

***GeckoSystems International Corporation***

**2011**

**Mid-Year Report to Stockholders**



**Semi-Annual Report**

(For the period ending December 31, 2011)

**December 31, 2011**

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Conyers, GA 30094-4255  
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January 2, 2012

Dear Fellow Stakeholders,

What an eventful and productive year 2011 was for us! We achieved some market and business breakthroughs. We reduced our issued and outstanding shares dramatically while reducing our overall debt. And we increased our portfolio of *mobile robot solutions for safety, security and service*.™

As you will read in this update, we have achieved some game changing progress!

Let me personally thank you for your past and continued support. And I thank you for your time to read this summary discussion of our business, technology, and the new context in which we find ourselves. We have made substantive progress with breakthroughs in several key areas, both business and technical.

**Eldercare trials**

We concluded 2010 with the many insights from our Alpha trials of our CareBot personal assistance robots. During that time we learned a great deal about the many benefits --some which were unexpected-- to the family and other primary eldercare givers. During this past year, we evolved much of the hardware and software for our CareBot™ to be more robust and beneficial and yet lower overall direct manufacturing costs. We plan to have our Beta test elder care trials this year with a much larger group of participants. Should any readers have interest in participating, please inquire.

**R&D continues to reduce manufacturing costs**

Not only has our R&D helped reduce cost of the CareBot but our new low cost vision system has demonstrably opened up new markets for us in 2011, such as the retrofit upgrade of existing power wheelchairs to be collision proof with the incorporation of our automatic self-navigation software, GeckoNav™. As a direct result of that work, we achieved our first strategic sale of our mobile robot solutions. This sale, while small, was to the oldest wheelchair manufacturer in Japan, Imasen. We upgraded one of their wheelchairs to be collision proof using several of our solutions. In conjunction with this new vision system we have developed several new software utilities. These utilities, while expensed on our income statement, are nonetheless strategic assets due to their applicability to other applications of GeckoNav, etc.. There are many other mobile robot appropriate locomotion systems our self guidance AI engine can be used on such as additional manufacturers' wheelchairs, electric golf carts, and ATV's, just to name a few.

Please feel free to go to our website at [www.geckosystems.com](http://www.geckosystems.com) for many information about these significant software accomplishments we made in 2011.

**Marketing initiatives**

The CyberMobile Chair, or ChairBot, concept drew particularly strong interest in Japan and China this past year due to the hard work of Mr. Hajime Yasumatsu, Chairman of Yasu, Inc., and his associates.

In Japan, ZMP, a first tier mobile robot company, was sufficiently impressed with our collision proof wheelchair videos to sign a non-disclosure agreement (NDA), MOU, and release a joint press release regarding our signed MOU and continuing joint venture discussions. We are very excited about this developing partnership with a first tier Japanese mobile robot company. Hokuyo, a scanning laser range finding company also signed an NDA with us.

In China we have secured an NDA, MOU, and a definitive and strategic joint venture (JV) agreement signed by Mr. Qing Xi Chen, CEO, Puyang City Kang Long Medical Equipment Co., Ltd. in Nanle County, China. Copies of the NDA and MOU with them are on our website. The Chinese government has funded this project and they have begun construction on a new factory where they plan initial production this spring. We have provided concept drawings to their engineering staff for a software friendly mechanical design. They will be using our GeckoNav software and other mobile robot solutions exclusively to initially build and distribute collision proof wheelchairs and later CyberMobile chairs and/or ChairBot. Not only will I be sitting on their Board of Directors, GeckoSystems is to receive a minimum of ten percent ownership in this enterprise for the licensing of GeckoSystems' BaseBot™ technologies for use in the Chinese marketplace. I expect to visit them early this coming spring in China. Per FASB's GAAP, this could have a very positive dramatic impact on GeckoSystems' financials since it could be legitimately recorded as sales revenue from technology licensing. The dividends received in perpetuity would constitute the royalty stream for this technology licensing agreement.

Mr. Yasumatsu is working with our Japanese representatives to establish distribution for our JV products in Japan, too. We expect to have JV distribution in the US with another firm as well.

Now that we have demonstrated the robustness of our *mobile robot solutions for safety, security, and service™* by migrating GeckoNav to a power wheelchair not of our design and/or manufacture, we have expanded our domestic, Pacific Rim and EU marketing efforts with the hire of new US marketing personnel. This is due to our increased credibility as to the applicability of our proprietary technologies to mobile platforms other than that of the CareBot. The mechanical platform appropriate for wheelchairs is also very suitable for professional healthcare and commercial security mobile robots. This will give us a significant cost advantage and increase our gross margins while still enabling extraordinary ROI for end users in those business to business (B2B) markets.

### **Significant debt reduction achieved of over 30%**

We converted \$400,000 of Accrued Liabilities (which includes all current and long term debt to be ultra conservative in the application of FASB's GAAP) to Rule 144 restricted stock at a premium to market. Essentially the Spencers reduced their percentage ownership of GeckoSystems stock dramatically. Originally they had sold their stock early this past year for promissory notes at the par value of \$.001 per share. They converted all that debt back to stock at a higher price (premium to market), resulting in their holding fewer overall shares than previously, i.e. before December 31, 2010. This transaction resulted in an increase in shareholder value for all.

### **Significant stock reduction, again**

Despite some debt conversions to equity, as continued demonstration of our goal to increase stockholder value, we initiated and consummated three share buybacks since December 31, 2010, resulting in reduction of issued and outstanding by over 30% or over 250,000,000 shares. This reduced the issued and outstanding to 466,160,675 as of June 30, 2011.

As further confirmation of the co-founders of GeckoSystems, the Spencers, determination to grow stockholder value, they converted their previous 60+% of all issued and outstanding shares to less than 25%, and in so doing reduced all issued and outstanding shares by more than 25%. As of this date,


GeckoSystems has 349,620,506 total shares issued and outstanding for a total reduction since June 30 of 116,720,579 shares.

### **This year's focus and activities**

Going forward we basically have some software extensions and only some technical refinement work to do regarding better manufacturability. Of course, we will be improving our GeckoSavants routinely in the years to come, but our primary focus continues to be sales and marketing. We have shifted gears from an inwardly R&D focus to an outwardly sales and marketing focus. Our presently ongoing discussions and noteworthy steps with potential Japanese, Chinese and European partners will continue to be nurtured. Depending on budgets available to us, we will be attending trade shows and other conferences relevant to our target markets of consumer, professional healthcare, and commercial security. Additionally we hope to do mobile robot demonstrations at shopping malls, retail stores, investors groups and potential partners and suppliers this year. As they become available we will be placing numerous videos of those public venue demonstrations on our website. As can be seen on our website presently, we demonstrated our collision proof wheelchair at a large shopping mall and in a grocery store. The chair performed flawlessly and we received positive feedback from the general public who witnessed the demonstrations.

This past year has seen many business and technical challenges and accomplishments. Due to having met those challenges and achieved those accomplishments, we now have a great 2012 before us. Again, thank you for your continued support of our company as we continue to make substantive progress in the 21st century!

Sincerely yours,

  
R. Martin Spencer  
Founder

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## **Amended Issuer Information Statement**

### **Part A General Company Information**

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

The name of the issuer is GeckoSystems International Corporation (the "Company" or "Issuer"), a Georgia corporation. The Issuer's predecessor was GeckoSystems of Georgia, Inc., a Georgia corporation, incorporated on December 20, 1999. On February 28, 2007, the Company and GeckoSystems of Georgia, Inc. entered into Plan of Merger pursuant to which GeckoSystems of Georgia, Inc. merged with and into the Company, with the Company being the surviving corporation. The effective date of the merger was March 1, 2007.

