that we will ever be successful in generating revenues sufficient to cover our operating costs and overhead or achieve profitability. Our failure to achieve profitability may cause us to suspend or cease our operations.

WE DEPEND HEAVILY ON MANAGEMENT TEAM AND CONSULTANTS AND THE LOSS OF ANY OF OUR EXECUTIVE OFFICERS COULD SIGNIFICANTLY WEAKEN OUR MANAGEMENT EXPERTISE AND ABILITY TO RUN OUR BUSINESS.

Our business strategy and success is dependent on the skills and knowledge of our management team and consultants. As of the date of this information statement, Philip Welsh is our President and Chief Executive Officer and sole Director. We have no other officers or directors and rely on third party consultants to assist with management and, therefore, have little backup capability for their activities. The loss of services of Mr. Welsh could weaken significantly our management expertise and our ability to efficiently run our business. We do not maintain key man life insurance policies on Mr. Welsh.

THERE ARE RELATIVELY LOW BARRIERS TO BECOMING A BLANK CHECK COMPANY OR SHELL COMPANY, THEREBY INCREASING THE COMPETITION FOR A SMALL NUMBER OF BUSINESS OPPORTUNITIES.

There are relatively low barriers to becoming a blank check or shell company. A newly incorporated company with a single shareholder and sole officer and director may become a blank check company or shell company by voluntarily subjecting itself to the SEC reporting requirements by filing and seeking effectiveness of a Form 10, thereby registering its common stock pursuant to Section 12(g) of the Securities and Exchange Act of 1934 with the SEC. Assuming no comments to the Form 10 have been received from the SEC, the registration statement is automatically deemed effective 60 days after filing the Form 10 with the SEC. The relative ease and low cost with which a company can become a reporting blank check or shell company can increase the already highly competitive market for a limited number of businesses

that will consummate a successful business combination.

THERE IS COMPETITION FOR THOSE PRIVATE COMPANIES SUITABLE FOR A MERGER TRANSACTION OF THE TYPE CONTEMPLATED BY OUR MANAGEMENT.

The Company is in a highly competitive market for a small number of business opportunities which could reduce the likelihood of consummating a successful business combination. We are and will continue to be an insignificant participant in the business of seeking mergers with, joint ventures with and acquisitions of small private and public entities. A large number of established and well-financed entities, including small public companies and venture capital firms, are active in mergers and acquisitions of companies that may be desirable target candidates for us. Nearly all these entities have significantly greater financial resources, technical expertise and managerial capabilities than we do; consequently, we will be at a competitive disadvantage in identifying possible business opportunities and successfully completing a business combination. These competitive factors may reduce the likelihood of our identifying and consummating a successful business combination. In reality, it might be more feasible for a privately held company to file its own Form 10 registration statement to become a fully reporting company than to give up ownership to the Company by entering into a business combination with us.

FUTURE SUCCESS IS HIGHLY DEPENDENT ON THE ABILITY OF OUR MANAGEMENT TO LOCATE AND ATTRACT A SUITABLE ACQUISITION.

The nature of our operations is highly speculative and there is a consequent risk of loss of your investment. The success of our plan of operation will depend to a great extent on the operations, financial condition and management of the identified business opportunity. While management intends to seek business combination(s) with entities having established operating histories, we cannot assure you that we will be successful in locating candidates meeting that criterion. In the event we complete a business combination, the success of our operations may be dependent upon management of the successor firm or venture partner firm and numerous other factors beyond our control.

THE COMPANY HAS NO EXISTING AGREEMENT FOR A BUSINESS COMBINATION OR OTHER TRANSACTION.

We have no arrangement, agreement or understanding with respect to engaging in a merger with, joint venture with or acquisition of, a private or public entity. No

assurances can be given that we will successfully identify and evaluate suitable business opportunities or that we will conclude a business combination. Management has not identified any particular industry or specific business within an industry for evaluation. We cannot guarantee that we will be able to negotiate a business combination on favorable terms, and there is consequently a risk that funds allocated to the purchase of our shares will not be invested in a company with active business operations.

OUR MANAGEMENT INTENDS TO DEVOTE ONLY A LIMITED AMOUNT OF TIME TO SEEKING A TARGET COMPANY WHICH MAY ADVERSELY IMPACT OUR ABILITY TO IDENTIFY A SUITABLE ACQUISITION CANDIDATE.

While seeking a business combination, management anticipates devoting no more than a few hours per week to the Company's affairs in total. Our sole officer, Philip Welsh, has not entered into a written employment agreement with us and is not expected to do so in the foreseeable future. This limited commitment may adversely impact our ability to identify and consummate a successful business combination.

THE TIME AND COST OF PREPARING A PRIVATE COMPANY TO BECOME A PUBLIC REPORTING COMPANY MAY PRECLUDE US FROM ENTERING INTO A MERGER OR ACQUISITION WITH THE MOST ATTRACTIVE PRIVATE COMPANIES.

Target companies that fail to comply with SEC reporting requirements may delay or preclude acquisition. Sections 13 and 15(d) of the Exchange Act require reporting companies to provide certain information about significant acquisitions, including certified financial statements for the company acquired, covering one, two, or three years, depending on the relative size of the acquisition. The time and additional costs that may be incurred by some target entities to prepare these statements may significantly delay or essentially preclude consummation of an acquisition. Otherwise suitable acquisition prospects that do not have or are unable to obtain the required audited statements may be inappropriate for acquisition so long as the reporting requirements of the Exchange Act are applicable.

THE COMPANY MAY BE SUBJECT TO FURTHER GOVERNMENT REGULATION WHICH WOULD ADVERSELY AFFECT OUR OPERATIONS.

Although we will be subject to the reporting requirements under the Exchange Act, management believes we will not be subject to regulation under the Investment

Company Act of 1940, as amended ("Investment Company Act"), since we will not be engaged in the business of investing or trading in securities. If we engage in business combinations which result in our holding passive investment interests in a number of entities, we could be subject to regulation under the Investment Company Act. If so, we would be required to register as an investment company and could be expected to incur significant registration and compliance costs. We have obtained no formal determination from the SEC as to our status under the Investment Company Act and, consequently, violation of the Investment Company Act could subject us to material adverse consequences.

ANY POTENTIAL ACQUISITION OR MERGER WITH A FOREIGN COMPANY MAY SUBJECT US TO ADDITIONAL RISKS.

If we enter into a business combination with a foreign concern, we will be subject to risks inherent in business operations outside of the United States. These risks include, for example, currency fluctuations, regulatory problems, punitive tariffs, unstable local tax policies, trade embargoes, risks related to shipment of raw materials and finished goods across national borders and cultural and language differences. Foreign economies may differ favorably or unfavorably from the United States economy in growth of gross national product, rate of inflation, market development, rate of savings, and capital investment, resource self-sufficiency and balance of payments positions, and in other respects.

RISKS RELATED TO AN INVESTMENT IN OUR SECURITIES

OUR COMMON STOCK IS CURRENTLY TRADED IN THE PINK SHEETS. AND IS A "PENNY STOCK" AND, AS SUCH, THE MARKET FOR OUR COMMON STOCK IS LIMITED BY CERTAIN SEC RULES APPLICABLE TO PENNY STOCKS.

As long as the price of our common stock remains below \$5.00 per share, our shares of common stock are likely to be subject to certain "penny stock" rules promulgated by the SEC. Those rules impose certain sales practice requirements on brokers who sell penny stock to persons other than established customers and accredited investors (generally, an institution with assets in excess of \$5,000,000 or an individual with a net worth in excess of \$1,000,000). For transactions covered by the penny stock rules, the broker must make a special suitability determination for the purchaser and receive the purchaser's written consent to the transaction prior to the sale. Furthermore, the penny stock rules generally require, among other things, that brokers engaged in

secondary trading of penny stocks provide customers with written disclosure documents, monthly statements of the market value of penny stocks, disclosure of the bid and asked prices of penny stocks and disclosure of the compensation to the brokerage firm and disclosure of the sales person working for the brokerage firm. These rules and regulations make it more difficult for brokers to sell shares of our common stock and limit the liquidity of our shares.

TRADING IN OUR SECURITIES COULD BE SUBJECT TO EXTREME PRICE FLUCTUATIONS THAT COULD ADVERSELY AFFECT YOUR INVESTMENT.

Historically speaking, the market prices for securities of small publicly traded companies have been highly volatile. Publicized events and announcements may have a significant impact on the market price of our common stock.

In addition, the stock market from time to time experiences extreme price and volume fluctuations that particularly affect the market prices for small publicly traded companies and which are often unrelated to the operating performance of the affected companies.

THE COMPANY MAY BE SUBJECT TO CERTAIN TAX CONSEQUENCES IN OUR BUSINESS, WHICH MAY INCREASE OUR COST OF DOING BUSINESS.

We may not be able to structure our acquisition to result in tax-free treatment for the companies or their stockholders, which could deter third parties from entering into certain business combinations with us or result in being taxed on consideration received in a transaction. Currently, a transaction may be structured so as to result in tax-free treatment to both companies, as prescribed by various federal and state tax provisions. We intend to structure any business combination so as to minimize the federal and state tax consequences to both us and the target entity; however, we cannot guarantee that the business combination will meet the statutory requirements of a tax-free reorganization or that the parties will obtain the intended tax-free treatment upon a transfer of stock or assets. A non-qualifying reorganization could result in the imposition of both federal and state taxes that may have an adverse effect on both parties to the transaction.

