

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Current Report
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report: (Date of earliest event reported) : February 7, 2002

Commission File No. 0-27862

REALITY INTERACTIVE, INC.

(Exact name of registrant as specified in its charter)

Nevada

41-1781991

(State or other jurisdiction of
incorporation or organization)

(IRS Employer Identification No.)

4766 Holladay Blvd., Holladay, UT 84117

(Address of principal executive offices)

801-308-0011

(Issuer telephone number)

NA

Former Name and Address

Item 5. Other Events.

Reality Interactive, Inc. was incorporated on January 23, 2002 in the State of Nevada as a wholly-owned subsidiary of Reality Interactive, Inc. a Minnesota corporation ("Reality Interactive Minnesota"). On January 23, 2002, Reality Interactive Minnesota was merged into Reality Interactive, Inc. a Nevada corporation ("Reality Interactive Nevada") with Reality Interactive Nevada being the surviving entity. Prior to the merger, there were 12,491,574 shares of Reality Interactive Minnesota. Upon completion of the merger, shareholders of Reality Interactive Minnesota were entitled to exchange one share of Reality Interactive Minnesota for one share of Reality Interactive Nevada. On January 24, 2002, Reality Interactive Nevada effected a 1:100 reverse stock split and re-authorized 100,000,000 shares of common stock having a par value of \$.001 per share and 5,000,000 shares of preferred stock having a par value of \$.001 per share.

As of Friday, February 1, 2002, the Registrant's new trading symbol is RITI. In addition, the following individuals became the new officers and directors of the Registrant: Brian Koehn - President and Director and F. Albert Landweher - Secretary, Treasurer and Director. The following individuals resigned from their positions as follows:

Natalie Boss - President and Director
Gregory Boss - Secretary, Treasurer and Director

Item 7. Financial Statements and Exhibits.

Exhibits:

- 2.1 Articles of Merger
- 3.1 Articles of Incorporation
- 3.2 Certificate of Amendment
- 3.3 Amended By-laws

Signatures

Pursuant to the requirement of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

REALITY INTERACTIVE, INC.

February 7, 2002

/s/ Brian Koehn

ARTICLES OF MERGER

OF
REALITY INTERACTIVE, INC. (Minnesota Parent)
INTO
REALITY INTERACTIVE, INC. (Nevada Subsidiary)

The undersigned corporations, pursuant to the provisions of Chapter 92A of the Nevada Revised Statutes hereby execute the following Articles of Merger:

FIRST: The name of the surviving corporation is REALITY INTERACTIVE, INC. (the "Nevada Company"), and the place of its incorporation is the State of Nevada. The name and place of incorporation of the corporation being merged into the surviving corporation is REALITY INTERACTIVE, INC. (the "Minnesota Company"), incorporated in the State of Minnesota, the laws of which permit this merger. The principal place of business of the Nevada Company is 4766 Holladay Blvd, Holladay, UT 84117 and the registered office is National Account Management Services, Inc., 240 N. Jones Blvd., #177, Las Vegas, NV 89107 and the Minnesota Company is 435 East Universal Circle, Sandy, Utah 84070 and the registered office is Paul Wendorff, 16395 Wagner Way, Ste. 200, Eden Prairie, MN 55344.

SECOND: A plan of merger was adopted by the board of directors of each corporation that is a party to this merger.

THIRD: The plan of merger was approved by the stockholder of the Nevada Company by unanimous consent.

FOURTH: The plan of merger was submitted to the stockholders of the Minnesota Company. The designation, number of shares outstanding and entitled to vote and undisputed votes for the plan by the stockholders of each class of shares of REALITY INTERACTIVE (the Minnesota Company) entitled to vote on the plan is as follows:

Class	Number of Outstanding Shares	Undisputed Votes for the Plan
Common	12,491,574	6,666,667

The number of votes cast for the plan by the owners of each class was sufficient for approval by the owners of that class.

FIFTH: The Articles of Incorporation of the Nevada Company were not amended.