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

1640 B Highway 212, SW  
Conyers, GA 30094-4255  
(678) 413-9236 (phone)  
(678) 413-9247 (fax)  
Investor Relations Contact: Martin Spencer  
www.geckosystems.com  
investors@geckosystems.com

**Item III The jurisdiction(s) and date of the issuer's incorporation or organization.**

The Company's predecessor, GeckoSystems of Georgia, Inc., was incorporated under the laws of the state of Georgia on December 20, 1999 and the successor entity was incorporated under the laws of the state of Delaware on February 28, 2007. For further information on the Company's merger, please see Item I of this Part A.

### **Part B Share Structure**

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

Common and preferred stock, par value \$0.001 per share. Cusip No. 3684OU 101  
Trading Symbol GOSY.

**Item V Par or stated value and description of the security.**

**A. Par or stated value.**

Common and preferred stock, par value \$0.001 per share.

**B. Common and Preferred Stock.**

1 & 3. Common equity: Each holder of a common share shall be entitled to cast one vote per share at a meeting of the shareholders. Dividends upon the capital stock of the

Company, if any, may be declared by the Board of Directors at any regular or special meeting, and may be paid in cash, in property, or in shares of the capital stock of the Company. There are no preemption rights available to shareholders.

Preferred equity: Each holder of a preferred share shall be entitled to cast one super-vote per share at a meeting of the shareholders. Dividends upon the capital stock of the Company, if any, may be declared by the Board of Directors at any regular or special meeting, and may be paid in cash, in property, or in shares of the capital stock of the Company. There are no preemption rights available to shareholders.

2. The Company has 5,100 Class A Preferred Convertible shares authorized and issued.
4. The Issuer does have provisions in its charter or by-laws that would delay, defer, or prevent a change of control of the issuer.

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

As of December 31, 2011 there were:

- 349,434,996 shares of common stock issued and outstanding;
- 5,100 shares of preferred stock issued and outstanding;
- 825,000,000 common shares authorized and 5,100 preferred stock authorized with 207,051,205 shares in the public float;
- Two (2) beneficial shareholders owning more than 5% of any class of the Company's equity securities; and
- A total number of 1,312 shareholders of record.

**Part C      Business Information**

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

Continental Stock Transfer and Trust Co.  
17 Battery Place, 8<sup>th</sup> Floor  
New York, NY 10004  
Tel: (212) 509-4000

Continental Stock Transfer is a registered transfer agent with the U.S. Securities and Exchange Commission under the Exchange Act.

**Item VIII      The nature of the issuer's business.**

**A.      Business Development.**

1. GeckoSystems International Corporation is a Georgia corporation.

2. The Issuer was incorporated in the State of Delaware in February of 2007 and the Company's predecessor, GeckoSystems of Georgia, Inc., was incorporated in Georgia on December 20, 1999.
3. The fiscal year end is June 30;
4. The Issuer, including its predecessor, has not been in bankruptcy, receivership or any similar proceeding;
5. On February 28, 2007, the Company and GeckoSystems of Georgia, Inc. entered into Plan of Merger pursuant to which GeckoSystems of Georgia, Inc. merged with and into the Company, with the Company being the surviving corporation. Other than the merger consummated as indicated herein, there have been no material reclassifications, mergers, consolidations, or purchases or sales of a significant amount of the Company's assets;
6. There has not been any change in control;
7. There has not been any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization except the merger with GeckoSystems of Georgia, Inc., as indicated herein;
8. The Company has never been delisted by any securities exchange or been otherwise deleted from the OTC Bulletin Board; and
9. There are no current, past, pending or threatened legal proceedings or administrative actions either by or against the Issuer that could have a material effect on the Issuer's business, financial condition, or operations and there have not been any current, past or pending trading suspensions by a securities regulator.

**B. Business of the Issuer.**

GeckoSystems International Corporation is a developer of mobile robot solutions based in Conyers, Georgia. The company specializes in supplying Mobile Service Robots ("MSRs") that automatically self-navigate a home, office, or business for errand running, patrolling, and other useful tasks without human assistance or intervention.

1. The issuer's primary SIC Code is 3577; secondary SIC code is 3537.
2. The issuer is in the development stage.
3. The issuer is not a shell company and has never been a shell company as defined in Rule 405 of the Securities Act of 1933 as amended.
4. The issuer has no parent, subsidiary or affiliate company.
5. To the Company's knowledge, there are no existing or probable governmental regulations, which may have a material impact on the business.
6. The amount spent during the last two fiscal years on research and development activities has been approximately \$781,652. This cost was not borne directly by customers.



7. Based on the nature of the Company's activities at this time, the Company is not aware of a need for compliance with environmental laws.
8. The total number of employees is nine with five of those nine designated as full-time employees.

**Item IX      The nature of products and services offered.**

**A.      Principal products or services, and their markets;**

The Company is a developer of mobile robot solutions based in Conyers (Atlanta metro), Georgia, specializing in developing and supplying service robots that automatically (autonomously) navigate, or patrol, homes, offices, or places of business or leisure.

Since incorporating in late 1997, the Company has developed a suite of proprietary, complimentary hardware and software technologies that which, in aggregate, enable many cost effective, utilitarian user benefits. The flagship technology, the GeckoNav™ PC software, uses several proprietary artificial intelligence ("AI") technologies to enable the Company's product line of Mobile Service Robots ("MSRs") to self-navigate (for errand running and patrolling) without human assistance or intervention.

Other internally developed application software technologies such as GeckoVerify™ (a necessary MSR test, calibrate, and diagnostic utility) and GeckoChat™ (a verbal interaction software suite enabling voice control and response from the MSR) have been developed. Cost effective hardware technologies such as the GeckoImager™ (a type of machine vision system) and GeckoMotorController™ (which manages the drive wheels) have also been developed.

The Company recognizes a number of target markets and has developed, or is in the process of developing, MSRs appropriate for the following markets. They are:

- Consumer (family care and home security);
- Business (healthcare and security); and
- Government (Law Enforcement/Homeland Security).

**The CareBot™**

The CareBot MSR is a man-rated servant class mobile robot capable of automatic self-navigation. It can provide caregivers remote surveillance and monitoring capabilities by way of Internet webcam (video conferencing) technology. It has a battery life of 15 to 25 hours without recharging. It may carry payloads up to an additional 100 pounds. It may provide a cost effective alternative to babysitters, nursing homes, assisted living and other environments where loved ones need "looking in on."

The CareBot MSR can be equipped with sensitive microphones, body heat IR detectors, and sonar equipment that can be set to detect the presence of an intruder. The robot can

station itself on patrol, near potential entry points, and listen for the sounds of breaking glass, locks being picked, or doors being broken.

The CareBot's radio frequency computer network (WiFi) link to the base personal computer allows a wide variety of powerful responses to any attempted break-in. The robot can sound a loud alarm or even give a spoken warning to a potential thief. If the base PC is equipped with a modem, the police can be called automatically. The owner of the home can also be paged. If this CareBot is equipped with an optional digital video camera, it may also record the break-in on the computer giving the police evidence of the crime in progress as well as images of the thief.

This MSR product is developed and ready for marketing and manufacturing.