OUR BUSINESS WILL HAVE NO REVENUES UNLESS AND UNTIL WE MERGE WITH OR ACQUIRE AN OPERATING BUSINESS.

We are a development stage company and have had no revenues from operations. We may not realize any revenues unless and until we successfully merge

with or acquire an operating business.

THE COMPANY INTENDS TO ISSUE MORE SHARES IN A MERGER OR ACQUISITION, WHICH WILL RESULT IN SUBSTANTIAL DILUTION TO EXISTING SHAREHOLDERS.

Our Certificate of Incorporation authorizes the issuance of a maximum of 200,000,000 shares consisting of 180,000,000 shares of common stock and 20,000,000 shares of preferred stock. Any merger or acquisition effected by us may result in the issuance of additional securities without stockholder approval and may result in substantial dilution in the percentage of our common stock held by our then existing stockholders. Moreover, the common stock issued in any such merger or acquisition transaction may be valued on an arbitrary or non-arm's-length basis by our management, resulting in an additional reduction in the percentage of common stock held by our then existing stockholders. Our Board of Directors has the power to issue any or all of such authorized but unissued shares without stockholder approval. To the extent that additional shares of common stock or preferred stock are issued in connection with a business combination or otherwise, dilution to the interests of our stockholders will occur and the rights of the holders of common stock might be materially and adversely affected.

THE COMPANY HAS CONDUCTED NO MARKET RESEARCH OR IDENTIFICATION OF BUSINESS OPPORTUNITIES, WHICH MAY AFFECT OUR ABILITY TO IDENTIFY A BUSINESS TO MERGE WITH OR ACQUIRE.

The Company has neither conducted nor have others made available to us results of market research concerning prospective business opportunities. Therefore, we have no assurances that market demand exists for a merger or acquisition as contemplated by us. Our management has not identified any specific business combination or other transactions for formal evaluation by us, such that it may be expected that any such target business or transaction will, present such a level of risk that conventional private or public offerings of securities or conventional bank financing will not be available. There is no assurance that we will be able to acquire a business opportunity on terms favorable to us. Decisions as to which business opportunity to participate in will be unilaterally made by our management, which may act without the consent, vote or approval of our stockholders.

BECAUSE WE MAY SEEK TO COMPLETE A BUSINESS COMBINATION THROUGH A "REVERSE MERGER," FOLLOWING SUCH A TRANSACTION WE MAY NOT BE ABLE TO ATTRACT THE ATTENTION OF MAJOR

BROKERAGE FIRMS.

Additional risks may exist since we will assist a privately held business to become public through a "reverse merger." Securities analysts of major brokerage firms may not provide coverage of our Company since there is no incentive to brokerage firms to recommend the purchase of our common stock. No assurance can be given that brokerage firms will want to conduct any secondary offerings on behalf of our post-merger company in the future.

WE CANNOT ASSURE YOU THAT FOLLOWING A BUSINESS COMBINATION WITH AN OPERATING BUSINESS, OUR COMMON STOCK WILL BE LISTED ON NASDAQ OR ANY OTHER SECURITIES EXCHANGE.

Following a business combination, we may seek the listing of our common stock on NASDAQ or the American Stock Exchange. However, we cannot assure you that following such a transaction, we will be able to meet the initial listing standards of either of those or any other stock exchange, or that we will be able to maintain a listing of our common stock on either of those or any other stock exchange. After completing a business combination, until our common stock is listed on the NASDAQ or another stock exchange, we expect that our common stock would be eligible to trade on the OTC Bulletin Board, another over-the-counter quotation system, or on the "pink sheets," where our stockholders may find it more difficult to dispose of shares or obtain accurate quotations as to the market value of our common stock. In addition, we would be subject to an SEC rule that, if it failed to meet the criteria set forth in such rule, imposes various practice requirements on broker-dealers who sell securities governed by the rule to persons other than established customers and accredited investors. Consequently, such rule may deter broker-dealers from recommending or selling our common stock, which may further affect its liquidity. This would also make it more difficult for us to raise additional capital following a business combination.

AS A BLANK CHECK COMPANY, ANY REGISTERED OFFERING OF OUR SECURITIES WILL HAVE TO COMPLY WITH RULE 419 UNDER THE SECURITIES ACT OF 1933, WHICH COULD IMPACT OUR ABILITY TO RAISE EQUITY FUNDS FROM INVESTORS.

In the event we register an offering of our securities with the Securities and Exchange Commission while we are a blank check company, we will have to comply with Rule 419 under the Securities Act of 1933. Rule 419 is a cumbersome rule applicable to blank check companies selling penny stocks in a registered offering. Rule 419 requires

that the gross proceeds raised in such an offering be deposited into an escrow account with a financial institution insured by the FDIC or in a separate bank account established by a registered broker or dealer in which the broker or dealer acts as trustee for the persons having the beneficial interests in the account. Furthermore, Rule 419 requires the securities issued to investors in the blank check offering be issued in the name of such investors but certificates representing such securities must be deposited into the escrow account instead of being delivered directly to investors, and the records of the escrow agent, maintained in good faith and in the regular course of business, must show the name and interest of each party to the account.

The initial registration statement for the blank check offering shall disclose the specific terms of the offering, including, but not limited to:

- * The terms and provisions of the escrow or trust agreement and the effect thereof upon the company's right to receive funds and the effect of the escrow or trust agreement upon the investor's funds and securities required to be deposited into the escrow or trust account, including, if applicable, any material risk of non-insurance of investors' funds resulting from deposits in excess of the insured amounts; and
- * The obligation of the company to provide, and the right of the purchaser to receive, information regarding an acquisition, including the requirement that pursuant to Rule 419, investors confirm in writing their investment in the company's securities.

Rule 419 imposes certain additional disclosure obligations on companies making blank check offerings. Due to the requirements of Rule 419 and the fact that investors investing in blank check offerings have no idea if or when an acquisition or merger transaction will occur, or if the acquisition or merger target is worthy of the investors money or risks, it may be difficult for the company to pull off a blank check offering and even if the company is successful in raising funds in such an offering, it may not be able to find an attractive acquisition or merger candidate. Therefore, investors in a blank check offering will have their funds at risk for a prolonged period of time and they may not be happy with the results of an acquisition or merger, if one were to occur.

SUBSTANTIAL SALES OF OUR COMMON STOCK MAY IMPACT THE MARKET PRICE OF OUR COMMON STOCK.

Future sales of substantial amounts of our common stock, including shares that we may

issue upon exercise of options and warrants, and the resale of shares by investors who have registration rights, could adversely affect the market price of our common stock. Furthermore, if we raise additional funds through the issuance of common stock or securities convertible into our common stock, the percentage ownership of our shareholders will be reduced and the price of our common stock may fall.

WE DO NOT EXPECT TO PAY DIVIDENDS FOR THE FORESEEABLE FUTURE.

We will use any earnings generated from our operations to finance our business and will not pay any cash dividends to our shareholders in the foreseeable future.

ISSUING PREFERRED STOCK WITH RIGHTS SENIOR TO THOSE OF OUR COMMON STOCK COULD ADVERSELY AFFECT HOLDERS OF COMMON STOCK.

Our charter documents grant our board of directors the authority to issue various series of preferred stock without a vote or action by our shareholders. Our board also has the authority to determine the terms of preferred stock, including price, preferences and voting rights. The rights granted to holders of preferred stock may adversely affect the rights of holders of our common stock. For example, a series of preferred stock may be granted the right to receive a liquidation preference - a pre-set distribution in the event of a liquidation that would reduce the amount available for distribution to holders of our common stock. In addition, the issuance of preferred stock could make it more difficult for a third party to acquire a majority of our outstanding voting stock. As a result, common shareholders could be prevented from participating in transactions that would offer an optimal price for their shares.

WE MAY BE EXPOSED TO POTENTIAL RISKS RESULTING FROM NEW REQUIREMENTS UNDER SECTION 404 OF THE SARBANES-OXLEY ACT OF 2002.

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, we will be required, beginning with our next annual report, to include in our annual report our assessment of the effectiveness of our internal control over financial reporting as of the end of such fiscal years. Furthermore, our independent registered public accounting firm will be required to attest to whether our assessment of the effectiveness of our internal controls over financial reporting is fairly stated in all material respects and separately report on whether it believes we have maintained, in all material respects, effective internal control over financial reporting as of the end of our fiscal years.

We do not have a sufficient number of employees to segregate responsibilities and may be unable to afford increasing our staff or engaging outside consultants or professionals to overcome our lack of employees. We have not yet begun our assessment of the effectiveness of our internal control over financial reporting and expect to incur additional expenses and diversion of management's time as a result of performing the system and process evaluation, testing and remediation required in order to comply with the management certification and auditor attestation requirements. Further, implementing any appropriate changes to our internal controls may distract our officers and employees, entail substantial costs to modify our existing processes and take a significant amount of time to complete. Also, during the course of our testing, we may identify other deficiencies that we may not be able to remediate in time to meet the deadline imposed by the Sarbanes-Oxley Act for compliance with the requirements of Section 404.

