

***Globalgroup Investment Holdings,  
Inc.***

(a Nevada corporation)

6860 N. Dallas Parkway Suite 200  
Plano, Texas 75024

[www.globalgroupinvestmentholdings.com](http://www.globalgroupinvestmentholdings.com)

Phone: 972-205-2195

E-mail: [frackers@globalgroupinvestmentholdings.com](mailto:frackers@globalgroupinvestmentholdings.com)

**INITIAL COMPANY INFORMATION AND  
DISCLOSURE STATEMENT**

**Company Information for Fiscal Quarter March 31, 2012**

**REQUIRED TO CONFORM WITH THE PROVISIONS OF  
THE PINK SHEETS ISSUERS DISCLOSURE STATEMENT**

**May 22, 2012**

Current Information Regarding

***Globalgroup Investment Holdings, Inc.***

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

**PART A  
GENERAL COMPANY INFORMATION**

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

The exact name of the issuer is Globalgroup Investment Holdings, Inc. (“we,” “us,” “our” or the “Company”). We were incorporated in the State of Nevada as a business combination related company on March 12, 2012 after having been originally incorporated on June 27, 1997 under the name of July Project III Corp in Florida and changed our name to Globalgroup Investment Holdings, Inc. on October 18, 2000.

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

6860 N. Dallas Parkway Suite 200  
Plano, Texas 75024  
www.globalgroupinvestmentholdings.com  
Phone: 972-205-2195  
E-mail: frackers@globalgroupinvesmentholdings.com

**ITEM 3 THE STATE OF INCORPORATION:**

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

**PART B  
SHARE STRUCTURE**

**ITEM 4 THE EXACT TITLE AND CLASS OF SECURITIES OUTSTANDING:**

Common Stock  
CUSIP No.: 37941D 10 5  
Trading Symbol: GIHI

Preferred – none outstanding

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

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

## Common Stock:

The par value of the Company's Common Stock is \$0.001 per share with 1,000,000,000 shares authorized. Each share of common stock entitles the holder to one vote on each matter submitted to a vote of our stockholders, including the election of directors. There is no cumulative voting. Subject to preferences that may be applicable to any outstanding preferred stock, stockholders are entitled to receive ratably such dividends, if any, as may be declared from time to time by the Board of Directors. Stockholders have no preemptive, conversion or other subscription rights. There are no redemption or sinking fund provisions related to the common stock. In the event of liquidation, dissolution or winding up of Company, stockholders are entitled to share ratably in all assets remaining after payment of liabilities, subject to prior distribution rights of preferred stock, if any, then outstanding.

## Preferred Stock:

The par value of the Company's Preferred stock is \$0.001 with 20,000,000 shares authorized. The powers, preferences and rights of the Preferred stock and any qualifications, limitations or restrictions will be determined by the board upon issuance.

There are extraordinary provisions in the Company's Articles or Bylaws that would delay, defer or prevent a change in control of the Company. The authorized but unissued shares of our common and preferred stock are available for future issuance without our stockholders' approval. These additional shares may be utilized for a variety of corporate purposes including, but not limited to, future public or direct offerings to raise additional capital, corporate acquisitions and employee incentive plans. The issuance of such shares may also be used to deter a potential takeover of Company that may otherwise be beneficial to stockholders by diluting the shares held by a potential suitor or issuing shares to a stockholder that will vote in accordance with Company's board of directors' desires. A takeover may be beneficial to stockholders because, among other reasons, a potential suitor may offer stockholders a premium for their shares of stock compared to the then-existing market price.

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

As of our most recent fiscal quarter ended March 31, 2012 we had 100,000,000 Common Shares authorized, 87,597,500 Common Shares issued and outstanding and 20,000,000 Preferred Shares authorized, with none outstanding. As of December 31, 2011 we had 50,000,000 Common Shares authorized, 27,597,500 Common Shares issued and zero (0) Preferred Shares authorized. As of December 31, 2010 we had 50,000,000 Common Shares authorized, 27,597,500 Common Shares issued and zero (0) Preferred Shares authorized.

## **ITEM 7 THE NAME AND ADDRESS OF THE TRANSFER AGENT:**

Action Stock Transfer Corp.  
2469 E. Fort Union Blvd, Suite 214  
Salt Lake City, UT 84121  
Attn: Justeene Blankenship  
Ph: 801-274-1088

Fax: 801-274-1099

Action Stock Transfer Corp is registered under the Securities Exchange Act of 1934 and regulated by the SEC.

## **PART C BUSINESS INFORMATION**

### **ITEM 8 THE NATURE OF THE ISSUER'S BUSINESS:**

#### **A. BUSINESS DEVELOPMENT**

Since inception GlobalGroup has operated as a diverse holding company having initially developed an operational infrastructure consisting of two divisions; financial services and equity holdings with the acquisition of One44.com, Inc. in 2000. In 2012, we divested our prior holdings by rescission and acquired Sovereign Oil, Inc. and PcPayTech, LLC.

#### **PcPAYTECH**

PcPayTech LLC (PPT) is a proprietary technology solutions provider that has developed Global**LOK<sup>™</sup>**, a unique software solution that addresses the payment collection challenges associated with rent to own, pay as you go and no-credit-check computer programs. The technology has been expanded for applications such as corporate networks where millions of employees and contract personnel are remotely deployed with desktops or laptops that need to be monitored or controlled.

#### **Brief Operational Overview**

Global**LOK<sup>™</sup>** is an executable file solution that enables real-time deactivation and re-activation of any PC with Windows XP, Vista or Win7 OS.

#### **Rent-to-Own, Layaway and other Pay-As-You-Go markets**

The Global**LOK<sup>™</sup>** software can be installed by the manufacturer or the client individually – prior to delivery to the individual consumer. The technology is coded according to the client's preset payment schedule and it remains invisible as long as all consumer payments are made on time. If the consumer fails to pay by the preset interval it will automatically shut the PC down. Upon restart the system will only boot to the "payment code" splash screen containing instructions on "how to make a payment". After which the customer can unlock the system within one hour of completing a cash payment transaction at any MoneyGram location nationwide, including Wal-Mart, and manually entering a code that is provided with their payment receipt. As an alternative the customer can process their payment through their bank account but would have to wait several banking days before the payment would clear and be credited to their account. When the consumer has completed their full payment requirement the security code will "unlock". .

Our prospective clients in this space offer credit challenged individuals the ability to receive a new desktop or laptop with little down payment and make payments over time on the balance owed. The Global**LOK<sup>™</sup>** program assures that for our client's customer to have continued use of the PC their payments must be made on time. This improves collection ratios and also reduces client staffing resources needed to track down delinquent customers.

## **Corporate Networks**

In corporate network applications Global**LOK™** addresses a key factor which has been a barrier for management – fear and mistrust. The technology helps monitor and control performance of telecommuters and other remote employees with whom corporate assets such as laptops are deployed. The software can be coded according to customizable parameters desired by the corporate network administrator.

The US Census Bureau recently completed a survey showing there are over 50 million US employer jobs that are compatible for telecommuting or work-at-home; but less than 3 million are actually in place. Telecommuting has grown by 61% in the last 6 years, and is expected to grow another 69% to almost 5 million telecommuters by 2016.

Global**LOK™** addresses a key factor which has been a barrier for corporate management – fear and mistrust of the telecommuter. While there may be several reasons for the mistrust– Global**LOK™** helps monitor and control performance of the remote employee with whom corporate assets such as laptops are deployed.

## **Global**LOK™** - Provider Overview**

The PPT strategy is to offer Global**LOK™** to clients already sourcing their PCs for their clients. But in addition, a relationship has been nurtured with a leading retail and online equipment provider to assist in the provisioning of PCs and other electronics merchandise for our clients. Our contractual relationship with this Fortune 1000 company and leading retailer of brand name and private label products provides advantageous wholesale access to personal computers, notebook computers, computer-related accessories and consumer electronics. With this supplier all systems are built and orders are serviced in the US. Our contract provides PCs that can be built to order and eliminates the need for either PPT or our client to maintain inventory.

