

**HALL OF FAME
BEVERAGES, Inc.
(A Delaware Corporation)**

**Unaudited reported Annual Report
December 31, 2010**

Hall of Fame Beverages, Inc. (a Delaware Corporation)

December 31, 2010

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Accountant's Review Report

The Board of Directors

Hall of Fame Beverages, Inc (Nevada Corporation)

The accompanying income statement; and the related balance sheet, statement of changes of stockholders' equity and statement of cash flow have been reviewed and present fairly in all material respects, the financial position of Hall of Fame Beverage, Inc. (a Nevada Corporation) for the year ended December 31, 2010, in accordance with Statements on Standards for Accounting and review Services issued by the American Institute of Certified Public Accountants. All information included in these financial statements is the responsibility of the officers of Hall of Fame Beverages, Inc.

A review consists principally of inquiries and analytical procedures of evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. It is substantially less in scope than an audit in accordance with generally accepted auditing standards, the objective of which is the expression of an opinion regarding the financial statements taken as a whole.

Accordingly, we do not express such opinion.

Based on our review, we are not aware of any material modification that should be made to the accompanying financial statements in order for them to be in conformity with accounting principles generally accepted in the United States.

/s/ The Joshua Management Group, LLC

Accountancy Corporation

Issuer's Information & Disclosure Statement

Part A General Company Information

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

Issuer Name: Hall of Fame Beverages, Inc

Hall of Fame Beverages, Inc. was originally incorporated as 911 Performance, Inc. on September 28, 2001. The company amended its Articles of Incorporation on January 12, 2007, changing the company's name to dfw-consultants.com, Inc. The company again amended its Articles of Incorporation on July 11, 2007, changing the company's name to OG Nation, Inc. The company amended its Articles of Incorporation on January 23, 2008, changing the company's name to Hall of Fame Beverages, Inc. Other than listed above, the corporation has used no other names in the past 5 years.

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

The principal offices of the company are located in Las Vegas, Nevada at:
1201 Jones Blvd. Suite 100, Las Vegas, NV. 89146

The telephone number is: 702-822-1775

The facsimile number is: 702-822-1776

The Email address is: info@halloffamebeverages.com

The Website address is: www.halloffamebeverages.com

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

Hall of Fame Beverages, Inc. was reincorporated as a Delaware corporation on October 01, 2010. From September 28, 2001 until its reincorporation, it was a Nevada Corporation.

Part B Share Structure

Item IV The exact title and class of securities outstanding.

The corporation has authorized 2 classes of securities:
Hall of Fame Beverages, Inc. - common stock

Hall of Fame Beverages, Inc. - preferred stock
The CUSIP for our Common Stock is 406089 201
The Trading Symbol for our Common Stock on the Pink Sheets is HFBG
Our Preferred Stock does not have a CUSIP and is not publicly traded.

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

A. *Par or stated value.* Provide the par or stated value for each class of outstanding securities.

The par value of the issuer's common stock is \$0.001 per share.
The par value of the issuer's preferred stock is \$0.001 per share.

B. *Common or Preferred Stock.*

1. For common equity, describe any dividend, voting or preemption rights.

Common stock is issued and outstanding.

Voting rights: One vote per share

There is no dividend, or preemption rights.

2. For preferred stock, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions.

Series A Preferred is issued and outstanding.

Voting rights: the Series A Preferred rate at the time of any particular vote, is the total number of shares of common and Series A Preferred outstanding (including any shares that could be outstanding is convertible notes, options, warrants or subscription agreements are exercised) times the number of shares of Series A preferred outstanding at time of the vote.

There are no dividends, conversion and liquidation rights as well as no redemption or sinking fund provisions attached to the preferred stock.

In summary, holders of the issued and outstanding preferred stock will always have 50% voting interest in the Company.

3. Describe any other material rights of common or preferred stockholders.

There are no other material rights of common or preferred stockholders.

4. Describe any provision in issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.

There is no other provision in issuer's charter or by-laws that would delay defer or prevent a change in control of the issuer.

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

1. As of the end of the issuer's most recent quarter.

- (i) As of the period ended September 30, 2010, the company had:
- (ii) 4,670,000,000 common shares authorized/30,000,000 Preferred Shares Authorized
- (iii) 3,684,415,991 common shares issued and outstanding/5,000,000 Preferred A Shares Issued and outstanding.
- (iv) 3,568,840,025 freely tradable shares (public float);
- (v) (0) Total number of beneficial shareholders; and
- (vi) There were a total of 41 shareholders of record.

2. As of the end of the issuer's most recent fiscal year end.

- (i) As of the period ended December 31, 2010, the company had:
- (ii) 4,902,449,460 common shares issued and outstanding/5,000,000 Preferred A Shares Issued and outstanding.
- (iii) 7,670,000,000 common shares authorized/30,000,000 Preferred Shares Authorized
- (iv) 4,791,873,494 freely tradable shares (public float);
- (v) (0) Total number of beneficial shareholders; and
- (vi) There were a total of 43 shareholders of record.

3. As of the end of the issuer's previous fiscal year end.

- (i) As of the period ended December 31, 2009, the company had:
- (ii) 1,302,641,175 common shares issued and outstanding/5,000,000 Preferred A Shares Issued and outstanding.
- (iii) 1,470,000,000 common shares authorized/30,000,000 Preferred Shares Authorized
- (iv) 860,165,084 freely tradable shares (public float);
- (v) (0) Total number of beneficial shareholders; and
- (vi) There were a total of 42 shareholders of record.

4. As of the date this disclosure document was compiled.

- (i) As of the period ended March 28, 2011, the company had:
- (ii) 6,198,671,683 common shares issued and outstanding / 5,000,000 preferred A shares issued and outstanding.
- (iii) 7,670,000,000 common shares authorized / 30,000,000 preferred shares authorized
- (iv) 6,188,095,717 freely tradable shares (public float);
- (v) (1) Total number of beneficial shareholders; and
- (vi) There were a total of 62 shareholders of record.

Part C Business Information

Item VII The name and address of the transfer agent

Action Stock Transfer Corp.
7069 S. Highland Drive Suite 300
Salt Lake
City UT 84121

Telephone: 801 274-1088

Facsimile: 801 274-1099

This Transfer Agent is registered under the Exchange Act. The regulatory authority of this Transfer Agent is the Securities and Exchange Commission.

Item VIII The nature of the issuer's business.

A. Business Development

The company's predecessor, dfw-consultants.com, inc. (TX) was Incorporated September 28, 2001 as a Nevada corporation as a service provider for computer troubleshooting, repair, new computer and server build outs, web site design and maintenance, operating in the Information Technology Market. On August 1, 2007 the Company entered into a Share Exchange Agreement with Our Thing Now, Inc. (NV) whereby the Company acquired all of the outstanding Common Stock of Our Thing Now, Inc. (NV). On July 11, 2007 the Company, through a Board of Directors Resolution, changed its name to OG Nation, Inc. On January 23, 2008 the company again amended its articles of incorporation changing its name to Hall of Fame Beverages, Inc. and on October 01, 2010 the Company became a Delaware Corporation. Our current business is manufacturing, distributing and selling beverages, nonalcoholic (energy drinks, ice teas, enhanced waters).

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

Hall of Fame Beverages, Inc. is a Delaware corporation.

2. The year the issuer (or any predecessor) was organized;

Hall of Fame Beverages, Inc. was incorporated as 911 Performance, Inc. under the laws of the State of Nevada on September 28, 2001.

3. The Issuer's fiscal year end date;

The Issuer's Fiscal year end date is December 31.

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

Issuer has not been in any bankruptcy, receivership, or any similar proceedings.

5. Any material reclassification, merger, consolidation, or purchase or sale of significant amount of assets not in ordinary course of business;

On April 27, 2006, the Company amended its Articles of Incorporation to increase the number of authorized common shares from 65,000,000 (Sixty Five Million) to 300,000,000 (Three Hundred Million). The par value of which is \$.001 per share. The Company increased the number of authorized Preferred Shares from 10,000,000 (Ten Million) shares to 30,000,000 (Thirty Million) shares. The par value of which is \$.001 per share.

On January 8, 2007, the Company issued 6,000,000 shares of Common stock to acquire the outstanding common stock of dfw-consultants.com, inc. (TX) pursuant to a Share Exchange Agreement between the company and dfw-consultants.com, inc. (TX).

On July 9, 2007 The Board of Directors approved a 20/1 forward Stock Split on the Company's outstanding Common Stock, which was effective on July 27, 2007.

On July 27, 2007, the company issued 88,500,000 shares of Common Stock to acquire the outstanding Common Stock of Our Thing Now, Inc. (NV) pursuant to a Share Exchange Agreement between the Company and Our Thing Now, Inc. (NV).

On May 23, 2008 the Company amended its Articles of Incorporation to increase the number of authorized common shares from 300,000,000 (Three Hundred Million) to 470,000,000 (Four Hundred and Seventy Million). The par value of which is \$.001.

On December 10, 2008 the Company amended its Articles of Incorporation to increase the number of authorized common shares from 470,000,000 (Four Hundred and Seventy Million) to 900,000,000 (Nine Hundred Million). The par value of which is \$.001.

On February 18, 2009 the Company amended its Articles of Incorporation to increase the number of authorized common shares from 900,000,000 (Nine Hundred Million) to 1,270,000,000 (One Billion Two Hundred and Seventy Million). The par value of which is \$.001.

On February 24, 2009 The Board of Directors approved a one for three Reverse Stock Split on the Company's outstanding Common Stock. 470,000,000 (Four Hundred Seventy Million) of Common Shares. The par value of which is \$.001.

On February 26, 2009 the Company issued 5,000,000 (Five Million) Series A Preferred Shares 2,500,000 (Two Million Five Hundred Thousand) Series A Preferred Shares were issued to Mr. Giovanni Luciano for salary compensation and consideration of monies paid in the way of start up costs. 2,500,000 (Two Million Five Hundred Thousand) Series A Preferred Shares were issued to Mr. Calvin Ross for salary compensation and consideration of monies paid in the way of start up costs.

On May 22, 2009 the Company amended its Articles of Incorporation to increase the number of authorized common shares to 1,470,000,000 (One Billion Four Hundred Seventy Million) shares of Common Stock.

On May 05, 2010 the Company amended its Articles of Incorporation to increase the number of authorized common shares to 2,670,000,000.

On June 23, 2010 the company again amended its Articles of Incorporation to increase the number of authorized common shares to 4,670,000,000.

On December 10, 2010 the Company amended its Articles of Incorporation to increase the number of authorized common shares from 4,670,000,000 to 7,670,000,000, the par value of which is \$.001.

There has been no other material reclassification, merger, consolidation, or purchase or sale of significant amount of assets.

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

The Issuer has no defaulted indebtedness and no financing arrangements requiring Issuer to make payments.

7. Any change of control; Date Description

February 1, 2010 Calvin Ross is appointed CFO.

April 1, 2010 Giovanni Luciano is appointed COO

March 22, 2011 Brad Godfrey is appointed CBDO and Director

8. Any increase in 10% or more of the same class of outstanding equity securities; Date Description

Oct. 1, 2001 the issuance of 350,000 shares of common stock, to Chad Vogel, a founder of 911 Performance, Inc., valued at \$350.00 The issuance of 350,000 shares of common stock, to Kaye Vogel, a founder of 911 Performance, Inc., valued at \$350.00 The issuance of 350,000 shares of common stock, to Donald Vogel, a founder of 911 Performance, Inc., valued at \$350.00. A total of 1,050,000 common shares were issued to the company's Founding Directors.

Jan 8, 2006 The issuance of 6,000,000 shares of common stock to Glenn Russo, valued at \$6,000, in exchange for the common stock of dfw-consultants.com, inc. (a Texas corporation), pursuant to a Share Exchange Agreement.

July 27, 2007 the issuance of a total of 88,500,000 shares of common stock to six individuals valued at \$88,500 in exchange for the Common Stock of Our Thing Now, Inc. (NV), pursuant to a Share Exchange Agreement. Giovanni Luciano (33,187,500)

shares of Common Stock, Cyndi Luciano (4,425,000) shares of Common Stock, Calvin Ross (33,187,500) shares of Common Stock, Jim Brown (13,275,000) shares of Common Stock, Lorraine Anderson (1,770,000) shares of Common Stock and Anthony Perry (2,655,000) shares of Common Stock.