In addition, if we fail to achieve and maintain the adequacy of our internal controls, as such standards are modified, supplemented or amended from time to time, we may not be able to insure that we can conclude on an ongoing basis that we have effective internal controls over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act. Moreover, effective internal controls, particularly those related to revenue recognition, are necessary for us to produce reliable financial reports and are important to help prevent financial fraud. If we cannot provide reliable financial reports or prevent fraud, our business and operating results could be harmed, investors could lose confidence in our reported financial information and the trading price of our common stock, if a market ever develops, could drop significantly.

WE WILL BE SUBJECT TO THE PERIODIC REPORTING REQUIREMENTS OF THE SECURITIES EXCHANGE ACT OF 1934 WHICH WILL REQUIRE US TO INCUR AUDIT FEES AND LEGAL FEES IN CONNECTION WITH THE PREPARATION OF SUCH REPORTS. THESE COSTS COULD REDUCE OR ELIMINATE OUR ABILITY TO EARN A PROFIT.

We will be required to file periodic reports with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder. In order to comply with these regulations, our independent registered public accounting firm must review our financial statements on a quarterly basis and audit our financial statements on an annual basis. Moreover, our legal counsel has to review and assist in the preparation of such reports. The costs charged by these professionals for such services cannot be accurately predicted at this time because of factors such as the number and type of transactions that we engage in and the complexity of our reports cannot be determined at this time and will have a

major effect on the amount of time to be spent by our auditors and attorneys.

However, the incurrence of such costs will obviously be an expense to our future operations and could have a negative effect on our ability to meet our overhead requirements and earn a profit. We may be exposed to potential risks resulting from new requirements under Section 404 of the Sarbanes-Oxley Act of 2002. If we cannot provide reliable financial reports or prevent fraud, our business and operating results could be harmed, investors could lose confidence in our reported financial information and the trading price of our common stock could drop significantly.

HAVING ONLY ONE DIRECTOR LIMITS OUR ABILITY TO ESTABLISH EFFECTIVE INDEPENDENT CORPORATE GOVERNANCE PROCEDURES AND INCREASES THE CONTROL OF OUR MANAGEMENT.

Having only one director, who is also our President and sole executive officer, limits our ability to establish effective independent corporate governance procedures and increases the control of our management. Accordingly, we cannot establish board committees comprised of independent members to oversee functions like compensation or audit issues until we are able to expand our board of directors to include independent directors.

Until we have a larger board of directors that would include some independent members, if ever, there will be limited oversight of our management's decisions and activities and little ability for minority shareholders to challenge or reverse those activities and decisions, even if they are not in the best interests of minority shareholders.

SHAREHOLDERS MAY BE DILUTED SIGNIFICANTLY THROUGH OUR EFFORTS TO OBTAIN FINANCING AND SATISFY OBLIGATIONS THROUGH ISSUANCE OF ADDITIONAL SHARES OF OUR COMMON STOCK.

We have no committed source of financing. Wherever possible, our board of directors will attempt to use non-cash consideration to satisfy obligations. In many instances, we believe that the non-cash consideration will consist of restricted shares of our common stock. Our board of directors has authority, without action or vote of the shareholders, to issue all or part of the 180,000,000 authorized, but unissued, shares of our common stock. Future issuances of shares of our common stock will result in dilution of the ownership interests of existing shareholders, may further dilute common stock book value and that dilution may be material.

OUR CERTIFICATE OF INCORPORATION PROVIDES FOR INDEMNIFICATION OF OFFICERS AND DIRECTORS AT OUR EXPENSE AND LIMIT THEIR LIABILITY, WHICH MAY RESULT IN A MAJOR COST TO US AND HURT THE INTERESTS OF OUR SHAREHOLDERS BECAUSE CORPORATE RESOURCES MAY BE EXPENDED FOR THE BENEFITS OF OFFICERS AND/OR DIRECTORS.

Our certificate of incorporation and applicable Nevada laws provide for the indemnification of our directors, officers, employees and agents under certain circumstances, against attorney's fees and other expenses incurred by them in any litigation to which they become a party arising from their association with or activities on our behalf. We will also bear the expenses of such litigation for any of our directors, officers, employees or agents, upon such person's written promise to repay us, therefore, even if it is ultimately determined that any such person shall not have been entitled to indemnification. This indemnification policy could result in substantial expenditures by us that we may be unable to recoup.

We have been advised that, in the opinion of the Securities and Exchange Commission, indemnification for liabilities arising under federal securities laws is against public policy and is, therefore, unenforceable. In the event that a claim for indemnification for liabilities arising under federal securities laws, other than the payment by us of expenses incurred or paid by a director, officer or controlling person in the successful defense of any action, suit or proceeding, is asserted by a director, officer or controlling person in connection with the securities being registered, we will (unless in the opinion of our counsel, the matter has been settled by controlling precedent) submit to a court of appropriate jurisdiction, the question of whether indemnification by us is against public policy as expressed by the Securities and Exchange Commission and will be governed by the final adjudication of such issue. The legal process relating to this matter, if it were to occur, is likely to be very costly and may result in us receiving negative publicity, either of which factors is likely to materially reduce the market price for our shares, if such a market ever develops.

THE ISSUER WAS SUBJECT TO A STATE COURT CUSTODIANSHIP PROCEEDING RECENTLY AND ITS RECORDS MAY NOT BE COMPLETE.

The Issuer was recently subject to a State court custodianship proceeding as an abandoned company and the records of the Issuer may have been lost. The Issuer's custodian and current management may not have all of the records of the Company and thus may be unaware of pending legal actions and other liabilities.

THERE ARE RISKS ASSOCIATED WITH FORWARD LOOKING STATEMENTS

This information statement contains certain forward looking statements regarding management's plans and objectives for future operations including plans and objectives relating to our planned marketing efforts and future economic performance. The forward looking statements and associated risks set forth in this information statement include or relate to, among other things, (a) our projected sales and profitability, (b) our growth strategies, (c) anticipated trends in our industry, (d) our ability to obtain and retain sufficient capital for future operations and (e) our anticipated needs for working capital. These statements may be found under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Description of Business," in this information statement, as well as in this information statement, generally. Actual events or results may differ materially from those discussed in forward looking statements as a result of various factors, including, without limitation, the risks outlined under "Risk Factors" and matters described in this information statement, generally. In light of these risks and uncertainties, there can be no assurance that the forward looking statements contained in this information statement will, in fact, occur.

FOR ALL OF THE FOREGOING REASONS AND OTHER REASONS SET FORTH HEREIN, AN INVESTMENT IN OUR SECURITIES IN ANY MARKET THAT MAY DEVELOP IN THE FUTURE WILL INVOLVE A HIGH DEGREE OF RISK.

CAUTIONARY STATEMENTS REGARDING FORWARD LOOKING STATEMENTS

This information statement contains forward looking statements. These statements relate to future events or future financial performance and involve known and unknown risks, uncertainties and other factors that may cause the Company or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by the forward looking statements.

In some cases, you can identify forward looking statements by terminology such as "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," or the negative of these terms or other comparable terminology. These statements are only predictions. Actual events or results may differ materially.

Although we believe that the expectations reflected in the forward looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. We are under no duty to update any of the forward looking statements after the date of this information statement to confirm our prior statements to actual results.

Further, this information statement contains forward looking statements that involve substantial risks and uncertainties. Such statements include, without limitation, all statements as to expectation or belief and statements as to our future results of operations, the progress of any product development, the need for, and timing of, additional capital and capital expenditures, partnering prospects, the protection of and the need for additional intellectual property rights, effects of regulations, the need for additional facilities and potential market opportunities.

DESCRIPTION OF BUSINESS

The Company, based on our proposed business activities, is a "blank check" company. The U.S. Securities and Exchange Commission ("SEC") defines those companies as "any development stage company that is issuing a penny stock, within the meaning of Section 3 (a) (51) of the Exchange Act of 1934, as amended ("Exchange Act") and that has no specific business plan or purpose, or has indicated that its business plan is to merge with an unidentified company or companies. Under Rule 12b-2 promulgated under the Exchange Act, the Company will be deemed to be a "shell company," because it has no or nominal assets (other than cash) and no or nominal operations. Many states have enacted statutes, rules and regulations limiting the sale of securities of "blank check" companies in their respective jurisdictions. Management does not intend to undertake any efforts to cause a market to develop in our securities, either debt or equity, until we have successfully concluded a business combination. The Company intends to comply with the periodic reporting requirements of the Exchange Act for so long as we are subject to those requirements.

The Company intends to provide a method for a foreign or domestic privately held company to become a reporting company whose securities are qualified for trading in the United States securities markets, such as the New York Stock Exchange ("NYSE"), NASDAQ, American Stock Exchange ("AMEX") or the OTC Bulletin Board, and, as a vehicle to investigate and, if such investigation warrants, acquire a target company or business seeking the perceived advantages of being a publicly held reporting company. The Company's principal business objective for the next 12 months and beyond will be to achieve long-term growth potential through a

combination with a business rather than immediate, short-term earnings. The Company will not restrict its potential candidate target companies to any specific industry or geographical location and, thus, may acquire or merge with any type of business, domestic or foreign.

Since we have only one officer and director, the analysis of new business opportunities will be undertaken by and under his supervision. As of the date of this information statement, we have not entered into any definitive agreement with any party, nor have there been any specific discussions with any potential business combination candidate regarding business opportunities for the Company. We have unrestricted flexibility in seeking, analyzing and participating in potential business opportunities.