## **Global**LOK™** – Market**

The moniker used for our target market is “sub prime” which currently is the largest percentage of the credit hierarchy pie and continues to show no signs of slowing. The purchasing power this market segment possesses is unbelievable and has little or virtually no competition in this space. The market is estimated to exceed 40 million households who are credit challenged or unbanked and are unable to shop online the same way as persons with credit cards. The Hispanic market alone comprises \$1 Trillion in purchasing power with a large percentage of those individuals without credit cards.

## **“No-Credit-Check” offers – Past Challenges**

Historically the problem is not a lack of consumer interest in the offer. In reality the problem has been for marketers to find a financially feasible way to force the sub-prime customer to continue to make payments once a system is shipped. This problem exists with many other firms who have introduced similar programs such as Blue Hippo, in that the company does not have a way to enforce payment after shipment. This holds true with several other companies mentioned below which have entered the sub-prime marketplace with the intention shipping products prior to receiving payment in full. However, the result has been proven time and time again that once the customer receives the unit the persistency of receiving the remaining

installments is very small. This in turn leads to instituting a large scale and expensive payment collection/recovery system. Meanwhile, the consumer continues to enjoy the use of the PC but the company cannot economically recover it because in many cases the PC cannot be located and repossessed.

Market Segments: The optimum level of payment security resides in our proprietary PC systems and Global**LOK™** has many applications where windows XP, Vista or Win7 OS are utilized such as:

Rent-to-Own companies such as Rent-A-Center and Aaron Rents; the Global**LOK™** code can be installed on computers rented by these companies, and used to also assure payments for other merchandise such as TVs and DVD players when a PC is bundled with them.

Computer Layaway companies such as Tronix Country, EZ-Pay Computers, MyComputer Club, Gallery HomeStore, and many others: The Global**LOK™** code can be installed on computers placed on extended payment plans by these companies, and used to also assure payments for other merchandise such as TVs and DVD players when a PC is bundled with them. Research has shown that these companies collectively place approximately 10,000 new PCs per month.

Other Extended Payment companies: Any providers of PCs on extended payment terms can utilize the Global**LOK™** to assure payments from their customers. If PCs are bundled with other services then the Global**LOK™** becomes attractive payment protection for many other service oriented industries.

Future Applications: Items such as big screen TVs and other media related products offer tremendous opportunity for expansion of Global**LOK™** software. We are targeting these products and will introduce a Global**LOK™** type of software application for these fast moving product lines during 2012.

## **SOVEREIGN OIL**

Sovereign commenced operations in 2007 as a fuel trading and fuel marketing subsidiary of Voyager Petroleum, Inc. (VYGO). Following the sale of its shares in 2012, Sovereign was acquired by the Company in a reverse acquisition on March 9, 2012.

In its early operations, Sovereign Oil had a lease agreement with North American Refining Co and monthly revenues in excess of \$100,000 a month as it sought to become a petroleum-based lubricant company that refines, blends, bottles, and distributes to the automotive and manufacturing aftermarket with established regional distribution channels and continues that objective today.

1. The exact name of the issuer is Globalgroup Investment Holdings, Inc. (“we,” “us,” “our” or the “Company”).
2. We were incorporated in the State of Nevada as a business combination related company on March 12, 2012 after having been originally incorporated on June 27, 1997 under the name of July Project III Corp in Florida.
3. Name changed to Globalgroup Investment Holdings, Inc. on October 18, 2000.

4. We have never been in bankruptcy, receivership or any similar proceeding.

5. In March 2012, the Company exited from the financial services sector by rescinding its acquisition of One44.com, Inc. and acquired an oil and fuel marketing company, Sovereign Oil, Inc. on March 9, 2012. On April 5, 2012, Globalgroup Investment Holdings, Inc. acquired PcPayTech LLC., a Texas limited liability corporation, that had been operating as a computer software company focused on the payment collection challenges associated with rent to own, pay as you go and no credit check computer programs.

6. None

7. see 5 above.

8. see 5 above.

9. see 5 above.

10. None

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

## **B. BUSINESS OF ISSUER**

Globalgroup Investment Holdings, Inc., operates as a diverse holding company having initially developed an operational infrastructure consisting of two divisions; financial services and equity holdings with the acquisition of One44.com, Inc. in 2000. In 2012, we divested our prior holdings by rescission and acquired Sovereign Oil, Inc. and PcPayTech, LLC and began to focus primarily on the PcPayTech business as a computer software company focused on the payment collection challenges associated with rent-to-own, pay-as-you-go and other computer layaway offers for fiscally challenged consumers.

### **SIC CODES**

1. Our SIC codes are: 6141 – Personal Credit Institutions and 5961 – Retail Catalog.

### **CONDUCTING BUSINESS**

2. The Company is currently conducting business operations.

### **SHELL COMPANY STATUS**

3. The Company has never been a shell company.

### **SUBSIDIARY**

4. The Company subsidiaries are included in the financial statements attached to this

disclosure statement. The subsidiaries are: PcPayTech LLC, which owns and operates our business as a computer software company focused on the payment collection challenges associated with rent-to-own and pay-as-you-go computer programs; Sovereign Oil, Inc. which engages in fuel trading and petroleum marketing.

#### **GOVERNMENT REGULATIONS**

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

#### **RESEARCH AND DEVELOPMENT**

6. The company has not spent any time in the past two years on research and development activities.

#### **ENVIRONMENTAL MATTERS**

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

#### **EMPLOYEES**

8. As of the date hereof we have three (3) employees including our management. We anticipate that if we receive financing we will hire additional employees in the areas of marketing, labor, accounting, regulatory affairs, legal and administrative.

#### **ITEM 9 THE NATURE OF PRODUCTS OR SERVICES OFFERED:**

See Item 8, above and the following:

##### **GlobalLOK™ Technology**

GlobalLOK™ is an executable file solution that enables real-time deactivation and re-activation of any PC with Windows XP, Vista or Win7 OS.

The GlobalLOK™ software can be installed by the manufacturer or the client individually – prior to delivery to the individual consumer. The technology is coded according to the client’s preset payment schedule and it remains invisible as long as all consumer payments are made on time. If the consumer fails to pay by the preset interval it will automatically shut the PC down. Upon restart the system will only boot to the “payment code” splash screen containing instructions on “how to make a payment”. After which the customer can unlock the system within one hour of completing a cash payment transaction at any MoneyGram location nationwide, including Wal-Mart, and manually entering a code that is provided with their payment receipt. When the consumer has completed their full payment requirement the security code will “unlock”.

##### **GlobalLOK™ – Payment Platform**

The GlobalLOK™ platform will be hosted on PCI compliant dedicated PPT servers. The platform is robust in value added features and infinitely scalable for rapid growth ability

including:

- API to post payments to payment code server
- MoneyGram (MG) bill pay suite integration to collect late cash payments
- Automated posting of all MG cash payments to payment code server for late payments
- Ongoing database changes and updates to payment code server
- Optional IVR platform for customers to retrieve payment code after MG cash payments
- Ongoing support and maintenance

## **Overview**

Global**LOK**<sup>™</sup> software prevents access to a computer system if the customer fails to fulfill their financial promise to purchasing the system

## **Primary Client Benefits**

- Allows "pay-as-you-go", rent-to-own marketing companies the comfort to offer computers on a payment plan to fiscally challenged individuals that cannot afford to purchase a computer at full price
- Increases the number of sales by making computer systems available to a new class of people: those who could not normally afford them.

