

Company Information and Disclosure Statement
Section One: Issuers' Amended Quarterly Disclosure
Obligations for the For Period Ended March 31, 2012

3D Eye Solutions, Inc. (DBA 3D Entertainment Holdings, Inc.)
OTCPK: TDEY

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Section One: Issuers' Initial Disclosure Obligations

Part A General Company Information

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

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

3D Eye Solutions, Inc. (hereinafter referred to as the "Company" or "3D Eye"), is a Florida corporation. 3D Eye Solutions, LLC was acquired by the Company, formerly known as AFA Music Group, Inc., in July 2008. Thereafter, the Company changed its name to 3D Eye Solutions, Inc.

Name used by predecessor entities in the past five years: (a) Formerly= AFA Music Group, Ltd. until September 2008; (b) Formerly= SuperPro Vending Group, Inc. until October 2007; (c) Formerly= Harbour Capital Corp. until September 2006.

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

In answering this item, please also provide (i) the telephone and fax number of the issuer's principal executive offices, (ii) if applicable, the URL of each website maintained by or on behalf of the issuer, and (iii) if applicable, the name, phone number, email address, and mailing address of the person responsible for the issuer's investor relations.

3D Eye Solutions, Inc. (DBA 3D Entertainment Holdings, Inc.)

Address: P.O. Box 1430, Mount Dora, Florida 32756

Phone: 407-478-0185

Fax: 407-667-9291

Website: www.3deyesolutions.com

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

Provide the issuer's jurisdiction(s) of incorporation or jurisdiction(s) of organization (if the issuer is not a corporation) and the date on which it was incorporated or organized.

The Company was originally incorporated on May 11, 1992, in the State of Delaware and re-domiciled to the state of Florida in January of 2008.

Part B Share Structure

Item IV The exact title and class of securities outstanding.

In answering this item, provide the exact title and class of each class of outstanding securities. In addition, please provide the CUSIP and trading symbol.

CUSIP Number: 88580K 108

Item V Par or stated value and description of the security

Common Stock

Four Hundred and Fifty Million (450,000,000), par value \$0.0001 shares of common stock are authorized in the company's articles of incorporation. There are no dividend rights associated with the securities, other than those required by law, rules or regulations. The securities have conventional voting rights for common stock, one vote per share. There are no preemptive rights or provisions in issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.

Preferred Stock

Fifty Million (50,000,000), no par value, shares of preferred stock are authorized in the company's Articles of Incorporation.

Preferred Series A Stock

Preferred Series A Stock converts into a number of shares of fully paid and non-assessable shares of Common Stock based upon the price per share of the Common stock, determined on the average of the closing bid price for the Company's common stock for each of the five (5) consecutive trading days immediately prior to the date the holder gives notice to the Corporation of their intent to convert Unit(s), less a discount of twenty percent (20%) (the "Conversion Ratio"). The Preferred shares have voting rights based upon the number of Common shares that the Preferred stock would convert to on the date of a shareholder vote. Preferred shareholders have one warrant for each dollar (\$1.00) of Preferred Convertible stock purchased ("Warrants"). Each Warrant will allow the purchaser to buy any additional common share of the Company for a price of one dollar (\$1.00) within two years of the initial purchase of Shares. These shares will have piggy-back rights. There are no preemptive rights or provisions in issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.

Preferred Series B Stock

Each \$1.00 of Preferred Series B Stock shall be convertible into common stock of the Corporation based on the par value of the common stock (\$0.0001) (for example: \$1.00 shall equate to 10,000 common shares.) Except as otherwise required by law, the holders of Series B Convertible Preferred and the holders of Common Stock shall be entitled to notice of any stockholders' meeting and to vote as a single Series upon any matter submitted to stockholders for a vote as follows: (i) the holders of Series B of Preferred Stock shall have one vote for each full share of Common Stock into which a Share of such series would be converted on the record are for the vote as if the shares were converted on the record date of the vote, or, if no such record date is established, at the date such vote is taken or any written consent of stockholders is solicited; and (ii) the holders of Common Stock shall have one vote per share of Common Stock held as of such date.

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

In answering this item, provide the information below for each class of securities authorized. Please provide this information (i) as of the end of the issuer's most recent fiscal quarter and (ii) as of the end of the issuer's last two fiscal years.

Common Stock

	Most Recent Fiscal Quarter
(i) Period end date;	March 31, 2012
(ii) Number of shares authorized;	450,000,000
(iii) Number of shares outstanding;	157,183,965
(iv) Freely tradable shares (public float);	87,680,681
(v) Total number of beneficial shareholders; and	8
(vi) Total number of shareholders of record.	170

Preferred Stock: Class A

	Most Recent Fiscal Quarter
(i) Period end date;	March 31, 2012
(ii) Number of shares authorized;	10,000,000
(iii) Number of shares outstanding;	5,316,161
(iv) Total number of beneficial shareholders; and	21
(v) Total number of shareholders of record.	21

⁽¹⁾ On August 11, 2011, 132,000 Preferred Series A shares were issued to the Company's Chairman, Marc Jablon, pursuant to an Employment Agreement dated December 29, 2010 and posted to the OTC Markets website as Exhibit B to the Annual Report on March 31, 2011. The 132,000 Preferred Series A shares referenced above are included in the "number of shares outstanding" total.