However, we have a nominal amount of cash at this time and no plan to raise additional money through the sale of equity or borrow money from a traditional lending source. In the event that the Issuer fails to pay such costs and the Company's then current amount of cash is insufficient, the Company's common stock would likely be limited to quotation on the Pink Sheets and no market for the common stock would develop or, if a market did develop, the market for our common stock would not exist for very long. Investors in our common stock could lose part or all of their investment in our shares.

PERCEIVED BENEFITS

There are certain perceived benefits to being a reporting company with a class of publicly-traded securities. These are commonly thought to include the following:

- * the ability to use registered securities to make acquisitions of assets or businesses;
- * increased visibility in the financial community;
- * the facilitation of borrowing from financial institutions;
- * improved trading efficiency;
- * shareholder liquidity;
- * greater ease in raising capital;

- * compensation of key employees through stock options for which there may be a market valuation;
- * enhanced corporate image; and
- * a presence in the United States' capital markets.

POTENTIAL TARGET COMPANIES

A business entity that may be interested in a business combination with the Company may include the following:

- * a company for which a primary purpose of becoming a public company is the use of its securities for the acquisition of assets or business;
- * a company that is unable to find an underwriter of its securities or is unable to find an underwriter of securities on terms acceptable to it;
- * a company that believes it will be able to obtain investment capital on more favorable terms after it has become public;
- * a foreign company that may wish an initial entry into the United States' securities markets;
- * a special situation company, such as a company seeking a public market to satisfy redemption requirements under a qualified Employees Stock Option Plan; and
- * a company seeking one or more of the other perceived benefits of becoming a public company.

The analysis of new business opportunities will be undertaken by or under the supervision of our officers, directors, accountants and legal counsel. We will have unrestricted flexibility in seeking, analyzing and participating in potential business opportunities. In our efforts to analyze potential acquisition targets, we will consider the following kinds of factors:

- * potential for growth, indicated by new technology, anticipated market

expansion or new products or services;

- * competitive position as compared to other firms of similar size and experience within the industry segment, as well as within the industry as a whole;
- * strength and diversity of management, either in place or scheduled for recruitment;
- * capital requirements and anticipated availability of required funds, to be provided by the Company or from operations, through the sale of additional securities, through joint ventures or similar arrangements or from other sources;
- * the cost of participation by the Company as compared to the perceived tangible and intangible values and potentials;
- * the extent to which the business opportunity can be advanced;
- * the accessibility of required management expertise, personnel, raw materials, services, professional assistance and other required items; and
- * other factors deemed to be relevant by our management team, which currently consists solely of Mr. Welsh.

In applying the foregoing criteria, no one of which will be controlling, management will attempt to analyze all factors and circumstances and make a determination based upon reasonable investigative measures and available data. Potentially available business opportunities may occur in many different industries, and at various stages of development, all of which will make the task of comparative investigation and analysis of such business opportunities extremely difficult and complex. Due to our limited financial resources available for investigation, we may not discover or adequately evaluate adverse facts about the opportunity to be acquired.

No assurances can be given that the Company will be able to enter into a business combination of any nature.

FORM OF ACQUISITION

The manner in which the Company participates in an opportunity will depend upon the nature of the opportunity, the respective needs and desires of the Company and the promoters of the opportunity and the relative negotiating strength of the Company and such promoters.

It is likely that the Company will acquire its participation in a business opportunity through the issuance of common stock or other securities of the Company. Although the terms of any such transaction cannot be predicted, it should be noted that in certain circumstances the criteria for determining whether or not an acquisition is a so-called "tax-free" reorganization under Section 368(a) (1) of the Internal Revenue Code of 1986, as amended ("Code"), depends upon whether the owners of the acquired business own 80% or more of the voting stock of the surviving entity. If a transaction were structured to take advantage of these provisions rather than other "tax-free" provisions provided under the Code, our stockholders would, in such circumstances, retain 20% or less of the total issued and outstanding shares of the Company. Under other circumstances, depending upon the relative negotiating strength of the parties, our stockholders may retain substantially less than 20% of the total issued and outstanding shares of the surviving entity. This could result in substantial additional dilution to the equity of those who were stockholders of the Company prior to such reorganization.

Our present stockholders will likely not have control of a majority of our voting shares following a reorganization transaction. As part of such a transaction, all or a majority of the officers and directors may resign and new officers and directors may be appointed without any vote by our stockholders.

In the case of an acquisition, the transaction may be accomplished upon the sole determination of management without any vote or approval by stockholders. In the case of a statutory merger or consolidation directly involving the Company, it will likely be necessary to call a stockholders' meeting and obtain the approval of the holders of a majority of the outstanding shares. The necessity to obtain such stockholder approval may result in delay and additional expense in the consummation of any proposed transaction and will also give rise to certain appraisal right to dissenting stockholders. Most likely, management will seek to structure any such transaction so as not to require stockholder approval.

It is anticipated that the investigation of specific business opportunities and the negotiation, drafting and execution of relevant agreements, disclosures documents and other instruments will require substantial management time and attention and substantial cost for accountants, attorneys and others. If a decision is made not to participate in a specific business opportunity, the costs incurred in the related

investigation would not be recoverable. Furthermore, even if an agreement is reached for the participation in a specific business opportunity, the failure to consummate that transaction may result in the loss to the Company of the related costs incurred.

We presently have no employees other than Philip Welsh. Our officer and sole director is engaged in outside business activities and anticipates he will devote to our business very limited time until the acquisition of a successful business opportunity has been identified. We expect no significant changes in the number of our employees other than such changes, if any, incident to a business combination.

Although our management has not taken any preliminary steps to consummate a business combination, we anticipate beginning our search for viable business combination targets once we become a fully reporting company with the U.S. Securities and Exchange Commission. We believe there are many valuable resources we can reach out to in order to identify potential targets including, but not limited to, business brokers, networking web sites, conferences, business professionals and direct contacts by our management with business owners with whom Mr. Welsh is familiar.

COMPETITIVE CONDITIONS

We are in a highly competitive market for a small number of business opportunities which could reduce the likelihood of consummating a successful business combination. We are and will continue to be an insignificant participant in the business of seeking mergers with, joint ventures with and acquisitions of small private and public entities. A large number of established and well-financed entities, including small public companies and venture capital firms, are active in mergers and acquisitions of companies that may be desirable target candidates for us. Nearly all these entities have significantly greater financial resources, technical expertise and managerial capabilities than we do; consequently, we will be at a competitive disadvantage in identifying possible business opportunities and successfully completing a business combination. These competitive factors may reduce the likelihood of our identifying and consummating a successful business combination. In reality, it might be more feasible for a privately held company to file its own Form 10 registration statement to become a fully reporting company than to give up ownership to the Company by entering into a business combination with us.

In the event we are successful in identifying a private company that is interested in combining with us, the private company will have to provide us with a lot of information related to its business history, prospects, financial condition, management

and have books and records that are auditable without undue time and expense. Upon entry into a definitive agreement with a target, we will have to file a Form 8-K describing the proposed transaction, that the proposed transaction will result in a change in control of our Company and include audited financial statements of the combined entity as an exhibit to the Form 8-K or in an amendment to the Form 8-K.

CAUTIONARY STATEMENTS REGARDING FORWARD LOOKING STATEMENTS

This information statement contains forward looking statements. These statements relate to future events or future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by the forward looking statements.

In some cases, you can identify forward looking statements by terminology such as "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," or the negative of these terms or other comparable terminology. These statements are only predictions. Actual events or results may differ materially. Although we believe that the expectations reflected in the forward looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. We are under no duty to update any of the forward looking statements after the date of this information statement to confirm our prior statements to actual results.

Further, this information statement contains forward looking statements that involve substantial risks and uncertainties. Such statements include, without limitation, all statements as to expectation or belief and statements as to our future results of operations, the progress of any research, product development and clinical programs, the need for, and timing of, additional capital and capital expenditures, partnering prospects, the protection of and the need for additional intellectual property rights, effects of regulations, the need for additional facilities and potential market opportunities. Our actual results may vary materially from those contained in such forward looking statements because of risks to which we are subject, such as lack of available funding, competition from third parties, intellectual property rights of third parties, litigation and other risks to which we are subject.

Item X The nature and extent of the issuer’s facilities

The Issuer’s office space is being provided by its preferred shareholder.

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.

Philip Welsh
2360 Corporate Circle,
Suite 400, Henderson,
NV 89074

President, Secretary, Treasurer, Director

Legal/Disciplinary History.

None of the Officers, Directors or Beneficial Shareholders have, in the past 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);
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;
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

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

Disclosure of Family Relationships

There are no family relationships existing among and between the issuer's officers, directors and shareholders; the shareholders and the issuer, its predecessors, its present and prior officers and directors, and other shareholders.

Disclosure of Related Party Transactions

There are no related party transactions 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 person had or will have a direct or indirect material interest.

Disclosure of Conflicts of Interest

There are no Conflicts of Interest with the Issuer.

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

Financial information of the Issuer for the Issuer's most recent fiscal period and immediately preceding fiscal years are posted on the Pink Sheets OTC Market website for the Issuer under the Financials tab and are hereby incorporated by reference. Such reports include balance sheet, statement of income and comprehensive income, and statement of cash flows, and statement of changes in shareholders equity, as amended.

