

PacWest Equities, Inc

(a Nevada corporation)

3651 Lindell Road Suite D
Las Vegas, NV 89103

www.pacwestequities.com

Phone: 702-534-4697

E-mail: info@worldcosource.com

As of September 30, 2012

**REQUIRED TO CONFORM WITH THE PROVISIONS OF
THE OTC MARKETS ISSUERS DISCLOSURE STATEMENT**

October 31, 2012

Current Information Regarding

PacWest Equities, Inc

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

PART A GENERAL COMPANY INFORMATION

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

The exact name of the issuer is PacWest Equities, Inc. (“we,” “us,” “our” or the “Company”). We were incorporated in the State of Florida on October 23, 2003 under the name of Dash Industries, Inc. On November 6, 2003, through the Florida Secretary of State, by Certificate of Amendment, the name was changed to Avenue Holdings, Inc. On December 31, 2003, through the Florida Secretary of State, by Certificate of Amendment, the name was changed to Global Prospecting Ventures, Inc. The Issuer Filed Articles of Conversion thereby re-domiciling from the state of Florida to the State of Nevada on June, 4 2004, under the name of Global Prospecting Ventures, Inc. On January 8, 2007, through the Nevada Secretary of State accepted, by Certificate of Amendment, the name was changed to Competitive Games International, Inc. On April, 4, 2010, through the Nevada Secretary of State, by Certificate of Amendment, the name was changed to PacWest Equities, Inc.

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

PacWest Equities, Inc.
3651 Lindell Road Suite D
Las Vegas, NV 89103
<http://www.worldecosource.com>
Phone 702-534-4697
E-mail: info@worldecosource.com

ITEM 3 THE STATE OF INCORPORATION:

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

PART B SHARE STRUCTURE

ITEM 4 THE EXACT TITLE AND CLASS OF SECURITIES OUTSTANDING:

Common Stock 500,000,000 Authorized 471,560,143 Issued and outstanding including 156,030,093 Freely Trading shares Preferred Shares Authorized 250,000,000 with 5,000,000 issued and outstanding
CUSIP No.: 69526A 10 7
Trading Symbol: PWEI.PK

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

Common Stock:

The par value of the Company's Common Stock is \$0.001 per share with 500,000,000 shares authorized. Each share of common stock entitles the holder to one vote on each matter submitted to a vote of our stockholders, including the election of directors. There is no cumulative voting. Subject to preferences that may be applicable to any outstanding preferred stock, stockholders are entitled to receive ratably such dividends, if any, as may be declared from time to time by the Board of Directors. Stockholders have no preemptive, conversion or other subscription rights. There are no redemption or sinking fund provisions related to the common stock. In the event of liquidation, dissolution or winding up of Company, stockholders are entitled to share ratably in all assets remaining after payment of liabilities, subject to prior distribution rights of preferred stock, if any, then outstanding.

PREFERRED:

THE COMPANY HAS 250,000,000 AUTHORIZED AND ISSUED AND OUTSTANDING SHARES OF SERIES A CONVERTIBLE STOCK, PAR VALUE \$0.001 PER SHARE. EACH SHARE OF SERIES A CONVERTIBLE PREFERRED STOCK CONVERTS INTO 1 SHARE OF COMMON STOCK. THE SERIES A CONVERTIBLE PREFERRED STOCK IS NOT ENTITLED TO DIVIDENDS. THE SERIES A CONVERTIBLE PREFERRED STOCK SHALL HAVE LIQUIDATION RIGHTS EQUAL TO THAT OF THE COMMON STOCK ON AN "AS CONVERTED" BASIS. HOLDERS OF COMMON STOCK AND SERIES A CONVERTIBLE PREFERRED STOCK SHALL VOTE TOGETHER AND NOT AS SEPARATE CLASSES. THE SERIES A CONVERTIBLE PREFERRED STOCK SHALL BE COUNTED ON AN "AS CONVERTED" BASIS TIMES 100.

ITEM 6 The number of shares or the total amount of the securities outstanding for each class of securities authorized

As of our most recent fiscal quarter ended September 30,, 2012 we had 500,000,000 Common Shares authorized, with 471,560,143 Common Shares issued and outstanding, including 156,030,093 free trading shares and 315,130,050 restricted shares, held by 93 shareholders. Preferred Stock authorized 250,000,000 par value .001 with 5,000,000 shares issued and outstanding.

