



Beneficial Holdings, Inc.

Apartado PA-267

Managua, Nicaragua

+(505) 8367-3333

contact@beneficialholdings.info

INITIAL DISCLOSURE STATEMENT

This communication does not constitute an offer of securities for sale. It is not a registration statement. Beneficial Holdings, Inc., is not a reporting company and its securities have not been registered under the Exchange Act or any other statute. This statement contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These statements involve risks and uncertainties that could cause results to differ. Statements are based on information available as of today and the company undertakes no obligation to update statements to reflect future occurrences.

PART A. GENERAL COMPANY INFORMATION

Item 1. **The exact name of the issuer and its predecessor.**

Our name is Beneficial Holdings, Inc. Prior to 2003, we were known as Smart Kids, Inc. Prior to 1990, we were known as Starwood, Inc.

Item 2. **The address of the issuer's principal executive offices.**

Our principal executive offices are located at the www.bet.cr casino in front of Changuelo's Billiards in La Fuente, Managua, Nicaragua.

The telephone of our executive offices is +505-8367-3333. Our fax number is +505-2250-4202.

Our public email address is contact(at) beneficialholdings.info

The websites we maintain are:

<http://www.beneficialholdings.info> (corporate site)
<http://www.bet.cr> (online casino for non-U.S. players)
<http://www.sportsbook.cr> (online sportsbook for non-U.S. players)
<http://www.hotelbeneficial.com> (Hotel Beneficial website).

We do not have a specific person responsible for answering questions relating to our securities. We strictly comply with Regulation F.D. by referring our investors to publicly available information and refusing to respond to inquiries for non-public information. Investors can contact us at the publicly identified email address listed above.

Item 3. **The jurisdiction(s) and date of the issuer's incorporation or organization.**

We are a Nevada corporation formed in 1990.

PART B. SHARE STRUCTURE

Item 4. **The exact title and class of securities outstanding.**

We maintain two different classes of securities. We have common shares and preferred shares. The CUSIP number for our common shares is 081909103 and our ISIN is US0819091036.

Item 5. **Par value or stated value and description of the security.**

- A. The par value of our common shares are \$.000001. The value of our preferred shares are \$.001.
- B. We presently have not announced any dividends for either class of our securities.

Common shares are entitled to one vote per share. However, the preferred shares maintain a 51% voting majority.

Item 6. **The number of shares or total amount of the securities outstanding for each class of securities authorized.**

Our articles of incorporation, as amended, presently allow for the issuance of 903,000,000 shares. At this time, we have 902,993,698 shares outstanding. Of these shares 179,715,349 shares are restricted. 723,278,349 are in the float.

There are 2,000,000 preferred shares, all of which are restricted and cannot be traded on the open market. The number of preferred shares authorized are 2,000,000.

Item 7. **The name and address of the transfer agent.**

Our transfer agent is Action Stock Transfer, Inc., located at 7069 S. Highland Drive, Suite 300, Salt Lake City, UT 84121. The website of the transfer agent is www.actionstocktransfer.com. The telephone number of the transfer agent is 1-801-274-1088.

Action Stock Transfer is registered with the Securities & Exchange Commission under the Securities Act as a transfer agent.

We are completely independent of the transfer agent and the agent maintains no control or interest in the Company.

PART C. BUSINESS INFORMATION.

Item 8. **The nature of the issuer's business.**

A. Business Development:

As stated above, Beneficial Holdings, Inc., is a Nevada corporation formed in 1990. We utilize the calendar year as our fiscal year. We have never been in bankruptcy or receivership.

Over the last three years, there has been no merger or consolidation of assets. We did, however, make several purchases of significant assets including indirect ownership of a hotel in Managua, Nicaragua, and a commercial building in Masaya, Nicaragua, that

houses a slot parlor. We purchased various gaming machines and several vehicles.

There has not been any default of the terms of any note, loan, lease, or other financing arrangement.

There has been no increase in the number of our common stock securities by 10%

We issued a one time stock dividend in May, 2010, that provided each shareholder with six (6) additional shares for every share they had.

We have not been threatened with any material litigation.

On July 8, 2009, Beneficial Holdings, Inc., announced the appointment of Carolina Navarro as President and Director of Beneficial Holdings, Inc.