The Company's outstanding common shares issued and outstanding increased to 1,302,641,175 as of December 31, 2009 from 733,207,020 at the end of 2008, as a result of the sales of the Company's stock as set forth through Regulation D 504. The net proceeds of such sale were used in general operating expenses.

On February 26, 2009, The Company issued 2,500,000 Series A preferred shares each to Calvin Ross and Giovanni Luciano, respectively.

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

On January 10, 2007 the Company entered into a Share Exchange Agreement with dfwconsultants.com, Inc. (TX) whereby the Company acquired the outstanding Common Stock of dfwconsultants.com, inc. (TX), (1,000,000) One Million shares of common stock, in exchange for (6,000,000) Six Million shares of the Company's Common Stock.

On July 24, 2007, through a Board of Directors Resolution, the Company severed its Business relationship with dfw-consultants.com, Inc. (TX) in a "Spin Off" of dfw-consultants.com, Inc.'s business activity with the Company.

On Aug. 1, 2007 the company entered into a Share Exchange Agreement with OG Nation, Inc. (NV) whereby the company acquired the outstanding Common Stock of OG Nation, Inc. (NV) (1,500) One Thousand Five Hundred shares of Common Stock, in exchange for (88,500,000) Eighty Eight Million Five Hundred Thousand shares of the Company's Common Stock.

On July 9, 2007 The Board of Directors approved a 20/1 Forward Stock Split on the Company's outstanding Common Stock which was effective on July 27, 2007.

On February 24, 2009 The Board of Directors approved a one for three Reverse Stock Split on the Company's outstanding Common Stock. 470,000,000 (Four Hundred Seventy Million) of Common Shares.

On February 26, 2009 The Company issued 5,000,000 (Five Million) Series A Preferred Shares.

10. Any delisting of the issuer's securities by any securities exchange or NASDAQ;
The issuer has not had any of its securities delisted by any securities exchange or NASDAQ.

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. State the name of the principal parties, the nature and current status of the matters, and the amounts involved.

The company has no past or present legal matters pending that could have a material effect on the issuer's business, financial condition, or operations.

B. Business of The Issuer

The Issuer is a company for the manufacturing, distributing and selling of beverages, nonalcoholic (energy drinks, ice teas and enhanced waters).

1. The issuer's primary and secondary SIC codes;

Primary- 2086 Secondary- 2082

2. Whether the issuer has ever conducted operations is in the development stage or is currently conducting operations.

The Issuer has been continually conducting business operations since April 2002. Our current business is manufacturing, distributing and selling beverages, nonalcoholic (energy drinks, ice teas and enhanced waters).

3. Whether the Issuer is considered a "Shell Company" pursuant to Securities Act Rule 405.

The Issuer is not considered a Shell Company pursuant to Securities Act Rule 405.

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

There are no subsidiaries or affiliates of the Company.

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

There is no direct governmental regulation overlooking the company, or its products and services. The company does have to comply with various cities, county and/or State laws and regulations in connection to its operations.

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

Through December 31, 2010 the company has expended approximately \$100,000 on research and development activities. The costs of our research and development activities are not borne directly by customers.

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

There are no direct costs to the company for compliance with environmental laws.

8. Total number of employees and number of full time employees;

The company has a total of 3 Full Time employees, and at any given time, we contract with at least one, and as many as 5 Independent Consultants. The 3 Full Time employees perform day-to-day operations and manufacturing of product, as well as sales for the Company.

Item IX The nature of products or services offered

A. Principal products or services, and their markets;

SUMMARY

Hall of Fame Beverages, Inc. has positioned itself within the beverage industry to target a niche clientele that has been sought after, but difficult to obtain by most beverage companies. Hall of Fame Beverages, Inc. is designed to focus on the consumer. We have performed extensive market research on the energy drink and Tea industry and understand the needs of our consumer and the importance of delivering the highest quality products and services to them.

PRODUCTS & SERVICES

Atomic Dogg [™]
Grand Mama Sweet Southern Tea [™]
Hydro Power Enhanced Waters [™]

-----*Services Pricing Strategy*-----

Our pricing strategy is set up in such a way that makes us extremely competitive within the market. Sales are reflected at a price point of \$12.00 per case for the Tea. Costs of goods sold are based on manufacturing a case at \$6.85 of Grand Mama Sweet Southern Tea Regular and Sugar free \$5.85; a case contains 12 -20oz bottles. With the expertise and contacts we have made in the industry, sales projections are realistic and attainable. Our pricing is competitive, although it is our experience that pricing overall has a minimal affect on the customer's decision to purchase, it is mostly taste and kick. We will offer Net 30 day terms to credit worthy distributors as a competitive edge.

MARKET

-----Market Analysis Summary-----

Tea sales in the US are expected to exceed a phenomenal \$15 billion in 2012 for both beverage and non-beverage categories. The US market will grow to 28 percent in current prices and 18 percent in inflation-adjusted prices during 2010-2013. Tea is currently the second most consumed beverage in the world next to water. It is highly compatible with herbs, spices, milk and other ingredients perceived as healthy. Our Niche will be the unique way we market our product and our customer base we are targeting. Our promotion intends to utilize gorilla marketing, street teams and strategic alliances within the urban marketing companies we currently have relationships with. Additionally we have a full complement of point of sales items already developed, the logo is developed and all logos and labels are trademarked.

-----Competitive Comparison-----

This company will be geared toward creating an entire industry that will include marketing, distribution, and manufacturing thereby creating jobs for many in the communities in which it is based. Management's prior beverage and business experience is what leads the competition. Successful start- up companies has to be able to control expenses and provide superior quality. The management team at Hall of Fame Beverages, Inc is poised to accomplish just that.

Our largest product competitors are Arizona real brew, Snapple Black tea, Minute Made, and Lipton All Natural ice tea. We are not trying to take over their market share as they are well-established brands; however we intend to penetrate a portion with our products. We want to successfully brand our product and therefore increase our market share. We believe that our products will be able to compete due to several factors. We use the highest quality ingredients in our product formula. Pricing will be competitive. We will target and develop an urban niche, which has been mostly, disregarded by the major labels. As a matter of fact, the few majors that have attempted to penetrate the urban niche have been for the most part

unsuccessful. We intend to concentrate our efforts and develop the niche market to the fullest.

Teas:

PRODUCT SIZE RETAIL PRICE PER UNIT

Grand Mama Sweet Southern Tea 20oz --\$1.59-\$1.89

Arizona real brews 16oz --\$1.89-\$2.09

Snapple Black Tea 16oz --\$1.99-\$ 2.09

Minute Made 16oz --\$1.99-\$2.09

Lipton All Natural ice tea 16oz --\$2.09-\$2.29

-----Market Need-----

Our marketing plan is designed to focus on the consumer. We have performed extensive market research on the Tea industry and understand the needs of our consumer and the importance of delivering the highest quality products and services to them. Tea of the RTD (ready to Drink) variety brings ultimate convenience to the consumer; its needs no preparation and can be consumed immediately from anywhere. Tea bottles and cans also enable tea to be distributed easily. Therefore the products are widely available to consumers at various points of consumption. The convenience and availability of RTD tea are consistent with the changing lifestyle in the United States. American consumers have less free time, and, as a result, there is a trend towards eating lighter meals on the go. RTD tea is a primary beneficiary of this trend, as the number of people consuming meals away from home continues to grow.

The US Tea market is projected to expand by more than \$7 billion by 2012, with nearly three quarters of that growth from the specialty and premium markets. In 2010, the tea industry has experience 20% growth in sales of teas, it shows excellent growth potential. The Tea industry category is dynamic and growing. Hall of Fame Beverages, Inc. intends to take full advantage of this growth with a well-executed marketing plan. The Company understands that it has to execute our marketing plan with excellence in order to compete.

-----Market Trend-----

Tea:

One of the most important trends in the US is the continuing and increasing health consciousness of American consumers. Tea is considered to be an appropriate beverage choice to support a healthy lifestyle. This perception boosts the consumption of herb-enhanced RTD tea. These include New Age products such as specialty tea infused with herbs, spices and other ingredients that provide certain health benefits. This premium niche is where market participants are heading for higher profits

In the last decade, tea has come a long way, indeed various ranging from herbal tea to chai. With so many tea varieties, flavors, sweetness levels, herbs, and additional ingredients, RTD tea manufacturers can come up with virtually unlimited combinations.

EXPANSION

-----MARKETING-----

Upon securing expansion capital, Management will secure distribution of Grand Mama Sweet Southern Tea. Hall of Fame Beverages will aggressively sell and service our products to a new and larger client base, which the Company believes will create substantial revenues and profits for Hall of Fame Beverages, Inc. Additionally, Hall of Fame Beverages, Inc. is planning to launch a full marketing campaign and strategic alliance with a large east coast distributor that will cover multiple cities and states on the East coast.

-----ADDITIONAL SERVICE AREAS-----

We anticipate by the end of the 2011 Calendar year that we will have grown to a size which will allow us to “name brand” our own line of Bakery Goods allowing us to utilize our world wide web presence to increase our revenue, while still offering all the same services and products that our current clients have come to know and trust. By continuing to branch outward into additional markets, offering the same levels of quality that our clients are already accustomed to, we foresee continued growth in multiple states.

Once we have securely established our presence in multiple States and have the name and brand recognition, we are anticipating opening markets that are available to us in the Caribbean, Canada, and Mexico. We are presently negotiating a strategic alliance with companies that have large distributions available in each of these territories.

B. Distribution methods of the products or service;

Our products will be distributed by independent distributors through existing lines of distribution, such as convenience stores, supermarkets, and clubs. The Channels of distribution are the key to our growth and our prospects for additional growth. The channels will seek to first create customer awareness regarding the products offered, develop that customer base, and establish connections with targeted markets and work toward building customer loyalty. We have identified four main marketing channels to be utilized:

- Convenience Stores
- Retail grocery chains/super stores
- Hotels
- Restaurants

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

Grand Mama's Sweet Southern Tea (Regular and Sugar Free) is currently in Distribution.

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

Hall of Fame Beverages, Inc. has a unique marketing strategy with street teams and gorilla marketing. We intend to manage our company better, faster, cheaper, manufacturing a high quality product in a timely fashion, while controlling expenses.

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

We have a relationship with a Frutarom USA, Inc., that will blend the teas and enhance waters and energy drinks. The raw blended formula goes to Tampa Bay Copack Company. We order the bottles from Tampa Bay Copack Company, where the drinks are brewed, blended, and bottled in 20oz bottles. They are placed in 12 bottles cases and ship them to our warehouses.

F. Dependence on one or a few major customers;

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

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

Hall of Fame Beverages, Inc. Trademarks:

Atomic Dogg [™]

Grand Mama Sweet Southern Tea [™]

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

The issuer does not need governmental approval for its principal products or services.

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

The Issuer's principal Executive and Administrative offices are located at: 1201 Jones Blvd, Suite 100, Las Vegas, NV 89146. This location provides office space, kitchen, restrooms and a stockroom for the exclusive use of the company.

Part D Management Structure and Financial Information

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

A. Officers and Directors;

Name, Position, Other Affiliations, Compensation by Issuer Shares

Names & Addresses of Officers, Directors & Principal Shareholders	Number of Shares Held	Compensation
Calvin Ross, CFO/Director 263 W. Olive Ave. Burbank, CA 92009	2,500,000 Series A preferred stock	No compensation
Giovanni Luciano, COO/Director 67 S Higley Rd Gilbert, AZ 85236	2,500,000 Series A preferred stock	No compensation
Brad Godfrey, CBDO, Director 1201 Jones Blvd, Ste 100 Las Vegas, Nevada 89146	730,385,000 Common stock	No compensation

Officer's Employment History, consisting of previous 5 (Five) years.