Item XIII Financial Information for the Issuer's preceding two fiscal years

Financial information is filed with the Securities and Exchange Commission EDGAR system at

<http://www.sec.gov/Archives/edgar/data/1111872/000111187210000004/ssyo10q.txt>

and is incorporated by reference.

Item XIV Beneficial Owners

The following table presents the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the Issuer's equity securities as of June 30, 2011.

To the extent not otherwise disclosed, if any of the above shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Common Stock

Name and Address	Shareholdings	Percent of Outstanding
Cede & Co. 55 Water Street PO Box 20 Sub Level 1 New York, NY 10004-3200	36,195,895	29.8%
Shareholder Advocates. LLC 28248 n. Tatum Blvd. Suite B-1B434 Cave Creek, AZ 85331	10,000,000	8.2%
Total	71,295,169	58.6%

Preferred Stock

1,000,000 shares Series A Convertible Preferred
TRX Fundco Inc.
Leonard Schmidt
Landskroner Str. 187
59439 Holzwicke
Germany

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

Investment Banker: N/A

Promoters: N/A

Securities Counsel:

Brad E. Essman, PA

118 E. Tarpon Avenue, Suite 213

Tarpon Springs, FL 33309

Accountant: None

No advisor assisted, advised, prepared or provided information with respect to this disclosure statement.

Item XVI Management's Discussion and Analysis or Plan of Operation

A. Plan of Operation

The Company has no revenues from operations, and its plan of operation for the next twelve months is to locate a suitable acquisition or merger candidate and consummate a business combination. The Company may need additional cash advances from its

stockholders or loans from other parties to pay for operating expenses until the Company consummates a merger or business combination with a privately-held operating company. Although it is currently anticipated that the Company can satisfy its cash requirements with additional cash advances or loans from other parties, if needed, for at least the next twelve months, the Company can provide no assurance that it can continue to satisfy its cash requirements for such period.

Our current purpose has been to effect a business combination with an operating business which we believe has significant growth potential. We are currently considered to be a “blank check” company in as much as we have no specific business plans, no operations, revenues or employees. We currently have no definitive agreements with any prospective business combination candidates, nor are there any assurances that we will find a suitable business with which to combine and consummate a reverse merger or business combination. The implementation of our business objectives is wholly contingent upon a business combination and/or the successful sale of securities in the company.

As a result of our limited resources, we expect to effect only a single business combination. Accordingly, the prospects for our success will be entirely dependent upon the future performance of a single business. Unlike certain entities that have the resources to consummate several business combinations or entities operating in multiple industries or multiple segments of a single industry, we will not have the resources to diversify our operations or benefit from the possible spreading of risks or offsetting of losses. A target business may be dependent upon the development or market acceptance of a single or limited number of products, processes or services, in which case there will be an even higher risk that the target business will not prove to be commercially viable. Our management is only required to devote a very limited portion of its time to our affairs on a part-time or as-needed basis. We expect to use outside consultants, advisors, attorneys and accountants as necessary, none of which will be hired on a retainer basis. We do not anticipate hiring any full-time employees so long as we are seeking and evaluating business opportunities.

We expect our present management to play no managerial role in the Company following a merger or business combination. Although we intend to scrutinize closely the management of a prospective target business in connection with our evaluation of a business combination with a target business, our assessment of management may be incorrect. We cannot assure you that we will find a suitable business with which to combine.

Financial Condition and Results of Operations

The Company is not conducting any active operations, except for its efforts to locate a suitable acquisition or merger transaction. No revenue has been generated by the Company during the current period, and it is unlikely the Company will have any revenues unless it is able to effect an acquisition of, or merger with, an operating company, of which there can be no assurance.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the Company's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

Part E Issuance History

Nature of the Offering	Jurisdiction	Number of Shares Offered	Number of Shares Sold	Price Offered (Amount Paid to Issuer)	Trading Status of Shares	Certificates Contain Legend (1) Securities Act (2) Referring to Restrictions
Private	Arizona	10,000,000	10,000,000	Court awarded for services	Restricted	Yes

Since the last day of the Issuer's most recent fiscal year:

Nature of the Offering	Jurisdiction	Number of Shares Offered	Number of Shares Sold	Price Offered (Amount Paid to Issuer)	Trading Status of Shares	Certificates Contain Legend (1) Securities Act (2) Referring to Restrictions
None						

Preferred Stock

Nature of the Offering	Jurisdiction	Number of Shares Offered	Number of Shares Sold	Price Offered (Amount Paid to Issuer)	Trading Status of Shares	Certificates Contain Legend (1) Securities Act (2) Referring to Restrictions
Private	Germany	1,000,000	1,000,000	\$30,000.00	Restricted	Yes

Since the last day of the Issuer's most recent fiscal year:

Nature of the Offering	Jurisdiction	Number of Shares Offered	Number of Shares Sold	Price Offered (Amount Paid to Issuer)	Trading Status of Shares	Certificates Contain Legend (1) Securities Act (2) Referring to Restrictions
None						

Part F Exhibits

The following exhibits are attached to this disclosure statement: None.

Item XVIII Material Contracts

There are no Material Contracts.

Item XIX Articles of Incorporation and Bylaws

The Certificate of Incorporation and Bylaws of the Issuer are attached hereto as an Exhibit and are hereby incorporated by reference.

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

The Issuer has made no purchases of Equity Securities

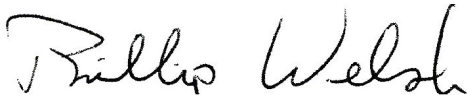
Item XXI Issuer's Certifications

Certifications by CEO and CFO

I, Philip Welsh, certify that:

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

Date: September 7, 2011



Philip Welsh
President/Director

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

MAY 13 1986

NEVADA SECRETARY OF STATE



3288-86

FILING FEE: \$75.00
BY: NANCY ABERCROMBIE
3833 CALVARY STREET
LAS VEGAS, NEVADA 89121

ARTICLES OF INCORPORATION
OF
ABERCROMBIE, INC.

KNOW ALL MENS BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Nevada, and we do hereby state and certify:

I

The name of the corporation is: Abercrombie, Inc.

II

The Resident Agent of the corporation shall be Nancy Abercrombie, and the location of the principal office of the corporation within the State of Nevada shall be 2375 E. Tropicana, Suite 106, Las Vegas, Nevada 89119. Offices for the transactions of any business for the corporation, and where the meetings of the Board of Directors and of the stockholders may be held, may be established and maintained in any other part of the State of Nevada, or in any other State, territory or possession of the United States, or in a foreign country, as the Board of Directors may from time to time determine.

III

This corporation is authorized to engage in any activity permitted by law.

IV

The total authorized capital stock of this corporation shall consist of Ten Million (10,000,000) shares of common stock of a single class, each share having par value of Twenty Five (0.0025) mills. All of the voting power of the capital stock of this corporation shall reside in the common stock. No capital stock of this corporation shall be subject to assessment.

V

The members of the governing board of this corporation shall be styled directors, and pursuant to NRS 78.115, in cases where all the shares of the corporation are owned beneficially and of record by either one or two stockholders, then the number of directors may be less than three but not less than the number of stockholders. The names and addresses of the persons who are appointed to act as the first directors of this corporation are as follows:

NAMES	ADDRESSES
Nancy Abercrombie	3833 Cavalry Street Las Vegas, NV 89121
Michael L. Summers	4543 Balfour Drive Las Vegas, NV 89121
Thomas Burrows	4757 Koval, #1 Las Vegas, NV 89119

VI

This corporation is to have perpetual existence.

VII

The names and addresses of the incorporators of this corporation are as follows:

NAMES	ADDRESSES
Nancy Abercrombie	3833 Cavalry Street Las Vegas, NV 89121
Michael L. Summers	4543 Balfour Drive Las Vegas, NV 89121
Thomas Burrows	4757 Koval #1 Las Vegas, NV 89119

VIII


Pursuant to authority granted by NRS 78.265, the shareholders shall have no pre-emptive rights to acquire unissued shares, treasury shares or securities convertible into such shares.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE ARTICLES OF INCORPORATION OF ABERCROMBIE, INC.

on this 8th day of MAY, 1986.


Nancy Abercrombie


Michael L. Summers


Thomas Burrows

STATE OF NEVADA)
) ss
COUNTY OF CLARK)

Subscribed and Sworn to before me this 8th day of May, 1986.


Patricia A. Hartley
NOTARY PUBLIC IN AND FOR SAID COUNTY AND STATE





ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4299
 (775) 684 5708
 Website: secretaryofstate.biz

Certificate of Amendment
 (PURSUANT TO NRS 78.385 and 78.390)

Filed in the office of 	Document Number 20110353549-43
Ross Miller Secretary of State State of Nevada	Filing Date and Time 05/11/2011 12:38 PM
	Entity Number C3288-1986

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations

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

1. Name of corporation:

Sensor System Solutions, Inc. (C3288-1986)

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

3. Stock

The total shares with par value is 988,000,000

Par Value: \$0.001

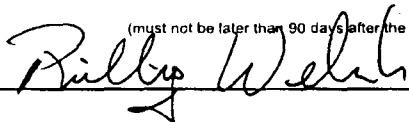
The total shares without par value is 0

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: 51%

4. Effective date of filing (optional):

(must not be later than 90 days after the certificate is filed)

5. Officer Signature (required):



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

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

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

Nevada Secretary of State AM 78.385 Amend 2003
 Revised on: 11/03/03

DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4289
(775) 684 5708
Website: secretaryofstate.biz

FILED # C 3288-86

DEC 07 2004

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

Certificate of Amendment
(PURSUANT TO NRS 78.385 and 78.390)

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations**

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

1. Name of corporation:

Spectre Industries, Inc.