After this change of control, the Company embarked into a business model relating to casino gaming in Central America.

The Company acquired use of a gaming property in La Fuente, Managua, Nicaragua, that includes a full bar with food service capabilities. The location presently maintains forty-nine (49) gaming machines, double the number from the time Beneficial Holdings' affiliates took the location over. The Company's affiliates are in the process of changing the name of the facility to bet.cr Managua.

The Company acquired a commercial building in Masaya, Nicaragua, which is presently filled with approximately twenty-four video poker machines and International Gaming Technology slot machines. The Company's affiliates are presently in the process of changing the name to bet.cr Masaya.

The Company's subsidiaries acquired a Hotel near Parque Las Palmas in Managua, Nicaragua. Hotel Beneficial Managua, Las Palmas, is featured on every major travel agent website and is under contract to Expedia, Orbitz, and Despegar.com.

The Company is currently in negotiations to acquire several other slot parlors and video-game rooms in Nicaragua.

The Company's subsidiary operates the www.bet.cr Online Casino and the www.sportsbook.cr online SportsBook. Both of these sites comply with United States law by refusing to accept funds from any citizen of the United States or permanent resident. Additionally, the payment providers for the casino attempt to block payments originating from the United States. The Company continues to believe that allowing online gaming would be in the best interests of the economy of the United States, so it continues to support legalization and regulation of online casinos. Our online casino and sportsbook operate under Costa Rican law through licenses issued to our partners. Our primary SIC Code is 7993, coin operated amusement devices.

We operate several subsidiaries. We maintain two Nicaragua subsidiaries: Grupo Beneficial, S.A., and Recreaciones Beneficial, S.A. Both of these entities are 97% owned by Beneficial Holdings, Inc. Recreaciones Beneficial owns the Company's properties in Nicaragua. Grupo Beneficial, S.A., manages the Company's operations.

In the United States, we operate Beneficial Marketing, Inc., and Beneficial Property Holdings, Inc. Both are Colorado corporations.

The Company, being in the gambling industry, is affected by governmental regulations. Current gaming laws in the United States prevent us from accepting customers in that jurisdiction. Our physical gaming operations are in Nicaragua and the laws are being rewritten. Currently, Nicaragua introduced a statute that will require the Company to make a deposit with the Institute of Tourism and to pay a \$20 per month tax on each of the machines. The deposit will be treated as an asset, but nevertheless it harms our ability to expand our operation. We believe the deposit will be between \$10,000 and \$150,000. We are monitoring this situation closely. We do not consider this material to our operations as our affiliates and

subsidiaries will be able to make or sponsor the deposit without a problem by accessing the Company's line of credit.

Presently, through our agents, subsidiaries, and affiliates, we provide full time work for seventeen people. As we expand locations, this number will increase.

While we do not believe environmental laws will have an impact on current operations, we are investigating the requirements to build on the prospective El Crucero and Montelimar Beach properties.

Item 9. **The nature of products or services offered.**

Our principal services include gambling entertainment and hospitality services. We operate and provide management consultation to land based casinos and slot parlors in Central America. We operate online casinos and sportsbooks for non-United States customers.

We provide our services at land-based slot parlors in Central America, presently primarily in Nicaragua although we have plans to expand operations to Honduras, Panama, Peru, Columbia, and other Central and South American countries.

Our online casinos and sportsbooks are managed through the internet, primarily via our websites www.bet.cr and www.sportsbook.cr. Both of these sites refuse customers from the United States, although people in those jurisdictions can play for fun. In anticipation of a change of the United States' archaic gambling laws, we hope to build a base of potential customers in case the laws in that jurisdiction change. In the interim, we comply with the regulations that prohibit us from operating there.