## **Primary Features**

- Global**LOK**<sup>™</sup> software with unique time-sensitive payment code provides secure payment functionality both online and offline.
- Fully automated installation with maximum flexibility facilitating an easy integration in any environment i.e., computer manufacturer's, or rent to own fleet of PCs.
- Seamless, transparent, and efficient implementation that does not interfere with the user's computing experience or the system's performance.
- Tamper detection helps to prevent compromising the security software.
- Designed for the latest version of Windows with hardware independence provides compatibility with most computer systems sold on the market today.

## **How It Works**

### **Installation**

Global**LOK**<sup>™</sup> is an implementation of the time-sensitive payment code logic software. It's installed onto the computer system either during the manufacturer's load process or any other time before being received by the end user. Not only does it support a fully automated installation for manufacturers, but also a manual installation which can be used for individual scenarios. The automated installation provides maximum ease and flexibility for implementation into any automated load or production environment for computer systems.

### **Customer Payments**

For each payment made towards the computer, the proprietary algorithm will generate an 8-10 digit payment code that is valid for a specific time period. When that time period has elapsed, the payment code becomes expired and access to the computer system will be restricted, forcing the customer to make a payment before regaining access to the computer.

## **Locked Computer**

When access to a computer is restricted due to lack of payment, a forced log off will occur that ends the current user's session. Global**LOK**<sup>™</sup> intercepts the logon process requiring a valid payment code before a logon operation can continue, preventing interactive use of the system.

Once a valid payment code is entered manually or downloaded automatically, the logon operation is allowed to complete and the user regains full access to the computer as long as a valid payment code is maintained.

### **Online Functionality**

If the computer system maintains an internet connection and the customer consistently makes their payments on time, the software will acquire their payment code for each payment automatically, providing a fully transparent experience.

Additional details are available to a customer with an internet connection, such as account information, payment history, and a convenient list of payment locations which are geographically closest to them.

### **Offline Functionality**

If the computer system does not maintain an internet connection, the user will receive a payment code for each payment made and can enter it manually into the software. While this scenario is not quite as transparent, it's still just as effective.

The additional customer details are cached onto the local machine so they can still be viewed when offline.

### **Security**

Global**LOK**<sup>™</sup> takes measures to secure itself onto the computer and protect the critical aspects of the system through driver level software. This makes the software as difficult to compromise as possible, and it's concluded that it's impossible for the target user class to accomplish. Additionally, Global**LOK**<sup>™</sup> detects when a user makes attempts to compromise the software and can optionally warn and/or lock the machine permanently in the case of successive attempts.

Global**LOK**<sup>™</sup> security is also active in Safe Mode.

### **Server**

The server is managed and maintained by PcPayTech. It provides automatic and transparent retrieval of the payment code, customer information, and software updates. While the server provides additional functionality and convenience to the customer and the software, Global**LOK**<sup>™</sup> is technically functional without it for peace of mind.

### **Performance**

Global**LOK**<sup>™</sup> is extremely light-weight and efficient software. It has no measureable impact on the performance of even slower computer systems.

### **Software Requirements Specification**

This Software Requirements Specifications provides complete details of all the functions and constraints for Secure Pay

### **User Classes and Characteristics**

This product's implementation will be targeting the typical home computer user who cannot afford to purchase a computer system at full price at one time. It is assumed that the target user class is capable of operating the computer system to its full potential, but contains little technical knowledge about the computer system hardware and software installed.

### **Operating Environment**

Global**LOK**<sup>™</sup> should be designed for Microsoft Windows XP, Vista or Windows 7 desktop operating systems intended for individual home use. It is compatible with common hardware configurations, the new User Account Control security feature in Windows, and peacefully coexists with anti-virus software.

### **Transparent Existence**

Global**LOK**<sup>™</sup> is only visible when a customer is restricted from the operating system. Customers that consistently meet their financial obligations maintaining a valid payment code should never see the software.

### **Lockout Notification**

If a customer's payment code will expire soon, they will be prompted with a notifications reminding them to make a payment.

Global**LOK**<sup>™</sup> displays a 72 hour reminder notification.

Global**LOK**<sup>™</sup> displays a 48 hour reminder notification..

Global**LOK**<sup>™</sup> displays a 24 hour reminder notification.

### **External Interface Requirements**

#### **User Payment Code Interface**

Provides an interface for the customer to enter a payment code manually. This will allow the customer to unlock the computer with a valid payment code when no internet connection is available to download the code automatically.

#### **Session Functions Interface**

Provides an interface for the customer to perform necessary session or power operations when access is restricted, such as Log Off Windows, Restart Windows, Shutdown Windows

#### **Customer Information Interface**

Provides an interface to view the following customer specific information provided by the server: Customer Information, Account Information, Payment History, Payment Locations

#### **Company Logo**

The system dedicates a specified area for displaying a client's company logo. This will allow the software to be branded dynamically.

#### **Screen Resolutions and Aspect Ratios**

Global**LOK**<sup>™</sup> provides a legible user interface to the customer at all common screen resolutions and aspect ratios.

### **Other Nonfunctional Requirements**

#### **Performance Requirements**

Global**LOK**<sup>™</sup> uses minimal system resources while running in the background with no visible performance degradation in any aspect of the system while access is allowed.

## **SOVEREIGN OIL**

Sovereign Oil, Inc. commenced operations in 2007 as a fuel trading and fuel marketing subsidiary of USA Recycling Industries, Inc. (USRI) fka Voyager Petroleum, Inc. Following the sale of its Sovereign shares by USRI in 2012, Sovereign was acquired by the Company in a reverse acquisition on March 9, 2012.

In its early operations, Sovereign Oil had a lease agreement with North American Refining Co and monthly revenues in excess of \$100,000 a month as it sought to become a petroleum-based lubricant company that refines, blends, bottles, and distributes to the automotive and manufacturing aftermarket with established regional distribution channels and continues that objective today.

### **TRADEMARKS – TRADE NAMES**

None.

### **ITEM 10 THE NATURE AND EXTENT OF THE ISSUER’S FACILITIES:**

Our headquarters are located at:

6860 N. Dallas Parkway Suite 200  
Plano, Texas 75024

<http://www.globalgroupinvestmentholdings.com>

- Phone: Phone: 972-205-2195
- Fax: 972-265-7995
- E-mail: [frackers@globalgroupinvestmentholdings.com](mailto:frackers@globalgroupinvestmentholdings.com)

Corporate offices are located in prominent high-rise business facility; currently monthly office expenses do not exceed \$1000. The technical nature of the business lends itself to virtual interaction with contracted personnel and partners to reduce direct overhead expenses.

## **PART D MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION**

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

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

<u>Name</u>	<u>Age</u>	<u>Position</u>
Fred Rackers	68	Chairman, President, Director
Teresa Jackson	48	Secretary, Treasurer

A. Officers and Directors.

CHAIRMAN OF THE BOARD, PRESIDENT

1. FRED RACKERS

Mr. Rackers has been at the marketing forefront of emerging technologies within the telecommunications, financial services and other industries for over 30 years. He has lead teams that launched several innovative new ventures including telecom switching systems for long distance carriers, live operator services to the hospitality and payphone industries, wholesale VoIP services, and stored value (debit) card services. He has held key positions with such companies as DSC Communications, International Telecharge and NetVoice Technologies, in addition to forming and running his own independent telecom and financial services marketing agency. With a keen understanding of the intricacies of specific technologies and a vision of the wider enterprise tactical needs, Mr. Rackers brings strong skills in strategic planning and project implementation.

Since August 2007, Mr. Rackers has been Vice President - Business Development for BenefitLogix, LLC, a national provider of private label loyalty, reward and incentive packages and a developer of technology solutions for online performance marketers. BenefitLogix markets to a wide range of clients including credit/debit card providers, fortune 1000 companies and online marketing agencies to create or enhance revenue generation potential by embedding cause-related benefits into membership programs. He has managed numerous operational, administrative and marketing initiatives dealing with partner relationships, and general business development of services.