Preferred Stock: Class B

	Most Recent Fiscal Quarter
(i) Period end date;	March 31, 2012
(ii) Number of shares authorized;	10,000,000
(iii) Number of shares outstanding;	500,000
(iv) Total number of beneficial shareholders; and	1
(v) Total number of shareholders of record.	1

Part C Business Information

Item VII The name and address of the transfer agent*

*In answering this item, please also provide the telephone number of the transfer agent, indicate whether or not the transfer agent is registered under the Exchange Act, and state the appropriate regulatory authority of the transfer agent. *To be included in OTCQX or the Current Information OTC Market Tier, the issuer's transfer agent must be registered under the Exchange Act.*

Name: Standard Registrar & Transfer Agency, Inc.
 Address: 673 Blue Bird Lane N.E., Albuquerque, NM 87191
 Phone: 505-828-2839
 Registered Under Exchange Act: Yes
 Regulatory Authority: Security Exchange Commission (SEC)

Item VIII The nature of the issuer's business

In describing the issuer's business, please provide the following information:

A. Business Development. Describe the development of the issuer and material events during the last three years so that a potential investor can clearly understand the history and development of the business. If the issuer has not been in business for three years, provide this information for any predecessor company. This business development description must also include:

- 1. the form of organization of the issuer (e.g., corporation, partnership, limited liability company, etc.);**

3D Eye Solutions, Inc. (DBA 3D Entertainment Holdings, Inc.) is a Florida corporation.

- 2. the year that the issuer (or any predecessor) was organized;**

The publicly traded company was incorporated on April 5, 1992.

- 3. the issuer's fiscal year end date;**

December 31.

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4. whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding;

The Company has never been and is currently not in the process of filing bankruptcy, receivership or any other similar proceeding.

5. any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets;

The following is a listing of any material reclassification, merger, consolidation or purchase or sale of a significant amount of assets: 3D Eye Solutions was acquired by AFA Music Group, Inc. on July 1, 2008, after which the public vehicle changed its name to 3D Eye Solutions, Inc.

6. any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments;

Subsequent Events: On March 25, 2011 3D Eye Solutions received a Notice of Anticipated Default and Offer to settle from its CEO on the Trademark License Agreement and Intellectual Property and Patent License Agreement. The total amount past due as of April 4, 2011 is \$318,000.00. The parties have subsequently entered into a settlement agreement whereby 3D Network International has received a 10 Year License Agreement that has already been paid in full. Michael Gibilisco will retain exclusive rights to his Trademark and Intellectual property (See Exhibit A as posted to OTC Markets website on March 31, 2011).

On or about October 13, 2010, 3D Eye Solutions (the "Company") entered into a Consulting Agreement with Boost marketing LLC ("Boost") for which the Company was to pay Boost \$50,000 per month in cash or free trading shares of Company stock. The Company has not been able to pay Boost for ongoing services that it has performed and is working with Boost to resolve the past due balance.

On or about December 29, 2010, 3D Eye Solutions (the "Company") entered into a compensation agreement with Marc Jablon ("Mr. Jablon" or "Executive") to serve as Chairman of the Company for which the Executive provided continuous service since 2008. The Company owes Mr. Jablon a sum of \$250,000 per year, which was to be payable in equal weekly installments, however the Company has been unable to compensate the Executive for his service to 3D Eye Solutions.

On or about December 29, 2010, 3D Eye Solutions (the "Company") entered into a compensation agreement with Mike Gibilisco ("Mr. Gibilisco" or "Executive") to serve as CEO of the Company for which the Executive provided continuous service since 2008. The Company owes Mr. Gibilisco a sum of \$250,000 per year, which was to be payable in equal weekly installments, however the Company has been unable to compensate the Executive for his service to 3D Eye Solutions.

See also "major change of control" below.

7. major change of control;

In March 2011, Michael Gibilisco resigned and returned 500,000 shares of Preferred Series B Shares to 3D Eye Solutions. The Company has since retired those shares. As a result, Big Apple Consulting USA, Inc. controlled the majority of Preferred B which votes as if it were converted to common on the record date of the vote.

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8. any increase of 10% or more of the same class of outstanding equity securities;

On March 6, 2009, the Company designated 10,000,000 preferred shares as Preferred Series B and issued 1,000,000 shares (10% of the authorized Preferred Series B). These 1,000,000 shares represent the only outstanding shares of the Preferred Series B. In March of 2011, Michael Gibilisco resigned and returned 500,000 shares of Preferred Series B Shares to 3D Eye Solutions. The Company has since retired those shares, as a result Big Apple Consulting USA, Inc. controlled the majority of Preferred B which votes as if it were converted to common on the record date of the vote.

9. any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;

There was a 50,000 to 1 reverse stock split on July 30, 2008. Currently, there are no pending or anticipated stock splits, stock dividends, recapitalization, mergers, acquisitions, spin-offs or reorganizations, but the Company will notify OTC Markets of any changes should they occur.

Former Chairman Mark Jablon (also CEO of Big Apple Consulting USA, Inc. and majority shareholder of TDEY) executed an agreement with a private investor.

· A loan of \$20,000 from International Asset Management group, Inc. on 4/27/2011, which was paid back to International Asset Management group, Inc. on or about 7/15/2011 with interest.

Any other agreements in relation to equity security positions on the loan issued from the International Asset Management group, Inc. transaction were non executable and non enforced agreements and no change of ownership took place. Mr. Mark Jablon and/or Big Apple Consulting USA, Inc continue to own the Shares.

The Company entered into an Agreement to acquire 100% of Locati Global Holdings in exchange for 250,000,000 common shares. The acquisition was never consummated on the closing Date of October 12, 2011. The shares were held in escrow and have since been cancelled and returned to treasury and the Agreement was declared Null and Void under the terms of the associated Agreement. After giving appropriate notice as provided in the by-laws and Florida Statute, on November 29, 2011, the Company held a shareholder meeting and elected Dominic Crain and Cynthia Cassidy to the Board of Directors and voted to remove Simon Vernon Rodriguez as Chairman and CEO.