SIXTH: The complete executed plan of merger is hereinafter set forth in its entirety:

A. The corporations proposing to merge are REALITY INTERACTIVE, INC (the "Minnesota Company" or "Parent"), a Minnesota corporation and REALITY INTERACTIVE, INC. (the "Nevada Company" or "Subsidiary"), a Nevada corporation. The Minnesota Company, or Parent, is the sole shareholder of the Nevada Company. The Nevada Company shall be the surviving corporation of the merger.

B. Upon approval of this plan of merger by the shareholders of both the Nevada Company and the Minnesota Company, Articles of Merger shall be filed with the Secretaries of State of Nevada and Minnesota. Upon receipt and filing of said Articles of Merger and the issuance of Certificates of Merger by said states, the separate existence of the Parent shall cease; and Subsidiary, the Nevada Company, shall succeed to all the rights and property of the Minnesota Company and shall be subject to all the debts and liabilities of the Minnesota Company.

C. All shares of the Minnesota Company shall be entitled to be exchanged for shares of the Nevada Company at the rate of one Nevada Company common share for each common share of the Minnesota Company. No fractional shares of the Nevada Company stock will be issued pursuant to this plan of merger. Instead any fractional share otherwise issuable shall be rounded up or down to the nearest whole number of shares. All shares of the Nevada Company stock outstanding prior to the merger shall be canceled.

D. The Articles of Incorporation of the surviving corporation shall be the Articles of Incorporation of the Nevada Company immediately prior to the effective date of the merger without amendment or change.

SEVENTH: All corporations party to this merger have complied with laws of their respective jurisdiction of incorporation concerning this merger.

EIGHTH: These Articles may be executed in multiple counterparts, each of which shall be deemed an original and all of which taken together shall be but a single instrument

REALITY INTERACTIVE, INC.
(The Minnesota Company)

By: Natalie Boss
Title: President

By: Hank Vanderkam
Title: Secretary

State of Utah ss.
 ss.
County of Salt Lake ss.

On January __, 2002 personally appeared before me, a Notary Public Natalie Boss who acknowledged that he executed the above instrument as President of REALITY INTERACTIVE, INC. the Minnesota Company.

Signature of Notary
Printed Name:
Commission Expires:

State of Texas ss.
 ss.
County of Harris ss.

On January __, 2002 personally appeared before me, a Notary Public Hank Vanderkam who acknowledged that he executed the above instrument as Secretary of REALITY INTERACTIVE, INC. the Minnesota Company.

Signature of Notary
Printed Name:
Commission Expires:

Reality Interactive, Inc.
(The Nevada Company)

By: Natalie Boss
Title: President

By: Hank Vanderkam
Title: Secretary

State of Utah ss.
 ss.
County of Salt Lake ss.

On January __, 2002, personally appeared before me, a Notary Public Natalie Boss who acknowledged that he executed the above instrument as Reality Interactive, Inc., the Nevada Company.

Signature of Notary
Printed Name:
Commission Expires:

State of Texas ss.
 ss.
County of Harris ss.

On January __, 2002, personally appeared before me, a Notary Public Hank Vanderkam, who acknowledged that he executed the above instrument as Secretary of Reality Interactive, Inc., the Nevada Company.

Signature of Notary
Printed Name:
Commission Expires:

OF
REALITY INTERACTIVE, INC.

The undersigned natural persons of the age of eighteen (18) years or more acting as incorporator of a corporation under the Nevada Revised Civil Statute 78, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation (hereinafter called "Corporation") is Reality Interactive, Inc.

ARTICLE II

PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III

PURPOSES AND POWERS

The purpose for which this Corporation is organized is to engage in the business of investing in investments of all forms and nature and to engage in any and all other lawful business.

ARTICLE IV

CAPITALIZATION

The total number of shares of stock which the Corporation shall have the authority to issue is one hundred and five million (105,000,000) shares, consisting of one hundred million (100,000,000) shares of Common Stock having a par value of \$.001 per share and five million (5,000,000) shares of Preferred Stock having a par value of \$.001 per share.

A. Preferred Stock

The Board of Directors is authorized, subject to the limitations prescribed by law and the provisions of this Article, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Nevada, to establish from time to time the number of shares to be included in each such series and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof.