In addition to his involvement with numerous technical product rollouts, his entrepreneurial spirit drives a cooperative approach based on building consensus and gaining buy-in from diverse groups. Mr. Rackers has also played an integral part in the creation of the Global**LOK**<sup>™</sup> platform which has been developed by PcPayTech, LLC and has now become a catalyst for the future growth of Globalgroup product offerings.

He holds a BS in Business Administration from University of Missouri - St. Louis.

2. 3800 Carrizo Dr, Plano, TX 75074

3. Employment History (five years)

BenefitLogix, LLC August, 2007 to present (4 years – 9 months)

eCommLink, Inc. November, 2006 to August, 2007 (9 months)

4. Board members and other affiliations

None

5. Compensation by the issuer

\$10,000 per month salary plus expenses

6. Number and class of securities beneficially owned

18,750,000

SECRETARY, TREASURER, DIRECTOR

TERESA JACKSON:

Ms. Jackson has been active in O&G secondary recovery with leases in Kansas and Texas, specializing in low-risk shallow well rework opportunities. Ms. Jackson has purchased several leases in Wilson County Kansas and has over 25 wells producing or in secondary recovery operations under development. Ms. Jackson and Marta Oil have developed a successful program for lease and well acquisition which includes an extensive on location personal review of all potential land lease purchases. Marta Oil has been successful in developing a rock-solid method of working with industry partners and has aligned itself with Multiplex Resources, Inc. of Houston, TX for all drilling, completion and production of both Oil and Gas operations. Ms. Jackson has been active in the Real Estate industry for nearly 20 years as both a successful Investor and a licensed Real Estate Broker. Ms. Jackson previously owned and operated a successful Mortgage Banking/Brokerage firm and Escrow company from 1992 – 2007. Ms. Jackson, President of Global Wealth Group, Inc., has been in the Real Estate and Mortgage Banking industry for 20 years. Her commitment to excellence, strong work ethic, and effective communication skills have made her a respected industry professional. GWG was established to serve a niche in the market place by providing investors with a wide range of investment opportunities in Distressed Real Estate and Alternative Energy.

2. 14 Monarch Bay Plaza Suite 335, Monarch Beach, CA 92629

3. Employment History (five years):

President/CEO Marta Oil & Gas Corp - December 2010 – Present (1 year 4 months)

COB AER Energy Resources, Inc. - May 2010 – Present (1 year 11 months)

President Global Wealth Partners, Inc. - January 2008 – Present (4 years 3 months)

International Real Estate Investments & Other Passive Investments - Director/COB EFC Realty - August 2004 – December 2007 (3 years 5 months)

Director/COB Easyfunding.com - November 1992 – December 2007 (15 years 2 months)

Mortgage Banker/Broker - President Easyfunding.com Escrow August 2004 – September 2007 (3 years 2 months)

4. Board memberships and other affiliations: See #3 above.

5. none

6. -0- shares of common

DIRECTOR

SCOTT OWEN:

Scott brings 25 years of aggressive Direct and Channel Sales, Operations and Business Development leadership to Channelinsight. He has specialized in bringing emerging technologies to market by building high performance, well-trained direct and channel sales teams. He has considerable experience with Fortune 500 and 1000 companies across a wide array of service and technology verticals including High Tech, Telecom, Finance and Healthcare. His negotiation skills have resulted in multi-million dollar, multi-year contracts including a \$320 million deal transacted over 3.5 years. Scott holds degrees from Seattle Pacific University and the Dallas Theological Seminary.

2. 19515 St Giles Ct., Monument, CO 80132
3. Employment History (five years):

SVP, Global Sales and Alliances	- Channelinsight	Aug. 2011 - Present
Chief Sales and Marketing Officer	- IP Commerce	2008-2010 (2 years)
VP, Global Alliances	- Sterling Commerce	2006-2008 (2 years)
VP, Sales and Business Dev	- DST Systems	2003-2005 (2 years)
4. Board memberships and other affiliations: see three above.
  - a. Advisory Board Member – A2O Mobile
  - b. Board Member – Silver Mountain Properties, Inc
5. none
6. 18,750,000 shares of common.

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

- 1 A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses) NONE;
- 2 The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities NONE;
- 3 A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated NONE;
- 4 The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities NONE.

C. Disclosure of Family Relationships. NONE

D. Disclosure of Related Party Transactions. NONE

E. Disclosure of Conflicts of Interest. NONE

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

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

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

See Item 12 above.

**ITEM 14 BENEFICIAL OWNERS. –**

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

<b>Title of Class</b>	<b>Name and Address Of Beneficial Owner</b>	<b>Amount and Nature Of Beneficial Ownership</b>	<b>Percent Of Class</b>
Common	Fred Rackers 3800 Carrizo Drive Plano, TX 75074	18,750,000	4.32%
Common	Scott Owen 19515 St Giles Ct Monument, CO. 80132	18,750,000	4.32%
Common	Teresa Jackson 14 Monarch Bay Plaza Suite 335 Monarch Beach, CA 92629	-0-	-0-
Common	Stanley F. Wilson 6711 East Camelback Road #17 Scottsdale, Arizona 85251	75,000,000	17.29%
Common	Better Bodies, Inc. 99 Fountainhead Circle Henderson, NV 89052	25,000,000	5.77%
Common	Harold Davis 1108 River Park Drive Arlington, Texas 76006	76,305,000	17.60%
Common	James A. Johnson	30,945,000	7.14%

15204 Country Acres  
Lindale, TX 75771

Common	Officers & Directors as a Group	37,500,000	8.64%
--------	---------------------------------	------------	-------

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

Investment Banker: None

Promoters: None

Legal Counsel:

Accountant or Auditor:

Wayne Bailey  
99 Fountainhead Cir.  
Henderson, NV 89052

Public Relations Consultants: None

Investor Relations Consultants: None

Any Other Advisors: None

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

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

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

See 8 and 9 above and the following:

**Globalgroup Investment Holdings, Inc.**, operates as a diverse holding company having initially developed an operational infrastructure consisting of two divisions; financial services and equity holdings with the acquisition of One44.com, Inc. in 2000. In 2012, we divested our prior holdings by rescission and acquired Sovereign Oil, Inc. and PcPayTech, LLC and began to focus primarily on the PcPayTech business as a computer software development company focused on the payment collection challenges associated with rent to own, pay as you go and no credit check computer programs.

1. Full fiscal Years. Since acquiring Sovereign Oil, Inc. and PcPayTech, LLC in 2012, we have experienced improved financial condition through PcPayTech software and projected revenues from the PcPayTech business as well as the prospects for the current oil and gas marketplace.

i. None.

ii. None.

iii. None.

iv. None.

v. None

vi. None

vii. None

2. Interim Periods.

Since the end of our last fiscal year and comparable period, the Company has seen its assets and revenues increase through the acquisition of PcPayTech, LLC and Sovereign Oil, Inc.

C. Off-Balance Sheet Arrangements.

None

## **PART E ISSUANCE HISTORY**

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

On March 12, 2012, we issued 60,000,000 shares of our common stock in exchange for 100% of the issued and outstanding shares of Sovereign Oil, Inc. On April 5, 2012 we agreed to issue 150,000,000 shares to acquire 100% of the member owner interests of PcPayTech LLC with 10,000,000 shares issued on April 5, 2012 and the 140,000,000 balance issued on April 22, 2012.

**PART F**  
**EXHIBITS**

**ITEM 18 MATERIAL CONTRACTS**

**See attached.**

**ITEM 19 ARTICLES OF INCORPORATION AND BYLAWS**

**See attached.**

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

**None**

**ITEM 21 ISSUER'S CERTIFICATIONS**

I, Fred Rackers, certify that:

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

Date: May 22, 2012.