10. any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board; and

The Company has not been delisted and, to the best of the Company's knowledge, is not in the process of being delisted by the Securities and Exchange Commission or NASD.

11. any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved.

- a) On April 27, 2011, The New York Islanders Hockey Club has filed suit for \$30,000.00 pursuant to a contract signed to place 3D Eye Solutions 3D screens in the Nassau Coliseum. The Company believes the suit is baseless and intends to defend the allegations. The Company has counter-sued the NY Islanders for \$95,000.
- b) The issuer is not aware of any legal proceedings pending or threatened against the company. However, the Securities and Exchange Commission has filed a complaint (the "Complaint") against Big Apple Consulting USA, Inc. ("Big Apple"), a shareholder and major contributor to 3D Eye Solutions in terms of infrastructure and management, and three principals of Big Apple. Marc Jablon,

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the President and CEO of Big Apple Consulting is the former Chairman of 3D Eye Solutions, Inc. The Complaint, filed on November 18, 2009, case number 6:09-cv-01963-JA-GJK, alleging possible violations of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, all in connection with the filing of false press releases and other activities of a former client of Big Apple, starting in November 2005 through March 19, 2007. Big Apple and the principals believe that the allegations are unfounded and are vigorously contesting the Complaint and the bases thereof, and have filed an Answer denying any liability for all alleged violations. For further details regarding the Complaint, please see Litigation Release No. 21305 issued on November 18, 2009 on the Securities and Exchange Commission website.

B. Business of Issuer. Describe the issuer's business so a potential investor can clearly understand it. To the extent material to an understanding of the issuer, please also include the following:

1. the issuer's primary and secondary SIC Codes;

Primary Code: 7373

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

3D Eye is currently conducting operations.

3. whether the issuer is or has at any time been a "shell company"

Since August 1997, the Company has never been characterized as a shell in its prior filings with OTC Markets as management relayed to successor management over time. Indeed, the Company is currently not a shell and has not been for some years. However, new management (which has not been with the Company since inception) has been advised that, indeed, the Company was (prior to 1997) a shell company as defined and acknowledges the accuracy of such characterization as to prior periods. Very specifically, new management states categorically that TDEY has never been a shell since prior to the February 2008 effective date of the substantively revised Rule 144, which for the first time, this introduced "not a shell" (ever) standard.

4. the names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement;

3D Eye Solutions is currently using the facilities of MG Studios, as a real-working environment, to develop and test the ultimate effect of stereoscopic techniques. Here, the Company has the ability to test measures that will insure viewing will not irritate the eyes, as would a more conventional stereoscopic process.

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

The Company does not foresee any existing or probably governmental regulations on the business, which could adversely affect the business of 3D Eye at this time.

6. an estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers;

During the last two fiscal years the Company has devoted approximately half of its time to research and development activities.

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

The Company does not foresee any existing or probable governmental environmental regulations (federal, state or local) on the business, which could adversely affect the business of 3D Eye at this time.

8. the number of total employees and number of full-time employees.

Number Total Employees: 3

Number of Full-time Employees: 1

Item IX The nature of products or services offered

In responding to this item, please describe the following so that a potential investor can clearly understand the products and services of the issuer:

A. principal products or services, and their markets;

The Company markets and sells 3D conversion technology under the 10 Year license agreement. The financials and all agreements are posted at <http://www.otcmart.com/stock/TDEY/financials>. 3D Network International is currently working on projects for television, motion pictures and animation including Bobo Tales, Who Am I, The Soul Exchange and Perfect Vision. 3D Network International will help 3D Eye Solutions fulfill 3D conversion projects in various markets worldwide. Management is actively seeking suitable merger and acquisition candidates as its current operations can not support the Company.

Digital Signage

Many of the Company's hardware and software applications are currently marketed to the digital signage industry. 3D Eye Solutions signed an agreement with the Las Vegas Hilton where the Las Vegas Hilton agreed to place 3D Eye Solutions' 42" auto stereoscopic screens and technology in strategic locations throughout the hotel, including the main entrance inside the hotel into the Las Vegas Convention Center. 3D Eye Solutions will be generating revenue from the agreement through the sale of advertising space to both the vendors of the Las Vegas Hilton, as well as exhibitors, sponsors, and attendees from the conventions held at the Las Vegas Convention center. At this time, the Company has placed the initial screen at the Hotel entrance into the Las Vegas Convention Center (also known as the "Hub"), and is in discussions with various sales agencies to begin selling the advertising space.

3D Eye Solutions has also signed a Memorandum of Understanding (MOU) with Scala. Scala is a leading global digital signage company providing software and advertising management solutions. By combining digital and traditional signage systems, Scala has become the world's first connected signage company, offering the leading platform for content creation, management and distribution in digital signage networks, and the first unified platform for advertising management of both traditional and digital signage networks.

The company's solutions are used in retail, education, entertainment, government and other industries for diverse applications such as retail advertising networks, corporate communications (employee TV), traditional and digital billboards, digital menu boards, digital posters, cable TV, hotel lobby signage, gas pump toppers, outdoor advertising, interactive kiosks, etc.