1. The authority of the Board with respect to each series shall include, but not be limited to, determination of the following:
 - a. The number of shares constituting that series and the distinctive designation of that series;
 - b. The dividend rate on the shares of that series, whether dividends shall be cumulative, and if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;
 - c. Whether that series shall have voting rights, in addition to the voting rights provided by law, and if so, the terms of such voting rights;
 - d. Whether that series shall have conversion privileges and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;
 - e. Whether or not the shares of that series shall be redeemable and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
 - f. Whether that series shall have a sinking fund for the redemption or purchase of shares of that series and, if so, the terms and amount of such sinking fund;

- g. The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series; and
 - h. Any other relative rights, preferences and limitations of that series.
2. Dividends on outstanding shares of Preferred Stock shall be paid or declared and set apart for payment, before any dividends shall be paid or declared and set apart for payment on Common Stock with respect to the same dividend period.
 3. If upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the assets available for distribution to holders of shares of Preferred Stock of all series shall be insufficient to pay such holders the full preferential amount to which they are entitled, then such assets shall be distributed ratably among the shares of all series of Preferred Stock in accordance with the respective preferential amounts (including unpaid cumulative dividends, if any) payable with respect thereto.

4. Unless otherwise provided in any resolution of the Board of Directors providing for the issuance of any particular series of Preferred Stock, no holder of Preferred Stock shall have any pre-emptive right as such holder to subscribe for, purchase or receive any part of any new or additional issue of capital stock of any class or series, including unissued and treasury stock, or obligations or other securities convertible into or exchangeable for capital stock of any class or series, or warrants or other instruments evidencing rights or options to subscribe for, purchase or receive any capital stock of any class or series, whether now or hereafter authorized and whether issued for cash or other consideration or by way of dividend.

B. Common Stock

1. Subject to the prior and superior rights of the Preferred Stock and on the conditions set forth in the foregoing parts of this Article or in any resolution of the Board of Directors providing for the issuance of any particular series of Preferred Stock, and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors may be declared and paid on the Common Stock from time to time out of any funds legally available therefor.
2. Except as otherwise provided by law, by this Certificate of Incorporation or by the resolution or resolutions of the Board of Directors providing for the issue of any series of the Preferred Stock, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes, each holder of the Common Stock being entitled to one vote for each share held.
3. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock of each series shall have been paid in full the amount to which they respectively shall be entitled, or a sum sufficient for such payments in assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests, to the exclusion of the holders of the Preferred Stock.

ARTICLE V

REGISTERED OFFICE AND AGENT

The name and address of the corporation's registered agent is The Corporation Trust Company of Nevada to be located c/o The Corporation Trust Company, 6100 Neil Road, Suite 500, Reno, Nevada 89511.

ARTICLE VI

DIRECTORS

The Corporation shall be governed by a Board of Directors consisting of one director as shall be fixed the Corporation's bylaws.

Name	Address
Natalie Boss	4766 Holladay Blvd. Holladay, UT 84117

ARTICLE VII

DENIAL OF PREEMPTIVE RIGHTS

There shall be no preemptive right to acquire unissued and/or treasury shares of the stock of the Corporation.

ARTICLE VIII

LIABILITY OF OFFICERS AND DIRECTORS

A director or officer of the Corporation shall not be liable to the Corporation or its shareholders for damages for breach of fiduciary duty as a director or officer unless the act or omission involves intentional misconduct, fraud, a knowing violation of law or the payment of an unlawful dividend in violation of NRS 78.300.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers or who, at the request of the Board of Directors of the Corporation, may serve or at any time have served as directors or officers of another corporation in which the Corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually and necessarily by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers of the Corporation, or of such other corporation, except in relation to matters as to which any such director or officer of the Corporation, or of such other corporation or former director or officer or person shall be adjudged in any action, suit or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by law, agreement, vote of shareholder or otherwise.

DATED this ___ day of January 2002.

Incorporator:

Hank Vanderkam
Vanderkam & Sanders
440 Louisiana, #475
Houston, TX 77002

STATE OF TEXAS ss.
 ss.
COUNTY OF HARRIS ss.

On _____, 2001 personally appeared before me, a Notary Public, Hank Vanderkam, who acknowledged that he executed the above document in his capacity as Incorporator of Gamers Republic, Inc.