GLOBALGROUP INVESTMENT HOLDINGS, INC.

\_\_\_\_/s/Fred Rackers\_\_\_\_ Fred Rackers, President

***EXHIBITS***  
of  
***GLOBALGROUP INVESTMENT HOLDINGS,***  
***INC.***

<u>EXHIBIT</u>	<u>DOCUMENT APPENDED</u>
A	Financial Statements
B.	Articles of Incorporation
C.	

**GLOBALGROUP INVESTMENT HOLDINGS INC**  
**BALANCE SHEET**  
**AS OF MARCH 31, 2012**

		2012 UNAUDITED
<b><u>ASSETS</u></b>		
<b>Current Assets:</b>		
Cash And Cash Equivalents	\$	
Alle Wade Lease		
Receivables		29,869
<b>Total Current Assets</b>		29,869
<b>Fixed Assets</b>		
<b>Other Assets</b>		
<b>Total Assets</b>	<b>\$</b>	<b>29,869</b>
<b><u>LIABILITIES AND SHAREHOLDER'S EQUITY</u></b>		
<b>Current Liabilities:</b>		
Accounts Payable	\$	185,552
Due To A Related Party		-
Notes payables - Current		6,152
<b>Total Current Liabilities</b>		<b>191,704</b>
<b>Total Long-Term Liabilities</b>		
<b>Total liabilities</b>		<b>191,704</b>
<b>Stockholders' Equity:</b>		
Common stock: 1,000,000,000 shares authorized, \$0.001 par value		
87,597,500		87,598
Additional paid-in-capital		
Accumulated deficits		(249,433)
<b>Total Stockholders' Equity</b>		<b>(161,835)</b>
<b>Total Liabilities And Stockh</b>	<b>\$</b>	<b>29,869</b>

*accompanying notes to financial statements*

**GLOBALGROUP INVESTMENT HOLDINGS INC**  
**STATEMENTS OF OPERATIONS**  
**FOR THE THREE MONTHS ENDING MARCH 31, 2012**  
**UNAUDITED**

<b>Net revenue</b>	<b>\$</b>	<u>                    </u>
<b>Cost of revenue</b>		<u>                    </u>
<b>Gross profit</b>		<u>                    -</u>
<b>Operating expenses</b>		
Amortization and depreciation expenses		
General & administrative expenses		<u>                    </u>
<b>Total operating expenses</b>		<u>                    -</u>
<b>Income (Loss) from operations</b>		<u>                    -</u>
<b>Other income (expense):</b>		
Other income		
Other Expense		
Interest expense		<u>                    </u>
<b>Total other income (expense)</b>		<u>                    -</u>
<b>Income before income tax</b>		<u>                    -</u>
<b>Provision for income tax</b>		<u>                    -</u>
<b>Net profit (loss)</b>	<b>\$</b>	<u><u>                    -</u></u>

*See accompanying notes to financial statements*

**GLOBALGROUP INVESTMENT HOLDINGS INC**  
**STATEMENTS OF CASH FLOWS**  
**FOR THE THREE MONTHS TO DATE ENDED MARCH 31, 2012**  
**UNAUDITED**

**Cash Flows From Operating Activities**

Net Income (l	\$	-
Depreciation and amortization		
Stock issued for services		
(Increase) / decrease in assets:		
Accounts Receivable		
Inventory		
Other Assets		
Prepaid Expenses		
Increase / (decrease) in liabilities:		
Commissions Payable		-
Accrued Expenses		-
Notes Payable		
Accrued Interest		-
Accounts Payable		
<b>Net cash used in operating activities</b>		<u>0</u>

**Cash Flows From Financing Activities**

Stock		
From acquisition of FTPM		
Additional Paid I Capital		
<b>Net Cash Provided by Financing Activities</b>		<u>0</u>

<b>Net Increase (Decrease) During the Period</b>		<b>0</b>
<b>Cash and cash equivalents, Beginning of the period</b>		<u>0</u>
<b>Cash and cash equivalents, End of period</b>	<b>\$</b>	<u><u>0</u></u>

*See accompanying notes to financial statements*

**GLOBALGROUP INVESTMENT HOLDINGS INC**  
**Statement of Stockholders' Equity**  
**For The Quarter Ended MARCH 31, 2012**

	UNAUDITED				UNAUDITED
	Common Shares	Stock Amount	Additional Paid-in Capital	Retained Earnings (Deficit)	Stockholders' Equity (Deficit)
Balance as of December 31, 2010	<u>27,597,500</u>	<u>27,598</u>		<u>(249,433)</u>	<u>(221,835)</u>
Income as of March 31, 2011				0	0
Balance as of March 31, 2011	<u>27,597,500</u>	<u>27,598</u>	<u>-</u>	<u>(249,433)</u>	<u>(221,835)</u>
Income as of June 30, 2011				0	0
Balance as of June 30, 2011	<u>27,597,500</u>	<u>27,598</u>	<u>-</u>	<u>(249,433)</u>	<u>(221,835)</u>
Income as of Sept 2011				0	0
Balance as of Sept 2011	<u>27,597,500</u>	<u>27,598</u>	<u>-</u>	<u>(249,433)</u>	<u>(221,835)</u>
					0
Balance as of Dec 31, 2011	<u>27,597,500</u>	<u>27,598</u>	<u>0</u>	<u>(249,433)</u>	<u>-221,835</u>
Stock Issuance 3/13/2012	22,402,400	22,402			22,402
Stock Issuance 3/20/2012	31,597,600	31,598			31,598
Stock Issuance 3/20/2012	6,000,000	6,000			6,000
		0			0
Income or (loss) as of March 31				0	0
Balance as of March 31, 2012	<u>87,597,500</u>	<u>87,598</u>	<u>0</u>	<u>(249,433)</u>	<u>-161,835</u>

**GLOBALGROUP INVESTMENT HOLDINGS INC**  
Issuance History  
For Twenty Four Months Ended March 31, 2012

Common Stock	shares	Type of Shares	Price per Share	Dollar Amount
Stock Issuance 3/13/2012	22,402,400	R		
Stock Issuance 3/20/2012	31,597,600	R		
Stock Issuance 3/20/2012	6,000,000	R		

**GLOBALGROUP INVESTMENT HOLDINGS INC**  
**BALANCE SHEET**  
**AS OF DECEMBER 31, 2011 AND DECEMBER 2010**

<u>ASSETS</u>	<b>2011</b> UNAUDITED	<b>2010</b> UNAUDITED
<b>Current Assets:</b>		
Cash And Cash Equivalents	\$	\$
Receivables	29,869	29869.22
<b>Total Current Assets</b>	29,869	29869.22
<b>Fixed Assets</b>		
<b>Other Assets</b>		
<b>Total Assets</b>	\$ 29,869	\$ 29,869
 <b><u>LIABILITIES AND SHAREHOLDER'S EQUITY</u></b>		
<b>Current Liabilities:</b>		
Accounts Payable	\$ 185,552	\$ 185,552
Due To A Related Party	-	-
Notes payables - Current	66,152	66,152
<b>Total Current Liabilities</b>	251,704	251,704
<b>Total Long-Term Liabilities</b>		
<b>Total liabilities</b>	251,704	251,704
 <b>Stockholders' Equity:</b>		
Common stock: 1,000,000,000 shares authorized, \$0.001 par value		
27,597,500	27,598	27,598
Additional paid-in-capital		
Accumulated deficits	(249,433)	(249,433)
<b>Total Stockholders' Equity</b>	(221,835)	-221,835
<b>Total Liabilities And Stockh</b>	\$ 29,869	\$ 29,869