In Nicaragua, our primary competitors are Atlantic City Casinos, Star City Casinos, and Mundo Slots. All of these operations are larger than us. We do, however, work with Mundo Slots with respect to certain gaming instruments. Specifically, we often allow Mundo Slots to place machines in our locations when we do not have sufficient equipment or when they have a

model of machine that our subsidiaries and affiliates do not own. We do not consider the larger casinos, such as those operated by Thunderbird Resorts, to be our competitors. The larger casinos fill a different niche than our casinos which draw a consistent base of local customers and tourists who stay in hotels nearby our facilities. Our subsidiaries and affiliates focus mostly on video games and have eliminated all table-based gaming from our facilities. Our online casinos, www.bet.cr and www.sportsbook.cr, face competition from larger operators such as Bodog, Virgin Gaming, and bwin.com. We believe that, through affiliate promotions, search engine optimization, and advertising, we can continue to gain new customers on a weekly basis. We believe our www.sportsbook.cr offering is unique and operates in a more straightforward manner than other sportsbook websites. Therefore, we believe we can gain long term customers.

We purchase gaming machines manufactured by International Gaming Technologies, Williams Gaming, and Aristocrat. Our online gaming sites www.bet.cr and www.sportsbook.cr are managed by Total e-Soft under an arrangement where they handle customer service, billing, and programming.

We do not depend on a few customers. We serve several thousand people in any given month. Our land-based casinos serve both people local to the area and tourists who stay at nearby hotels. Our online casinos are visited by people in many different countries and we offer www.bet.cr and www.sportsbook.cr in several different languages. This provides us an edge against other online casinos.

Our international websites for www.sportsbook.cr are as follows:

English	http://www.sportsbook.cr/user/land/?lang=en
Chinese	http://www.sportsbook.cr/user/land/?lang=cn
Czech	http://www.sportsbook.cr/user/land/?lang=cz
German	http://www.sportsbook.cr/user/land/?lang=de
Spanish	http://www.sportsbook.cr/user/land/?lang=es
Finnish	http://www.sportsbook.cr/user/land/?lang=fi
French	http://www.sportsbook.cr/user/land/?lang=fr
Greek	http://www.sportsbook.cr/user/land/?lang=gr
Italian	http://www.sportsbook.cr/user/land/?lang=IT

Lithuania <http://www.sportsbook.cr/user/land/?lang=lt>
Nordic <http://www.sportsbook.cr/user/land/?lang=nl>
Polish <http://www.sportsbook.cr/user/land/?lang=pl>
Portuguese <http://www.sportsbook.cr/user/land/?lang=pt>
Russian <http://www.sportsbook.cr/user/land/?lang=ru>
Swedish <http://www.sportsbook.cr/user/land/?lang=se>
Slovak <http://www.sportsbook.cr/user/land/?lang=sk>
Turkish <http://www.sportsbook.cr/user/land/?lang=tr>

We believe we maintain common law trademarks to the names bet.cr and sportsbook.cr through our use in interstate and international commerce of these names. We have incorporated our names into our websites www.bet.cr and www.sportsbook.cr. While we allow our affiliates to use the names bet.cr and sportsbook.cr within their websites, we would take aggressive action against anyone using the names with an intent to compete against us.

Item 10. **The nature and extent of the issuer's facilities.**

We currently own a commercial building in Masaya that houses our www.bet.cr Masaya location. We own Hotel Beneficial Managua Las Palmas in Managua, Nicaragua. We lease the space housing our main office within the www.bet.cr Managua location in La Fuente, Managua, Nicaragua.

PART D. MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION

Item 11. **The name of the chief executive officer, members of the board of directors, as well as control persons.**

Our chief executive officer, President, and director is Carolina Navarro. Our Chief Operating Officer is Joel Estrada. Both officers are from Managua, Nicaragua. Their business address is care of the www.bet.cr Managua location in La Fuente, Managua, Nicaragua. Ms. Navarro, who resides in Managua, Nicaragua, will oversee the day-to-day operations of the company.

Ms. Navarro's executive experience includes executive assistant roles with Servicios al Campo, S.A., Inversiones Turisticas Santo Domingo, S.A. through ManPower (Casino Star City), Kraft Foods y Nabisco de Nicaragua, and BJ Services de Nicaragua, S.A. Ms.

Navarro holds a degree from the Universidad de las Americas in Marketing and Publicity, a two-year diploma from the Tecnico Medio Bilingual Executive Program from the Centro Cultural Nicaraguense Norteamericana, and completed the Etiquette and Modeling Course at the Academia Eleganza. Global Gaming Business Magazine Features Beneficial Holdings, Inc. President in its 25 People to Watch in 2010.