#### The ChairBot™

The Company's their recent invention of the GeckoImager enables cost effective retrofitting of electric wheelchairs to be "collision proof." The "collision proof" retrofit kit which is presently being developed may be added to most joystick operated electric wheelchairs. The wheelchair occupant would simply move the joystick in the direction they wish to go and GeckoNav -- in concert with multiple GeckoSavants™ -- would automatically seek that desired direction while avoiding any and all obstacles whether stationary or moving. This robotic wheelchair, or ChairBot, would consist of a wheelchair equipped with several artificial intelligence systems (GeckoSavants developed for the CareBot. In concert these systems enable the occupant of the chair to benefit from automatic collision avoidance and room-to-room transitions. GeckoChat would provide verbal interaction for control of the wheelchair and announce medication and other timely reminders. The GeckoScheduler would time and commence the prompting of the various reminders for medication and/or vital sign measurements such as blood pressure, pulse rate, blood sugar and/or oxygenation level, EKG monitoring, etc. mounted on the wheelchair. The GeckoSuper would be programmed by the care givers such that appropriate alarms would trigger should any pre-set vital sign parameters be exceeded and pre-designated parties promptly notified by pager, email, and/or cell phone. In nursing homes or assisted living facilities each ChairBot would be wirelessly networked into the residence's IS system for continuous monitoring of each individual's vital signs as they went about their daily routines.

#### The DocBot™

The Company's MSRs augmented for telemedicine allows health care professionals to remotely consult with patients and health care providers thereby giving vital, cost effective, confidential medical services at virtually any location, rural or urban, national or international. All the basebot technologies are developed for this product. Add on upgrades for enhanced functionality, such as high-resolution pan/tilt video cameras, are available "off the shelf." (Ready for usage from long standing and numerous suppliers.) Channel partners in the professional healthcare industry may value add with the addition of blood analysis and fax machines such that doctors may remotely request the nurse to draw the blood for analysis on board the DocBot. Results would be sent by way of the Internet to the physician such that they might review. Using an onboard fax machine, the doctor could then send written medical orders and prescriptions to the patient's bedside in a timely and cost effective manner. The DocBot reseller may also add their own custom

software integrating the DocBot's data into the main Information System of the healthcare provider.

Using high quality cameras and data transfer, medical data, radiological images, sounds and patient records can be transferred from one site to another, thereby permitting physicians to consult with colleagues and others.

Applications:

- Patient consultation, remote diagnosis and patient care;
- Interactive distance learning medical programs;
- Patient education seminars;
- Administrative medical support with access to on-line records;
- Home health care; and
- Enhance health care for patients in rural or remote locations.

The AscBot™

The Company's recent invention of the GeckoImager will enable the creation of an Assistant Sales Clerk mobile robot, or AscBot. The AscBot would be similar to a traditional customer service kiosk, but more cost-effective due to its mobility while providing intelligent, theft deterrent video surveillance. Product location service would be provided using graphical touch screen input with verbal and/or visual outputs. This AscBot benefit would interface with point-of sale (POS) store inventory control systems for location, pricing, and special offers available.

Product promotion would be verbal, visual and/or printed like an automated kiosk, but with self-guided, automatic mobility to be proximate to the consumer to enhance their shopping experience. Automatic printing of coupons as appropriate for the customer would enhance the shopper's experience by introducing new products, existing product specials, closeouts, etc. GeckoChat would enunciate product benefits, and videos of product benefits would be played. The onboard printer of the AscBot would print product sales literature with features and benefits and large print versions of normally fine print legally required notifications.

The AscBot would also function as an automated anti-shoplifting observation system for a specific product, single or multiple aisle video surveillance.

The SecurityBot™

The Company's SecurityBot MSR platform will be able to perform with a high degree of reliability and accuracy the following tasks with "off the shelf" upgrades:

- Customs inspections and detection of illegal/suspicious materials and containers. The Company's SecurityBot can be fitted with technologically advanced single and multiple sensor atmospheric monitors, smoke detectors, and sampling pumps suited for use in the detection, identification and response to chemicals and vapors associated with weapons of mass destruction, chemical warfare agents, and toxic industrial chemicals. These are frequently called Volatile Organic

Compound (VOC) detectors and when used in fixed locations tend to be very expensive due to limited “reach.”

- Battlefield Applications - remote reconnaissance, persistent surveillance, actionable situational awareness.
- Walking patrol or beat with a programmed or freeform patrol path.
- Airport Security & Surveillance will be able to utilize the mobility of the SecurityBot to help patrol concourses including assisting with passenger screening and identification. All the basebot technologies are developed for this product. Add on upgrades for enhanced functionality, such as VOC detectors, are available “off the shelf.”
- The SecurityBot reseller may also add their own custom software integrating the SecurityBot’s data into the main Information System of the security company’s commercial client for enhanced surveillance by the security force.

**B. Distribution methods of the products or services;**

Several vertical markets in commercial security and commercial health care seem to be appropriate for significant sales. Distribution in these markets will be primarily strategic relationships as licensed original equipment manufacturers (“OEMs”) and value added resellers (“VARs”). Additionally, the consumer retail market for home security and family care also seem to be proximate. Distribution in the retail market place will be through personal computer retailers.

The Company’s product distribution plan has several facets. Perhaps the most easily understood analogy is an automotive manufacturer that produces automobiles and trucks in many degrees of completion. For their retail dealer structure they produce complete cars and trucks. For the recreational industry they may produce truck chassis’s for firms like Winnebago and others. For the Federal Government they often produce specialized automotive solutions.

Given this base level of complete and demonstrable functionality, several markets will be approached in the following manner:

In the vertical professional healthcare marketplace, the Company will solicit existing firms to value add and resell the DocBot MSR platforms. In the commercial security marketplace, the Company will solicit existing firms to add value and resell our SecurityBot MSR platforms through their distribution channels. In the defense industry the Company will solicit existing firms to add value and resell the MSR platforms to the Federal Government.

Vertical markets such as commercial healthcare, security and cleaning will be sold to commercial customers using OEM licensing and private labeling. These firms will presently have distribution in place for reselling to their customer base in that particular vertical marketplace. For example, Pyxis, Stryker, and EnvaCare presently sell into the vertical marketplace of commercial healthcare. They would value add by integrating the MSRs into their customer’s (professional healthcare organizations) existing information systems, providing training, maintenance, upgrades, etc. Security firms such as Brinks, Cenuco, etc., would value add by integrating the MSRs into their customer’s

(commercial, non healthcare, organizations) existing information systems, providing training, maintenance, upgrades, etc.

A commercial account for the Company would be a business purchasing an MSR for their own internal usage, and not for resale to their customers. Management believes similar vertical market reseller opportunities exist in commercial security and cleaning as well.

In the consumer electronics industry, The Company will retain manufacturer's representatives to sell the product line of CareBot MSR's to their dealers. These representatives will be paid a straight commission for their performance and will sell directly to the consumer. These retail dealers will value add by selling and servicing the MSRs much like they do in selling copiers, laser printers, and other personal computer peripherals.

Company personnel and manufacturers' representatives will sell consumer markets through personal computer retailers identified, qualified, and trained. They will be qualified according to their ability to effectively promote, sell, and service the product line of CareBot MSRs. Their employees will be trained, initially at their store location by Company personnel, and later at convenient regional and Company home office seminars. The sales training will include effective communication and demonstration of the features and benefits of ownership and usage of a CareBot MSR. The level of skill necessary for such training to be successful would be that of an appliance store, or consumer electronics, sales person of two years or more. The service training will include the maintenance, troubleshooting, upgrading, and general repair of CareBot MSRs. The level of skill necessary for such training to be successful would be that of a copier or laser printer repairman or technician with two or more years of experience.