Notary Public for the State of Texas

[SEAL]

Certificate of Amendment

1. Name of corporation: Reality Interactive, Inc.
2. Articles have been amended as follows (provide article numbers, if available):

Article IV Capitalization. Following a 1:100 reverse stock split, the Articles are amended to reauthorize one hundred and five million (105,000,000) shares, consisting of one hundred million (100,000,000) shares of Common Stock having a par value of \$.001 per share and five million (5,000,000) shares of Preferred Stock having a par value of \$.001 per share.

3. The vote by which the stockholders holding shares in the cooperation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: 6,666,667.*

4. Officer Signature (Required):

/s/ David Loev, Assistant Secretary

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

OF
REALITY INTERACTIVE, INC.

ARTICLE I
OFFICES

1.01 REGISTERED OFFICE AND AGENT

The registered office of the Corporation shall be maintained by National Account Management Services, Inc., 240 N. Jones Blvd., #177, Las Vegas, NV 89107. The registered office or the registered agent, or both, may be changed by resolution of the Board of Directors, upon filing the statement required by law.

1.02 PRINCIPAL OFFICE

The principal office of the Corporation shall be at 4766 Holladay Blvd., Holladay, UT 84117 provided that the Board of Directors shall have power to change the location of the principal office in its discretion.

1.03 OTHER OFFICES

The Corporation may also maintain other offices at such places within or without the State of Nevada as the Board of Directors may from time to time appoint or as the business of the Corporation may require.

ARTICLE II
SHAREHOLDERS

2.01 PLACE OF MEETING

All meetings of shareholders, both regular and special, shall be held either at the registered office of the Corporation, or at such other place as shall be designated in the notice of the meeting.

2.02 ANNUAL MEETING

The annual meeting of shareholders for the election of directors and for the transaction of all other business which may come before the meeting shall be held within 180 days after the end of each fiscal year, on the date and at the hour specified in the notice of meeting as determined by the Board of Directors.

If the election of directors shall not be held on the day above designated for the annual meeting, the Board of Directors shall cause the election to be held as soon thereafter as conveniently may be at a special meeting of the shareholders called for the purpose of holding such election.

The annual meeting of shareholders may be held for any other purpose in addition to the election of director which may be specified in a notice of such meeting. The meeting may be called by resolution of the Board of Directors or by a writing filed with the secretary signed either by a majority of the directors or by shareholders owning a majority in amount of the entire capital stock of the Corporation issued and outstanding and entitled to vote at any such meeting.

2.03 NOTICE OF SHAREHOLDERS' MEETING

A written or printed notice stating the place, day and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the president, secretary or the officer or person calling the meeting, to each shareholders of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the shareholder at his address as it appears on the share transfer books of the Corporation, with postage thereon prepaid.

2.04 VOTING OF SHARES

Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders, except to the extent that the voting rights of the shares of any class or classes are limited or denied by the Articles of Incorporation or by law.

Treasury shares, shares of its own stock owned by another corporation the majority of the voting stock of which is owned or controlled by this Corporation, and shares of its own stock held by this Corporation in a fiduciary capacity shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for a period of more than eleven (11) months.

At each election for directors, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, or if authorized by the Articles of Incorporation, to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principal among any number of such candidates. Any shareholder who intends to cumulate his votes as herein authorized shall give written notice of such intention to the secretary of the Corporation on or before the day preceding the election at which such shareholder intends to cumulate his votes.

2.05 CLOSING TRANSFER BOOKS AND FIXING RECORD DATE

For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors may provide that the share transfer books shall be closed for a stated period not exceeding sixty (60) days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten (10) days immediately preceding such meeting. In lieu of closing the stock transfer books, the ByLaws or, in the absence of an applicable ByLaw, the Board of Directors may fix in advance a date as the record date for any such determination of shareholders, not later than sixty (60) days and, in case of a meeting of shareholders, not earlier than ten (10) days, prior to the date on which the particular action requiring such determination of shareholders is to be taken. If the share transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof, except where the determination has been made through the closing of share transfer books and the stated period of closing has expired.