-

*See accompanying notes to financial statements*

**GLOBALGROUP INVESTMENT HOLDINGS INC**  
**STATEMENTS OF OPERATIONS**  
**THE TWO YEARS ENDING DECEMBER 31, 2011 AND DECEMBER 31,,**  
**UNAUDITED**

	2011	2010
<b>Net revenue</b> \$		
<b>Cost of revenue</b>		
<b>Gross profit</b>	-	-
<b>Operating expenses</b>		
Amortization and depreciation expenses		
General & administrative expenses		
<b>Total operating expenses</b>	-	-
<b>Income (Loss) from operations</b>	-	-
<b>Other income (expense):</b>		
Other income		
Other Expense		
Interest expense		
<b>Total other income (expense)</b>	-	-
<b>Income before income tax</b>	-	-
<b>Provision for income tax</b>	-	-
<b>Net profit (loss)</b> \$	-	-

*See accompanying notes to financial statements*

**GLOBALGROUP INVESTMENT HOLDINGS INC**  
**STATEMENTS OF CASH FLOWS**  
**FOR THE TWO YEARS TO DATE ENDED DECEMBER 31, 2011 AND DECEMBER 31, 2010**  
**UNAUDITED**

	<b>2011</b>	<b>2010</b>
<b>Cash Flows From Operating Activities</b>		
Net Income (l) \$		
Depreciation and amortization		
Stock issued for services		
(Increase) / decrease in assets:		
Accounts Receivable		
Inventory		
Other Assets		
Prepaid Expenses		
Increase / (decrease) in liabilities:		
Commissions Payable	-	-
Accrued Expenses	-	-
Notes Payable		
Accrued Interest	-	-
Accounts Payable		
<b>Net cash used in operating activities</b>	<b>0</b>	<b>0</b>
 <b>Cash Flows From Financing Activities</b>		
Stock		
From acquisition of FTPM		
Additional Paid I Capital		
<b>Net Cash Provided by Financing Activities</b>	<b>0</b>	<b>0</b>
<b>Net Increase (Decrease) During the Period</b>	<b>0</b>	<b>0</b>
<b>Cash and cash equivalents, Beginning of the period</b>	<b>0</b>	<b>0</b>
<b>Cash and cash equivalents, End of the period</b>	<b>\$ 0</b>	<b>0</b>

*See accompanying notes to financial statements*

**GLOBALGROUP INVESTMENT HOLDINGS INC**  
**NOTES TO FINANCIAL STATEMENTS**  
**MARCH 31, 2012**

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:**

**ORGANIZATION:**

The exact name of the issuer is Globalgroup Investment Holdings, Inc. (“we,” “us,” “our” or the “Company”). We were incorporated in the State of Nevada as a business combination related company on March 12, 2012 after having been originally incorporated on June 27, 1997 under the name of July Project III Corp in Florida and changed our name to Globalgroup Investment Holdings, Inc. on October 18, 2000.

Since inception GlobalGroup has operated as a diverse holding company having initially developed an operational infrastructure consisting of two divisions; financial services and equity holdings with the acquisition of One44.com, Inc. in 2000. In 2012, we divested our prior holdings by rescission and acquired Sovereign Oil, Inc. and PcPayTech, LLC.

**SOVEREIGN OIL**

Sovereign commenced operations in 2007 as a fuel trading and fuel marketing subsidiary of Voyager Petroleum, Inc. (VYGO). Following the sale of its shares in 2012, Sovereign was acquired by the Company in a reverse acquisition on March 9, 2012.

In its early operations, Sovereign Oil had a lease agreement with North American Refining Co and monthly revenues in excess of \$100,000 a month as it sought to become a petroleum-based lubricant company that refines, blends, bottles, and distributes to the automotive and manufacturing aftermarket with established regional distribution channels and continues that objective today.

1. The exact name of the issuer is Globalgroup Investment Holdings, Inc. (“we,” “us,” “our” or the “Company”).
2. We were incorporated in the State of Nevada as a business combination related company on March 12, 2012 after having been originally incorporated on June 27, 1997 under the name of July Project III Corp in Florida.
3. Name changed to Globalgroup Investment Holdings, Inc. on October 18, 2000.
4. We have never been in bankruptcy, receivership or any similar proceeding.
5. In March 2012, the Company exited from the financial services sector by rescinding its acquisition of One44.com, Inc. and acquired an oil and fuel marketing company, Sovereign Oil, Inc. on March 9, 2012. On April 5, 2012, Globalgroup Investment Holdings, Inc. acquired PcPayTech LLC., a Texas limited liability corporation, that had been operating as a computer software company focused on the payment collection challenges associated with rent to own, pay as you go and no credit check computer programs.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Presentation**

The Company uses the accrual basis of accounting and accounting principles generally accepted in the United States of America ("GAAP" accounting) are the financial statements are presented in US dollars. The Company has adopted a December 31 fiscal year end.

**Use of Estimates and Assumptions**

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

**Financial Instruments**

The carrying value of the Company's financial instruments approximates their fair value because of the short maturity of these instruments.

### **NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

#### Income Taxes

Income taxes are accounted for under the assets and liability method. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. Use of net operating loss carry forwards for income tax purposes may be limited by Internal Revenue Code section 382 if a change of ownership occurs.

#### Basic Income (Loss) Per Share

Basic income (loss) per share is calculated by dividing the Company's net loss applicable to common shareholders by the weighted average number of common shares during the period. Diluted earnings per share is calculated by dividing the Company's net income available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. There are no such common stock equivalents outstanding as of March 31, 2011

#### Dividends

The Company has not adopted any policy regarding payment of dividends. No dividends have been paid during any of the periods shown.

#### Impairment of Long-Lived Assets

The Company continually monitors events and changes in circumstances that could indicate carrying amounts of long-lived assets may not be recoverable. When such events or changes in circumstances are present, the Company assesses the recoverability of long-lived assets by determining whether the carrying value of such assets will be recovered t

#### Impairment of Long-Lived Assets (Continued)

rough undiscounted expected future cash flows. If the total of the future cash flows is less than the carrying amount of those assets, the Company recognizes an impairment loss based on the excess of the carrying amount over the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or the fair value less costs to sell.

#### Advertising Costs

The Company's policy regarding advertising is to expense advertising when incurred.

#### Revenue Recognition

The Company recognizes revenue when products are fully delivered or services have been provided and collection is reasonably assured.

#### Stock-Based Compensation

Stock-based compensation is accounted for at fair value in accordance with SFAS No. 123 and 123 (R) (ASC 718) To date, the Company has not adopted a stock option plan and has not granted any stock options.

#### New Authoritative Accounting Guidance

On July 1, 2009, the Accounting Standards Codification ("ASC") became the Financial Accounting Standards Board ("FASB") officially recognized source of authoritative U.S. generally accepted accounting principles applicable to all public and non-public non-governmental entities, superseding existing FASB, AICPA, EITF and related literature. Rules and interpretive releases of the SEC under the authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. All other accounting literature is considered nonauthoritative. The switch to the ASC affects the way companies refer to U.S. GAAP in financial statements and accounting policies. Citing particular content in the ASC involves specifying the unique numeric path to the content through the Topic, Subtopic, Section and Paragraph structure.

*FASB ASC Topic 260, "Earnings Per Share."* On January 1, 2009, the Company adopted new authoritative accounting guidance under FASB ASC Topic 260, "Earnings Per Share," which provides that unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and shall be included in the computation of earnings per share pursuant to the two-class method. *FASB ASC Topic 820, "Fair Value Measurements and Disclosures."* New authoritative accounting guidance under ASC Topic 820, "Fair Value Measurements and Disclosures," affirms that the objective of fair value when the market for an asset is not active is the price that would be received to sell the asset in an orderly transaction, and clarifies and includes additional factors for determining whether there has been a significant decrease in market activity for an asset

when the market for that asset is not active. ASC Topic 820 requires an entity to base its conclusion about whether a transaction was not orderly on the weight of the evidence. The new accounting guidance amended prior guidance to expand certain disclosure requirements. The Company adopted the new authoritative accounting guidance under ASC Topic 820 during the first quarter of 2009. Adoption of the new guidance did not significantly impact the Company's consolidated financial statements.