Calvin Ross - Chief Financial Officer/Director

February, 2010 - Present:	CFO, Hall of Fame Beverages, Inc.
Job Description:	Oversee the planning and operations.
Jan, 2008 - February, 2010:	CEO, Hall of Fame Beverages, Inc.
Job Description:	Coordinated the production, the sales and marketing of products.
Jan, 2007 - Jan, 2008:	COO, Hall of Fame Beverages, Inc.
Job Description:	Coordinated the sales, marketing and distribution of products.
July, 2003 - Jan, 2007:	Owner and CEO of Dawg House Holdings LLC.
Job Description:	Oversee production development and marketing and distribution.

Calvin Ross - Chief Financial Officer

Calvin Ross has been a successful entrepreneur, beverage industry executive and expert, and founder and CEO of two separate beverage companies. He has been profiled in trade publications like BevNet for his innovative approach and novel marketing techniques. From the summers of his youth spent running a Kool-Aid stand, his fascination with the beverage industry has clung to him. It was during his years as an amateur boxer that Mr. Ross was inspired to create and develop a beverage that would offer the restorative virtue that would provide a competitive advantage for athletes. After consultation with herbalists and nutritionists, Calvin Ross brought his own insights and marketing savvy to the table, and he created and developed an energy drink which he named Pit Bull. Relying on the lessons learned from this experience, Mr. Ross launched the Hip Hop Beverage Corporation in 2000, targeting an urban youth demographic that was at that time largely overlooked. By 2003, he was seeking new challenges, and he left the company to launch Raw Dawg Beverages. As President and founder of Raw Dawg Beverages, the producer of Raw Dawg Sports Energy Drink, Mr. Ross was responsible for developing the company's signature brand and look, and expanding the distribution to become an approved supplier to Wal-Mart Stores, Inc. Attuned to the currents of the industry, and exceptionally well-versed in negotiating the complex market, Calvin Ross possesses the insight and experience that is invaluable to the success of Hall of Fame Beverage, Inc. Mr. Ross has been galvanized by the vision of Hall of Fame Beverage, and his imagination has been fired

by the possibilities of this emerging Company. His own unique perspective, individualism, and personal energy will be vitally important to the future development of Hall of Fame Beverage, Inc.

Giovanni Luciano - Chief Operations Officer/Director

April 1, 2010 - Present	COO of Hall of Fame Beverages, Inc.
Job Description	Oversee the daily operations.
Jan, 2008 - March, 2010	Consultant and Shareholder
Job Description	Coordinated the marketing & distribution of products
Jan, 2006 - Jan, 2008	CEO of Hall of Fame Beverages, Inc.
Job Description	oversee planning and Development
Aug, 2003 - Jan, 2006	Consultant with Dawg House Holdings, LLC

Giovanni Luciano - Chief Operations Officer

Giovanni Luciano brings his extensive background and expansive foundation of knowledge in supplements, herbs, vitamins, and concentrates to the Hall of Fame Beverages team. He possesses more than two decades of involvement in the nutritional industry in which he has relied heavily on his broad knowledge of herbology and pharmacology. Mr. Luciano spent several years as CEO of his own herbal/vitamin company where he was instrumental in the development, manufacture, and marketing of new products for this fast-paced sector. He also worked for many years as a consultant to Raw Dawg Sports Energy Drink, from which his relationship was forged with Calvin Ross, Raw Dawg founder and current Hall of Fame Beverages CFO. Mr. Luciano has considerable direct experience handling and supervising all aspects of manufacturing, from conception to completion, as well as a comprehensive network of industry contracts and relationships that will be irreplaceable to Hall of Fame Beverages.

In addition, Mr. Luciano has cultivated his management and organizational skills during his tenure as the CEO of his own firm. He is deeply familiar with every stage of the product development process, from the acquisition of raw materials through to the production and distribution of the finished product. Mr. Luciano is also particularly adept at negotiating the complexities of the industry and has developed an impressive track record of success in achieving time-critical goals within strict schedules during his many years working in the business. His proficiency for coordinating diverse objectives within established time constraints, his broad network of relationships with industry professionals, and his strong foundation of knowledge in nutrition and herbs will all be vital assets to Hall of Fame Beverages. Most importantly, Mr. Luciano enthusiastically shares the vision of his fellow officers in forging a company that caters to a

lifestyle and has the potential to bring about genuine change by offering opportunities to those who would otherwise be excluded from the corporate world.

Brad Godfrey - Chief Business Development Officer/Director

Private Investor.

Began Investing in Stocks in 1982 successfully driving my interests to work on Trading Floor of Pacific Stock Exchange and later Wall Street Research in IPO's, Private Placement and Bridge note funding. Currently active as a Private Investor. A Major Shareholder in Hall of Fame Beverages. Appointed Chief Business Development Officer and Director on Board 3/22/2011 to bring Management Changes, changes in Direction and increase valuation for all shareholders. Accomplishments at Hall of Fame Beverages, Inc to be listed in next Annual Report.

B. Legal/Disciplinary History. 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 of the foregoing persons have been the subject of a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding.

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 a person's involvement in any type of business, securities, commodities, or banking activities;

None of the foregoing persons have been the subject of any order, judgment, or decree, that permanently or temporarily enjoined, barred, suspended or otherwise limited such a person's involvement in any type of business, securities, commodities, or banking activities.

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the SEC, the CFTC, 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 of the foregoing persons have been the subject of any finding or judgment by a court of competent jurisdiction (in a civil action), the SEC, the CFTC, or a state securities regulator of a violation of federal or state securities or commodities laws.

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 of the foregoing persons have been the subject of any order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

C. Disclosure of Certain Relationships. Describe any relationships existing among and between the issuer's officers, directors and shareholders.

There are no relationships existing among and between the issuer's officers, directors and shareholders that have not been previously disclosed.

D. Disclosure of Conflicts of Interest. Describe any related party transactions or conflicts of interests. Provide a description of the circumstances, parties involved and mitigating factors for any related party transactions or executive officer or director with competing professional or personal interests.

The Issuer is not aware of any related party transactions or conflicts of interest.

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

The company has provided as an Exhibit of this Issuer's Statement, a Balance Sheet, Statement of Profit and Loss, Statement of Cash Flow and a Statement of Changes in Shareholders Equity/Deficit dated as of the Fiscal Years End of December 31, 2010, prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP).

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

Financial Statements for last fiscal year ended December 31, 2009, the company has provided as an Exhibit of this Issuer's Statement, a Balance Sheet, Statement of Profit and Loss, Statement of Cash Flow and a Statement of Changes in Shareholders Equity/Deficit dated December 31, 2009 prepared in accordance with U.S generally accepted accounting principles(U.S GAAP). Financial information for fiscal year ended December 31, 2008 was never made available by the former Management of Hall of Fame Beverages.

Item XIV Beneficial Owners

Set forth are the names, addresses, shareholdings in the company's stock, of all persons who beneficially own or control, directly or indirectly, more than 5%

of the company's outstanding common stock.

Names & Addresses	Number of Shares Held
Cede & Co Fast Balance Box 20 Bowling Green St New York, NY 10004	4,333,139,382
Roy Sahachaisere 7071 Warner Ave. Huntington Beach, CA 92647	100,000,000
Brad Godfrey 1201 Jones Blvd, Ste 100 Las Vegas, Nevada 89146	730,385,000

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. Special Securities Counsel

Thomas E. Boccieri
Attorney at Law
561 Schaefer Avenue
Oradell, New Jersey 07649-2517
T- 201-983-2024
F- 201-265-6069

4. Accountant or Auditor

The Company's outside accountant prepares unaudited financial statements in accordance with U.S. Generally Accepted Accounting Principles.

Management provides accurate and timely Financial Records to the outside Accountant to prepare Unaudited Financial Statements in accordance with US Generally Accepted Accounting Principles.

Aaron Joshua, CPA for 12 years

The Joshua Management Group, LLC, Accountancy Corporation

15030 Ventura Blvd, Suite 610

Sherman Oaks, CA 91403

818-787-5547 phone

818-990-9827 fax

5. Public Relations Consultant(s)

None

6. Investor Relations Consultant

None

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

None

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

A. Plan of Operation

1. Over the next twelve months, management intends to devote a substantial amount of time and effort to building the Hall of Fame Beverages, Inc. brand. The goal is to develop numerous revenue streams. Management is also committed to achieving its stated mission to create a more inclusive work environment and contribute to greater diversity, and is confident that the Company will benefit substantially from its ability to attract talented and motivated individuals from overlooked demographics. Cash requirements: The Company's plans for aggressive expansion will give rise to concomitant capital needs. At the present time, the Company intends to release its extensive product line in a graduated rollout process that will reduce the urgency of such capital demand, and should provide a continuing base of revenues to fund further expansion.

Significant changes in the number of employees: Management does not have specific figures or concrete plans in place to augment the work force. Instead, such staff increases will be dictated by the pace at which the Company is able to achieve its stated goals and reach milestones that will both necessitate additional personnel and provide the revenue base to support an augmented staff.

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

Over the next twelve months, it is Management's intent to have numerous product lines producing revenues and creating profits for Hall of Fame Beverages, Inc. Management intends to launch such product lines in a way that does not interfere with the profitability of the Companies existing products. Over the next twelve months Management intends to create a solid financial base on which to build from. Creating a solid and long term profit foundation from ongoing operations in the number one goal of the Management team of Hall of Fame Beverages, Inc.

C. Off-Balance Sheet Arrangements.

None

Part E Issuance History

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

For the year ended December 31, 2009, the company issued 1,474,409,098 shares pursuant to an exemption from registration provided under section 4(2) of the Securities Act of 1933, as amended and under Rule 504 of Regulation D of Section 3(b) of the Securities Act of 1933, as amended.

For the year ended December 31, 2010, the company issued 3,599,808,285 shares pursuant to an exemption from registration provided under section 4(2) of the Securities Act of 1933, as amended and under Rule 504 of Regulation D of Section 3(b) of the Securities Act of 1933, as amended.

Part F Exhibits

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

Item XVIII Material Contracts.

None

Item XIX Articles of Incorporation and Bylaws.

See description below; Articles of Incorporation, Certificate of Incorporation, Certificate of Conversion, Certification of Designation, amendments to Articles Amended and Restated Bylaws.

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

None

Item XXI Issuer's Certifications.

I, Calvin Ross, Chief Financial Officer, certify that:

I have reviewed this annual disclosure statement of Hall of Fame Beverages, Inc.;

Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

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: 4/15/11

/s/ Calvin Ross

Calvin Ross

CFO, Hall of Fame Beverages, Inc.

I, Giovanni Luciano, Chief Operating Officer, certify that:

I have reviewed this annual disclosure statement of Hall of Fame Beverages, Inc.;

Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the

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

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: 4/15/11

/s/ Giovanni Luciano

Giovanni Luciano

COO, Hall of Fame Beverages, Inc.

I, Brad Godfrey, Chief Business Development Officer/Director, certify that:

I have reviewed this annual disclosure statement of Hall of Fame Beverages, Inc.;

Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

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: 4/15/11

/s/ Brad Godfrey

Brad Godfrey

CBDO/Director, Hall of Fame Beverages, Inc.

HALL OF FAME BEVERAGE CORPORATION

Balance Sheet

For the year ending December 31, 2010

ASSETS:

CURRENT ASSETS:

Cash	\$	7,381	
Accounts Receivable		<u>41,172</u>	
TOTAL CURENT ASSETS		48,553	

OTHER ASSETS:

Computer Equipment/Furniture		6,174	
Less Accumulated Depreciation		(2,043)	
Inventory		240,417	
Vehicles and Fixed Assets		46,766	
Less Accumulated Depreciation		<u>(3,198)</u>	
TOTAL OTHER ASSETS:		288,116	

TOTAL ASSETS:	<u>336,669</u>	<u>336,669</u>
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LIABILITIES:

CURRENT LIABILITIES:

Legal Expenses Payable		10,000	
Accounts Payable		<u>5,346</u>	
TOTAL CURRENT LIABILITIES:		15,346	

LONG TERM LIABILITIES:

Business Loans	13,690	
Vehicle Loans	10,254	
Long Term Payables	<u>56,000</u>	
TOTAL LONG TERM LIABILITIES:	79,944	
TOTAL LIABILITIES:	95,290	
STOCKHOLDERS' EQUITY:		
Authorized Shares:	7,670,000,000 - Common	
	30,000,000 - Preferred	
Outstanding Shares	4,902,449,460 - Common	
	4,791,873,494 - Free-trading	
	5,000,000 - Preferred A	
at par value of .001		
Total Stockholders' Equity	<u>241,379</u>	
TOTAL LIABILITIES/ EQUITY	<u>336,669</u>	<u>336,669</u>

HALL OF FAME BEVERAGES, INC.