2.06 QUORUM OF SHAREHOLDERS

Unless otherwise provided in the Articles of Incorporation, the holders of a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders, but in no event shall a quorum consist of the holders of less than one-third (1/3) of the shares entitled to vote and thus represented at such meeting. The vote of the holders of a majority of the shares entitled to vote and thus represented at a meeting at which a quorum is present shall be the act of the shareholders' meeting, unless the vote of a greater number is required by law, the Articles of Incorporation or the ByLaws.

2.07 VOTING LISTS

The officer or agent having charge of the share transfer books for the shares of the Corporation shall make, at least ten (10) days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each, which list, for a period of ten (10) days prior to such meeting, shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any shareholders at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original share transfer books shall be prima-facie evidence as to who are the shareholders entitled to examine such list or transfer books or to vote at any meeting of shareholders.

2.08 ACTION BY CONSENT OF SHAREHOLDERS

In lieu of a formal meeting, action may be taken by written consent of such number of the shareholders as is required by either State law or the Corporation's Bylaws for passage of such corporate action.

ARTICLE III DIRECTORS

3.01 BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by a Board of Directors. Directors need not be residents of the State of Nevada or shareholders in the Corporation.

3.02 NUMBER AND ELECTION OF DIRECTORS

The number of directors shall be one (1). The number of directors constituting the board shall be fixed from time to time by the Directors provided that the number may be increased or decreased from time to time by an amendment to these ByLaws, but no decrease shall have the effect of shortening the term of any incumbent director. At each annual election the shareholders shall elect directors to hold office until the next succeeding annual meeting.

3.03 VACANCIES

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the remaining directors, though less than a quorum of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of shareholders called for that purpose.

3.04 QUORUM OF DIRECTORS

A majority of the Board of Directors shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

3.05 ANNUAL MEETING OF DIRECTORS

Within thirty (30) days after each annual meeting of shareholders, the Board of Directors elected at such meeting shall hold an annual meeting at which they shall elect officers and transact such other business as shall come before the meeting.

3.06 REGULAR MEETING OF DIRECTORS

A regular meeting of the Board of Directors may be held at such time as shall be determined from time to time by resolution of the Board of Directors.

3.07 SPECIAL MEETINGS OF DIRECTORS

The secretary shall call a special meeting of the Board of Directors whenever requested to do so by the President or by two directors. Such special meeting shall be held at the time specified in the notice of meeting.

3.08 PLACE OF DIRECTORS MEETINGS

All meetings of the Board of Directors (annual, regular or special) shall be held either at the principal office of the Corporation or at such other place, either within or without the State of Nevada, as shall be specified in the notice of meeting.

3.09 NOTICE OF DIRECTORS MEETINGS

All meetings of the Board of Directors (annual, regular or special) shall be held upon five (5) days written notice stating the date, place and hour of meeting delivered to each director either personally or by mail or at the direction of the president or the secretary or the officer or person calling the meeting.

In any case where all of the directors execute a waiver of notice of the time and place of meeting, no notice thereof shall be required, and any such meeting (whether annual, regular or special) shall be held at the time and at the place (either within or without the State of Nevada) specified in the waiver of notice. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the directors attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

3.10 COMPENSATION

Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each annual, regular or special meeting of the Board, provided, that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

3.11 ACTION BY CONSENT OF DIRECTORS

In lieu of a formal meeting, action may be taken by written consent of such number of the directors as is required by either State law or the Corporation's Bylaws for passage of such corporate action.

3.12 COMMITTEES

The board of directors may, by resolution passed by a majority of the whole board, designate an executive committee and one or more other committees, each committee to consist of one or more of the directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

Any such committee, to the extent provided in the resolution of the board of directors, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to making, altering or repealing any bylaw of the Corporation; electing or appointing any director, or removing any officer or director; submitting to shareholders any action that requires shareholders' approval; or amending or repealing any resolution theretofore adopted by the board which by its terms is amendable or repealable only by the board. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the board of directors. Each committee shall keep regular minutes of its meetings and report the same to the board of directors when required.