Mr. Estrada's experience includes creating and managing a video game sales and leading company, managing Hotel Beneficial, and now acting as Chief Operating Officer of Beneficial Holdings, Inc.

Currently, neither officer is taking anything other than a nominal salary. This is because their current goal is to aid the Company's expansion. Ms. Navarro only accepts a \$200.00 monthly expense reimbursement while Mr. Estrada is only reimbursed for actual expenses relating to Company business.

Neither of the officers or directors beneficially owns the Company's securities, although their compensation agreements provide that they may purchase certain stock in the event they bring the Company to sales about \$19,000,000.00 per year with at least 20% of sales resulting in profit within three years. In that event, the officers could purchase, at \$.12 per common share, up to 8 percent of the Company's common stock. In addition, they could purchase up to 3.9% of the preferred stock in exchange for \$350,000.00 pro-rated depending on the percentage they wish to own.

Neither officer has any criminal history, conviction, nor is presently party to any criminal proceeding.

No Court has ever entered an order, judgment, or decree against the officers and directors of Beneficial Holdings, Inc.

No Court or regulatory agency, including the Securities and Exchange Commission, ever found that the officers and directors violated federal or state regulations.

No self-regulatory agency ever entered an Order against the officers and directors of the Company.

There are no family relationships between the issuer's directors, officers, persons nominated or chose by the issuer to become directors or officers, or beneficial owners of more than five percent of the company's securities.

There have no been any related party transactions as described in OTC Markets Part D, Item 11, subsection D entitled, "Disclosure of Related Party Transactions."

Item 12. Financial information for the issuer's most recent fiscal period.

BENEFICIAL HOLDINGS INC

Consolidated Balance Sheet Ending March 31,2011

	Q1
ASSETS	
Current Assets	
Cash	\$138,518
Short-term investments	0
Accounts receivable	9,000
Less: Reserve for bad debts	0
Net account receivable	9,000
Inventories	0
Prepaid expenses	0
Other:	0
Total Current Assets	\$147,518
Fixed Assets	
Gaming Machines	\$110,500
Masaya Building	210,000
Hotel Beneficial	480,000
Fixtures & Equipment	43,100

Online Gaming Brands	1,550,472
<hr/>	
Total Fixed Assets	\$2,240,472
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Other Assets	
Goodwill	\$0
Total Other Assets	\$0
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TOTAL ASSETS	\$2,387,990

LIABILITIES AND EQUITY

Current Liabilities

Accounts payable	-\$6,258
Accrued wages	0
Accrued compensation	12,426
Income taxes payable	0
Payroll taxes payable	0
Unearned revenues	0
Short-term notes payable (due within 12 months)	0
Current portion of long-term dept	0
Other:	0
Total Current Liabilities	\$6,168

Long-Term Liabilities

*Long-term loan payable	-\$120,000
Less: Short-term portion	0
Other:	0
Total Long-Term Liabilities	-\$120,000
Total Liabilities	-\$113,832

Stockholders' Equity

Common Stock, 903,000,000 Shares Authorized with a Par Value of \$0.000001 902,993,698 Shares Issued and Outstanding.	
Series B Preferred Stock, 2,000,000 Shares Authorized with a par value of \$0.001	
Outstanding	
Total Capital	\$0

TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	-\$113,832
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* Borrowed From \$47,000,000 Line Of Credit

BENEFICIAL HOLDINGS, INC

Consolidated Income Statement

Ending March 31,2011

		CURRENT YEAR
Revenue		
Gross sales		\$489,656
Less: Sales returns & rebates		0
Net Sales		\$489,656
 Cost of Goods Sold		
Beginning inventory		\$0
Purchases	0	
Freight	0	
Direct labor	0	
Indirect expenses	0	
	\$0	
Less: Ending inventory		0
Total Cost of Goods Sold		\$0
Gross Profit (Loss)		\$489,656
 Expenses		
Operations		
utilities	\$48,254	
Internet connection & hosting	17,568	
Telephone service	7,745	
Salaries & wages	70,748	
Office supplies	6,285	
Postage	987	
Office equipments (amortization)	3,100	
Vehicle expenses	8,954	
Equipments (amortization)	9,521	
Maintenance	28,556	
Delivery expenses	2,514	
Other:	0	
Total Operations		\$204,232
 Finance & Administration		
Salaries & wages	\$132,514	
Employee training	5,287	
Professional fees	4,632	
Bank charges	1,954	
Credit card fees	3,665	
Insurance	7,448	
Payroll taxes	0	
Permits & licenses	8,975	
Taxes	0	