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

FIRST: The name of the corporation shall be SENSOR SYSTEM SOLUTIONS, INC.

SECOND: The agent for service of process shall be CSC Services of Nevada, Inc. 502 East John Street,
Carson City, NV 89706

FOURTH: The total number of shares of stock which the corporation is authorized to issue 200,000,000 shares
of which 180,000,000 shall be designated as common stock with a per value of \$.001 per share and
20,000,000 shall be preferred stock with a per value of \$.001 per share.

Please see attached Exhibit A.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise
at least a majority of the voting power, or such greater proportion of the voting power as may be
required in the case of a vote by classes or series, or as may be required by the provisions of the
articles of incorporation have voted in favor of the amendment is: 2,000,000

4. Effective date of filing (optional): 12/8/04

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

5. Officer Signature (required):

Michael Young
Michael Young

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

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

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

Nevada Secretary of State AM 78.385 Amend 2003
Revised on: 11/23/03

C 20041208-0014

EXHIBIT A

The preferred stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares of any series of Preferred Stock and to determine the designation of any series. The Board of Directors is also authorized to determine or alter the rights, preferences, privileges, and restrictions granted to or imposed on any wholly unissued series of Preferred Stock and, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series. No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

0.0

12/07/2004



DEAN HELLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4299
 (775) 684 5708
 Website: secretaryofstate.biz

FILED # C3288-86

JUN 03 2004

IN THE OFFICE OF
 DEAN HELLER, SECRETARY OF STATE

**Certificate of Change Pursuant
 to NRS 78.209**

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Change filed Pursuant to NRS 78.209
 For Nevada Profit Corporations**

1. Name of corporation:

SPECTRE INDUSTRIES, INC.

2. The board of directors have adopted a resolution pursuant to NRS 78.207 and have obtained any required approval of the stockholders.

3. The current number of authorized shares and the par value, if any, of each class or series, if any, of shares before the change:

One Hundred Million (100,000,000) common shares with a par value of \$0.001.

4. The number of authorized shares and the par value, if any, of each class or series, if any, of shares after the change:

Six Million Six Hundred Sixty Six Thousand Six Hundred Sixty Seven (6,666,667) common shares with a par value of \$0.001.

5. The number of shares of each affected class or series, if any, to be issued after the change in exchange for each issued share of the same class or series:

The Corporation will issue one (1) share of common stock for every fifteen (15) shares of common stock issued immediately prior to the effective date of the reverse stock split.

6. The provisions, if any, for the issuance of fractional shares, or for the payment of money or the issuance of scrip to stockholders otherwise entitled to a fraction of a share and the percentage of outstanding shares affected thereby:

N/A

7. Effective date of filing (optional):

6/7/04

(must not be less than 30 days after the certificate is filed)

8. Officer Signature:

[Handwritten Signature]

President

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

This form must be accompanied by appropriate fees.

Nevada Secretary of State AM 78.208 2003
 Revised on: 10/24/03

\$75

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

1107 06 1997
C3288-86

Spectre Motor Cars, Inc.
(the Corporation)

No. We the undersigned, Daniel P. Kesonen (President) and Douglas Ansell (Vice-President) of the Corporation
do hereby certify:

That the board of Directors of the Corporation at a meeting duly convened and held on the 5th day of October, 1997, adopted a resolution to amend the original articles as follows:

Item I is hereby amended to read as follows:

"The name of the Corporation is (hereinafter known as the corporation) is Spectre Industries, Inc."

Item IV is hereby amended to read as follows:

"The total authorized capital stock of the corporation shall consist of One-Hundred-Million shares (100,000,000) shares of common stock of a single class, each share having a par value of \$0.001, all of which stock shall be entitled to voting power. No capital stock of this corporation shall be subject to assessment.

Additionally, the currently issued 13,490,014 shares are hereby reverse split on a 5 for 1 basis making the currently issued and outstanding shares of the corporation 2,698,002.8.

The number of shares of the Corporation outstanding and entitled to vote on an amendment to the Articles of Incorporation are 13,490,014 that the said change(s) and amendment has been consented to and approved by a majority vote of the stockholders holding at least a majority of each class of stock outstanding and entitled to vote thereon."

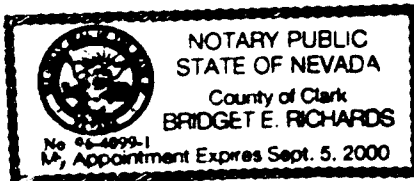
[Handwritten signature of Daniel P. Kesonen]

Daniel P. Kesonen
President

[Handwritten signature of Douglas Ansell]

Douglas Ansell
Vice-President

State Of Nevada)
)
County Of Clark) ss.



The undersigned Notary Public certified, deposes and states that Daniel P. Kesonen and Douglas Ansell, personally appeared before me and executed the foregoing on behalf of the Corporation as its President and Vice-President respectively, this 5th day of October 1997.

[Handwritten signature of Notary Public]

By
Notary Public, in and for said
County and State

NOV 06 1997

3288-86

Certificate of Change of Resident Agent and/or Location of Registered Office

(for corporations only)

FILED
APR 17 1997

SPECTRE MOTOR CARS, INC.
Name of Corporation

The change(s) below is (are) effective upon the filing of this document with the Secretary of State.

Reason for Change: (check one) Change of Resident Agent
 Same Resident Agent but Different Location

The former resident agent and/or location of the registered office was:

Resident Agent: Raymond Grand
Street No.: 1700 E. Desert Inn Road, Suite 100
City: Las Vegas, NV 89109

69169

The new resident agent and/or location of the registered office is:

Resident Agent: Douglas Ansell
Street No.: 1700 East Desert Inn Road, Suite 403
City: Las Vegas, NV 89109

NOTE: For a corporation to file this certificate, the signature of one officer is required. The certificate does not need to be notarized.

Daniel K... [Signature]
(Signature of Officer)
President/Director

Certificate of Acceptance of Appointment by Resident Agent: I, Douglas Ansell
hereby accept the appointment as Resident Agent for the above-named business entity.

[Signature] (Signature of Resident Agent) Monday, April 14, 1997 (Date)

NOTE: Please send this completed form along with the \$15.00 filing fee to:
Secretary of State, Capitol Complex, Carson City, Nevada 89710

(Rev. 12-95)

CERTIFICATE OF RESOLUTION TO CHANGE THE RESIDENT AGENT AND/OR CHANGE LOCATION OF PRINCIPAL OFFICE

Abercrombie, Inc File # 3288-86
Name of Corporation

RESOLVED, that the resident agent and location of principal office was

Resident Agent Nancy Abercrombie

Street No 3384 Paulo St.

City or Town Las Vegas, Nevada 89121

The above is hereby changed to
Resident Agent Raymond Girard

Street No 1700 E. Desert Inn Rd., Suite 100

City or Town Las Vegas, Nevada 89109

RESOLVED, That the President (or Vice-President) and Secretary (or Assistant Secretary) of this corporation be, and they are hereby, instructed to certify to and file a copy of this resolution in the office of the Secretary of State of Nevada

WE, the undersigned, President (or Vice-President) and Secretary (or Assistant Secretary) of the above named corporation, hereby certify that the above and foregoing resolutions and/or resolution were duly adopted by the Board of

Directors at a meeting held on the 24th day of November, 19 93

Nancy Abercrombie
Nancy Abercrombie, President
President (or Vice-President)

Michael D. Haynes
Michael D. Haynes, Secretary
Secretary (or Assistant Secretary)

RECEIVED

DEC 08 1993

Secretary of State

CERTIFICATE OF ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT
I, Raymond Girard, hereby accept the appointment as Resident Agent of the above named corporation
Date: 11/24/93 Signature: Raymond Girard

FILED
IN THE OFFICE OF THE
FOR OFFICIAL USE ONLY OF THE
FILED (DATE) STATE OF NEVADA
DEC 08 1993
CHERYL A. LAMB SECRETARY OF STATE (RA)
Cheryl

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

DEC 08 1993

CHERYL A. LEE, SECRETARY OF STATE

Abercrombie, Inc

File #3288-86

Name of Corporation

[Signature]

We the undersigned

Nancy Abercrombie, President

and

President or Vice President

Michael D. Haynes, Secretary

of

Abercrombie, Inc

Secretary or Assistant Secretary

Name of Corporation

do hereby certify

That the board of Directors of said corporation at a meeting duly convened and held on the 24th day of

November, 19 93, adopted a resolution to amend the original articles as follows

Article IV is hereby amended to read as follows

The total authorized capital stock shall consist of 50,000,000 shares of common stock, \$0.001 par value. All of the voting power of the capital stock of this corporation shall reside in the common stock. No capital stock of this corporation shall be subject to assessment.