ARTICLE IV OFFICERS

4.01 OFFICERS ELECTION

The officers of the Corporation shall consist of a president, one or more vice presidents, a secretary, and a treasurer. All such officers shall be elected at the annual meeting of the Board of Directors provided for in Article III, Section 5. If any office is not filled at such annual meeting, it may be filled at any subsequent regular or special meeting of the Board. The Board of Directors at such annual meeting, or at any subsequent regular or special meeting may also elect or appoint such other officers and assistant officers and agents as may be deemed necessary. Any two or more offices may be held by the same person, except the offices of president and secretary.

All officers and assistant officers shall be elected to serve until the next annual meeting of directors (following the next annual meeting of shareholders) or until their successors are elected; provided, that any officer or assistant officer elected or appointed by the Board of Directors may be removed with or without cause at any regular or special meeting of the Board whenever in the judgment of the Board of Directors the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any agent appointed shall serve for such term, not longer than the next annual meeting of the Board of Directors, as shall be specified, subject to like right of removal by the Board of Directors.

4.02 VACANCIES

If any office becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

4.03 POWER OF OFFICERS

Each officer shall have, subject to these ByLaws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to his office and such duties and powers as the Board of Directors shall from time to time designate. All officers shall perform their duties subject to the directions and under the supervision of the Board of Directors. The president may secure the fidelity of any and all officers by bond or otherwise.

4.04 PRESIDENT

The president or such other person as the Board of Directors may appoint, shall be the chief executive officer of the Corporation. He shall preside at all meetings of the directors and shareholders. He shall see that all orders and resolutions of the Board are carried out, subject however, to the right of the directors to delegate specific powers, except such as may be by statute exclusively conferred on the president, to any other officers of the Corporation.

He or any vice president shall execute bonds, mortgages and other instruments requiring a seal, in the name of the Corporation, and, when authorized by the Board, he or any vice president may affix the seal to any instrument requiring the same, and the seal when so affixed shall be attested by the signature of either the secretary or an assistant secretary. He or any vice president shall sign certificates of stock.

The president shall be ex-officio a member of all standing committees.

He shall submit a report of the operations of the Corporation for the year to the directors at their meeting next preceding the annual meeting of the shareholders and to the shareholders at their annual meeting.

4.05 VICE PRESIDENT

The vice president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, and they shall perform such other duties as the Board of Directors shall prescribe.

4.06. SECRETARY AND ASSISTANT SECRETARIES

The secretary shall attend all meetings of the Board and all meetings of the shareholders and shall record all votes and the minutes of all proceedings and shall perform like duties for the standing committees when required. He shall give or cause to be given notice of all meetings of the shareholders and all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board. He shall keep in safe custody the seal of the Corporation, and when authorized by the Board, affix the same to any instrument requiring it, and when so affixed, it shall be attested by his signature or by the signature of an assistant secretary.

The assistant secretary shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary, and they shall perform such other duties as the Board of Directors shall prescribe.

In the absence of the secretary or an assistant secretary, the minutes of all meetings of the Board and shareholders shall be recorded by such person as shall be designated by the president or by the Board of Directors.

4.07 TREASURER AND ASSISTANT TREASURERS

The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

The treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. He shall keep and maintain the Corporation's books of account and shall render to the president and directors an account of all of his transactions as treasurer and of the financial condition of the Corporation and exhibit his books, records and accounts to the president or directors at any time. He shall disburse funds for capital expenditures as authorized by the Board of Directors and in accordance with the orders of the president, and present to the president for his attention any requests for disbursing funds if in the judgment of the treasurer any such request is not properly authorized. He shall perform such other duties as may be directed by the Board of Directors or by the president.

If required by the Board of Directors, he shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his office and for the restoration to the Corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation.

The assistant treasurers in the order of their seniority shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer, and they shall perform such other duties as the Board of Directors shall prescribe.

ARTICLE V
CERTIFICATES OF STOCK: TRANSFER, ETC.