Balance Sheet

For the year ending December 31, 2009

ASSETS:

CURRENT ASSETS:

Cash	\$	9,278	
Accounts Receivable		<u>36,215</u>	
TOTAL CURENT ASSETS		45,493	

OTHER ASSETS:

Computer Equipment/Furniture		10,289	
Less Accumulated Depreciation		(4,115)	
Inventory		240,000	
Vehicles and Fixed Assets		53,000	
Less Accumulated Depreciation		<u>(6,234)</u>	
TOTAL OTHER ASSETS:		292,940	

TOTAL ASSETS:	<u>338,433</u>	<u>338,433</u>
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LIABILITIES:

CURRENT LIABILITIES:

Legal Expenses Payable		10,000	
Accounts Payable		<u>12,365</u>	
TOTAL CURRENT LIABILITIES:		22,365	

LONG TERM LIABILITIES:

Business Loans	45,000
Vehicle Loans	14,460
Long Term Payables	<u>58,000</u>

TOTAL LONG TERM LIABILITIES: 117,460

TOTAL LIABILITIES: 139,825

STOCKHOLDERS' EQUITY:

Authorized Shares: 1,470,000,000 - Common
30,000,000 - Preferred
Outstanding Shares 1,302,641,175 - Common
5,000,000 – Preferred A
at par value of .001

Total Stockholders' Equity 198,608

TOTAL LIABILITIES/ EQUITY 338,433 338,433

HALL OF FAME BEVERAGE CORPORATION

Income Statement

For the year ending December 31 2010

Gross Sales	\$46,107
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Gross Income	<u>46,107</u>
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Less: Cost of Goods Sold	179,797
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Gross Profit (Loss)	(133,690)
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General and Administrative Expenses:

Marketing/Sponsorship	\$148,372
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Bank Service Charges	1,140
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Parking	634
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Advertising/Promotions	6,025
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Insurance	3,028
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Rent/Lease	5,900
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Storage/Supplies	6,507
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Maintenance and Repair	1,403
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Vehicle Expenses	6,774
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Internet/Web Hosting	2,093
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Graphic Design	5,500
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Commissions & Fees	7,935
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Meals/Entertainment	5,525
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Travel/Lodging	36,031	
Telephone	4,154	
Computer/Internet	5,293	
Printing & Reproduction	9,962	
Office Expense	5,256	
Dues & Licenses	835	
Professional Services	248,731	
Contributions	100	
Postage/Shipping	<u>5,331</u>	
Total General & Administrative Expenses	\$516,529	\$516,529
Net Income (Loss)		(\$650,219)

HALL OF FAME BEVERAGES, INC.
Income Statement
For the year ending December 31, 2009

Gross Sales	\$249,177
Gross Income	<u>249,177</u>
Less: Cost of Goods Sold	64,252
Gross Profit	184,925

General and Administrative Expenses:

Marketing/Sponsorship	\$65,000	
Promotions	15,000	
Advertising	9,986	
Insurance	4,158	
Rent/Lease	5,400	
Wages/Salaries	27,512	
Maintenance and Repair	1,589	
Vehicle Expenses	2,536	
Internet/Web Hosting	1,988	
Commissions & Fees	10,063	
Meals/Entertainment	2,894	
Travel/Lodging	13,572	
Telephone	3,875	
Utilities	1,877	
Janitorial	1,020	
Office Expense	2,896	
Taxes & Licenses	1,827	
Professional Services	9,800	
Contributions	1,000	
Depreciation	<u>685</u>	
Total General & Administrative Expenses	<u>\$182,678</u>	<u>\$182,678</u>
Net Income (Loss)		<u>\$2,247</u>

Hall of Fame Beverages, Inc		Statement of Changes of Stockholders' Equity		As December 31, 2010
	Common Stock Issued	Owner's Capital	Retained earnings	Total equity
Issuance of Common Stock	155,314,000	-	-	155,314,000
Balance, December 31, 2008	733,207,020	-	-	733,207,020
Return/Cancel issued Stock to Treasury 5/08/2008	(6,875,000)			(6,875,000)
Net Income	-	-	-	-
Original Owner Contributed Capital	-	-	-	-
Issuance of Common Stock	575,723,020	-	-	575,723,020
Balance, December 31, 2009	1,302,641,175	141,345	197,088	338,443
Return/Cancel issued Stock to Treasury 7/31/2009	(400,000,000)			(400,000,000)
Stock Split 3/31/2009 1 for 100 Reverse Split	904,974,943			904,974,943
Net Income	2,247	-	-	2,247
Original Owner Contributed Capital	-	-	-	-
Issuance of Common Stock	1,474,409,098			1,474,409,098
Balance, December 31, 2010	4,902,449,460	241,379	-	241,379
Return/Cancel issued Stock to Treasury 3/01/2010	(426,850,125)			(426,850,125)
Net Income	(650,219)	-	-	(650,219)
Original Owner Contributed Capital	-	-	-	-
Issuance of Common Stock	3,599,808,285			3,599,808,285

HALL OF FAME BEVERAGE CORPORATION

Statement of Cash Flow

For the year ending December 31, 2010

Cash flows from operating activities:	\$ (650,219)
Net income	
Adjustments to reconcile net income to net	
Cash provided by operating activities:	
Depreciation	2,518
Decrease in accounts receivable	1,627
Decrease in prepaid taxes	1,493
Decrease in accounts payable	(1,842)
Increase in deferred taxes	2,000
Increase in accrued payroll	1,011
Decrease in legal expenses payable	(5,000)
Increase in income taxes payable	<u>1,000</u>
Total adjustments	<u>2,807</u>
Net cash provided by operating activities	(647,412)
Cash flows from operating activities:	
Stockholder cash infusion	651,089

Net cash used in operating activities	<u>651,089</u>
Cash flows from financing activities:	
Payments on loans payable	<u>(7,028)</u>
Net cash used in financing activities	<u>(7,028)</u>
Net decrease in cash	(3,351)
Cash, beginning of year	<u>10,516</u>
Cash, end of year	\$ <u><u>7,381</u></u>

HALL OF FAME BEVERAGES, INC.

Statement of Cash Flow

For the year ended December 31, 2009

Cash flows from operating activities:	\$ 2,247
Net income	
Adjustments to reconcile net income to net	
Cash provided by operating activities:	
Depreciation	6,218

Decrease in accounts receivable	1,276
Decrease in prepaid taxes	1,942
Decrease in accounts payable	(5,173)
Increase in deferred taxes	2,000
Increase in accrued payroll	1,529
Increase in legal expenses payable	1,641
Increase in income taxes payable	<u>1,000</u>
 Total adjustments	 <u>10,433</u>
 Net cash provided by operating activities	 12,680
 Cash flows from investing activities:	
Stockholder cash dividends	(6,502)
 Net cash used in investing activities	 (6,502)
 Cash flows from financing activities:	
Payments on loans payable	(4,503)
Net cash used in financing activities	(4,503)
Net increase in cash	1,675
Cash, beginning of year	<u>7,603</u>
Cash, end of year	\$ <u>9,278</u>

HALL OF FAME BEVERAGES, INC.

Notes to Financial Statements

For the year ended December 31, 2010

1. Nature of Organization

Hall of Fame Beverages, Inc. is a Nevada Corporation

- **Significant Accounting Policies**

Accounting Method

The financial statements are prepared on the accrual basis of accounting and are in conformity with General Accepted Accounting Principles, Generally Accepted Auditing Standards & Generally Accepted Government Audit Standards.

Financial Statement Presentation – Sources and Uses of Revenue

Revenue is generated from sales of products. The uses of revenue are determined by Operating Expenses and General and Administrative Expenses.

Use of Estimates

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

Equipment

Equipment is carried at cost. Depreciation is calculated using both the straight-line method and the accelerated method over the estimated useful lives of the assets.

- **Income Taxes**

The company accounts for income taxes in accordance with Statement of Financial Accounting Standards No. 109 (FAS 109), "Accounting for Income Taxes." FAS 109 utilizes the asset and liability method, whereby deferred tax assets and liabilities are recognized for the future tax impact attributable to differences between the financial statement carrying amounts and tax bases of existing assets and liabilities. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply in the years in which the temporary differences are expected to be recovered.

- **Accounts Payable**

Accounts Payable as of December 31, 2010 consists of various invoices that are due in the next 30 days.

- **Accounts Receivable**

Accounts receivable as of December 31 2010 consist various invoices that are due but not received.

- **Concentrations of Credit Risk**

Financial instruments, which potentially subject the company to concentrations of credit risk, consist principally of cash in bank and cash equivalents. The company maintains its cash and cash equivalents with what management believes to be high credit quality financial institutions and limits the amount of credit exposure to any one particular institution.

ARTICLES OF INCORPORATION

OF

911 Performance, Inc.

FIRST. The name of the corporation is:

911 Performance, Inc.

SECOND. Its registered office in the State of Nevada is located at 2533 North Carson Street. Carson City, Nevada 89706 that this Corporation may maintain an office, or offices in such other place within or without the State of Nevada as may be from time to time designated by the Board of Directors, or by the By-Law of said Corporation and that this Corporation may conduct all Corporation business of every kind and nature, including the holding of all meetings of Directors and Stockholders outside the State of Nevada as well as within the State of Nevada.

THIRD. The objects for which this Corporation is formed are: To engage in any lawful activity, including, but not limited to the following:

- (A) Shall have such rights, privileges and powers as may be conferred upon corporations by any existing law.
- (B) May at any time exercise such rights, privileges and powers, when not inconsistent with the purposes and objects for which this corporation is organized.
- (C) Shall have power to have succession by its corporate name for the period limited in its certificate or articles of incorporation, and when no period is limited, perpetually, or until dissolved and its affairs wound up according to law.
- (D) Shall have power to sue and be sued in any court of law or equity.
- (E) Shall have power to make contracts.
- (F) Shall have power to hold, purchase and convey real and personal estate and to mortgage or lease any such real and personal estate with its franchise. The power to hold real and personal estate shall include the power to take the same by devise or bequest in the State of Nevada. Or in any other State, territory or country.
- (G) Shall have power to appoint such officers and agents as the affairs of the corporation shall require, and to allow them suitable compensation.
- (H) Shall have power to make By-laws not inconsistent with the constitution or laws of the United States, or of the State of Nevada, for the management, regulation and government of its affairs and property, the transfer of its stock, the transaction of its business, and the calling and holding of meetings of its stockholders.

- (I) Shall have power to wind up and dissolve itself. Or be wound up or dissolved.
- (J) Shall have power to adopt and use a common seal or stamp, and alter the same at pleasure. The use of a seal or stamp by the corporation on any corporate documents is not necessary. The corporation may use a seal or stamp, if it desires, but such use or nonuse shall not in any way affect the legality of the document.
- (K) Shall have power to borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness, payable at a specific time or times, or payable upon the happening of a specific event or events, whether secured by mortgage, pledge or otherwise, or insecure, for money borrowed, or in payment for property purchased, or acquired, or for any other lawful object.
- (L) Shall have power to guarantee purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of the indebtedness create by, any other corporation or corporations of the State of Nevada, or any other state or government, and while owners of such stock, bonds, securities or evidences of indebtedness to exercise all the rights, powers and privileges of ownership, including the right to vote if any.
- (M) Shall have power to purchase, hold sell, and transfer shares of its own capital stock, and use therefore its capital, capital surplus, surplus, or other property or fund.
- (N) Shall have power to conduct business, have one or more offices, and hold purchase, mortgage and convey real and personal property in the State of Nevada, and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and any foreign countries.
- (O) Shall have power to do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate or articles of incorporation, or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, and in general, to on any lawful business necessary or incidental to the attainment of the objects of the corporation. Whether or not such business is similar in nature to the objects set forth in the certificate or articles of incorporation of the corporation, or any amendment thereof.
- (P) Shall have power to make donations for the public welfare or for charitable, scientific or educational purposes.
- (Q) Shall have power to enter into partnerships, general or limited, or joint ventures, in connection with any lawful activities, as may be allowed by law.