Scala pioneered the digital signage industry and today with over 100,000 licenses driving over 300,000 screens worldwide; Scala drives more screens than all competing digital signage companies combined. The company's digital signage customers include Rabobank, IKEA, Burger King, T-Mobile, Virgin MegaStore, EuroDisney, McDonalds, Warner Brothers, The Life Channel, Rikstoto, FuelCast, Repsol, Shell, NorgesGruppen and thousands more. Advertising management customers include CBS Outdoor, Clear Channel Outdoor, Magic Media, Reagan, Adams Outdoor Advertising, among others. Scala is headquartered near Philadelphia, USA and has offices in Canada, The Netherlands, France, Norway, Germany, Denmark, Sweden, UK, Japan and also over 450 partners in more than 60 countries.

The Company is currently focused on generating ad revenues and gaining additional valuable real estate for its 3D Auto-stereo signs.

- Service conversions of existing media to enable end users to showcase standard (flat 2D) properties in 3D and multi-view format;

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- Production and processing of media content for corporate venues and trade show events; including content in large format, 20", 42" & 57" auto-stereoscopic displays for advertisers. Also available is a 132" video wall auto-stereoscopic display;
- Services and techniques as a content creator in auto-stereoscopic applications, such as in LCD flat panel TVs and mobile devices;

B. distribution methods of the products or services;

3D Eye Solutions is working with a business development firm to create an aggressive marketing strategy. This firm will develop marketing materials; create brand recognition, identify market and sales opportunities, and help in the formation of distribution channels.

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

Not Applicable

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

3D Eye Solutions has found multiple gaps in the services and technology that are being currently provided for the auto-stereoscopic format. Many of the Company's competitors are specialized in just one aspect of a complete system, or they are offering only partial integration solutions. 3D Eye Solutions will separate itself by providing full turn-key technology to a wide array of market segments. The Company's business model will revolve around filling the following market niches that are currently not being satisfied:

- Real-time 2D to 3D image processing
- Integration of existing devices
- Creating software tools for conversion (software components and plug-ins)
- Integrating and converting hardware in the auto-stereoscopic market

3D Eye Solutions will leverage its experience in hardware and software integration, formatting, composition and content creation to create a full service turnkey solution that will offer more than its competitors.

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

The Company does not use any raw materials.

F. dependence on one or a few major customers;

The Company is not dependent on one or a few customers.

G. patents, trademarks, licenses, franchises, concessions,

The Company signed a 10 Year License Agreement with its former CEO Michael Gibilisco. The 3D Eye logo was trademarked on April 8, 2008. The logo's serial number is 77442593.

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

Not Applicable.

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

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

3D Eye Solutions, Inc. (DBA 3D Entertainment Holdings, Inc.)

3D Eye currently leases an office at 2005 Tree Fork Lane, Ste. 113 Longwood, FL 32750. The office is approximately 1,000 square feet and the lease is on a month by month basis for \$1,500 per month.

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

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Officers and Directors. In responding to this item, please provide the following information for each of the issuer's executive officers, directors, general partners and control persons, as of the date of this information statement:

1. Full name;
2. Business address;
3. Employment history (which must list all previous employers for the past 5 years, positions held, responsibilities and employment dates);
4. Board memberships and other affiliations;
5. Compensation by the issuer; and
6. Number and class of the issuer's securities beneficially owned by each such person.

Dominic Crain, CEO & Chairman of the Board

Business address: 2005 Tree Fork Lane, Suite 109 Longwood Florida 32750

Employment history / Board Memberships & other affiliations: Dominic Crain, Chairman and CTO of 3D Eye Solutions, is also the Director of MG Studios, has 17 years experience in technical consulting and integration, and pipeline development and training. His main focus has been in the media industry covering broadcast and animation. Mr. Crain's experience has covered productions with Disney's Feature Animation "Mulan" as an ACSR (Avid Customer Support Representative) assisting with technical issues concerning editing and cut lists. He has been with MCI Business Solutions as an ACSR and trainer, and Fox Sports as a pipeline and design consultant for The Health Network's editing and graphic bays. He's worked for SoftImage, as SoftImage 3D instructor, for Avid Technology as an ACSR supporting media and film composers in broadcast and post facilities across the United States, for Data Translations Inc., as a Southeast technical support representative for the media 100, for Century III at Universal Studios as a technical director and animator, for Crystal Mystique as an art director and 3D technology integrator for sub-surface engraving in crystals, and for Image Resources Inc. (Color Quick and Color Byte Divisions) as technical support and quality control for OPI replacement and API integration. At MG Studios, a state-of-the-art, fully digital studio, located in Longwood, Florida, Mr. Crain's experience includes the management and oversight of projects in regards to hardware/software integration, media pipelining, technology acquisition, technical direction and client consultation

Compensation by the issuer: Salary is \$200,000 annually

Number, Class & Percentage of Outstanding Shares of the Issuers Securities Beneficially Owned:
Person Named above owns:

- 2,300,000 shares of Common stock (5.45% of Outstanding Common);

Cynthia Cassidy, Director

Business address: P.O. Box 1430, Mount Dora, Florida 32756

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Employment history / Board Memberships & other affiliations: Cindy Cassady has worked for 43 years in the tax and accounting industry. Franchise owner of H&R Block in New York State and Florida for 15 years. Corporate management experience with H&R Block in Grand Rapids, MI and Pittsfield, MA overseeing day to day operations of districts serving 34,000 plus clients. Currently an independent tax consultant dealing in small business entity setup and business and personal income tax returns.