Bad debts	0	
Charitable contribution	0	
Other:	0	
Total Finance & Administration		\$164,475
Sales & Marketing		
Professional services	\$8,429	
Advertising	28,602	
Prospect lists	0	
Traveling	8,633	
Sales expenses	5,682	
Salaries & wages	11,528	
Sales commissions	5,263	
Other:	0	
Total Sales & Marketing		\$68,137
Total Expenses		\$436,844
Operating Income - EBIT		\$52,812
Other Income (Expenses)		
Gain (loss) on sale of assets	\$0	
Interest income	0	
Less: Interest expenses	0	
Total Other Income (Expenses)		\$0
Income (Loss) Before Taxes		\$52,812
Income Tax Expenses (Savings)		\$0
Net Income (Loss)		\$52,812
Cumulative Net Income (Loss)		\$52,812

The unaudited interim consolidated financial statements of Beneficial Holdings, Inc. (the "Company") for the period ended March 31, 2011 have been prepared by management and its accounting consultants and have not been reviewed by the Company's auditors.

Item 13. Prior financial statements

As a non-reporting Company that is not required to produce financial statements, Beneficial Holdings did not create consolidated financial reports for the prior periods. Due to the nature of the gaming industry, it is impossible to recreate the prior periods' financial history. It is noted that the revenue from the prior two years of operations, acquired by the Company's affiliates and subsidiaries, was used to make the asset purchases which are reflected on the current balance sheets. The Company

itself did not calculate the profits as income as the money remained with the affiliates and subsidiaries which are not obligated to file tax returns in the United States. Without the income actually being received by the parent corporation, the funds and profits are not reflected by the parent corporation. However, the assets acquired from the prior periods and the profits from those time periods did provide eventual pass-through assets to the parent company as upon any liquidation, as majority shareholder of the subsidiaries, and control entity of the affiliates, the assets and the proceeds would become those of Beneficial Holdings Inc. and are, therefore, reflected on the current balance sheet of the Company.

Item 14. **Beneficial Owners**

The majority of the Company's stock, specifically approximately 75% of the issued stock, is held by CEDE & Company, a subsidiary of the Depository Trust Corporation. The Company is not privy to the names and addresses of the objecting beneficial owners of the CEDE shares. However, looking at prior lists of non-objecting beneficial owners, it does not appear there are any persons that own 5% or more of the common stock.

Item 15. **The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development, and disclosure.**

1. Investment banker: We do not use an investment banker.
2. Promoters: The Company is opposed to using stock promoters or stock awareness companies. The Company utilizes Beneficial Marketing, Inc., to promote its products and services.
3. The Company does not presently use any legal counsel to advise on matters relating to operations, business development, or disclosure.
4. The Company utilizes the services of Luis Reyes as its accountant in Nicaragua. Mr. Reyes' business address is care of our main address. His email address is luis(at)beneficialholdings.info. Mr.

Item 16. **Management's Discussion and Analysis or Plan of Operation**

We incorporate our disclosures above with respect to this portion of the report so that information is not repeated.

Our internal sources of revenue consist of commissions received from room bookings at Hotel Beneficial along with funds acquired through gaming programs including www.bet.cr and www.sportsbook.cr . Our external sources of funding include potential accredited investors and the accessing of our \$47,000,000 credit line.

There are sometimes off balance sheet arrangements where assets are not shown until we receive enough revenue to ask for payment from our affiliates. Because of the nature of these payments, we do not reflect them as an asset until payments are actually received or we receive notification as to what the payment will be. For instance, we might allocate space to a casino or gaming company. Under these arrangements, we will not know the revenue split until we actually make an accounting of the machines. These types of transactions are not reflected on the balance sheet even though they are an asset. We only reflect these transactions when our subsidiaries, or our company, receives actual payment for the transactions.