FOURTH. That the total number of common stock authorized that may be issued by the Corporation is SEVENTY FIVE MILLION (75,000,000) shares of stocks. SIXTY FIVE MILLION (65,000,000) common shares with a par value of ONE TENTH OF A CENT (.001) and TEN MILLION (10,000,000) preferred shares with a par value of ONE TENTH OF A CENT (.001) no other class of stock shall be authorized. Said shares may issued by the corporation from time for such considerations as may be fixed by the Board of Directors.

FIFTH. The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be reduced to fewer than one (1).

The name and post office address of the first board of Directors shall be one (1) in number and listed as follows:

NAME	POST OFFICE ADDRESS
Brent Buscay	2533 North Carson Street Carson City, Nevada, 89706

SIXTH. The capital stock, after the amount of the subscription price or par value has been paid in full shall not be subject to assessment to pay the debts of the corporation.

SEVENTH. The name and post office address of the Incorporator signing the Articles of incorporation is as follows:

NAME	POST OFFICE ADDRESS
Brent Buscay	2533 North Carson Street Carson City, Nevada, 89706

EIGHTH. The resident agent for this corporation shall be:

LAUGHLIN ASSOCIATES, INC.

The address of said agent and the registered or statutory address of this corporation in the state of Nevada shall be:

2533 North Carson Street
Carson City, Nevada 89706

NINTH. The corporation is to have perpetual existence.

TENTH. In furtherance and not in limitation of the powers conferred by statue the Board of Directors is expressly authorized:

Subject to the By-laws, if any adopted by the stockholders, to make alter or amend the By-Laws of the Corporation.

To fix the amount to be reserved as working capital over and above its capital stock paid in to authorize and cause to be executed mortgages and liens upon the real and personal property of this Corporation.

By resolution passed by a majority of the whole Board to designate one (1) or more committees each committee to consist of one or more of the Directors of the Corporation, which to the extent provided in the resolution, or in the By-Laws of the Corporations, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporations. Such committee, or committees, shall have such name or names as may be stated in the By-laws of the Corporation, or as may be determined from time to time by resolution adopted by the Board of Directors

When and as authorized by the affirmative vote of the Stockholders holding stock entitling them to exercise at least a majority of voting power given at a stockholders meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all for the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions as its board of Directors deems expedient and for the best interests of the Corporation.

ELEVENTH. No shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the Corporation, whether now or thereafter authorized, or any bonds, debentures or securities convertible into stock but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

TWELFTH. No director or officer of the Corporation shall be personally liable to the Corporation or any of its stockholders for damages for breach of fiduciary duty as a director or officer involving any act or omission of any such director or officer; provided however that the foregoing provision shall not eliminate or limit the liability of a director or officer (i) for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or (ii) the payment of dividends in violation of section 78300 of the Nevada Revised Statutes. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the corporation for acts or omissions prior to such repeal or modification.

THIRTEENTH. This Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by the Articles of Incorporation and all rights conferred upon Stockholders herein are granted subject to this reservation.

1. THE UNDERSIGNED, being the Incorporator hereinbefore named for the purpose of forming a Corporation pursuant to the General Corporation Law of the State of Nevada, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this September 28, 2001.

Brent Buscay

I, Laughlin Associates, Inc. hereby accept as Resident for the previously named Corporation.

September 28, 2001

Brent Buscay, Director of Operations on behalf

of Laughlin Associates, Inc.

Ross Miller

Secretary of State

204 North Carson Street, Ste 1

Carson City, Nevada 89701-4299

(775) 684-5708

Website: secretaryofstate.biz

Filed in the office of Ross Miller Document number

Secretary of State 20070024727-41

State of Nevada Filing Date and Time

01/12/2007 1:25 PM

Entity Number

C26449-2001

Certificate of Amendment

(PURSUANT TO NRS 78.385 AND 78.390)

Certificate of Amendment to Articles of Incorporation

For Nevada Profit Corporations

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

1. Name of corporation:
911 Performance, Inc.
2. The articles have been amended as follows
First Article is hereby amended to read as follows:
The Name of the Corporation is as follows:
Dfw- consultants.com, Inc.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classed or series, or as may required by the provisions of the articles of incorporation have voted in favor of the amendment is: unanimous
4. Effective date of filing (optional)
5. Officer Signature (Required)

Ross Miller

Secretary of State

204 North Carson Street, Ste 1

Carson City, Nevada 89701-4299

(775) 684-5708

Website: secretaryofstate.biz

Filed in the office of Ross Miller Document number

Secretary of State 20070475968-08

State of Nevada Filing Date and Time

07/11/2007 10:11 AM

Entity Number

C26449-2001

Certificate of Amendment

(PURSUANT TO NRS 78.385 AND 78.390)

Certificate of Amendment to Articles of Incorporation

For Nevada Profit Corporations

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

1. Name of corporation:
Dfw-consultants.com, Inc.
2. The articles have been amended as follows
First Article is hereby amended to read as follows:
The Name of the Corporation is as follows:
OG Nation, Inc.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classed or series, or as may required by the provisions of the articles of incorporation have voted in favor of the amendment is: unanimous
4. Effective date of filing (optional)
5. Officer Signature (Required)

Ross Miller

Secretary of State

204 North Carson Street, Ste 1

Carson City, Nevada 89701-4299

(775) 684-5708

Website: secretaryofstate.biz

Filed in the office of Ross Miller Document number

Secretary of State 20080043946-16

State of Nevada Filing Date and Time

01/23/2008 10:50 AM

Entity Number

C26449-2001

Certificate of Amendment

(PURSUANT TO NRS 78.385 AND 78.390)

Certificate of Amendment to Articles of Incorporation

For Nevada Profit Corporations

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

1. Name of corporation:
OG Nation, Inc.
2. The articles have been amended as follows
First Article is hereby amended to read as follows:
The Name of the Corporation is as follows:
Hall of Fame Beverages, Inc.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classed or series, or as may required by the provisions of the articles of incorporation have voted in favor of the amendment is: unanimous
4. Effective date of filing (optional)
5. Officer Signature (Required)



ROSS MILLER
 Secretary of State
 204 North Carson Street, Ste 1
 Carson City, Nevada 89701-4289
 (775) 684 6708
 Website: secretaryofstate.biz

Certificate of Amendment
 (PURSUANT TO NRS 78.385 AND 78.390)

Filed in the office of	Document Number
	20080050681-60
Ross Miller	Filing Date and Time
Secretary of State	01/25/2008 8:00 AM
State of Nevada	Entity Number
	C26449-2001

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
 (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Hall of Fame Beverages, Inc.

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

FOURTH Article is hereby amended to read as follows:

The total number of shares of capital stock which the Corporation shall have the authority to issue is Three Hundred and Thirty Million (330,000,000) which shall be divided into two classes: (1) common stock in the amount of Three Hundred Million (300,000,000) shares having par value of \$0.001 each, and (2) preferred stock in the amount of Thirty Million (30,000,000) shares having par value of \$0.001 each.

The Board of Directors shall have the authority, by resolution or resolutions, to divide the preferred stock into classes or series, to establish and fix the distinguishing designation of each such class or series and the number of shares thereof (which number, by like action of the Board of Directors from time to time thereafter may be increased, except when otherwise provided by the Board of Directors in creating such class or series, or may be decreased, (continued on attached)

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

4. Effective date of filing (optional):

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

5. Officer Signature (Required):

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

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

This form must be accompanied by appropriate fees.

Nevada Secretary of State Act 78.385 Amended 2007
Revised on 07/01/07

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:30 AM 10/01/2010
FILED 10:30 AM 10/01/2010
SRV 100962183 - 4879656 FILE

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE CORPORATION
TO A DELAWARE CORPORATION
PURSUANT TO SECTION 265 OF THE
DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Non-Delaware Corporation first formed is NEVADA.
- 2.) The jurisdiction immediately prior to filing this Certificate is NEVADA.
- 3.) The date the Non-Delaware Corporation first formed is 9/28/01.
- 4.) The name of the Non-Delaware Corporation immediately prior to filing this Certificate is Hall of Fame Beverages, Inc..
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Hall of Fame Beverages, Inc..

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation have executed this Certificate on the 22 day of SEPTEMBER, A.D. 2010.

By: Calvin Ross

Name: CALVIN ROSS
Print or Type

Title: PRESIDENT
Print or Type

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:30 AM 10/01/2010
FILED 10:30 AM 10/01/2010
SRV 100962183 - 4879656 FILE

STATE of DELAWARE
CERTIFICATE of INCORPORATION
A STOCK CORPORATION

• **First:** The name of this Corporation is Hall of Fame Beverages, Inc.

• **Second:** Its registered office in the State of Delaware is to be located at
2711 Centerville Rd Ste400 Street, in the City of Wilmington
County of New Castle Zip Code 19808

The registered agent in charge thereof is The Company Corporation

Third: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

• **Fourth:** The amount of the total stock of this corporation is authorized to issue is
4,700,000,000 shares (number of authorized shares) with a par value of
.001 per share.

• **Fifth:** The name and mailing address of the incorporator are as follows:

Name Calvin Ross

Mailing Address 3645 E Bart St

Gilbert, AZ

Zip Code 85295

• **I, The Undersigned,** for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this
22 day of SEPTEMBER, A.D. 2010.

BY: Calvin Ross
(Incorporator)

NAME: Calvin Ross
(type or print)

0002
State of Delaware
Secretary of State
Division of Corporations
Delivered 01:00 PM 11/12/2010
FILED 01:00 PM 11/12/2010
SRV 101083066 - 4879656 FILE

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of Hall of Fame Beverages, Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "Fourth" so that, as amended, said Article shall be and read as follows:

The total amount of stock this corporation is authorized to issue is 4,670,000,000 COMMON shares at \$0.001 par value and 30,000,000 CLASS A PREFERRED shares at \$0.001 par value.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 7TH day of NOVEMBER, 20 10.

By: Giovanni Luciano
Authorized Officer

Title: COO

Name: Giovanni Luciano
Print or Type

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DESIGNATION OF "HALL OF FAME BEVERAGES, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF NOVEMBER, A.D. 2010, AT 11:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4879656 8100

101126328

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8381789

DATE: 11-29-10

CERTIFICATE OF DESIGNATION AND PREFERENCES
OF
CLASS "A" SUPER VOTING PREFERRED STOCK
OF
HALL OF FAME BEVERAGES, INC.

Hall of Fame Beverages, Inc., a corporation organized and existing under the laws of the State of Delaware (hereinafter called the "Corporation"), hereby certifies that the following resolution was adopted by the Board of Directors of the Corporation at a meeting duly called and held on 11-22-10, 2010.

RESOLVED: That pursuant to the authority granted to and vested in the Board of Directors of the Corporation (hereinafter called the "Board") in accordance with the provisions of the Certificate of Incorporation and By-Laws, as amended and restated, the Board hereby designates 5,000,000 of the authorized 30,000,000 shares of Class A Preferred Stock (par value \$0.001) as Class A Super Voting Preferred Stock (par value \$0.001) and fixes the relative rights, preferences and limitations of said Class A Super Voting Stock as follows:

- (a) Designation and Amount. The Preferred Stock subject hereof shall be designated as Class A Super Voting Stock ("Class A Super Voting Preferred") and the number of shares constituting the Class A Super Voting Preferred Stock shall be five million (5,000,000), par value \$0.001. No other shares of Preferred Stock shall be designated as Class A Super Voting Preferred.
- (b) Dividends. The holders of the shares of Class A Super Voting Preferred shall not be entitled to receive dividends.
- (c) Conversion. The Class A Super Voting Preferred shall not be convertible into shares of common stock.
- (d) No Impairment. The Corporation will not, by amendment of its Certificate of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in carrying out all the provisions of this Certificate and in the taking of all such action as may be necessary or appropriate in order to protect the rights of the holders of Class A Super Voting Preferred against impairment.
- (e) Liquidation Rights. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of the Class A Super Voting Preferred stock shall not be

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:30 AM 11/23/2010
FILED 11:30 AM 11/23/2010
SRV 101126328 - 4879656 FILE

entitled to receive liquidation in preference of the holders of common stock or any other class or series of preferred stock.