Compensation by the issuer: Salary is \$120,000 annually

Number, Class & Percentage of Outstanding Shares of the Issuers Securities Beneficially Owned:
Person Named above owns:

- 4,000,000 shares of Common stock (9.26% of Outstanding Common);

B. Legal/Disciplinary History.

- a) On April 27, 2011, The New York Islanders Hockey Club has filed suit for \$30,000.00 pursuant to a contract signed to place 3D Eye Solutions 3D screens in the Nassau Coliseum. The Company believes the suit is baseless and intends to defend the allegations. The Company has counter-sued the NY Islanders for \$95,000.
- b) The issuer is not aware of any legal proceedings pending or threatened against the company. However, the Securities and Exchange Commission has filed a complaint (the "Complaint") against Big Apple Consulting USA, Inc. ("Big Apple"), a shareholder and major contributor to 3D Eye Solutions in terms of infrastructure and management, and three principals of Big Apple. Marc Jablon, the President and CEO of Big Apple Consulting is the former Chairman of 3D Eye Solutions, Inc. The Complaint, filed on November 18, 2009, case number 6:09-cv-01963-JA-GJK, alleging possible violations of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, all in connection with the filing of false press releases and other activities of a former client of Big Apple, starting in November 2005 through March 19, 2007. Big Apple and the principals believe that the allegations are unfounded and are vigorously contesting the Complaint and the bases thereof, and have filed an Answer denying any liability for all alleged violations. For further details regarding the Complaint, please see Litigation Release No. 21305 issued on November 18, 2009 on the Securities and Exchange Commission website.

C. Disclosure of Family Relationships. Describe any family relationships among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of the any class of the issuer's equity securities.

There is no affiliation or relationship between the officers and directors.

D. Disclosure of Related Party Transactions. Describe any transaction during the issuer's last two full fiscal years and the current fiscal year or any currently proposed transaction, involving the issuer, in which (i) the amount involved exceeds the lesser of \$120,000 or one percent of the average of the issuer's total assets at year-end for its last three fiscal years and (ii) any related person had or will have a direct or indirect material interest. Disclose the following information regarding the transaction:

Since 3D Eye Solutions reverse merged into AFA Music Group in June 2008, there have been no related party transactions as described above. 3D Eye Solutions is unaware of any related party transactions before it took control.

E. Disclosure of Conflicts of Interest. Describe any conflicts of interest. Describe the circumstances, parties involved and mitigating factors for any executive officer or director with competing professional or personal interests.

3D Eye Solutions, Inc. (DBA 3D Entertainment Holdings, Inc.)

The former CEO, Michael Gibilisco is the owner of the Company's trademarks and technology patents. 3D Eye Solutions cured a prior default and signed a 10 Year License Agreement on March 25, 2011. The Company faces a potential conflict of interest with its former CEO and founder.

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

Instruction to Item XII: The issuer shall post the financial statements required by this Item XII through the OTC Disclosure and News Service under the appropriate report name for the applicable period end. (If the financial statements relate to a fiscal year end, publish it as an "Annual Report," or if the financial statements relate to a quarter end, publish it as a "Quarterly Report" or "Interim Report") The issuer must state in its disclosure statement that such financial statements are incorporated by reference. The issuer must also (i) provide a list in the disclosure statement describing the financial statements that are incorporated by reference, (ii) clearly explain where the incorporated documents can be found, and (iii) provide a clear cross-reference to the specific location where the information requested by this Item can be found in the incorporated documents.

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The issuer shall provide the following financial statements for the most recent fiscal period (whether fiscal quarter or fiscal year).

1. balance sheet;
2. statement of income;
3. statement of cash flows;
4. statement of changes in stockholders' equity;
5. financial notes; and
6. audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with generally accepted accounting principles (GAAP)⁶ by persons with sufficient financial skills.

Information contained in annual financial statements will not be considered current more than 90 days after the end of the issuer's fiscal year immediately following the fiscal year for which such statement are provided, or with respect to quarterly financial statements, more than 45 days after the end of the quarter immediately following the quarter for which such statements are provided.

The following Financial Statements have been posted to OTC Markets for the period ended March 31, 2012.

1. balance sheet;
2. statement of income;
3. statement of cash flows;
4. statement of changes in stockholders' equity; and
5. financial notes;

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

Please provide the financial statements described in Item XII above for the issuer's two preceding fiscal years. Instruction to Item XIII: The issuer shall either (i) attach the financial statements required by this Item XIII to its initial disclosure statement or (ii) post such financial statements through the OTC Disclosure and News Service as a separate report under the name of "Annual Report" for the applicable fiscal year end. The issuer must state in its disclosure statement that such financial statements are incorporated by reference. The issuer must also (x) provide a list in the disclosure statement describing the financial statements that are incorporated by reference, (y) clearly explain where the incorporated documents can be found, and (z) provide a clear cross-reference to the specific location where the information requested by this Item can be found in the incorporated documents.

The following Financial Statements have been posted to OTC Markets for the fiscal year ending December 31, 2010 and December 31, 2011.

1. balance sheet;
2. statement of income;
3. statement of cash flows;
4. statement of changes in stockholders' equity; and
5. financial notes;

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Item XIV Beneficial Owners

Provide a list of the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the issuer's equity securities. To the extent not otherwise disclosed, if any of the above shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Name & Address	Number & Percentage of Beneficially Shares Owned		
	Common	Preferred Series A	Preferred Series B
Name: MG Studios Resident Agent: Michael Gibilisco Address: 2005 Tree Fork Ln Ste. 113 Longwood, FL 32750	N/A	2,545,000 (42.89%)	N/A
Name: Big Apple Consulting USA, Inc. Resident Agent: Marc Jablon Address: 2101 West State Road 434, Ste. 100, Longwood, FL 32779	5,000,540 (5.48%)	2,277,600 (38.38%)	500,000 (100%)
Name: Richard A Barber Address: 803 Shallow Brook Ave Winter Springs, FL 32708	7,901,390 (8.66%)	N/A	N/A
Name: Robert S Kring Address: 224 Markham Woods Rd Longwood, FL 32779	7,901,390 (8.66%)	N/A	N/A
Name: Lincoln Trust Company Cust FBO: Sanford Staab IRA Address: 717 17 th St Ste 2200 Denver, CO 80202	31,250,000 (34.26%)	N/A	N/A