The number of shares of the corporation outstanding and entitled to vote on an amendment to the Articles of

Incorporation are _____, that the said change(s) and amendment has been consented to and approved

by a majority vote of the stockholders holding at least a majority of each class of stock outstanding and entitled to

vote thereon.

[Signature]
Nancy Abercrombie, President

President or Vice President

[Signature]
Michael D. Haynes, Secretary

Secretary or Assistant Secretary

State of NEVADA

County of CLARK

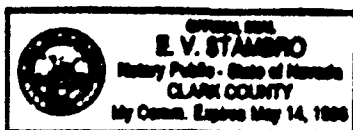
On 11 28 93

personally appeared before me, a Notary Public, who acknowledged that he/she executed the above document.

[Signature]

Notary Public

[Stamp Seal]



RECEIVED

DEC 08 1993

Secretary of State

SENSOR SYSTEM SOLUTIONS INC.

December 31, 2010

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Statement of Earnings and Retained Earnings	3
Statement of Cash Flows	4
Statement of Shareholders' Equity	5
Notes to Financial Statements	6

These financial statements and notes thereto present fairly, in all material respects, the financial position of the company and the results of its operations and cash flows for the period presented, in conformity with accounting principles generally accepted in the United States, consistently applied.

SENSOR SYSTEM SOLUTIONS INC.
CONSOLIDATED BALANCE SHEET
As at December 31, 2010
(Unaudited)

BALANCE SHEET	
<u>ASSETS</u>	
CURRENT ASSETS	
Cash	\$ -
Accounts Receivable	-
Other Receivable	-
Inventory	-
Prepaid Accounts	-
	-
LONG-TERM EQUITY INVESTMENT	-
	-
FIXED ASSETS - NBV	-
	-
INTANGIBLE ASSETS - NBV	-
	-
	\$ -
 <u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>	
CURRENT LIABILITIES	
Accounts Payable and Accrued Liabilities	\$ -
Other Payables	-
Taxes Payable	-
	-
LONG TERM LIABILITIES -	-
	-
	-
SHAREHOLDERS' EQUITY	
CAPITAL STOCK	
Common Stock, authorized shares 180,000,000	
Issued and outstanding - 121,564,124 @ PV \$.001	121,564
Preferred Stock, authorized shares 20,000,000	
Issued and outstanding - 1,000,000 @ PV \$.001	1,000
Additional Paid In Capital	19,219,456
Deficit	- 19,342,020
	-
	\$ -

The accompanying notes are an integral part of these
financial statements

SENSOR SYSTEM SOLUTIONS INC.
CONSOLIDATED STATEMENT OF EARNINGS AND RETAINED EARNINGS
FOR THE YEAR ENDED December 31, 2010
(Unaudited)

EARNINGS		
REVENUE		
Sales		\$ -
		<u>-</u>
TOTAL SALES		<u>-</u>
COST OF SALES		
Cost of Sales		-
		<u>-</u>
TOTAL COST OF SALES		<u>-</u>
GROSS PROFIT		<u>-</u>
OPERATING EXPENSES		
Administrative Expense		-
Selling Expense		-
		<u>-</u>
		<u>-</u>
OTHER INCOME & EXPENSES		-
PROFIT (LOSS)		0
NET PROFIT (LOSS)		<u>0</u>
Deficit - Beginning of period		- 19,342,020
Deficit - End of period		<u>-\$ 19,342,020</u>

The accompanying notes are an integral part of these financial statements

SENSOR SYSTEM SOLUTIONS INC.
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED December 31, 2010
(Unaudited)

CASH FLOWS

Cash flows from operating activities

Profit/Loss from operations	\$	-
-----------------------------	----	---

Adjustments to cash flows from operating activities:

Amortization of goodwill		
Depreciation of fixed assets		-

Cash flows from operating activities	<u>\$</u>	<u>-</u>
---	-----------	----------

Cash flows from investing activities:

Capital expenditures		
Investment in inventory		
Increase in accounts receivable		-
Decrease in prepaid expenses		-

Cash used in investing activities	<u>\$</u>	<u>-</u>
--	-----------	----------

Cash flows from financing activities:

Increase in accounts payable and accrued liabilities		
Increase in paid in capital		
Increase in loans payable		-
Issuance of capital stock		

Cash used for financing activities	<u>\$</u>	<u>-</u>
---	-----------	----------

Net increase (decrease) in cash

	\$	-
--	----	---

Cash at beginning of period

		-
--	--	---

Cash at end of period

	<u>\$</u>	<u>-</u>
--	-----------	----------

The accompanying notes are an integral part of these
financial statements

SENSOR SYSTEM SOLUTIONS INC.
CONSOLIDATED STATEMENT OF SHAREHOLDERS EQUITY
AS AT December 31, 2010
(Unaudited)

	<u>Pref</u> Shares	<u>Stock</u> Amount	<u>Common</u> Shares	<u>Stock</u> Amount	<u>PIC</u> Amount	<u>R/E</u>	<u>Total</u>
Opening Bal	1,000,000	1,000	121,564,124	\$ 121,564	\$ 19,219,456	-\$ 19,342,020	\$ -
Issuance of stk Capital Paid In					-	-	-
Net Profit/Loss						-	-
Bal Dec 2010	\$1,000,000	\$1,000	121,564,124	121,564	\$ 19,219,456	-\$ 19,342,020	\$ -

The accompanying notes are an integral part of these
financial statements

SENSOR SYSTEM SOLUTIONS INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR December 31, 2010
(Unaudited)

NOTE 1. GENERAL ORGANIZATION AND BUSINESS ISSUES

The company was administratively abandoned and reinstated in July 2010 through a court appointed guardian - custodian.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES

Accounting policies and procedures are listed below. The company has adopted a December 31 year end.

Accounting Basis

We have prepared the consolidated financial statements according to generally accepted accounting Principles (GAAP).

Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities of three months or less as cash equivalents. As of December 31, 2010 the company had no cash or cash equivalent balances in excess of the federally insured amounts. The Company's policy is to invest excess funds in only well capitalized financial institutions.

Earnings per Share

The Company adopted the provisions of SFAS No. 128, "Earnings per Share." SFAS No. 128 requires the presentation of basic and diluted earnings per share ("EPS"). Basic EPS is computed by dividing income available to common stockholders by the weighted-average number of common shares outstanding for the period. Diluted EPS includes the potential dilution that could occur if options or other contracts to issue common stock were exercised or converted.

The Company has not issued any options or warrants or similar

The Company has not issued any options or warrants or similar securities since inception.

Stock Based Compensation

As permitted by Statement of Financial Accounting Standards ("SFAS") No. 148, "Accounting for Stock-Based Compensation--Transition and Disclosure", which amended SFAS 123 ("SFAS 123"), "Accounting for Stock-Based Compensation", the Company has elected to continue to follow the intrinsic value method

in accounting for its stock-based employee compensation arrangements as defined by Accounting Principles Board Opinion ("APB") No. 25, "Accounting for Stock Issued to Employees", and related Interpretations including "Financial Accounting Standards Board Interpretations No. 44, Accounting for Certain Transactions Involving Stock Compensation", and interpretation of APB No. 25. At December 31, 2010 the Company has not formed a Stock Option Plan and has not issued any options.

Dividends

The Company has adopted a policy regarding the payment of dividends. Dividends may be paid to shareholders once all divisions are fully operational and profitable. The Board may also pay dividends to counter any short selling or undermining of the entity. See Note 1.

Fixed Assets

Fixed assets are carried at cost. Depreciation is computed using the straight-line method of depreciation over the assets' estimated useful lives. Maintenance and repairs are charged to expense as incurred; major renewals and improvements are capitalized. When items of fixed assets are sold or retired, the related cost and accumulated depreciation is removed from the accounts and any gain or loss is included in income.

Income Taxes

The provision for income taxes is the total of the current taxes payable and the net of the change in the

payable and the net of the change in the deferred income taxes. Provision is made for the deferred income taxes where differences exist between the period in which transactions affect current taxable income and the period in which they enter into the determination of net income in the financial statements.

Advertising

Advertising is expensed when incurred.

Use of Estimates

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

Goodwill

Goodwill is created when we acquire a business. It is calculated by deducting the fair value of the net assets acquired from the consideration given and represents the value of factors that contribute to greater earning power, such as a good reputation, customer loyalty. We assess goodwill of individual subsidiaries for impairment in the fourth quarter of every year, and when circumstances indicate that goodwill might be impaired.

NOTE 3. GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company had a net profit for the period through to December 31, 2010 of \$ 0. The Company's continuation as a going concern is dependent on its ability to meet its obligations, to obtain additional financing as may be required and ultimately to attain profitability. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

adjustments that might result from the outcome of this uncertainty.

NOTE 4. RECENTLY ISSUED ACCOUNTING STANDARDS

Management does not believe that any recently issued but not yet adopted accounting standards will have a material effect on the Company's results of operations or on the reported amounts of its assets and liabilities upon adoption.

NOTE 5. SHAREHOLDERS' EQUITY

Common Stock:

As of December 31, 2010 the company has 121,564,124 shares of common stock issued and outstanding.