ITEM 7 THE NAME AND ADDRESS OF THE TRANSFER AGENT:

First American Stock Transfer, Inc
4747 N. 7th Street, Suite 170
Phoenix, AZ 85014
Telephone: 602-485-1346
Fax: 602-788-0423

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

PART C BUSINESS INFORMATION

ITEM 8 THE NATURE OF THE ISSUER'S BUSINESS:

A. BUSINESS DEVELOPMENT

Company Overview World EcoSource Corp., a PacWest Equities company, is a technology based company which has developed the MobileFeed® and MobileFood® systems helping offset deficient worldwide food production for both animals and humans. Each system provides turnkey solutions for either the production of livestock based consumables or human based protein and vegetable consumables.

B. BUSINESS OF ISSUER

The Opportunity:

Aquaponics, the co-cultivation of plants and fish in a recirculating environment, is a combination of hydroponics and aquaculture. The growth of fish produces natural plant nutrients. Water from the fish tank circulates through the growing trays for the plants. The plants use the nutrients, and the refreshed water is returned to the fish. Aquaponic systems take advantage of the natural relationship between the fish and plants to maintain a healthy environment for both. The aquaponic system duplicates what nature has been doing for millions of years.

Aquaponic systems are an economical, efficient, and environmentally friendly way to harvest large amounts of vegetables and high-protein fish for healthy dining and nutrition.

The Response:

World EcoSource Corp., a PacWest Equities company, has developed a patent-pending MobileFeed® system to help offset the global worldwide food production. The MobileFeed® system uses a fraction of the water of typical crops in a hydroponic, solar powered truly sustainable green life cycle farming system.

Using solar powered water conserving growing systems, one trailer can produce 1500 pounds daily of organically grown grass for consumption, lowering feed costs by 200% while producing Certified Organic, Grass Fed livestock, greatly increasing the profitable final product.

Applications

World EcoSource' MobileFeed® system produces fodder for livestock such as cattle, hogs, poultry and equine. Each MobileFeed® harvest enough fodder on a daily basis for up to 110 horses or 50 head of cattle. This enables the grower to turn any stockyard into a fed operation while reducing feed costs on average of 200%.

By creating a living food supply, the livestock enjoys better health, higher energy and increased proteins, nutrients, minerals and vitamins. Utilizing live Grass feed, livestock increases its intake of Vitamin A by 600% while enhancing fertility rate across the board.

Hydroponically grown fodder has high moisture content which helps amongst other things avoid horse's death due to colic. This type

is produced dust free, which helps prevent and cure respiratory diseases.

Live grown fodder is nutritious & rich in energy comparable to commercial feed. Thus, requirements for concentrated feed product MobileFeed® system produces succulent green feed of constant quality and quantity every day of the year. The live feed produced and free from contamination. For cattle the green barley grass increases milk yields which are common despite considerable reduced concentrate feed. Fresh green barley and oat grass produced is of such high quality that it is suitable even for racehorses.

The MobileFeed® system improves animal fertility, resistance to sickness, and newborn survival rate and hoof health.

World EcoSource Corp., a PacWest Equities company, has developed the MobileFood® system which combines the latest technology with the finest in aquaponic growing techniques to bring Organic Vitamin Rich Proteins and Vegetables into a portable trailer.

The Certified Organic MobileFood® system enables the rapid production of vegetables and proteins through life cycle harmonic integration of fish farms and hydroponics vegetables, with one half of the system feeding / fertilizing / supporting the other half, and vice versa. Growing tilapia side by side with vegetables, and using the same water from the fish to fertilize the greens is not something new, but by combining the aquaponic know-how with World EcoSource Corp patented technologies, the outputs have finally become commercially feasible.

Aquaponics

Aquaponics, the co-cultivation of plants and fish in a recirculating environment, is a combination of hydroponics and aquaculture. The growth of fish produces natural plant nutrients. Water from the fish tank circulates through the growing trays for the plants. The plants use the nutrients, and the refreshed water is returned to the fish. Aquaponic systems take advantage of the natural relationship between the fish and plants to maintain a healthy environment for both. The aquaponic system duplicates what nature has been doing for millions of years.