PART E. ISSUANCE HISTORY

Item 17. **List of securities offerings and shares issued for services in the past two years.**

We have not issued shares for services over the past two years.

PART F. EXHIBITS

Item 18. **Material contracts.**

We do not have any material contracts, not made in the normal course of business, that fall within this category.

Item 19. **Articles of Incorporation and Bylaws**

We have attached our Articles of Incorporation hereto.

Item 20. **Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

The issuer has not purchased equity securities and it has not sold stock to affiliated purchasers.

Item 21. **Issuer's Certifications.**

I, Carolina Navarro, certify that:

I have reviewed this disclosure document of Beneficial Holdings, Inc., and that 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 the 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 the disclosure statement.

Dated this 15th day of June, 2011, in Managua, Nicaragua.

 Carolina Navarro
Carolina Navarro
President

FILED

TO THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

FILING FEE: \$225.00
RECEIPT #C 70913
THOMAS G. KIMBLE
311 SOUTH STATE STREET
SALT LAKE CITY, UT 84111

K.K.

DEC 20 1990

ARTICLES OF INCORPORATION

OF

SMART KIDS, INC.

RECEIVED FOR THE STATE SECRETARY OF STATE
Thomas G. Kimble
No. 11555-90

WE, THE UNDERSIGNED natural persons of the age of twenty-one (21) years or more, acting as incorporators of a corporation under the Nevada Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of the Corporation is Smart Kids, Inc.

ARTICLE II - DURATION

The duration of the corporation is perpetual.

ARTICLE III - PURPOSES

The purpose or purposes for which this corporation is engaged are:

- (a) To engage in the specific business of publishing childrens' coloring and activities books and related matters; also the business of making investments, including investments in, purchase and ownership of any and all kinds of property, assets or business, whether alone or in conjunction with others. Also, to acquire, develop, explore and otherwise deal in and with all kinds of real and personal property and all related activities, and for any and all other lawful purposes.
- (b) To acquire by purchase, exchange, gift, bequest, subscription, or otherwise; and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange, or otherwise dispose of or deal in or with its own

corporate securities or stock or other securities including, without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other obligations, and any certificates, receipts or other instruments representing rights or interests therein on any property or assets created or issued by any person, firm, associate, or corporation, or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers, and privileges in respect thereof.

- (c) To do each and everything necessary, suitable, or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may, at any time, appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might. or could do in any part of the world as principals, agents, partners, trustees, or otherwise, either alone or in conjunction with any other person, association, or corporation.
- (d) The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Nevada; and it is

the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 50,000,000 shares of Common Stock having a par value of \$.003 per share. All stock of the corporation shall be of the same class, common, and shall have the same rights and preferences. Fully-paid stock of this corporation shall not be liable to any further call or assessment.

ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of "a majority" of the shares entitled to vote on each such amendment.

ARTICLE VI - SHAREHOLDERS RIGHTS

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors shall determine. Shareholders shall not have pre-emptive rights to acquire unissued shares of the stock of this corporation.

ARTICLE VII - INITIAL OFFICE AND AGENT

The Corporate Trust Company of Nevada
One East First Street
Reno, NV 89501

ARTICLE VIII - DIRECTORS

The directors are hereby given the authority to do any act on behalf of the corporation by law and in each instance where the Business Corporation Act provides that the directors may act in

certain instances where the Articles of Incorporation authorize such action by the directors, the directors are hereby given authority to act in such instances without specifically numerating such potential action or instance herein.

The directors are specifically given the authority to mortgage or pledge any or all assets of the business without stockholders' approval.

The number of directors constituting the initial Board of Directors of this corporation is one. The name and address of the person who is to serve as Director until the first annual meeting of stockholders or until his successor is elected, is:

<u>NAME</u>	<u>ADDRESS</u>
Susan Christensen	3745 Twin Brook Street Salt Lake City, UT 84109

ARTICLE IX - INCORPORATORS

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Thomas G. Kimble	311 South State, #440 Salt Lake City, UT 84111

ARTICLE X

COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and any one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of

Directors, or a committee thereof, which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent, or (c) the contract or transaction is fair and reasonable to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XI

LIABILITY OF DIRECTORS AND OFFICERS

No director or officer shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such person as a director or officer. Notwithstanding the foregoing sentence, a director or officer shall be liable to the extent provided by applicable law, (i) for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or (ii) for the payment of dividends in violation of NRS 78.300.