(f) Involuntary Liquidation. In the event of involuntary liquidation, the shares of this series shall be entitled to the same amounts as in the event of voluntary liquidation.

(g) Other Restrictions. There shall be no conditions or restrictions upon the creation of indebtedness of the Corporation, or any subsidiary or upon the creation of any other series of preferred stock with any other preferences.

(h) Voting. Except as otherwise required by law, the holders of Class A Super Voting Preferred Stock and the holders of common stock shall be entitled to notice of any stockholders' meeting and to vote as a single class upon any matter submitted to the stockholders for a vote as follows: (i) the holders of Class A Super Voting Preferred Stock shall have such number of votes as is determined by multiplying (a) the number of shares of Class A Super Voting Preferred Stock held by such holder, (b) the number of issued and outstanding shares of the Corporation's Class A Super Voting Preferred Stock and Common Stock on a Fully-Diluted Basis (as hereinafter defined), as of the record date for the vote, or, if no such record date is established, as of the date such vote is taken or any written consent of stockholders is solicited, and (c) 0.0000001; and (ii) the holders of common stock shall have one vote per share of common stock held as of such date. "Fully-Diluted Basis" shall mean that the total number of issued and outstanding shares of the Corporation's Common Stock shall be calculated to include (a) the shares of Common Stock issuable upon exercise and/or conversion of all of the following securities (collectively, "Common Stock Equivalents"): all outstanding (a) securities convertible into or exchangeable for Common Stock, whether or not then convertible or exchangeable (collectively, "Convertible Securities"), (b) subscriptions, rights, options and warrants to purchase shares of Common Stock, whether or not then exercisable (collectively, "Options"), and (c) securities convertible into or exchangeable for Options or Convertible Securities and any such underlying Options and/or Convertible Securities.

(i) Stated Value. The shares of Class A Super Voting Preferred shall have a stated value of \$0.001 per share.

(j) Covenants. In addition to any other rights provided by law, the Corporation shall not, without first obtaining the affirmative vote or written consent of the holders of a majority of the outstanding shares of Class A Super Voting Preferred Stock, do any of the following:

a. take any action which would either alter, change or affect the rights, preferences, privileges or restrictions of the Class A Super Voting Preferred Stock or increase the number of such shares of such Class A Super Voting Preferred Stock authorized hereby or designate any other series of Preferred Stock;

b. make fundamental changes to the business of the Corporation;

- c. make any changes to the terms of the Class A Super Voting Preferred Stock or to the Corporation's Certificate of Incorporation or Bylaws, including by designation of any stock;
 - d. create any new class of shares having preferences over or on a parity with the Class A Super Voting Preferred Stock as to dividends or assets, unless the purpose of creation of such class is, and the proceeds to be derived from the sale and issuance thereof are to be used for, the retirement of all Class A Super Voting Preferred Stock then outstanding;
 - e. make any change in the size or number of authorized directors;
 - f. repurchase any of the Corporation's Common Stock;
 - g. sell, convey or otherwise dispose of, or create or incur any mortgage, lien, charge or encumbrance or security interest in or pledge of, or sell and leaseback, all or substantially all of the property or business of the Corporation or more than 50% of the stock of the Corporation in a single transaction;
 - h. make any payment of dividends or other distributions or any redemption or repurchase of stock or options or warrants to purchase stock of the Corporation; or
 - i. make any sale of additional Preferred Stock.
- (k) Re-issuance. No share or shares of Class A Super Voting Preferred Stock acquired by the Corporation by reason of conversion or otherwise shall be reissued as Class A Super Voting Preferred Stock, and all such shares thereafter shall be returned to the Corporation's treasury under the status of undesignated and un-issued shares of Preferred Stock of the Corporation.
- (l) Other Preferences. The shares of the Class A Super Voting Preferred Stock shall have no other preferences, rights, restrictions or qualifications, except as otherwise provided by law or the certificate of incorporation of the Corporation.

IN WITNESS WHEREOF, this Certificate is executed on behalf of the Corporation by its Chief Executive Officer as of the 22 day of November, 2010

HALL OF FAME BEVERAGES, INC.

By: Calvin Ross
Calvin Ross, President

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HALL OF FAME BEVERAGES, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF DECEMBER, A.D. 2010, AT 5:37 O'CLOCK P.M.

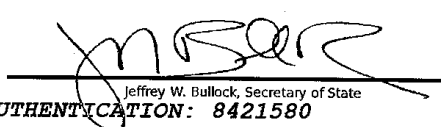
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4879656 8100

101175681

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8421580

DATE: 12-13-10

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 05:37 PM 12/10/2010
 FILED 05:37 PM 12/10/2010
 SRV 101175681 - 4879656 FILE

**STATE OF DELAWARE
 CERTIFICATE OF AMENDMENT
 OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of
Hall of Fame Beverages, Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FOURTH" so that, as amended, said Article shall be and read as follows:

Raise the authorized to 7,167,000,000 (Seven Billion and Six Hundred Million) of common stock at par value 50.001. (Authorized) Preferred A Stock remains unchanged at 30,000,000 (Thirty Million).

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 3rd day of Dec, 2010.

By: Calvin Ross
 Authorized Officer

Title: Pres.

Name: Calvin Ross
 Print or Type

**AMENDED AND RESTATED BYLAWS OF
HALL OF FAME BEVERAGES, INC.,**
a Delaware corporation

**ARTICLE I
OFFICES**

1.1 Registered Office and Registered Agent. The registered office of Hall of Fame Beverages, Inc., a Delaware corporation (the “Company”), shall be located in the State of Delaware at such place as may be fixed from time to time by the Board of Directors (“Board”) upon filing of such notices as may be required by law, and the registered agent shall have a business office identical with such registered office. Any change in the registered agent or registered office shall be effective upon filing such change with the Office of the Secretary of State of the State of Delaware.

1.2 Other Offices. The Company may have other offices within or outside the State of Delaware at such place or places as the Board may from time to time determine.

**ARTICLE II
MEETINGS OF STOCKHOLDERS**

2.1 Place of Meetings. Meetings of stockholders of the Company shall be held at any place, within or outside the State of Delaware, designated by the Company’s Board. The Board may, in its sole discretion, determine that a meeting of stockholders shall not be held at any place, but may instead be held solely by means of remote communication as authorized by Section 211(a)(2) of the Delaware General Corporation Law (the “DGCL”). In the absence of any such designation or determination, stockholders’ meetings shall be held at the Company’s principal executive office.

2.2 Annual Meeting. An annual meeting of stockholders shall be held for the election of directors and for such other business as may properly come before the meeting at such date and time as may be designated by resolution of the Board from time to time. Any other proper business may be transacted at the annual meeting.

2.3 Special Meeting. A special meeting of the stockholders may be called at any time by a majority of the Board, chief executive officer or president (in the absence of a chief executive officer) or by one or more stockholders holding shares in the aggregate entitled to cast not less than 10% of the votes at that meeting.

If any person(s) other than the Board calls a special meeting, the request shall:

(i) be in writing;

(ii) specify the time of such meeting and the general nature of the business proposed to be transacted; and

(iii) be delivered personally or sent by registered mail or by facsimile transmission to the chair of the Board, the chief executive officer, the president (in the absence of a chief executive officer) or the secretary of the Company.

2.4 Notice of Stockholders' Meetings. All notices of meetings of stockholders shall be sent or otherwise given in accordance with either Section 2.5 or Section 9.1 of these Bylaws not less than 10 or more than 60 days before the date of the meeting to each stockholder entitled to vote at such meeting. The notice shall specify the place, if any, date and hour of the meeting, the means of remote communication, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at such meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

2.5 Manner of Giving Notice; Affidavit of Notice. Notice of any meeting of stockholders shall be given:

(i) personally;

(ii) if mailed, when deposited in the United States mail, postage prepaid, directed to the stockholder at his or her address as it appears on the Company's records; or

(iii) if electronically transmitted, as provided in Section 9.1 of these Bylaws.

An affidavit of the secretary or an assistant secretary of the Company or of the transfer agent or any other agent of the Company that the notice has been given by mail or by a form of electronic transmission, as applicable, shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

2.6 Quorum. Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, at each meeting of stockholders the presence in person or by proxy of the holders of shares of stock having a majority of the votes which could be cast by the holders of all outstanding shares of stock entitled to vote at the meeting shall be necessary and sufficient to constitute a quorum. If, however, such quorum is not present or represented at any meeting of the stockholders, then either (i) the chair of the meeting, or (ii) the stockholders entitled to vote at the meeting, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present or represented.

2.7 Adjourned Meeting; Notice. Any meeting of stockholders, annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of the adjourned meeting if the time, place if any thereof, and the means of remote communications if any by which stockholders and proxy holders may be deemed to be present in person and vote at such adjourned meeting are announced at the meeting at which the adjournment is taken. At the continuation of the adjourned meeting, the Company may transact any business which might have been transacted at the original meeting. If the adjournment is for more than 30 days, or if after the

adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

2.8 Conduct of Business. Meetings of stockholders shall be presided over by the chair of the Board, if any, or in his or her absence by the vice chair of the Board, if any, or in his or her absence by the president, or in his or her absence by a vice president, or in the absence of the foregoing persons by a chair designated by the Board, or in the absence of such designation by a chair chosen at the meeting. The secretary shall act as secretary of the meeting, but in his or her absence any assistant secretary may act as secretary, and in the absence of the secretary and all assistant secretaries the chair of the meeting may appoint any person to act as secretary of the meeting. The chair of any meeting of stockholders shall determine the order of business and the procedure at the meeting, including such regulation of the manner of voting and the conduct of business.

2.9 Voting. The stockholders entitled to vote at any meeting of stockholders shall be determined in accordance with the provisions of Section 2.11 of these Bylaws, subject to Section 217 (relating to voting rights of fiduciaries, pledgors and joint owners of stock) and Section 218 (relating to voting trusts and other voting agreements) of the DGCL.

Except as may be otherwise provided in the Certificate of Incorporation or these Bylaws, each stockholder shall be entitled to one vote for each share of capital stock held by such stockholder. Voting at meetings of stockholders need not be by written ballot and need not be conducted by inspectors of election unless so determined by the holders of shares of stock having a majority of the votes which could be cast by the holders of all outstanding shares of stock entitled to vote thereon which are present in person or by proxy at such meeting. Except as otherwise provided in any corporate governance guidelines or other policies or procedures adopted by the Board, at all meetings of stockholders for the election of directors a plurality of the votes cast shall be sufficient to elect. All other elections and questions shall, unless otherwise provided by law, the Certificate of Incorporation or these Bylaws, be decided by the vote of the holders of shares of stock having a majority of the votes which could be cast by the holders of all shares of stock entitled to vote thereon which are present in person or represented by proxy at the meeting.

2.10 No Action by Written Consent. Any action required or permitted to be taken at a meeting of the stockholders may be taken only upon the vote of stockholders at an annual or special meeting duly noticed and called in accordance with the DGCL and these bylaws and may not be taken by written consent without a meeting.

2.11 Record Date for Stockholder Notice; Voting; Giving Consents. In order that the Company may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or entitled to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any

rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board and which record date:

(i) in the case of determination of stockholders entitled to notice of or to vote at any meeting of stockholders or adjournment thereof, shall, unless otherwise required by law, not be more than sixty nor less than ten days before the date of such meeting;

(ii) in the case of determination of stockholders entitled to express consent to corporate action in writing without a meeting, shall not be more than ten days after the date upon which the resolution fixing the record date is adopted by the Board; and

(iii) in the case of determination of stockholders for any other action, shall not be more than sixty days prior to such other action.

If no record date is fixed by the Board:

(a) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held;

(b) the record date for determining stockholders entitled to express consent to corporate action in writing without a meeting when no prior action of the Board is required by law, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Company in accordance with applicable law, or, if prior action by the Board is required by law, shall be at the close of business on the day on which the Board adopts the resolution taking such prior action; and

(c) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board may fix a new record date for the adjourned meeting.

2.12 Proxies. Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for such stockholder by proxy authorized by an instrument in writing or by a transmission permitted by law filed in accordance with the procedure established for the meeting, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of Section 212 of the DGCL.