**C. Status of any publicly announced new product or service:**

On February 15, 2011 the Company announced the development of its GeckoNav Wheelchair Kit upgrade (GWK001) for power wheelchairs. This type of "collision proof" wheelchair may have dramatic benefits for many primary caregivers and their elderly parents in assisted care facilities and nursing homes. Often times the elderly are unable to control their wheelchairs in those environments and cause damage to their surroundings. This is a very significant market with a critically needed solution, not just for the elderly but for any wheelchair bound person. The recent invention of the GeckoImager -- in unison with their many proprietary mobile robot solutions -- enables the company to cost effectively provide kits to retrofit and upgrade electric wheelchairs to be "collision proof." Limited prototype sales have been made to date. Revenues have been realized.

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

The Company's competitors (such as Honda, Toyota, Tmsuk, Siasun, Hitachi, iRobot, Mobile Robots, Fujitsu, Willow Springs Garage, Ford, Red Zone Robotics, Samsung, Aethon, Matsushita, Mitsubishi, NEC, Evolution Robotics, Toshiba, John Deere, Husqvarna, Robosoft, Microsoft, Robowatch, etc.) could develop products or technologies that could make our products or technologies non-competitive, which could

negatively affect sales, financial results from operations and stockholder value. The retail market that the Company plans to enter is a relatively new and emerging market with a number of competitors and potential competitors. The Company is aware of certain entities that have developed or are developing products that are technologically advanced and may be competitive with our products. These competitors generally have greater research, marketing and financial resources than the Company does. The Company expects that the number of similar products competing with its product may increase as such products become more widely recognized and available. In the event that a competitor's products receives market recognition and approval before the Company's products, such competitor will likely have a competitive advantage over the Company in selling its products into the market. Further, there can be no assurance that the Company will ever be able to compete successfully in the potential markets even if a competitor does not gain an advantage.

Rapid technology changes may result in an inability to stay competitive and innovative. The Company's products are subject to risks associated with technological change in an area targeted by large companies in a major industry for new products. There can be no assurance that the competitors will not succeed in developing and patenting products that are more effective than any which have been or are being developed by the Company, or improvements to the product (thus impeding further development of the products by the Company). In addition, the technology incorporated in the Company's products is characterized by change, and developing industry standards may result in product obsolescence or short product life cycles. Accordingly, the Company's ability to compete will be dependent on introducing future products to the market place in a timely manner and on enhancing and improving such products. There can be no assurance that the Company will be able to develop innovative new products to keep pace with technological developments or that the products will not become obsolete.

The Company's competitive research illustrates that the immaturity of the emerging domestic service robot industry yields factors favorable to early entrants such as GeckoSystems:

- First, the bargaining power of buyers is minimal due to the scarcity of viable alternatives at a particular price point.
- Second, the bargaining power of suppliers is also minimal since none own the dominant position for the various hardware subsystems required.
- Finally, software is the largest component in the manufacture and deployment of service robots.

The difficulty with building a mobile robot that will function reliably in any unstructured and variable environment lies not in the hardware or manufacture of the mobile robot itself, its motion controller, or its input devices, but rather in the sophistication, robustness, and efficiency of its controlling artificial intelligence (AI) software.

In the software domain, the Company has two proximate competitors, Mobile Robots, Inc. (previously Activmedia) in the U.S. and Robosoft in France. Both firms have been founded by academics that have very little education and/or experience in sales and marketing. Given the Company's demonstrable breadth and depth in sales and marketing

and "first mover" position in the marketplace, a competitive advantage is presently enjoyed.

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

Raw materials for the manufacture of the Company's product line have been secured from major suppliers not presently focused on the mobile service robot industry. They produce commodity systems and subsystems for the personal computer industry, automotive industry, healthcare, or others. The largest supplier is DigiKey, which has numerous competitors with like goods and quantity pricing. Virtually no supplier is channel captain to the Company.

**F. Dependence on one or a few major customers;**

Since negligible sales have been realized to date, the Company has no major customers.

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

Due to lack of funds, the Company has been unable to secure any patents to date. As part of the operating procedures, The Company utilizes confidentiality and nondisclosure agreements with each employee and consultant and limits access to, and the distribution of, technology and related documentation and information. The Company's confidentiality and non-disclosure agreements include provisions with regard to maintaining ownership of technological developments. All of the Company's technologies have been developed internally. No technologies have been purchased, assigned or licensed from a third party, or any related party.

Confidentiality and nondisclosure arrangements will only give the Company limited protection. If other companies make use of the Company's technology for pecuniary gain, this could be detrimental to profitability and stockholder value. The Company expects to rely on confidentiality and nondisclosure arrangements with their product development suppliers, employees, directors, consultants, licensees and other entities engaged in development of the MSRs and expects to continue to enter into confidentiality agreements with all employees and suppliers. Nonetheless, there can be no assurance that the Company will be able to obtain confidentiality and nondisclosure agreements from all persons from whom we seek them; that courts would grant us remedies under them that are necessary to protect the Company, or hold that they are enforceable, in critical circumstances; that other companies will not acquire and make use of information which the Company considers to be proprietary; that the Company will then have the resources to enforce these agreements; or that any attempt to enforce them would be successful.

Although the Company is not aware of any claim made to date, there is a risk that our technology infringes upon the proprietary rights of third parties. In addition, whether or not our technology infringes on proprietary rights of third parties, infringement or invalidity claims may be asserted or prosecuted against the Company and significant expenses could be incurred in defending them. If any claims or actions are asserted against the Company, we may be required to modify our technology or seek licenses for

these intellectual property rights. The Company may not be able to modify the technology or obtain licenses on commercially reasonable terms, in a timely manner or at all. Failure to do so could adversely affect the business.

The Company has not secured any patent intellectual property rights due to the historical lack of funds sufficient to secure those protections. The Company has secured numerous trademarks such as CareBot™, CareBotPro™, SecurityBot™, DocBot™, AscBot™ and ChairBot™, for our platforms. In the software domain the Company has secured trademarks such as GeckoNav™, GeckoVerify™, GeckoChat™, GeckoTrak™ and GeckoSuper™. In the hardware domain, the Company has secured trademarks such as CompoundedSensorArray™, GeckoImager™, GeckoOrient™, GeckoSPIO™, GeckoTactileShroud™, and GeckoMotorController™.

The Company plans to secure patents in both hardware and software technologies that the Company has developed which have potential economic value and are not obvious to skilled practitioners in those disciplines. Management believes that keeping them confidential as trade secrets may best protect some software technologies.

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

At this time no government approval that management is aware of is needed. In the event that a need arises, there can be no assurance that the Company will be able to satisfy any new government approval requirements.

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

The Company headquarters is located in the Honey Creek area of Rockdale County, GA. In another, separate, location a 1,800 square foot brick and wood facility was leased for one year at a monthly rate of \$950 for use as their Research and Development laboratory. This facility is also located in the Honey Creek area.

**Part D      Management Structure and Financial Information**

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

**A.      Officers and Directors**

Name	Title
R. Martin Spencer	Chairman, President/CEO and Director
Elaine G. Spencer	Secretary/Treasurer and Director

The above referenced officers and directors can be reached at the Company's main address, as provided on page 1 of this information statement. Please see Item XI for information on compensation of officers and directors and Item XIV for information on beneficial ownership holdings.



R. Martin Spencer, 63. Since founding GeckoSystems over fourteen years ago, Mr. Spencer has led the invention of a comprehensive and complementary suite of robotics hardware and software technologies. He has an extensive business and robotics career spanning decades. As a young adult he was Vice President and General Manager of Mid-America Audio and grew a single consumer electronics store to four profitable locations. His robotics career includes Regional Manager, Harmonic Drive Division of Emhart Corp. where he supported numerous advanced robotic systems research and development projects. Those projects include the successful design and development of the first walking, bipedal robot in the world, known as "CURBi" (for Clemson University Robotic Biped), which was introduced in 1987.