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

1. Investment Banker

None

2. Promoters

None

3. Counsel

Name: Carl Duncan
Firm: Carl N. Duncan Esq. LLC
Address: 5718 Tanglewood Drive, Bethesda, MD 20817
Phone: (301) 263-0200
Email: cduncan@cnduncanlaw.com

4. Accountant or Auditor - the information shall clearly (i) describe if an outside accountant provides audit or review services, (ii) state the work done by the outside accountant and (iii) describe the responsibilities of the accountant and the responsibilities of management (i.e. who audits, prepares or reviews the issuer's financial statements, etc.). The information shall include the accountant's phone number and email address and

a description of the accountant's licensing and qualifications to perform such duties on behalf of the issuer.

None.

5. Public Relations Consultant(s)

None

6. Investor Relations Consultant

Name: Boost Marketing LLC
Address: 7380 Sand lake Road Suite 500, Orlando, Florida 32819
Email: ir@boostmarketingnow.com

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - the information shall include the telephone number and email address of each advisor.

None.

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

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

Full fiscal years. Discuss the issuer's financial condition, changes in financial condition and results of operations for each of the last two fiscal years. This discussion should address the past and future financial condition and results of operation of the issuer, with particular emphasis on the prospects for the future. The discussion should also address those key variable and other qualitative and quantitative factors that are necessary to an understanding and evaluation of the issuer. If material, the issuer should disclose the following:

Forward-looking Statements

Statements made in this Quarterly Report which are not purely historical are forward-looking statements with respect to the goals, plan objectives, intentions, expectations, financial condition, results of operations, future performance and our business, including, without limitation, (i) our ability to raise capital, and (ii) statements preceded by, followed by or that include the words "may," "would," "could," "should," "expects," "projects," "anticipates," "believes," "estimates," "plans," "intends," "targets" or similar expressions.

Forward-looking statements involve inherent risks and uncertainties, and important factors (many of which are beyond our control) that could cause actual results to differ materially from those set forth in the forward-looking statements, including the following, general economic or industry conditions, nationally and/or in the communities in which we may conduct business, changes in the interest rate environment, legislation or regulatory requirements, conditions of the securities markets, our ability to raise capital, changes in accounting principles, policies or guidelines, financial or political instability, acts of war or terrorism, other economic, competitive, governmental, regulatory and technical factors affecting our current or potential business and related matters.

Accordingly, results actually achieved may differ materially from expected results in these statements. Forward-looking statements speak only as of the date they are made. We do not undertake, and specifically disclaim, any obligation to update any

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forward-looking statements to reflect events or circumstances occurring after the date of such statements.

i. Any known trends, events or uncertainties that have or are reasonably likely to have a material impact on the issuer's short-term or long-term liquidity;

Management has made a real effort to reduce its long term liabilities from year end December 31, 2010 (\$2,306,554) to (\$1,425,602). As a result of the debt forgiveness, the Company posted a Net Profit for the first 6 months of 2011 of \$587,243. As part of the negotiated settlement agreement, 3D Eye Solutions was able to reduce its outstanding liabilities to the former CEO by \$879,454. In addition, 3D Network International signed and paid for a 10 Year license agreement. The settlement and license agreement is expected to reduce operational costs by more than \$300,000 a year. The Company will market and sell the 3D technology under the 10 Year license agreement. The financials and all agreements are posted at <http://www.otcmarkets.com/stock/TDEY/financials>. 3D Network International is currently working on projects for television, motion pictures and animation including Bobo Tales, Who Am I, The Soul Exchange and Perfect Vision. 3D Network International will help 3D Eye Solutions fulfill 3D conversion projects in various markets worldwide.

ii. Any known trends, events or uncertainties that have or are reasonably likely to have a material impact on the issuer's short-term or long-term liquidity;

In 2008, worldwide 3D ticket sales amounted to over \$240,000,000 and approximately 70% of that number (\$166,000,000) was from North America alone. In 2009, the 3D releases have increased exponentially and the Company anticipates the trend to continue. 3D has delivered more revenues than any other format. The Company anticipates an even larger audience for 3D, once 3D Eye eliminates the need for glasses, all together, when viewing 3D.

iii. Internal and external sources of liquidity;

Big Apple Consulting USA, Inc. and Marc Jablon, 3D Eye Solutions Chairman have contributed their services and infrastructures to the benefit of 3D Eye. Big Apple is currently loaning the Company money in the form of a convertible note, paying expenses, including the rents, payroll, taxes, travel, and equipment, associated with 3D Eye.

iv. Any material commitments for capital expenditures and the expected sources of funds for such expenditures;

The Company is currently looking for commitments to fund the launch of a 3D Digital Signage Network worldwide. The Company will accept monies in debt or equity investments.

v. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations;

3D Eye Solutions and its former CEO, Michael Gibilisco recently negotiated a settlement whereby Mr. Gibilisco would resign as an Officer and Director and personally retain all rights, trademarks, and patents to 3D Eye Solutions conversion technology. 3D Eye Solutions, the publicly traded Company and its subsidiary received a 10 Year Worldwide License which is fully paid for. As a result the

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Company is no longer required to make significant expenditures for research and development; however, it is more susceptible to changes within the industry.