Further new authoritative accounting guidance (Accounting Standards Update No. 2009-5) under ASC Topic 820 provides guidance for measuring the fair value of a liability in circumstances in which a quoted price in an active market for the identical liability is not available. In such instances, a reporting entity is required to measure fair value utilizing a valuation technique that uses (i) the quoted price of the identical liability when traded as an asset, (ii) quoted prices for similar liabilities or similar liabilities when traded as assets, or (iii) another valuation technique that is consistent with the existing principles of ASC Topic 820, such as an income approach or market approach. The new authoritative accounting guidance also clarifies that when estimating the fair value of a liability, a reporting entity is not required to include a separate input or adjustment to other inputs relating to the existence of a restriction that prevents the transfer of the liability. The forgoing new authoritative accounting guidance under ASC Topic 820 will be effective for the Company's consolidated financial statements beginning October 1, 2009 and is not expected to have a significant impact on the Company's consolidated financial statements

*FASB ASC Topic 825 "Financial Instruments."* New authoritative accounting guidance under ASC Topic 825, "Financial Instruments," requires an entity to provide disclosures about the fair value of financial instruments in interim financial information and amends prior guidance to require those disclosures in summarized financial information at interim reporting periods.

#### New Authoritative Accounting Guidance (continued)

*FASB ASC Topic 855, "Subsequent Events."* New authoritative accounting guidance under ASC Topic 855, "Subsequent Events," establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or available to be issued. ASC Topic 855 defines (i) the period after the balance sheet date during which a reporting entity's management should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, (ii) the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements, and (iii) the disclosures an entity should make about events or transactions that occurred after the balance sheet date. The new authoritative accounting guidance under ASC Topic 855 became effective for the Company's financial statements for periods ending after June 15, 2009. Effective February 24, 2010, the FASB issued Accounting Standards Update ("ASU") No. 2010-09, "Subsequent Events (Topic 855): Amendments to Certain Recognition and Disclosure Requirements" which revised certain disclosure requirements. ASU No. 2010-09 did not have a significant impact on the Company's consolidated financial statements. The company evaluated subsequent events, which are events or transactions that occurred after March 31, 2011 through the issuance of the accompanying consolidated financial statements.

Management does not believe that any other recently issued but not yet effective accounting pronouncements, if adopted, would have an effect on the accompanying consolidated financial statements

#### . NOTE 4-COMMON STOCK

##### Common Stock:

The par value of the Company's Common Stock is \$0.001 per share with 1,000,000,000 shares authorized. Each share of common stock entitles the holder to one vote on each matter submitted to a vote of our stockholders, including the election of directors. There is no cumulative voting. Subject to preferences that may be applicable to any outstanding preferred stock, stockholders are entitled to receive ratably such dividends, if any, as may be declared from time to time by the Board of Directors. Stockholders have no preemptive, conversion or other subscription rights. There are no redemption or sinking fund provisions related to the common stock. In the event of liquidation, dissolution or winding up of Company, stockholders are entitled to share ratably in all assets remaining after payment of liabilities, subject to prior distribution rights of preferred stock, if any, then outstanding.

##### Preferred Stock:

The par value of the Company's Preferred stock is \$0.001 with 20,000,000 shares authorized. The powers, preferences and rights of the Preferred stock and any qualifications, limitations or restrictions will be determined by the board upon issuance.

As of our most recent fiscal quarter ended March 31, 2012 we had 100,000,000 Common Shares authorized, 87,597,500 Common Shares issued and outstanding and 20,000,000 Preferred Shares authorized, with none

outstanding. As of December 31, 2011 we had 50,000,000 Common Shares authorized, 27,597,500 Common Shares issued and zero (0) Preferred Shares authorized. As of December 31, 2010 we had 50,000,000 Common Shares authorized, 27,597,500 Common Shares issued and zero (0) Preferred Shares authorized



ROSS MILLER  
 Secretary of State  
 204 North Carson Street, Suite 4  
 Carson City, Nevada 89701-4520  
 (775) 684-5708  
 Website: www.nvsos.gov



\*040102\*

## Articles of Incorporation

(PURSUANT TO NRS CHAPTER 78)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

<b>1. Name of Corporation:</b>	Global Group Investment Holdings, Inc.		
<b>2. Registered Agent for Service of Process:</b> (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: STATE AGENT AND TRANSFER SYNDICATE, INC. <small>Name</small> <input type="checkbox"/> Noncommercial Registered Agent (name and address below) <b>OR</b> <input type="checkbox"/> Office or Position with Entity (name and address below) <small>Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity</small> <small>Street Address</small> <span style="float: right;"><small>Nevada</small></span> <small>City</small> <span style="float: right;"><small>Zip Code</small></span> <small>Mailing Address (if different from street address)</small> <span style="float: right;"><small>Nevada</small></span> <small>City</small> <span style="float: right;"><small>Zip Code</small></span>		
<b>3. Authorized Stock:</b> (number of shares corporation is authorized to issue)	Number of shares with par value: 520,000,000	Par value per share: \$ 0.01	Number of shares without par value:
<b>4. Names and Addresses of the Board of Directors/Trustees:</b> (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than two directors/trustees)	1) Stanley F. Wilson <small>Name</small> 6711 E. Commercial Rd #17 Scottsdale <small>Street Address</small> <span style="float: right;"><small>City</small></span> <span style="float: right;"><small>State</small> <small>Zip Code</small></span> A2 85251 2) <small>Name</small> <small>Street Address</small> <span style="float: right;"><small>City</small></span> <span style="float: right;"><small>State</small> <small>Zip Code</small></span>		
<b>5. Purpose:</b> (optional; see instructions)	The purpose of the corporation shall be: (SEE ATTACHED)		
<b>6. Name, Address and Signature of Incorporator:</b> (attach additional page if more than one incorporator)	Stanley F. Wilson <small>Name</small> 6711 E. Commercial Rd #17 <small>Address</small>	<input checked="" type="checkbox"/> <small>Incorporator Signature</small> Scottsdale <small>City</small>	A2 85251 <small>State</small> <small>Zip Code</small>
<b>7. Certificate of Acceptance of Appointment of Registered Agent:</b>	I hereby accept appointment as Registered Agent for the above named Entity. <input checked="" type="checkbox"/> <small>Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity</small> <span style="float: right;"><small>Date</small></span>		

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 78 Articles  
 Revised: 3-10-11

GLOBALGROUP INVESTMENT HOLDINGS, INC  
BY-LAWS

ARTICLE I - OFFICES

The principal office of the corporation in the State of Nevada shall be located at 112 North Curry Street, Carson City, Nevada 89703. The corporation may have such other offices, either within or without the State of incorporation as the board of directors may designate or as the business of the corporation may from time to time require.

ARTICLE II - STOCKHOLDERS

1. ANNUAL MEETING.

The annual meeting of the stockholders shall be held on the 1st day of July in each year, beginning with the year 2013 at the hour 2:00 o'clock P.M., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday such meeting shall be held on the next succeeding business day.

2. SPECIAL MEETINGS.

Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the directors as prescribed in the Articles of Incorporation.

3. PLACE OF MEETING.

The directors may designate any place, either within or without the State unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting called by the directors. A waiver of notice signed by all stockholders entitled to vote at a meeting may designate any place, either within or without the state unless otherwise prescribed by statute, as the place for holding such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation.