His robotic career was further developed when he was Director of Marketing, Schaefer Magnetics, Inc.(Chatsworth, CA.) In that capacity he supported their aerospace robotics systems development for space flight applications. Later he was Manager, Diversification and Strategic Planning; Hughes Aircraft Corp. (Los Angeles, CA) and was instrumental in their robotic systems development (laser based vision systems) for General Motors automotive "follow safe" cruise controls now on the market. Mr. Spencer holds a bachelor's degree in mathematics with minors in physics and marketing. He also earned a master's degree in business administration from Georgia State University's J. Mack Robinson College of Business, in 1987.

Elaine G. Spencer, 63. Ms. Spencer brings over thirty years of business administration expertise to the Company. She is responsible for managing the daily operations, including corporate communications, assisting with facilities management, and maintaining all corporate records. Prior to joining the Company, Ms. Spencer was the executive assistant to the Director of Study Abroad International Programs at Southwestern University, Georgetown, TX. Her career also includes working nine years at California State University, Northridge, CA as supervisor in the circulation department of the campus library with over a one million volume collection; six years at Delta Airlines in Atlanta, GA; and four years with Pratt and Whitney Aircraft in Atlanta, GA. Ms. Spencer holds a bachelor's degree in psychology from Georgia State University with a minor in management.

**B. Legal/Disciplinary History**

The foregoing persons have not been, within the prior five years, (i) convicted in a criminal proceeding or named in a pending criminal proceeding (excluding minor traffic violations and other minor offenses), (ii) been subject to 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, (iii) been found 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 (iv) have been subject to 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.

**C. Disclosure of Certain Relationships.**

Martin and Elaine Spencer are husband and wife.

**D. Disclosure of Related Party Transactions.**

Other than compensation provided pursuant to an employment agreement or transaction involving an executive officer or director and any related compensation solely resulting from that employment relationship or transaction, there has been only two transactions during the Issuer's last two full fiscal years and the current fiscal year, with no other transactions currently proposed, in which the amount involved in a related party transaction 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/or a transaction which a related person had or will have a direct or indirect material interest.

The following two transactions took place during the last reporting period for the Company:

- R. Martin Spencer sold 100 million (100,000,000) of his Rule 144 shares back to the Company at par value (\$0.001) for a promissory note for \$100,000 plus interest;
- Elaine G. Spencer sold 85 million (85,000,000) of her Rule 144 shares back to the Company at par value (\$0.001) for a promissory note for \$85,000 plus interest.

The following transactions took place during the current reporting period for the Company:

- R. Martin Spencer converted the \$100,000 promissory note for 10,000,000 shares at \$.01 per share. The interest due to date was forgiven.
- Elaine G. Spencer converted the \$85,000 promissory note for 8,500,000 shares at \$.01 per share. The interest due to date was forgiven.

**E. Disclosure of Conflicts of Interest.**

The Company, its officers and directors, are not aware of any conflicts of interest and/or any executive officer or director with competing professional or personal interests.

**Item XII: Financial information for the issuer's most recent fiscal period.**

Unaudited financials, prepared by R. Martin Spencer, who holds a master's degree in business administration, in accordance with generally accepted accounting principles ("GAAP"), are hereby attached as Exhibit "A":

- Balance Sheet for the period ending December 31, 2011;
- Statement of Income (Loss) for the period ending Dec. 31, 2011;
- Statement of Cash Flows for the period ending Dec. 31, 2011;
- Statement of Changes in Stockholders Equity for the period ending December 31, 2011;

- Notes to Financial Statements for the period ending Dec. 31, 2011.

**Item XIII: Similar financial information for such part of the two preceding fiscal years as the issuer or predecessor has been in existence.**

The Company filed its annual report via the OTC Disclosure and News Service, for the periods ending June 30, 2010, and June 30, 2011. The unaudited financials were prepared by R. Martin Spencer, in accordance with generally accepted accounting principles ("GAAP"), and are hereby incorporated by reference:

- Balance Sheets for the periods ending June 30, 2010 and June 30, 2011;
- Statements of Income (Loss) for the periods ending June 30, 2010 and June 30, 2011;
- Statements of Cash Flows for the periods ending June 30, 2010 and June 30, 2010;
- Statements of Changes in Stockholders Equity for the periods ending June 30, 2010 and June 30, 2011;
- Notes to Financial Statements for the periods ending June 30, 2010 and June 30, 2011.

**Item XIV: Beneficial Owners.**

R. Martin Spencer	44,264,464 shares	12.66%
Elaine G. Spencer	36,609,137 shares	10.48%

Percent ownership is based on 349,434,996 shares of common stock issued and outstanding as of December 31 2011.

R. Martin Spencer	2,937 shares	57.59%
Elaine G. Spencer	2,163 shares	42.41%

Percent ownership is based on 5,100 shares of Preferred Class A issued and outstanding as of December 31 2011.

**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 operations, business development and disclosure:**

The Company has engaged the following law firm in preparation of this Information Statement and with respect to its disclosure obligations and the firm will succeed in representation of the Company on its corporate and securities matters:

Jonathan D. Leinwand, P.A.  
20801 Biscayne Boulevard  
Suite 403  
Aventura, FL 33180  
Phone: 954-903-7856

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

**A. Plan of Operation**

1. i. While the Company can satisfy its cash requirements for the next quarter, it will have to raise additional funds in the next twelve (12) months.
- ii. The Company will continue to perform product research and development for its suite of mobile service robot technologies. Existing products such as GeckoNav, GeckoSuper, GeckoChat, GeckoTrak, GeckoScheduler, GeckoSPIO, GeckoOrient, GeckoTactile, GeckoImager, and GeckoMotorController will continue to be improved as well as the Gecko Wheelchair Kit (GWK001). Several other R&D projects cannot be prudently revealed due to competitive reasons.
- iii. In the next twelve months, the Company does not expect any sale of plant and/or significant equipment. The Company does not expect to purchase any physical plant. The Company does expect to purchase one or two vehicles for towing trailers transporting mobile service robots to various trade shows, vendors, prospective dealers and/or distributors, etc. The Company also expects to purchase one or two more trailers custom designed for efficient transport for its product line of mobile service robots.
- iv. As monies raised and prudent cash flow forecasting permits, the Company expects significant growth in the number of employees. However, there are no immediate plans to significantly change the number of employees.

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

Intentionally Omitted. The Issuer had only marginal revenues from operations in the last of fiscal year.

**C. Off-Balance Sheet Arrangements.**

Not Applicable

**D. Risk Factors.**

The following risk factors are provided by the Company to help identify some of the materials risks with investment in the Company. The following list is not comprehensive and does not include those risks, which may not be foreseeable to management at this time. Should any questions arise as to the existence of a particular risk or concern about the information provided herein, the Company is available to answer any questions through the contact information provided in the cover page of this Information Statement.

***Operating losses may continue, which could negatively affect financial results and stockholder value.***

We are a development stage company that has generated negligible revenues and has incurred losses since our formation on December 20<sup>th</sup>, 1999 through December 31, 2011, aggregating approximately \$8,144,625. We have a limited operating history upon which

an evaluation of our prospects can be made. Such prospects must be considered in light of the risks, expenses and difficulties frequently encountered in the establishment of a new company and the development of a new product in an emerging market in a continually evolving industry, as well as the risks, expenses and difficulties encountered in the shift from development to commercialization of a new product based upon innovative technology. We have developed, manufactured, and sold our mobile service robots on a limited basis. There can be no assurance that we will be able to implement successfully its manufacturing and marketing strategies, generate revenues, or ever achieve profitable operations.