3D Network International is currently marketing its technology and services to the digital signage, television, motion picture and video game industries. The following list highlights current projects 3D Eye is involved in, which is expected to have material impacts on the Company:

- (i) In February 2009, 3D Eye signed an agreement with the Las Vegas Hilton where the Las Vegas Hilton has placed a 3D Eye 42" auto stereoscopic screens and technology in strategic locations throughout the hotel, including the main entrance inside the hotel into the Las Vegas Convention Center. 3D Eye will be generating revenue from the agreement through the sale of advertising space to both the vendors of the Las Vegas Hilton, as well as exhibitors, sponsors, and attendees from the conventions held at the Las Vegas Convention center. As a result of poor advertising sales the 3D Screens have been taken down.
- (ii) In April of 2010, 3D Eye Solutions successfully installed two of its 3D auto-stereoscopic turnkey digital signage systems in the Nassau Veterans Memorial Coliseum, home of the National Hockey League's New York Islanders Hockey Club. The joint venture agreements call for both parties to participate in a revenue sharing model for the 3D advertisement spots sold for display on 3D Eye Solutions' system. The NY Islanders are suing the Company for \$30,000, the Company has counter-sued for \$95,000.
- (iii) On June 23, 2010, the Company announced that we are continuing to implement our licensing strategy with the signing of five licenses. 3D Eye Solutions has signed license agreements with companies that cover a variety of vertical markets such as film, broadcast television, video game, digital signage, and the communications industries in both North America and Europe. The Company's licensees are able to market and sell 3D Eye's proprietary 2D to 3D conversion technology to their existing contact network and customer base within their respective industries. 3D Eyes strategy is to generate additional revenue through the sale of licenses and the exclusive 2D to 3D content conversion that is included in the terms of each license agreement.
- (iv) 3D Eye Solutions is currently in negotiations with multiple feature films for possible theatrical and blue-ray release. We are very active with 3D dimensional conversions for major motion picture studios and have helped them to determine distribution channels for 3D stereo releases.

vi. Any significant elements of income or loss that do not arise from the issuer's continuing operations;

The issuer posted a Net Income of \$587,243 for the first 6 months of 2011 as a result of forgiveness of debt. The debt was forgiven based upon the settlement agreement dated March 25, 2011 between Michael Gibilisco and 3D Eye Solutions, Inc.

vii. The causes for any material changes from period to period in one or more line items of the issuer's financial statements; and

The issuer signed a settlement agreement with the former CEO which resulted in the forgiveness of debt of \$879,454. In addition, the Company signed and paid for a 10 Year license agreement. The settlement and license agreement have reduced operational costs and the Company's obligation to pay the former CEO \$300,000 a year for the Technology License.

viii. Any seasonal aspects that had a material effect on the financial condition or results of operation.

None.

2. Interim Periods. Provide a comparable discussion that will enable the reader to assess material changes in financial condition and results of operations since the end of the last fiscal year and for the comparable interim period in the preceding year.

See Management's discussion above.

C. Off-Balance Sheet Arrangements.

1. In a separately-captioned section, discuss the issuer's off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the issuer's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors. The disclosure shall include the items specified in paragraphs C(1)(i), (ii), (iii) and (iv) of this Item XVI to the extent necessary to an understanding of such arrangements and effect and shall also include such other information that the issuer believes is necessary for such an understanding.

The Company does not have any off-balance sheet arrangements.

i. The nature and business purpose to the issuer of such off-balance sheet arrangements;

Not Applicable.

ii. The importance to the issuer of such off-balance sheet arrangements in respect of its liquidity, capital resources, market risk support, credit risk support or other benefits;

Not Applicable.

iii. The amounts of revenues, expenses and cash flows of the issuer arising from such arrangements; the nature and amounts of any interests retained, securities issued and other indebtedness incurred by the issuer in connection with such arrangements; and the nature and amounts of any other obligations or liabilities (including contingent obligations or liabilities) of the issuer arising from such arrangements that are or are reasonably likely to become material and the triggering events or circumstances that could cause them to arise; and

Not Applicable.

iv. Any known event, demand, commitment, trend or uncertainty that will result in or is reasonably likely to result in the termination, or material reduction in availability to the issuer, of its off-balance sheet arrangements that provide material benefits to it, and the course of action that the issuer has taken or proposes to take in response to any such circumstances.

Not Applicable.

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2. As used in paragraph C of this Item XVI, the term off-balance sheet arrangement means any transaction, agreement or other contractual arrangement to which an entity unconsolidated with the issuer is a party, under which the issuer has:

- i. Any obligation under a guarantee contract that has any of the characteristics identified in paragraph 3 of FASB Interpretation No. 45, Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others (November 2002) ("FIN 45"), as may be modified or supplemented, and that is not excluded from the initial recognition and measurement provisions of FIN 45 pursuant to paragraphs 6 or 7 of that Interpretation;**

Not Applicable.

- ii. A retained or contingent interest in assets transferred to an unconsolidated entity or similar arrangement that serves as credit, liquidity or market risk support to such entity for such assets;**

Not Applicable.

- iii. Any obligation, including a contingent obligation, under a contract that would be accounted for as a derivative instrument, except that it is both indexed to the issuer's own stock and classified in stockholders' equity in the issuer's statement of financial position, and therefore excluded from the scope of FASB Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities (June 1998), pursuant to paragraph 11(a) of that Statement, as may be modified or supplemented; or**

Not Applicable.