5.01 CERTIFICATES OF STOCK

The certificates for shares of stock of the Corporation shall be numbered and shall be entered in the Corporation as they are issued. They shall exhibit the holder's name and number of shares and shall be signed by the president or a vice president and the secretary or an assistant secretary or if the Board of Directors determines, by any one of the afore named officers and shall be sealed with the seal of the Corporation or a facsimile thereof. If the Corporation has a transfer agent or a registrar, other than the Corporation itself or an employee of the Corporation, the signatures of any such officer may be facsimile. In case any officer or officers who shall have signed or whose facsimile signature or signatures shall have been used on any such certificate or certificates shall cease to be such officer or officers of the Corporation, whether because of death, resignation or otherwise, before said certificate or certificates shall have been issued, such certificate may nevertheless be issued by the Corporation with the same effect as though the person or persons who signed such certificates or whose facsimile signature or signatures shall have been used thereon had been such officer or officers at the date of its issuance. Certificates shall be in such form as shall in conformity to law be prescribed from time to time by the Board of Directors.

The Corporation may appoint from time to time transfer agents and registrars, who shall perform their duties under the supervision of the secretary.

5.02 TRANSFERS OF SHARES

Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate, and record the transaction upon its books.

5.03 REGISTERED SHAREHOLDERS

The Corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof and, accordingly shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by law.

5.04 LOST CERTIFICATE

The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate to be lost. When authorizing such issue of a new certificate or certificates, the Board of Directors in its discretion and as a condition precedent to the issuance thereof, may require the owner of such lost or destroyed certificate or certificates or his legal representative to advertise the same in such manner as it shall require or to give the corporation a bond with surety and in form satisfactory to the Corporation (which bond shall also name the Corporation's transfer agents and registrars, if any, as obligees) in such sum as it may direct as indemnity against any claim that may be made against the Corporation or other obligees with respect to the certificate alleged to have been lost or destroyed, or to advertise and also give such bond.

ARTICLE VI DIVIDEND

6.01 DECLARATION

The Board of Directors may declare at any annual, regular or special meeting of the Board and the Corporation may pay, dividends on the outstanding shares in cash, property or in the shares of the Corporation to the extent permitted by, and subject to the provisions of, the laws of the State of Nevada.

6.02 RESERVES

Before payment of any dividend there may be set aside out of any funds of the Corporation available for dividends such sum or sums as the directors from time to time in their absolute discretion think proper as a reserve fund to meet contingencies or for equalizing dividends or for repairing or maintaining any property of the Corporation or for such other purpose as the directors shall think conducive to the interest of the Corporation, and the directors may abolish any such reserve in the manner in which it was created.

ARTICLE VII
MISCELLANEOUS

7.01 INFORMAL ACTION

Any action required to be taken or which may be taken at a meeting of the shareholders, directors or members of the executive committee, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by such number of the shareholders, directors, or members of the executive committee as is required by law, as the case may be, entitled to vote with respect to the subject matter thereof, and such consent shall have the same force and effect as a vote of the shareholders, directors, or members of the executive committee, as the case may be, at a meeting of said body.

7.02 SEAL

The corporate seal shall be circular in form and shall contain the name of the Corporation, the year of its incorporation and the words "State of Nevada", and "CORPORATE SEAL". The seal may be used by causing it or a facsimile to be impressed or affixed or in any other manner reproduced. The corporate seal may be altered by order of the Board of Directors at any time.

7.03 CHECKS

All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

7.04 FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of July in each and every year.

7.05 DIRECTORS ANNUAL STATEMENT

The Board of Directors shall present at each annual meeting of shareholders a full and clear statement of the business and condition of the Corporation.

7.06 AMENDMENTS

These ByLaws may be altered, amended or repealed in whole or in part by the affirmative vote of the Board of Directors.

ARTICLE VIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every person who was or is a party to, or is threatened to be made a party to, or is involved in any action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he or a person to whom he is the legal representative is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless, to the fullest extent legally permissible under the laws of the State of Nevada, against all expenses, liability and loss, including attorney's fees, judgements, fines and amounts paid or to be paid in settlement, reasonably incurred or suffered by him in connection therewith, all pursuant to Section 78.151 of the Nevada Revised Statutes. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person.

This indemnification is intended to provide at all times the fullest indemnification permitted by the laws of the State of Nevada and the corporation may purchase and maintain insurance on behalf of any person who is or was serving at the request of the corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the corporation would have the power to indemnify such person.