The provisions hereof shall not apply to or have any effect on the liability or alleged liability of any officer or director of the Corporation for or with respect to any acts or omissions of such person occurring prior to such amendment.

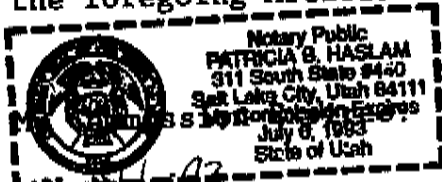
Under penalties of perjury, I declare that these Articles of Incorporation have been examined by me and are, to the best of my knowledge and belief, true, correct and complete.

DATED this 19th day of December, 1990.

Thomas G. Kimble
Thomas G. Kimble

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

On the 18th day of December, 1990, personally appeared before me, Thomas G. Kimble, who duly acknowledged to me that he signed the foregoing Articles of Incorporation.



Patricia B. Haslam
NOTARY PUBLIC
Residing at: Salt Lake County

RECEIVED
DEC 20 1990

CERTIFICATE OF ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

SECRETARY OF STATE

The Corporation Trust Company of Nevada hereby accepts the appointment as Resident Agent of the above name corporation.

The Corporation Trust Company of Nevada

Dated: 18th

By: Patrick J. Fitzgibbon
Patrick J Fitzgibbon Asst Secy



DEAN HELLER
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684 5708

(#150)
**Certificate of
Amendment**
(PURSUANT TO NRS 78.385 and
78.390)

025-00-001

FILED # C11555-90

OCT 08 2003

Important: Read attached instructions before completing

IN THE OFFICE OF
DEAN HELLER, SECRETARY OF STATE

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

1. Name of corporation: SMART KIDS, INC

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

The Certificate of Incorporation is amended by striking out the whole Article One thereof as it now exists and inserting in lieu and instead thereof, a new Article One reading in its entirety as follows:

"One. The name of the Corporation shall be Beneficial Holdings, Inc."

The Certificate of Incorporation is amended by striking out the whole Article Four thereof as it now exists and inserting in lieu and instead thereof, a new Article Four reading in its entirety as follows:

"FOURTH. The Corporation shall have authority to issue 100,000,000 shares of common capital stock at a per value of \$,001 per share."

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 articles of incorporation have voted in favor of the amendment is: 99%

4. Officer Signature (Required):

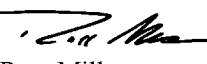
If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of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

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



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 684 5708
 Website: www.nvsos.gov

Certificate of Change Pursuant to NRS 78.209

Filed in the office of 	Document Number 20100019948-74
Ross Miller Secretary of State State of Nevada	Filing Date and Time 01/14/2010 4:15 PM
	Entity Number C11555-1990

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Change filed Pursuant to NRS 78.209 For Nevada Profit Corporations

1. Name of corporation:

Beneficial Holdings Inc.

2. The board of directors have adopted a resolution pursuant to NRS 78.209 and have obtained any required approval of the stockholders.

3. The current number of authorized shares and the par value, if any, of each class or series, if any, of shares before the change:

129,000,000 common shares, \$.000001 par value.

4. The number of authorized shares and the par value, if any, of each class or series, if any, of shares after the change:

903,000,000 common, \$.000001 par value

5. The number of shares of each affected class or series, if any, to be issued after the change in exchange for each issued share of the same class or series:

For every 1 common share, the shareholder will receive 6 additional shares, for a total of 7 shares.

6. The provisions, if any, for the issuance of fractional shares, or for the payment of money or the issuance of scrip to stockholders otherwise entitled to a fraction of a share and the percentage of outstanding shares affected thereby:

This change will not result in any fractional shares.

7. Effective date of filing: (optional)

8. Signature: (required)

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

X Carolina Navarro

Signature of Officer

President

Title

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

This form must be accompanied by appropriate fees.

Nevada Secretary of State Stock Split
Revised: 3-6-09