2.13 List of Stockholders Entitled to Vote. The officer who has charge of the stock ledger of the Company shall prepare and make, at least 10 days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. The Company shall not be required to include electronic mail addresses or other electronic contact information on such list. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting for a period of at least 10 days prior to the meeting: (i) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting, or (ii) during ordinary business hours, at the Company's principal executive office. In the event that the Company determines to make the list available on an electronic network, the Company may take reasonable steps to ensure that such information is available only to stockholders of the Company. If the meeting is to be held at a place, then the list shall be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present. If the meeting is to be held solely by means of remote communication, then the list shall also be open to the examination of any stockholder during the whole time of the meeting on a reasonably accessible electronic network, and the information required to access such list shall be provided with the notice of the meeting. Such list shall presumptively determine the identity of the stockholders entitled to vote at the meeting and the number of shares held by each of them. Failure to comply with the requirements of this Section shall not affect the validity of any action taken at such meeting.

ARTICLE III DIRECTORS

3.1 Powers. Subject to the provisions of the DGCL and any limitations in the Certificate of Incorporation or these Bylaws relating to action required to be approved by the stockholders or by the outstanding shares, the business and affairs of the Company shall be managed and all corporate powers shall be exercised by or under the direction of the Board.

3.2 Number, Election and Term of Office. Subject to any rights of the holders of any series of Preferred Stock to elect additional Directors under specified circumstances, the number of Directors which shall constitute the Board of Directors shall be fixed from time to time by resolution adopted by the affirmative vote of a majority of the total number of Directors then in office. The Directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote in the election of Directors; provided that, whenever the holders of any class or series of capital stock of the Corporation are entitled to elect one or more Directors pursuant to the provisions of the Certificate of Incorporation of the Corporation (including, but not limited to, for purposes of these By-laws, pursuant to any duly authorized certificate of designation), such Directors shall be elected by a plurality of the votes of such class or series present in person or represented by proxy at the meeting and entitled to vote in the election

of such Directors. The Directors shall be elected and shall hold office only in the manner provided in the Certificate of Incorporation.

3.3 Resignation and Vacancies. Any director may resign at any time upon notice given in writing or by electronic transmission to the Company. When one or more directors so resigns and the resignation is effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective, and each director so chosen shall hold office as provided in this Section in the filling of other vacancies.

Unless otherwise provided in the Certificate of Incorporation or these Bylaws:

(i) Vacancies and newly created directorships resulting from any increase in the authorized number of directors elected by all of the stockholders having the right to vote as a single class may be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director.

(ii) Whenever the holders of any class or classes of stock or series thereof are entitled to elect one or more directors by the provisions of the Certificate of Incorporation, vacancies and newly created directorships of such class or classes or series may be filled by a majority of the directors elected by such class or classes or series thereof then in office, or by a sole remaining director so elected.

If at any time, by reason of death or resignation or other cause, the Company should have no directors in office, then any officer or any stockholder or an executor, administrator, trustee or guardian of a stockholder, or other fiduciary entrusted with like responsibility for the person or estate of a stockholder, may call a special meeting of stockholders in accordance with the provisions of the Certificate of Incorporation or these Bylaws, or may apply to the Court of Chancery for a decree summarily ordering an election as provided in Section 211 of the DGCL.

If, at the time of filling any vacancy or any newly created directorship, the directors then in office constitute less than a majority of the whole Board (as constituted immediately prior to any such increase), then the Court of Chancery may, upon application of any stockholder or stockholders holding at least 10% of the total number of the shares at the time outstanding having the right to vote for such directors, summarily order an election to be held to fill any such vacancies or newly created directorships, or to replace the directors chosen by the directors then in office as aforesaid, which election shall be governed by the provisions of Section 211 of the DGCL as far as applicable.

3.4 Place of Meetings; Meetings by Telephone. The Board may hold meetings, both regular and special, either within or outside the State of Delaware.

Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, members of the Board, or any committee designated by the Board, may participate in a meeting of the Board, or any committee, by means of conference telephone or other communications equipment by means

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

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

3.6 Special Meetings; Notice. Special meetings of the Board for any purpose or purposes may be called at any time by the chair of the Board, the chief executive officer, the president, the secretary or any two directors.

Notice of the time and place of special meetings shall be:

(i) delivered personally by hand, by courier or by telephone;

(ii) sent by United States first-class mail, postage prepaid;

(iii) sent by facsimile; or

(iv) sent by electronic mail, directed to each director at that director's address, telephone number, facsimile number or electronic mail address, as the case may be, as shown on the Company's records.

If the notice is (i) delivered personally by hand, by courier or by telephone, (ii) sent by facsimile or (iii) sent by electronic mail, it shall be delivered or sent at least 24 hours before the time of the holding of the meeting. If the notice is sent by United States mail, it shall be deposited in the United States mail at least four days before the time of the holding of the meeting. Any oral notice may be communicated to the director. The notice need not specify the place of the meeting (if the meeting is to be held at the Company's principal executive office) nor the purpose of the meeting.

3.7 Quorum. At all meetings of the Board, a majority of the total number of acting directors shall constitute a quorum for the transaction of business. The vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board, except as may be otherwise specifically provided by statute, the Certificate of Incorporation or these Bylaws. If a quorum is not present at any meeting of the Board, then the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

3.8 Board Action by Written Consent Without a Meeting. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board, or of any committee thereof, may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with

the minutes of proceedings of the Board or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

3.9 Fees and Compensation of Directors. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, the Board shall have the authority to fix the compensation of directors. 3.10 Prohibition of Loans to Officers. The Company may not lend money to, or guarantee any obligation of, or otherwise assist any officer of the Company, including any officer who is a director of the Company.

3.11 Removal of Directors. Unless otherwise restricted by statute, the Certificate of Incorporation or these Bylaws, so long as the Board is classified as provided in Section 141(d) of the DGCL, any director or the entire Board may be removed, only for cause, by the holders of a majority of the shares then entitled to vote at an election of directors.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of such director's term of office.

ARTICLE IV COMMITTEES

4.1 Committees of Directors. The Board, by resolution adopted by a majority of the full Board, may designate from among its members an executive committee and one or more other committees each of which, to the extent provided in such resolution of the Certificate of Incorporation or these Bylaws, shall have and may exercise all the authority of the Board, except that no such committee shall have the authority to: (i) declare dividends, except at a rate or in periodic amount determined by the Board; (ii) approve or recommend to stockholders actions or proposals required by this title to be approved by stockholders; (iii) fill vacancies on the Board or any committee thereof; (iv) amend the Bylaws; (v) authorize or approve the reacquisition of shares unless pursuant to general formula or method specified by the Board; (vi) fix compensation of any director for serving on the Board or on any committee; (vii) approve a plan of merger, consolidation, or exchange of shares not requiring stockholder approval; (viii) reduce earned or capital surplus; or (ix) appoint other committees of the Board or the members thereof.

4.2 Committee Minutes. Each committee shall keep regular minutes of its meetings and report the same to the Board when required, and minutes of all committee meetings so kept shall be maintained by the secretary in the Company's minute book.

ARTICLE V OFFICERS

5.1 Officers. The officers of the Company shall be a chief executive officer and/or president and a secretary. The Company may also have, at the discretion of the Board, a chair of the Board, a vice

chair of the Board, a chief executive officer, a chief financial officer or treasurer, one or more vice presidents, one or more assistant vice presidents, one or more assistant treasurers, one or more assistant secretaries, and any such other officers with such titles as may be appointed in accordance with the provisions of these Bylaws. Any number of offices may be held by the same person.

5.2 Appointment of Officers. The Board shall appoint the officers of the Company, except such officers as may be appointed in accordance with the provisions of Sections 5.3 and 5.5 of these Bylaws, subject to the rights, if any, of an officer under any contract of employment.

5.3 Subordinate Officers. The Board may appoint, or empower the chief executive officer or, in the absence of a chief executive officer, the president, to appoint, such other officers and agents as the business of the Company may require. Each of such officers and agents shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

5.4 Removal and Resignation of Officers. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by an affirmative vote of the majority of the Board at any regular or special meeting of the Board or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board.

Any officer may resign at any time by giving written notice to the Company. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice. Unless otherwise specified in the notice of resignation, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Company under any contract to which the officer is a party.

5.5 Vacancies in Offices. Any vacancy occurring in any office of the Company shall be filled by the Board or as provided in Section 5.2.

5.6 Representation of Shares of Other Corporations. The chair of the Board, the president, any vice president, the treasurer, the secretary or assistant secretary of the Company, or any other person authorized by the Board or the president or a vice president, is authorized to vote, represent, and exercise on behalf of the Company all rights incident to any and all shares of any other corporation or corporations standing in the name of the Company. The authority granted herein may be exercised either by such person directly or by any other person authorized to do so by proxy or power of attorney duly executed by such person having the authority.

5.7 Authority and Duties of Officers. All officers of the Company shall respectively have such authority and perform such duties in the management of the business of the Company as may be designated from time to time by the Board or the stockholders and, to the extent not so provided, as generally pertain to their respective offices, subject to the control of the Board. The secretary

shall have responsibility for preparing minutes of the directors' and stockholders' meetings and authenticating records of the Company.

ARTICLE VI

RECORDS AND REPORTS

6.1 Maintenance and Inspection of Records. The Company shall, either at its principal executive office or at such place or places as designated by the Board, keep a record of its stockholders listing their names and addresses and the number and class of shares held by each stockholder, a copy of these Bylaws as amended to date, accounting books, and other records.

Any stockholder of record, in person or by attorney or other agent, shall, upon written demand under oath stating the purpose thereof, have the right during the usual hours for business to inspect for any proper purpose the Company's stock ledger, a list of its stockholders, and its other books and records and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to such person's interest as a stockholder. In every instance where an attorney or other agent is the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing that authorizes the attorney or other agent so to act on behalf of the stockholder. The demand under oath shall be directed to the Company at its registered office in Delaware or at its principal executive office.

6.2 Inspection by Directors. Any director shall have the right to examine the Company's stock ledger, a list of its stockholders, and its other books and records for a purpose reasonably related to his or her position as a director. The Court of Chancery is hereby vested with the exclusive jurisdiction to determine whether a director is entitled to the inspection sought. The Court may summarily order the Company to permit the director to inspect any and all books and records, the stock ledger, and the stock list and to make copies or extracts therefrom. The Court may, in its discretion, prescribe any limitations or conditions with reference to the inspection, or award such other and further relief as the Court may deem just and proper.

6.3 Annual Report. The Company shall cause an annual report to be sent to the stockholders of the Company to the extent required by applicable law. If and so long as there are fewer than 100 holders of record of the Company's shares, the requirement of sending of an annual report to the stockholders of the Company is expressly waived (to the extent permitted under applicable law).

ARTICLE VII

SHARES

7.1 Issuance of Shares. No shares of the Company shall be issued unless authorized by the Board. Such authorization shall include the maximum number of shares to be issued and the consideration to be received for each share. No certificate shall be issued for any share until such share is fully paid. The shares of the Company may be represented by certificates, or may be uncertificated shares.

7.2 Certificates for Shares. Certificates representing shares of the Company shall be in such form as shall be determined by the Board. Such certificates shall be signed by two officers of the Company designated by the Board. The signatures of such officers may be facsimiles if the certificate is manually signed on behalf of a transfer agent, or registered by a registrar, other than the Company itself or an employee of the Company. Certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares or other identification and the date of issue, shall be entered on the share transfer books of the Company. All certificates surrendered to the Company for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except that in case of a lost, destroyed or mutilated certificate, a new one may be issued therefor upon such terms and indemnity to the Company as the Board may prescribe. Each certificate representing shares shall state upon the face thereof:

(i) The name of the Company;

(ii) That the Company is organized under the laws of the State of Delaware;

(iii) The name of the person to whom issued;

(iv) The number and class of shares; and

(v) The designation of the series, if any, which such certificates represent.

If the Company is authorized to issue different classes of shares or different series within a class, the designations, relative rights, preferences and limitations applicable to each class and the variations in rights, preferences and limitations determined for each series and the board's authority to determine variations for future series must be summarized on the front or back of each certificate. Alternatively, each certificate may state conspicuously on its front or back that the Company will furnish the stockholder this information on request in writing and without charge.