4. NOTICE OF MEETING.

Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 nor more than 45 days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each stockholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the stockholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid.

## 5. CLOSING OF TRANSFER BOOKS OR FIXING OF RECORD DATE.

For the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or stockholders entitled to receive payment of any dividend, or in order to make a determination of stockholders for any other proper purpose, the directors of the corporation may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, 5 days. If the stock transfer books shall be closed for the purpose of determining stockholders entitled to notice of or to vote at a meeting of stockholders, such books shall be closed for at least 3 days immediately preceding such meeting. In lieu of closing the stock transfer books, the directors may fix in advance a date as the record date for any such determination of stockholders, such date in any case to be not more than 5 days and, in case of a meeting of stockholders, not less than 3 days prior to the date on which the particular action requiring such determination of stockholders is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of stockholders entitled to notice of or to vote at a meeting of stockholders, or stockholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of stockholders. When a determination of stockholders entitled to vote at any meeting of stockholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

## 6. VOTING LISTS.

The officer or agent having charge of the stock transfer books for shares of the corporation shall make, at least 3 days before each meeting of stockholders, a complete list of the stockholders entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each, which list, for a period of 5 days prior to such meeting, shall be kept on file at the principal office of the corporation and shall be subject to inspection by any stockholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any stockholder during the whole time of the meeting. The original stock transfer book shall be prima facie evidence as to who are the stockholders entitled to examine such list or transfer books or to vote at the meeting of stockholders.

## 7. QUORUM.

At any meeting of stockholders 80% of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders. If less than said number of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The stockholders present at a duly organized

meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

#### 8. PROXIES.

At all meetings of stockholders, a stockholder may vote by proxy executed in writing by the stockholder or by his duly authorized attorney in fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting.

#### 9. VOTING.

Each stockholder entitled to vote in accordance with the terms and provisions of the certificate of incorporation and these by-laws shall be entitled to one vote, in person or by proxy, for each share of stock entitled to vote held by such stockholders. Upon the demand of any stockholder, the vote for directors and upon any question before the meeting shall be by ballot. All elections for directors shall be decided by plurality vote; all other questions shall be decided by majority vote except as otherwise provided by the Certificate of Incorporation or the laws of this State.

#### 10. ORDER OF BUSINESS.

The order of business at all meetings of the stockholders, shall be as follows:

1. Roll Call.
2. Proof of notice of meeting or waiver of notice.
3. Reading of minutes of preceding meeting.
4. Reports of Officers.
5. Reports of Committees.
6. Election of Directors.
7. Unfinished Business.
8. New Business.

#### 11. INFORMAL ACTION BY STOCKHOLDERS.

Unless otherwise provided by law, any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

## ARTICLE III - BOARD OF DIRECTORS

### 1. GENERAL POWERS.

The business and affairs of the corporation shall be managed by its board of directors. The directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation, as they may deem proper, not inconsistent with these by-laws and the laws of this State.

### 2. NUMBER, TENURE AND QUALIFICATIONS.

The number of directors of the corporation shall be one to nine (1-9). Each director shall hold office until the next annual meeting of stockholders and until his successor shall have been elected and qualified.

### 3. REGULAR MEETINGS.

A regular meeting of the directors, shall be held without other notice than this by-law immediately after, and at the same place as, the annual meeting of stockholders. The directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

### 4. SPECIAL MEETINGS.

Special meetings of the directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the directors may fix the place for holding any special meeting of the directors called by them.

### 5. NOTICE.

Notice of any special meeting shall be given at least 10 days previously thereto by written notice delivered personally, or by telegram or mailed to each director at his business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## 6. QUORUM.

At any meeting of the directors, a majority shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

## 7. MANNER OF ACTING.

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors.

## 8. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the stockholders. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

## 9. REMOVAL OF DIRECTORS.

Any or all of the directors may be removed for cause by vote of the stockholders or by action of the board. Directors may be removed without cause only by vote of the stockholders.

## 10. RESIGNATION.

A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

## 11. COMPENSATION.

No compensation shall be paid to directors, as such, for their services, but by resolution of the board a fixed sum and expenses for actual attendance at each regular or special meeting of the board may be authorized. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

## 12. PRESUMPTION OF ASSENT.

A director of the corporation who is present at a meeting of the directors at which action on any corporate matter is taken shall be presumed to have assented to the action

taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

### 13. EXECUTIVE AND OTHER COMMITTEES.

The board, by resolution, may designate from among its members an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the board.

## ARTICLE IV - OFFICERS

### 1. NUMBER.

The officers of the corporation shall be a president, a vice-president, a secretary and a treasurer, each of whom shall be elected by the directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the directors.

### 2. ELECTION AND TERM OF OFFICE.

The officers of the corporation to be elected by the directors shall be elected annually at the first meeting of the directors held after each annual meeting of the stockholders. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

### 3. REMOVAL.

Any officer or agent elected or appointed by the directors may be removed by the directors whenever in their judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

### 4. VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the directors for the unexpired portion of the term.

### 5. PRESIDENT.

The president shall be the principal executive officer of the corporation and, subject to the control of the directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the

stockholders and of the directors. He may sign, with the secretary or, any other proper officer of the corporation thereunto authorized by the directors, certificates for shares of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the directors or by these by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the directors from time to time.

#### 6. VICE-PRESIDENT.

In the absence of the president or in event of his death, inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall perform such other duties as from time to time may be assigned to him by the President or by the directors.

#### 7. SECRETARY.

The secretary shall keep the minutes of the stockholders' and of the directors' meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these by-laws or as required, be custodian of the corporate records and of the seal of the corporation and keep a register of the post office address of each stockholder which shall be furnished to the secretary by such stockholder, have general charge of the stock transfer books of the corporation and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the directors.

#### 8. TREASURER.

If required by the directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with these by-laws and in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the directors.

#### 9. SALARIES.

The salaries of the officers shall be fixed from time to time by the directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

## ARTICLE V - CONTRACTS, LOANS, CHECKS AND DEPOSITS

### 1. CONTRACTS.

The directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

### 2. LOANS.

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the directors. Such authority may be general or confined to specific instances.

### 3. CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the directors.

### 4. DEPOSITS.

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the directors may select.

## ARTICLE VI - CERTIFICATES FOR SHARES AND THEIR TRANSFER

### 1. CERTIFICATES FOR SHARES.

Certificates representing shares of the corporation shall be in such form as shall be determined by the directors. Such certificates shall be signed by the president and by the secretary or by such other officers authorized by law and by the directors. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the stockholders, the number of shares and date of issue, shall be entered on the stock transfer books of the corporation. All certificates surrendered to the corporation for transfer shall be canceled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled, except that in case of a lost, destroyed or mutilated certificate a new one may be issued there for upon such terms and indemnity to the corporation as the directors may prescribe.

### 2. TRANSFERS OF SHARES.

(a) Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession,

assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, and cancel the old certificate; every such transfer shall be entered on the transfer book of the corporation which shall be kept at its principal office.

(b) The corporation shall be entitled to treat the holder of record of any share as the holder in fact thereof, and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person whether or not it shall have express or other notice thereof, except as expressly provided by the laws of this state.

#### ARTICLE VII - FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of January in each year.

#### ARTICLE VIII - DIVIDENDS

The directors may from time to time declare, and the corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law.

#### ARTICLE IX - SEAL

The directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation, the state of incorporation, year of incorporation and the words "Corporate Seal".

#### ARTICLE X - WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any stockholder or director of the corporation under the provisions of these by-laws or under the provisions of the articles of incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### ARTICLE XI - AMENDMENTS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a vote of the stockholders representing a majority of all the shares issued and outstanding, at any annual stockholders' meeting or at any special stockholders' meeting when the proposed amendment has been set out in the notice of such meeting.