NOTE 6. PROVISION FOR INCOME TAXES

The Company provides for income taxes under Statement of Financial Accounting Standards NO. 109, Accounting for Income Taxes. SFAS No. 109 requires the use of an asset and liability approach in accounting for income taxes. Deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax bases of assets and liabilities and the tax rates in effect when these differences are expected to reverse.

SFAS No. 109 requires the reduction of deferred tax assets by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. The provision for income taxes is comprised of the net changes in deferred taxes less the valuation account plus the current taxes payable.

SENSOR SYSTEM SOLUTIONS INC.

June-30-11

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Statement of Cash Flows	4
Statement of Shareholders' Equity	5
Notes to Financial Statements	6

These financial statements and notes thereto present fairly, in all material respects, the financial position of the company and the results of its operations and cash flows for the period presented, in conformity with accounting principles generally accepted in the United States, consistently applied.

SENSOR SYSTEM SOLUTIONS INC.
CONSOLIDATED BALANCE SHEET
As at June 30, 2011
(Unaudited)

BALANCE SHEET	
ASSETS	
CURRENT ASSETS	
Cash	\$ -
Accounts Receivable	-
Other Receivable	-
Inventory	-
Prepaid Accounts	-
	-
LONG-TERM EQUITY INVESTMENT	-
FIXED ASSETS - NBV	-
INTANGIBLE ASSETS - NBV	-
	-
	\$ -
LIABILITIES AND SHAREHOLDERS' EQUITY	
CURRENT LIABILITIES	
Accounts Payable and Accrued Liabilities	\$ -
Other Payables	-
Taxes Payable	-
	-
LONG TERM LIABILITIES -	-
	-
	-
SHAREHOLDERS' EQUITY	
CAPITAL STOCK	
Common Stock, authorized shares 888,000,000	
Issued and outstanding - 121,564,124 @ PV \$.001	121,564
Preferred Stock, authorized shares 20,000,000	
Issued and outstanding - 1,000,000 @ PV \$.001	1,000
Additional Paid In Capital	19,219,456
Deficit	- 19,342,020
	-
	\$ -

The accompanying notes are an integral part of these
financial statements

SENSOR SYSTEM SOLUTIONS INC.
CONSOLIDATED STATEMENT OF EARNINGS AND RETAINED EARNINGS
FOR THE SIX MONTHS ENDED June 30, 2011
(Unaudited)

EARNINGS		
REVENUE		
Sales	\$	-
		-
TOTAL SALES		<u>-</u>
COST OF SALES		
Cost of Sales		-
TOTAL COST OF SALES		<u>-</u>
GROSS PROFIT		<u>-</u>
OPERATING EXPENSES		
Administrative Expense		-
Selling Expense		-
		<u>-</u>
OTHER INCOME & EXPENSES		-
PROFIT (LOSS)		<u>0</u>
NET PROFIT (LOSS)		<u>0</u>
Deficit - Beginning of period	-	19,342,020
Deficit - End of period	-\$	<u>19,342,020</u>

The accompanying notes are an integral part of these financial statements

SENSOR SYSTEM SOLUTIONS INC.
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE SIX MONTHS ENDED June 30, 2011
(Unaudited)

CASH FLOWS

Cash flows from operating activities

Profit/Loss from operations	\$	-
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Adjustments to cash flows from operating activities:

Amortization of goodwill		
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Depreciation of fixed assets		-
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Cash flows from operating activities	<u>\$</u>	<u>-</u>
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Cash flows from investing activities:

Capital expenditures		
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Investment in inventory		
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Increase in accounts receivable		-
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Decrease in prepaid expenses		-
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Cash used in investing activities	<u>\$</u>	<u>-</u>
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Cash flows from financing activities:

Increase in accounts payable and accrued liabilities		
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Increase in paid in capital		
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Increase in loans payable		-
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Issuance of capital stock		-
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Cash used for financing activities	<u>\$</u>	<u>-</u>
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Net increase (decrease) in cash

	\$	-
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Cash at beginning of period

		-
--	--	---

Cash at end of period

	<u>\$</u>	<u>-</u>
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The accompanying notes are an integral part of these
financial statements

SENSOR SYSTEM SOLUTIONS INC.
CONSOLIDATED STATEMENT OF SHAREHOLDERS EQUITY
AS AT June 30, 2011
(Unaudited)

	<u>Pref</u> <u>Shares</u>	<u>Stock</u> <u>Amount</u>	<u>Common</u> <u>Shares</u>	<u>Stock</u> <u>Amount</u>	<u>PIC</u> <u>Amount</u>	<u>R/E</u>	<u>Total</u>
Opening Bal	1,000,000	1,000	121,564,124	\$ 121,564	\$ 19,219,456	-\$ 19,342,020	\$ -
Issuance of stk							-
Capital Paid In							-
Net Profit/Loss							-
Bal Jun 2011	\$1,000,000	\$1,000	121,564,124	121,564	\$ 19,219,456	-\$ 19,342,020	\$ -

The accompanying notes are an integral part of these
financial statements

SENSOR SYSTEM SOLUTIONS INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS June 30, 2011
(Unaudited)

NOTE 1. GENERAL ORGANIZATION AND BUSINESS ISSUES

The company was administratively abandoned and reinstated in July 2010 through a court appointed guardian - custodian.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES

Accounting policies and procedures are listed below. The company has adopted a December 31 year end.

Accounting Basis

We have prepared the consolidated financial statements according to generally accepted accounting Principles (GAAP).

Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities of three months or less as cash equivalents. As of June 30, 2011 the company had no cash or cash equivalent balances in excess Of the federally insured amounts. The Company's policy is to invest excess funds in only well capitalized financial institutions.

Earnings per Share

The Company adopted the provisions of SFAS No. 128, "Earnings per Share." SFAS No. 128 requires the presentation of basic and diluted earnings per share ("EPS"). Basic EPS is computed by dividing income available to common stockholders by the weighted-average number of common shares outstanding for the period. Diluted EPS includes the potential dilution that could occur if options or other contracts to issue common stock were exercised or converted.

The Company has not issued any options or warrants or similar securities since inception.

Stock Based Compensation

As permitted by Statement of Financial Accounting Standards ("SFAS") No. 148, "Accounting for Stock-Based Compensation--Transition and Disclosure" which amended

common stock were exercised or converted.

The Company has not issued any options or warrants or similar securities since inception.

Stock Based Compensation

As permitted by Statement of Financial Accounting Standards ("SFAS") No. 148, "Accounting for Stock-Based Compensation--Transition and Disclosure", which amended SFAS 123 ("SFAS 123"), "Accounting for Stock-Based Compensation", the Company has elected to continue to follow the intrinsic value method

in accounting for its stock-based employee compensation arrangements as defined by Accounting Principles Board Opinion ("APB") No. 25, "Accounting for Stock Issued to Employees", and related Interpretations including "Financial Accounting Standards Board Interpretations No. 44, Accounting for Certain Transactions Involving Stock Compensation", and interpretation of APB No. 25. At June 30, 2011 the Company has not formed a Stock Option Plan and has not issued any options.

Dividends

The Company has adopted a policy regarding the payment of dividends. Dividends may be paid to shareholders once all divisions are fully operational and profitable. The Board may also pay dividends to counter any short selling or undermining of the entity. See Note 1.

Fixed Assets

Fixed assets are carried at cost. Depreciation is computed using the straight-line method of depreciation over the assets' estimated useful lives. Maintenance and repairs are charged to expense as incurred; major renewals and improvements are capitalized. When items of fixed assets are sold or retired, the related cost and accumulated depreciation is removed from the accounts and any gain or loss is included in income.

Income Taxes

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

Advertising

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

Advertising

Advertising is expensed when incurred.

Use of Estimates

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

Goodwill

Goodwill is created when we acquire a business. It is calculated by deducting the fair value of the net assets acquired from the consideration given and represents the value of factors that contribute to greater earning power, such as a good reputation, customer loyalty. We assess goodwill of individual subsidiaries for impairment in the fourth quarter of every year, and when circumstances indicate that goodwill might be impaired.

NOTE 3. GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company had a net profit for the period through to June 30, 2011 of \$ 0. The Company's continuation as a going concern is dependent on its ability to meet its obligations, to obtain additional financing as may be required and ultimately to attain profitability. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

NOTE 4. RECENTLY ISSUED ACCOUNTING STANDARDS

Management does not believe that any recently issued but not yet adopted accounting standards will have a material effect on the Company's results of operations or on the reported amounts of its assets and liabilities upon adoption.

profitability. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

NOTE 4. RECENTLY ISSUED ACCOUNTING STANDARDS

Management does not believe that any recently issued but not yet adopted accounting standards will have a material effect on the Company's results of operations or on the reported amounts of its assets and liabilities upon adoption.

NOTE 5. SHAREHOLDERS' EQUITY

Common Stock:

As of June 30, 2011 the company has 121,564,124 shares of common stock issued and outstanding.

NOTE 6. PROVISION FOR INCOME TAXES

The Company provides for income taxes under Statement of Financial Accounting Standards NO. 109, Accounting for Income Taxes. SFAS No. 109 requires the use of an asset and liability approach in accounting for income taxes. Deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax bases of assets and liabilities and the tax rates in effect when these differences are expected to reverse.

SFAS No. 109 requires the reduction of deferred tax assets by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. The provision for income taxes is comprised of the net changes in deferred taxes less the valuation account plus the current taxes payable.