7.3 Transfers. Transfers of stock shall be made only upon the share transfer books of the Company, kept at the registered office of the Company or at its principal place of business, or at the office of its transfer agent or registrar, and before a new certificate is issued the older certificate shall be surrendered for cancellation. The Board may, by resolution, open a share registered in any state of the United States, and may employ an agent or agents to keep such register, and to record transfers of shares therein. Shares shall be transferred by delivery of the certificates therefor, accompanied either by an assignment in writing on the back of the certificate or an assignment separate from certificate, or by a written power of attorney to sell, assign and transfer the same, signed by the holder of said certificate.

7.4 Registered Owner. Registered stockholders shall be treated by the Company as the holders in fact of the stock standing in their respective names and the Company shall not be bound to

recognize any equitable or other claim to or interest in any share on the part of any other person, whether or not it shall have express or other notice thereto, except as expressly provided below or by the laws of the State of Delaware. The Board may adopt by resolution a procedure whereby a stockholder of the Company may certify in writing to the Company that all or a portion of the shares registered in the name of such stockholder are held for the account of a specified person or persons. The resolution shall set forth:

- (i) The classification of stockholder who may certify;*
- (ii) The purpose or purposes for which the certification may be made;
- (iii) The form of certification and information to be contained therein;
- (iv) If the certification is with respect to a record date or closing of the share transfer books, the date within which the certification must be received by the Company; and
- (v) If Such other provisions with respect to the procedure as are deemed necessary or desirable.*

Upon receipt by the Company of a certification complying with the procedure, the persons specified in the certification shall be deemed, for the purpose or purposes set forth in the certification, to be the holders of record of the number of shares specified in place of the stockholder making the certification.

7.5 Mutilated, Lost or Destroyed Certificates. In case of any mutilation, loss or destruction of any certificate of stock, another may be issued in its place on proof of such mutilation, loss or destruction. The Board may impose conditions on such issuance and may require the giving of a satisfactory bond or indemnity to the Company in such sum as they might determine or establish such other procedures as they deem necessary.

7.6 Fractional Shares or Scrip. The Company may: (i) issue fractions of a share which shall entitle the holder to exercise voting rights, to receive dividends thereon, and to participate in any of the assets of the Company in the event of liquidation; (ii) arrange for the disposition of the fractional interests by those entitled thereto; (iii) pay in cash the fair value of fractions of a share as of the time when those entitled to receive such shares are determined; or (iv) issue scrip in registered or bearer form which shall entitle the holder to receive a certificate for a full share upon the surrender of such scrip aggregating a full share. The Board may cause such scrip to be issued subject to the condition that it shall become void if not exchanged for certificates representing full shares before a specified date, or subject to the condition that the shares for which such scrip is exchangeable may be sold by the Company and the proceeds thereof distributed to the holders of such scrip, or subject to any other conditions which the Board may deem advisable.

7.7 Share of Another Corporation. Shares owned by the Company in another corporation, domestic or foreign, may be voted by such officer, agent or proxy as the Board may determine.

7.8 Issuance/Consideration. Shares may be issued at a price determined by the Board of Directors, or the Board may set a minimum price or establish a formula or method by which the price may be determined. Consideration for shares may consist of cash, promissory notes, services performed, and any other lawful form of consideration, including tangible or intangible property. If shares are issued for other than cash, the Board of Directors shall determine the value of the consideration. Shares issued when the Company receives the consideration determined by the Board are validly issued, fully paid and nonassessable. A good faith judgment of the Board of Directors as to the value of the consideration received for shares is conclusive.

The Company may place shares issued for a contract for future services or a promissory note in escrow, or make other arrangements to restrict the transfer of the shares, and make credit distributions in respect of the shares against their purchase price, until the services are performed or the note is paid. If the services are not performed or the note is not paid, the shares escrowed or restricted and the distributions credited may be cancelled in whole or in part.

7.9 Restriction of Transfer. All certificates representing unregistered shares of the Company shall bear the following legend on the face of the certificate or on the reverse of the certificate if a reference to the legend is contained on the face:

THE SECURITIES EVIDENCED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 OR ANY APPLICABLE STATE LAW, AND NO INTEREST THEREIN MAY BE SOLD, DISTRIBUTED, ASSIGNED, OFFERED, PLEDGED OR OTHERWISE TRANSFERRED UNLESS (A) THERE IS AN EFFECTIVE REGISTRATION STATEMENT UNDER SUCH ACT AND APPLICABLE STATE SECURITIES LAWS COVERING ANY SUCH TRANSACTION INVOLVING SAID SECURITIES OR (B) THIS CORPORATION RECEIVES AN OPINION OF LEGAL COUNSEL FOR THE HOLDER OF THESE SECURITIES (CONCURRED IN BY LEGAL COUNSEL FOR THIS CORPORATION) STATING THAT SUCH TRANSACTION IS EXEMPT FROM REGISTRATION OR THIS CORPORATION OTHERWISE SATISFIED ITSELF THAT SUCH TRANSACTION IS EXEMPT FROM REGISTRATION. NEITHER THE OFFERING OF THE SECURITIES NOR ANY OFFERING MATERIALS HAVE BEEN REVIEWED BY ANY ADMINISTRATOR UNDER THE SECURITIES ACT OF 1933, OR ANY APPLICABLE STATE LAW. THE TRANSFER AGENT HAS BEEN ORDERED TO EFFECTUATE TRANSFERS OF THIS CERTIFICATE ONLY IN ACCORDANCE WITH THE ABOVE INSTRUCTIONS.

ARTICLE VIII GENERAL MATTERS

8.1 Construction; Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the DGCL shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both a corporation and a natural person.

8.2 Dividends. The Board may, from time to time, declare and the Company may pay dividends on its outstanding shares in cash, property, or its own shares, except when the Company is insolvent or

when the payment thereof would render the Company insolvent or when the declaration or payment thereof would be contrary to any restrictions contained in the Certificate of Incorporation subject to the following provisions:

(i) Except as otherwise provided in this Section, dividends may be declared and paid in cash or property only out of:

(a) The unreserved and unrestricted net earned surplus of the Company, or

(b) The unreserved and unrestricted net earnings of the current fiscal year and the next preceding fiscal year taken as a single period. No dividend out of unreserved and unrestricted net earnings so computed shall be paid which would reduce the net assets of the corporation below the aggregate preferential amount payable in the event of voluntary liquidation to the holders of shares having preferential rights to the assets of the Company in the event of liquidation.

(ii) Dividends may be declared and paid in its own treasury shares.

(iii) Dividends may be declared and paid in its own authorized but unissued shares out of any unreserved and unrestricted surplus of the corporation upon the following conditions:

(a) If a dividend is payable in its own shares having a par value, such shares shall be issued at not less than the par value thereof and there shall be transferred to stated capital at the time such dividend is paid an amount of surplus equal to the aggregate par value of the shares to be issued as a dividend.

(b) If a dividend is payable in its own shares without par value, such shares shall be issued at such stated value as shall be fixed by the Board by resolution adopted at the time such dividend is declared, and there shall be transferred to stated capital at the time such dividend is paid an amount of surplus equal to the aggregate stated value so fixed in respect of such shares; and the amount per share so transferred to stated capital shall be disclosed to the shareholders receiving such dividend concurrently with the payment thereof.

8.3 Fiscal Year. The fiscal year of the Company shall be fixed by resolution of the Board and may be changed by the Board.

8.4 Seal. The Company may adopt a corporate seal, which shall be adopted and which may be altered by the Board. The Company may use the corporate seal by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

8.5 Waiver of Notice. Whenever notice is required to be given under any provision of the DGCL, the Certificate of Incorporation or these Bylaws, a written waiver, signed by the person entitled to notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time of the event for which notice is to be given, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except

when the person attends a meeting for the express purpose of objecting at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders need be specified in any written waiver of notice or any waiver by electronic transmission unless so required by the Certificate of Incorporation or these Bylaws.

ARTICLE IX

NOTICE BY ELECTRONIC TRANSMISSION

9.1 Notices by Electronic Transmission. Without limiting the manner by which notice otherwise may be given effectively to stockholders pursuant to the DGCL, the Certificate of Incorporation or these Bylaws, any notice to stockholders given by the Company under any provision of the DGCL, the Certificate of Incorporation or these Bylaws shall be effective if given by a form of electronic transmission consented to by the stockholder to whom the notice is given. Any such consent shall be revocable by the stockholder by written notice to the Company. Any such consent shall be deemed revoked if:

(i) the Company is unable to deliver by electronic transmission two consecutive notices given by the Company in accordance with such consent; and

(ii) such inability becomes known to the secretary or an assistant secretary of the Company or to the transfer agent, or other person responsible for the giving of notice.

However, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action.

Any notice given pursuant to the preceding paragraph shall be deemed given:

(i) if by facsimile telecommunication, when directed to a number at which the stockholder has consented to receive notice;

(ii) if by electronic mail, when directed to an electronic mail address at which the stockholder has consented to receive notice;

(iii) if by a posting on an electronic network together with separate notice to the stockholder of such specific posting, upon the later of (A) such posting and (B) the giving of such separate notice; and

(iv) if by any other form of electronic transmission, when directed to the stockholder.

An affidavit of the secretary or an assistant secretary or of the transfer agent or other agent of the Company that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

9.2 Definition of Electronic Transmission. An “electronic transmission” means any form of communication, not directly involving the physical transmission of paper, that creates a record that

may be retained, retrieved, and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

9.3 Inapplicability. Notice by a form of electronic transmission shall not apply to Sections 164, 296, 311, 312 or 324 of the DGCL.

ARTICLE X INDEMNIFICATION

10.1 Indemnification of Directors and Officers. The Company shall indemnify and hold harmless, to the fullest extent permitted by the DGCL as it presently exists or may hereafter be amended, any director or officer of the Company who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding") by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or non-profit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses reasonably incurred by such person in connection with any such Proceeding. The Company shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board.

10.2 Indemnification of Others. The Company shall have the power to indemnify and hold harmless, to the extent permitted by applicable law as it presently exists or may hereafter be amended, any employee or agent of the Company who was or is made or is threatened to be made a party or is otherwise involved in any Proceeding by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was an employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or non-profit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses reasonably incurred by such person in connection with any such Proceeding.

10.3 Prepayment of Expenses. The Company shall pay the expenses incurred by any officer or director of the Company, and may pay the expenses incurred by any employee or agent of the Company, in defending any Proceeding in advance of its final disposition; provided, however, that the payment of expenses incurred by a person in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the person to repay all amounts advanced if it should be ultimately determined that the person is not entitled to be indemnified under this Article X or otherwise.

10.4 Determination; Claim. If a claim for indemnification or payment of expenses under this Article X is not paid in full within sixty days after a proper written claim therefor has been received by the

Company, the claimant may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Company shall have the burden of proving that the claimant was not entitled to the requested indemnification or payment of expenses under applicable law.

10.5 Non-Exclusivity of Rights. The rights conferred on any person by this Article X shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, these Bylaws, agreement, vote of stockholders or disinterested directors or otherwise.

10.6 Insurance. The Company may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Company would have the power to indemnify him or her against such liability under the provisions of the DGCL.

10.7 Other Indemnification. The Company's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or non-profit entity shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust, enterprise or non-profit enterprise.

10.8 Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article X shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE XI AMENDMENTS

9.1 By Shareholders. Except as provided in the next sentence, these Bylaws may be altered, amended or repealed by the affirmative vote of the holders of a majority of the outstanding voting power entitled to vote at any regular or special meeting of the shareholders.

9.2 By Directors. The Board shall have the power to make, alter, amend and repeal the Bylaws of this corporation. However, any such Bylaws, or any alteration, amendment or repeal of the Bylaws, may be changed or repealed by the stockholders in accordance with the provisions of Section 11.1 of these Bylaws.

9.3 Emergency Bylaws. The Board may adopt emergency Bylaws pursuant to Section 110 of the DGCL, which shall be operative during any emergency in the conduct of the business of the Company resulting from an attack on the United States or any nuclear or atomic disaster.