- iv. Any obligation, including a contingent obligation, arising out of a variable interest (as referenced in FASB Interpretation No. 46, Consolidation of Variable Interest Entities (January 2003), as may be modified or supplemented) in an unconsolidated entity that is held by, and material to, the issuer, where such entity provides financing, liquidity, market risk or credit risk support to, or engages in leasing, hedging or research and development services with, the issuer.**

Not Applicable.

Part E Issuance History

Item XVII List of securities offerings and shares issued for services in the past two years

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer (1) within the two-year period ending on the last day of the issuer's most recent fiscal year and (2) since the last day of the issuer's most recent fiscal year.

Date	Name of Person or Entity	Nature of Each Offering	Jurisdiction	Number of Shares sold	Price shares were offered	Amount paid to the Issuer	Trading Status of the shares	Legend
3/16/2012	Fairhills Capital Offshore	Preferred Series A Conversion	N/A	3,636,363	0.011	N/A	Free trading shares	None
3/16/2012	Boost Marketing LLC	Preferred Series A Conversion	N/A	4,545,454	0.011	N/A	Free trading shares	None

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Loans Payable

Loans Payable consists of amounts due to shareholders, who have advanced funds to the Company for operating purposes. The amount owed at the quarter ended June 30, 2011 was \$1,425,602 in the form of a convertible note as follows:

NOTE 3 – to the Financial Statements <u>LOANS PAYABLE</u>	
Mike Gibilisco	\$552,503
Mike Gibilisco	\$384,000
Mike Gibilisco	\$318,000
MJMM Investments LLC	\$122,500
Big Apple Consulting USA, Inc.	\$108,599
Mike Gibilisco	\$4,000
Boost Marketing LLC	\$4,000

Loans Payable has been reduced by \$879,454 by the Settlement Agreement dated March 25, 2011, between Mike Gibilisco and the Company. This Forgiveness of Debt has been reported as Other Income.

Part F Exhibits

The following exhibits must be either described in or attached to the disclosure statement:

Item XVIII Material Contracts

A. Every material contract, not made in the ordinary course of business, that will be performed after the disclosure statement is posted through the OTC Disclosure and News Service or was entered into not more than two years before such posting. Also include the following contracts:

- 1. Any contract to which directors, officers, promoters, voting trustees, security holders named in the disclosure statement, or the Designated Advisor for Disclosure are parties other than contracts involving only the purchase or sale of current assets having a determinable market price, at such market price;***

See Exhibit A as posted to OTC Markets website on March 31, 2011.

- 2. Any contract upon which the issuer's business is substantially dependent, including but not limited to contracts with principal customers, principal suppliers, and franchise agreements;***

See Exhibit A as posted to OTC Markets website on March 31, 2011.

- 3. Any contract for the purchase or sale of any property, plant or equipment for consideration exceeding 15 percent of such assets of the issuer; or***

See Exhibit A as posted to OTC Markets website on March 31, 2011.

- 4. Any material lease under which a part of the property described in the disclosure statement is held by the issuer.***

None.

B. Any management contract or any compensatory plan, contract or arrangement, including but not limited to plans relating to options, warrants or rights, pension,

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retirement or deferred compensation or bonus, incentive or profit sharing (or if not set forth in any formal document, a written description thereof) in which any director or any executive officer of the issuer participates shall be deemed material and shall be included; and any other management contract or any other compensatory plan, contract, or arrangement in which any other executive officer of the issuer participates shall be filed unless immaterial in amount or significance.

See Exhibit B as posted to OTC Markets website on March 31, 2011.

C. The following management contracts or compensatory plans need not be included:

1. Ordinary purchase and sales agency agreements;

None.

2. Agreements with managers of stores in a chain organization or similar organization;

None.

3. Contracts providing for labor or salesmen's bonuses or payments to a class of security holders, as such; and

None.

4. Any compensatory plan that is available to employees, officers or directors generally and provides for the same method of allocation of benefits between management and non-management participants

None.

Item XIX Articles of Incorporation and Bylaws

A. A complete copy of the issuer's articles of incorporation or in the event that the issuer is not a corporation, the issuer's certificate of organization. Whenever amendments to the articles of incorporation or certificate of organization are filed, a complete copy of the articles of incorporation or certificate of organization as amended shall be filed.

The Company's Articles of Incorporation and Amendments to Articles of Incorporation have been posted to otcmarkets.com on October 8, 2009.

B. A complete copy of the issuer's bylaws. Whenever amendments to the bylaws are filed, a complete copy of the bylaws as amended shall be filed.

The Company's Bylaws have been posted to otcmarkets.com on October 6, 2009.

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

A. In the following tabular format, provide the information specified in paragraph (B) of this Item XX with respect to any purchase made by or on behalf of the issuer or any "Affiliated Purchaser" (as defined in paragraph (C) of this Item XX) of shares or other units of any class of the issuer's equity securities.

The Company has not made any purchase, made by or on behalf of the issuer, of shares or other units of any class of the issuer's equity securities.

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ISSUER PURCHASES OF EQUITY SECURITIES				
Period	Column (a) Total Number of Shares (or Units) Purchased	Column (b) Average Price Paid per Share (or Unit)	Column (c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Column (d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
Total	Not Applicable.	Not Applicable.	Not Applicable.	Not Applicable.

Item XXI Issuer's Certifications

I, Dominic Crain certify that:

I have reviewed this Amended Quarterly Information and Disclosure Statement ***of*** 3D Eye Solutions, Inc.;

1. 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, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and not misleading with respect to the period covered by this disclosure statement; and

2. 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.

Signature:  _____

Date: Monday, June 4, 2012

Name: Dominic Crain

Title: Chairman