***We may need additional financing and, if we are unable to get additional financing when needed, we may not be able to continue as an operating business. Implementing the business plan will require significant amounts of capital.***

Our capital requirements are expected to be ongoing and significant. We have insufficient funds on hand to fund our activities for the next twelve months. In the event our plans change, our assumptions change or prove inaccurate, or other capital resources and projected cash flow prove to be insufficient to fund operations, we could find it necessary to seek additional financing sooner than currently anticipated. Nonetheless there is no assurance that we could successfully obtain additional financing beyond that minimal commitment. Because we are in our early stages of market development, it is quite possible that our anticipated milestones will not be timely met, and our budget may incur substantial cost overruns and delays. Furthermore, our budget does not provide for any unanticipated growth or strategic acquisitions which, although not contemplated, would likely require substantial additional funds should they arise. Without securing additional financing, we may not be able to continue as an operating business.

***Our product (Mobile Service Robots) is a new commercial product and failure of our product to gain significant market acceptance could hurt sales, which would cause negative financial results from operations and stockholder value.***

Our mobile service robots have not been commercially available in any quantity within the industry. Even if the results of the existing and planned pilot projects for the product are entirely satisfactory, there can be no assurances that our products will be perceived as viable with sufficiently broad application to result in its widespread use, or that any significant market for the products will ultimately be achieved. There can be no assurance that the products will ultimately prove effective or attractive enough to ever produce significant revenues or profits for us.

***Increased production costs of the Mobile Service Robots (MSRs) could affect our ability to produce the product at a commercially competitive cost and could cause a detrimental result on or revenues and earnings as well as a decrease in stockholder value.***

Even if the mobile service robot can be adequately and timely manufactured, there can be no assurance that the cost of commercial production of the product can be kept sufficiently low to make the product economically viable or competitive. It is expected to be a continuous challenge to management to keep the costs of production of the product sufficiently low to allow it to be competitively priced but with a sufficient gross margin to obtain a suitable level of profitability for us. Any inability to successfully

produce the product at a commercially competitive cost, particularly in instances in which we have made significant capital expenditures, could have a material adverse effect on us, possibly even leading to its ultimate failure.

***Our competitors could develop products or technologies that could make our products or technologies non-competitive, which could negatively affect sales, financial results from operations and stockholder value.***

The retail market that we plan to enter is a relatively new and emerging market with a number of competitors and potential competitors. We are aware of certain entities that have developed or are developing products that are technologically advanced and may be competitive with our products. These competitors generally have greater research, marketing and financial resources than we do. We expect that the number of similar products competing with our product may increase as such products become more widely recognized and available. In the event that a competitor's products receives market recognition and approval before our products, such competitor will likely have a competitive advantage over us in selling its products into the market. Further, there can be no assurance that we will ever be able to compete successfully in our potential market even if a competitor does not gain an advantage over us.

Rapid technology changes may result in inability to stay competitive and innovative. Our products are subject to risks associated with technological change in an area targeted by large companies in a major industry for new products. There can be no assurance that our competitors will not succeed in developing and patenting products that are more effective than any which have been or are being developed by the Company, or improvements to our product (thus impeding further development of the products by the Company). In addition, the technology incorporated in the Company's products is characterized by change, and developing industry standards may result in product obsolescence or short product life cycles. Accordingly, the Company's ability to compete will be dependent on introducing future products to the market place in a timely manner and on enhancing and improving such products. There can be no assurance that the Company will be able to develop innovative new products to keep pace with technological developments or that the products will not become obsolete.

***We depend on skilled personnel to operate our business effectively in a rapidly changing market, and if we are unable to retain existing or hire additional personnel, our ability to develop and sell our products could be harmed.***

Our success will be largely dependent on the personal efforts of our officers, directors and other key personnel. Competition within the industry for qualified employees and consultants is substantial, and the loss of key personnel or the inability to attract and retain additional skilled personnel required for our activities could put us out of business. There can be no assurance that we will be able to hire or retain such necessary personnel.

***Due to lack of funds, the Company has been unable to secure any patents to date.***

If the Company is unable to adequately protect its intellectual properties, third parties may be able to use their own technology, which could damage the Company's ability to compete in the market, and lower financial results from operations and stockholder value. The Company expects to rely in part on patents, trade secrets, non-disclosure agreements

and copyrights for protection of the intellectual property rights surrounding our Mobile Service Robots and its peripheral software. There can be no assurance that the crucial claims under any future patent applications will ultimately be granted or that the patents will issue, either domestically or internationally, protection; that all critical aspects of our products will be covered by patents; that our products do not and will not infringe on the patent rights and copyrights of others; or that others will not make use of certain of the Company's technologies. There can be no assurance that future patents and copyrights, if any, would be deemed valid if tested or that the Company would have sufficient resources to adequately prosecute claims against those who may infringe upon any patents that may be granted to the Company. The Company has not filed any intellectual property patent applications to date.

***The Company has no product liability insurance and, if the Company is held liable in a products liability lawsuit for amounts in excess of our insurance coverage, the Company could be rendered insolvent.***

Management expects that the Company may be subject to product liability claims. The Company does not have product liability insurance coverage and there can be no assurance that an adequate amount of insurance coverage will be available at reasonable rates, or indeed at all, when the Company commences commercial production of its product. Accordingly, the Company will continue to be subject to various types and degrees of product liability risks for the indefinite future. Should the Company be subject to a major product liability claim without adequate insurance coverage, the financial condition would be adversely affected, perhaps significantly so.

## **Part E Issuance History**

### **Item XVII List of securities offerings and shares issued for services in the last two years.**

The Company continually issues shares, in reliance on one or more of the available exemptions from registration provided under the Securities Act of 1933, as compensation for the officers and directors. The following table illustrates all share issuances within the prior two years for officers and directors:

<b><u>Recipient</u></b>	<b><u>Approximate Date of Issuance</u></b>	<b><u>Shares Issued</u></b>	<b><u>Consideration Provided</u></b>
R. Martin Spencer	September 29, 2010	77,000,000 common shares	President/CEO Remuneration for services rendered
	September 29, 2011	25,000,000 common shares	Debt conversion
	December 19, 2011	20,000,000 common shares	President/CEO Remuneration for services rendered
	December 21, 2011	2,937 preferred shares	Exchanged for 164,452,810 common shares

GeckoSystems International Corporation  
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Elaine G. Spencer	September 29, 2010	57,000,000 common shares	Corporate Secretary/Treasurer Remuneration for services rendered.
	September 29, 2011	15,000,000 common shares	Debt conversion
	December 19, 2011	16,250,000 common shares	Corporate Secretary/Treasurer Remuneration for services rendered.
	December 21, 2011	2,163 preferred shares	Exchanged for 119,793,750 common shares

A restrictive legend has been placed on the certificates or other documents stating that the shares have not been registered under the Securities Act of 1933 and setting forth the restrictions on transferability on the sale of the shares for compliance with applicable securities laws.

Similarly, the Company has engaged in a series of private securities offerings, in reliance on one or more of the available exemptions from registration provided under the Securities Act of 1933, as both compensation to independent consultants providing service for the benefit of the Company and private investors. The following table illustrates such share issuances within the prior two years:

<b><u>Recipient</u></b>	<b><u>Approximate Date of Issuance</u></b>	<b><u>Shares Issued</u></b>	<b><u>Rule 144 Consideration Provided</u></b>
Paul M. Spencer	October 18, 2011	40,471,970 common shares	Debt conversion
Noah Clark, Jr.	August 19, 2010	10,000,000 common shares	Consultant compensation for services rendered
	August 20, 2010	15,000,000 common shares	Debt conversion
	August 18, 2011	24,000,000 common shares	Debt conversion
	December 5, 2011	5,000,000 common shares	Consultant compensation for services rendered
Kevin O'Connor	December 5, 2011	3,200,000 common shares	Consultant compensation for work done on hardware and software
Kato Tsunenon	August 16, 2011	500,000 common shares	Consultant compensation for services rendered



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<b><u>Recipient</u></b>	<b><u>Approximate Date of Issuance</u></b>	<b><u>Shares Issued</u></b>	<b><u>Rule 144 Consideration Provided</u></b>
Robert Dimezza	August 16, 2011	500,000 common shares	Consultant compensation for services rendered
Geoffrey Tucker	January 6, 2010	1,000,000 common shares	Cash investment
	August 19, 2010	1,200,000 common shares	Consultant compensation for services rendered
	August 16, 2011	800,000 common shares	Consultant compensation for services rendered
Hajime Yasumatsu	August 19, 2010	1,000,000 common shares	Consultant compensation for work done with Japanese companies
	August 16, 2011	2,000,000 common shares	Consultant compensation for work done with Japanese companies
	December 5, 2011	2,000,000 common shares	Consultant compensation for work done with Japanese companies
Brailsford Nightingale	December 5, 2011	250,000 common shares	Consultant compensation for work done on software
Chris Verner	August 16, 2011	1,000,000 common shares	Consultant compensation for services rendered
Barbara Kelly	March 18, 2010	30,000 common shares	Cash investment
Karen S. Newsome	August 19, 2010	625,000 common shares	Consultant compensation for work done on hardware.
Edward E. Laczynski	August 19, 2010	625,000 common shares	Consultant compensation for work done on software.
Brad Brooks	August 19, 2010	1,200,000 common shares	Consultant compensation for services rendered
Bo Ekros	August 19, 2010	1,000,000 common shares	Consultant compensation for services rendered
Gary L. and Linda J. Parker	August 19, 2010	600,000 common shares	Consultant compensation for services rendered
David Jimenez	August 19, 2010	10,000,000 common shares	Consultant compensation for work done on design of GeckoShroud™

## **Part F      Exhibits**

### **Item XVIII      Material Contracts**

There was no material contracts issued during this time period.

### **Item XIX      Articles of Incorporation and Bylaws**

#### **A.      Articles of Incorporation.**

A copy of the Issuer's original articles of incorporation and all amendments to the articles are available online and are hereby incorporated by reference as filed via the OTC Disclosure and News Service on October 16, 2008.

#### **B.      By-Laws.**

A copy of the Issuer's by-laws are available online and are hereby incorporated by reference as filed via the OTC Disclosure and News Service on October 16, 2008.

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

Two officers and one former officer sold and/or returned stock to the company under favorable terms resulting in defacto buybacks. R. Martin Spencer exchanged 100,000,000 shares at the par value of \$.001 for a promissory note. Elaine G. Spencer exchanged 85,000,000 shares at the par value of \$.001 for a promissory note. Mark B. Peele, due to not fulfilling his stock vesting requirement, returned 70,765,000 shares. As a result of a lawsuit settlement with ProDec Networks Ltd. in 2009, 125,000 shares originally purchased by ProDec, were also returned to the Company treasury. The total number of shares for all these transactions returned to the Company treasury was 255,890,000.

The Corporation has two classes of shares: Common voting shares and Class A Preferred Convertible shares with super-voting rights. Each Class A Preferred Convertible share is a super-vote calculated at the rate of 71,313 common shares to 1 preferred share. Class A shares may be converted to common shares and will be paid dividends using the same methodology used to calculate super-votes.

Using that methodology, in December 2011 R. Martin Spencer exchanged 209,463,036 common shares for 2,937 preferred shares. Elaine G. Spencer exchanged 154,234,613 common shares for 2,163 preferred shares.

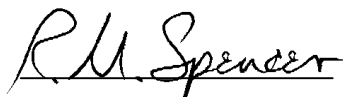
**Item XXI      Issuer's Certifications**

**Certification from Issuer's CEO**

I, **R. Martin Spencer**, certify that:

1. I have reviewed this Amended Disclosure Statement, for period ending December 31, 2011, of GeckoSystems International Corporation;
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: December 31, 2011

A handwritten signature in black ink, appearing to read "R. Martin Spencer", is written over a horizontal line.

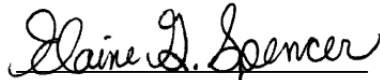
R. Martin Spencer  
President/CEO

### **Certification from Issuer's CFO**

I, **Elaine G. Spencer**, certify that:

1. I have reviewed this Amended Disclosure Statement, for period ending December 31, 2011, of GeckoSystems International Corporation;
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: December 31, 2011

A handwritten signature in black ink, reading "Elaine G. Spencer", written over a horizontal line.

Elaine G. Spencer  
Corporate Secretary/Treasurer

**EXHIBIT "A"**

**Financial Statements  
(For Period Ending December 31, 2011)**

## **EXHIBIT "A"**

**GeckoSystems International Corporation**  
**(A Development Stage Company)**  
**Balance Sheet**  
**As of December 31, 2011**  
**(Unaudited)**

**Assets**

**Current assets:**

Cash	\$ 4,947
Supply inventory (frames, motors, electronics, etc.)	106,024
<b>Total current assets</b>	<b>110,971</b>

<b>Equipment and furniture, net</b>	<b>21,460</b>
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**Other non-current assets**

Employee advances	-
Utility & lease deposits	1,450
Other (See Note 1)	222,591
<b>Total non-current assets</b>	<b>224,041</b>

<b>Total Assets</b>	<b>\$ 356,472</b>
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**Liabilities and Stockholder's Equity**

**Current Liabilities:**

Accounts Payable	647
Accrued Liabilities	964,642
<b>Total current liabilities</b>	<b>\$ 965,289</b>

**Stockholder's Equity**

Common Stock:	7,266,254
Par value: \$0.001 per share	
Authorized: 825,000,000 shares	
Outstanding: 349,620,506 shares	
Deficit accumulated during the development stage	(8,144,625)
<b>Total stockholders' equity</b>	<b>1,234,843</b>

<b>Total Liabilities and Stockholder's Equity</b>	<b>\$ 356,472</b>
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See accompanying notes.

## **EXHIBIT "A," Continued**

**GeckoSystems International Corporation**  
**(A Development Stage Company)**  
**Statement of Income (Loss)**  
**For the Six Months ending December 31, 2011**  
**(Unaudited)**

	For the Six Months ending Dec. 31, 2011	Cumulative during the Development Stage
<b>Revenues</b>	\$ 10,500	\$ 22,328
<b>Expenses</b>		
General and administrative	74,902	3,376,585
Research and development	55,792	4,518,947
Sales and marketing	41,354	177,869
Depreciation	6,581	93,551
<b>Total Expenses</b>	<u>178,629</u>	<u>8,166,953</u>
<b>Net Loss</b>	<u>\$ (168,129)</u>	<u>\$ (8,144,625)</u>

See accompanying notes.

## **EXHIBIT "A," Continued**

### **GeckoSystems International Corporation (A Development Stage Company)**

#### **Statements of Cash Flows**

**For the Six Months ending December 31, 2011**

**(Unaudited)**

	For the Six Months ending Dec. 31, 2011	Cumulative during the Development Stage
<b>Cash flows from operating activities:</b>		
Net loss	\$ (362,867)	\$ (7,976,496)
Adjustments to reconcile net loss to net cash used by operating activities:		
Common stock issued for services rendered	\$ 195,000	\$ 910,361
Common stock issued for stock of predecessor	-	197,172
Depreciation	6,581	93,551
(Increase) decrease in:		
Supply inventory	(8,625)	(88,542)
Employee advances	-	-
Other assets	0	(161,527)
Increase (decrease) in:		
Accounts payable	-	-
Accrued liabilities	108,190	964,642
<b>Total adjustments</b>	<u>301,146</u>	<u>1,915,657</u>
<b>Net cash provided by operating activities</b>	<u>(61,720)</u>	<u>(1,088,838)</u>
<b>Cash flows from investing activities:</b>		
Purchase of equipment and furniture	(685)	(74,620)
<b>Net cash used by investing activities</b>	<u>(685)</u>	<u>(74,620)</u>
<b>Cash flows from financing activities:</b>		
Proceeds from issuance of common stock	62,955	1,559,275
<b>Net cash provided by financing activities</b>	<u>-</u>	<u>1,559,275</u>
<b>Net increase (decrease) in cash</b>	1,235	14,615
<b>Cash, beginning of six month period</b>	<u>3,712</u>	<u>-</u>
<b>Cash, end of six month period</b>	<u><u>\$ 4,947</u></u>	<u><u>\$ -</u></u>
<b>Supplemental disclosure of non-cash investing activities:</b>		
Common stock issued for services rendered	<u>\$ 195,000</u>	<u>\$ 1,181,661</u>
Common stock issued for equipment	<u>-</u>	<u>\$ 10,000</u>

See accompanying notes.



## **EXHIBIT "A," Continued**

**GeckoSystems International Corporation**  
**(A Development Stage Company)**  
**Statement of Changes in Stockholder's Equity**  
**For the Six Months ending December 31, 2011**  
**(Unaudited)**

	<b>Common Stock</b>	<b>Deficit Accumulated during the Development Stage</b>	<b>Total Stockholder's Equity</b>
<b>Balance at Beginning of Six Months</b>	<u>7,008,299</u>	<u>(7,447,253)</u>	<u>1,317,022</u>
<b>Common stock issued for:</b>			
Cash	62,955	0	1,283,669
Compensation	195,000	0	(6,040,413)
<b>Net Income</b>	<u>-</u>	<u>(168,129)</u>	<u>(8,144,625)</u>
<b>Balance at End of Six Months</b>	<u><u>\$ 7,266,254</u></u>	<u><u>\$ (7,615,382)</u></u>	<u><u>\$ 1,234,843</u></u>

See accompanying notes.

GeckoSystems International Corporation  
(A Development Stage Company)  
Notes to The Financial Statements  
As of December 31, 2011

**NOTE 1**

Other assets consist of MSR prototypes valued at \$222,591 after depreciation and amortization.

**NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES**

**General:**

GeckoSystems International Corporation (the “Company”) was incorporated in the state of Delaware in February 2007. The Company has been in the development stage since its formation and is developing low cost mobile robot solutions for both commercial and domestic uses. The Company has had no significant operations since its inception with its activities consisting of organizing the Company, developing a business plan, devoting substantially all of its efforts to research and development, and raising its initial capital to support these efforts.

In the opinion of management all adjustments necessary for a fair statement of results for the periods presented have been included. All such adjustments are a normal and recurring nature.

**Business risk and liquidity:**

As shown in the accompanying financial state statements, the Company incurred a net loss of \$168,129 for the six (6) months ending on December 31, 2011 and has a deficit accumulated in the development stage of \$8,166,953 and cash of \$4,947 as of December 31, 2011. The Company anticipates incurring additional losses in the future as it continues research and development of its mobile service robots. To achieve profitability, the Company, alone or with others, must successfully commercialize its mobile service robots and successfully manufacture and market such mobile service robots. The time required to reach profitability is highly uncertain, and there can be no assurance that the Company will be able to achieve profitability on a sustained basis, if at all.

The Company has incurred negative cash flows from operations since its inception; the Company has expended and expects to continue to expend in the future, substantial funds to complete its planned product development efforts. The Company expects that its existing capital resources, including the funds received pursuant to the public placement will be adequate to fund the Company’s projected operations through the next year. No assurance can be given that the Company will not consume a significant amount of its available resources before that time. Management plans to continue to conduct its business and monitor expenditures. There can be no assurance that the Company’s financing efforts will be successful. If adequate funds are not available, the financial position and results of operations will be materially and adversely affected.

These factors raise substantial doubt about the Company’s ability to continue as a going concern. The financial statements do no include any adjustments that might result from the outcomes of the uncertainty.

**Basis of accounting:**

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States and conform to the standards applicable to development stage companies. The Company's fiscal year ends June 30.

**Supply inventory:**

Supply inventory is comprised primarily of raw materials and subassemblies and is carried at cost based upon the specific item identification method.

**Equipment and furniture:**

Equipment and furniture are stated as cost less accumulated depreciation. Depreciation is recognized using accelerated methods over the estimated useful lives of the assets which approximate the straight-line-method.

Maintenance and repairs are charged to operations when incurred. Betterments and renewals are capitalized. When equipment is sold or otherwise disposed of, the asset account and related depreciation are relieved, and any gain or loss is included in operations.

**Estimates:**

The preparation of financial statements in conformity with generally accepted accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenue and expenses during the year. Particularly susceptible to estimation is the fair value of services rendered for common stock. Actual results could and usually do differ from those estimates.

**Research and development costs:**

Research and development costs are expenses as incurred and consist primarily of salaries, supplies, and laboratory expenses.

**Advertising and marketing costs:**

Advertising and marketing costs are charged to operations when incurred.

**Start-up costs:**

Start-up costs include legal and professional fees. In accordance with Statement of Position 98-5, "Costs of Start-up Activities," these costs have been expensed as incurred.

**Stock-based compensation:**

The Company accounts for the issuance of common stock for services rendered and for equipment based upon the fair market value of the services or equipment at the time provided.

**New accounting Pronouncements:**

In May 2003, the Financial Accounting Standards Board ("FASB") issued statements of Financial Accounting Standards No. 150 (SFAS 150), "Accounting for Certain Financial Instruments with Characteristics as both Liabilities and Equity." SFAS 150 establishes standards for classification and measurement of certain financial instruments with the characteristics of both liabilities and equity. SFAS 150 requires financial instruments with its scope to be classified as a liability (or an asset in some circumstances). Many of those financial instruments were previously classified as equity. SFAS 150 is effective for financial instruments entered into or modified after May 31, 2003. For financial instruments created before and still existing as of the issuance of this statement, a cumulative effect of change in accounting principle is required to be reported upon implementation in the first interim reporting period beginning after June 15, 2003. The Company does not currently have any financial instruments that would fall under the scope of SFAS 150.

In December 2002, the FASB issued SFAS No. 148, which provided alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation. SFAS No. 145 also requires that disclosure of the pro forma effect of using the fair value method of accounting for stock-based employee compensation be displayed more prominently and in tabular format. Additionally, SFAS No. 148 requires disclosure of the pro forma effect in interim financial statements. The transition requirements of SFAS No. 148 are effective for the Company's fiscal year 2003. The Company currently does not offer stock options or warrants.

In November 2002, the Emerging Issues Task Force ("EITF") reached a consensus on issue No. 00-21, "Revenue Arrangements with Multiple Deliverables." EITF Issue No. 00-21 provides guidance on how to account for arrangements that involve the delivery or performance of multiple products, services and/or rights to use assets. The provision of EITF Issue No. 00-21 will apply to revenue arrangements entered into in fiscal periods beginning after June 15, 2003. The Company currently does not deal in any revenue arrangements with multiple deliverables.