Aquaponic systems are an economical, efficient, and environmentally friendly way to harvest large amounts of vegetables and high-protein fish for healthy dining and nutrition.

Fish. Hybrid tilapia or catfish do well in the MobileFood® systems. Tilapia is a low-fat, white-fleshed fish that is sweet, fine-textured and doesn't taste "fishy." Other warm water fin-fish or crayfish for food, and tropical fish or Koi as pets are possibilities.

Vegetables. Greens. Herbs. Including but not limited to lettuce, kale, basil, onions, mustard greens, parsley, cilantro, many varieties of peppers, chamomile, chives, mint (of all kinds), sage, marjoram, oregano, and thyme.

SIC CODES

1. Our SIC code is 2860

CONDUCTING BUSINESS

2. The Company is currently conducting business.

SHELL COMPANY STATUS

3. PacWest Equities, Inc. has never been a shell company.

GOVERNMENT REGULATIONS

5. The company is subject to numerous general laws and regulations, compliance with which are handled through legal counsel, our existing staff and management. There are no governmental regulations that are specifically applicable to PacWest operations.

RESEARCH AND DEVELOPMENT

6. The company has spent approximately \$4,000 over the last two years on research and development activities.

ENVIRONMENTAL MATTERS

7. The company is not subject to environmental laws and regulations that directly impact its operations

EMPLOYEES

8. As of the date hereof we have one (1) employees including our management. We anticipate that if we receive financing we will hire additional employees in the areas of administrative and tech support.

ITEM 9 THE NATURE OF PRODUCTS OR SERVICES OFFERED:

See Item 8, above and the following:

Industry Overview/Market Conditions

Product

World EcoSource Corp., a PacWest Equities company, is a technology based company which has developed the MobileFeed® and MobileFood® systems helping offset deficient worldwide food production for both animals and humans. Each system provides turnkey solutions for either the production of livestock based consumables or human based protein and vegetable consumables.

The MobileFeed® System for Animals

The MobileFeed® system for animals is a truly sustainable green life cycle farming system. Using solar powered water conservation growing systems, one trailer can produce 1500 pounds daily of organically grown grass for year round livestock consumption, lowering feed costs by 200% while producing certified organic, grass fed livestock.

The MobileFood® System for Humans

The MobileFood® system for humans enables the rapid production of certified organic vegetables and proteins for humans through life cycle harmonic integration of fish farms and hydroponic vegetables, with one half of the system feeding/fertilizing the other half, and vice versa. Growing tilapia side by side with vegetables, and using the same water from the fish to fertilize the greens is not something new, but by combining the hydroponic know-how with World EcoSource patented technologies, the outputs have finally become commercially feasible.

COMPETITION

- The competition comes from larger companies in the aquaponics and other similar type technologies.
-

TRADEMARKS – TRADE NAMES

ITEM 10 THE NATURE AND EXTENT OF THE ISSUER'S FACILITIES:

Our headquarters are located at:

3651 Lindell Road Suite D
Las Vegas, NV 89103

www.worldecosource.com

Phone: 702-534-4697

E-mail: info@worldecosource.com

**PART D
MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION**

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

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

Geoff Bagatelos

Geoff Bagatelos - President Educated at the prestigious Jesuit College Preparatory High School from 1985-1989, Mr. Bagatelos went on to earn a BA in Political Science and a BA in Literature from Claremont McKenna College from 1990 to 1994. He then went on to earn a Masters Degree in Business and Political Science from Claremont Graduate School from 1994 to 1996. From 1999 to 2009, Mr. Bagatelos became the President of a commercial window systems company, and presided over sales in excess of \$20 Million a year. From 2005 until 2012, he was the Vice President of Bags Development, and was responsible for over 400,000 square feet of commercially developed property. Very active in California and local politics, Mr. Bagatelos and his family was responsible for raising over \$150,000 for Sacramento Mayor Kevin Johnson's mayoral races in both 2008 and 2012. Raised on the family estate in rural Northern California, Mr. Bagatelos has been a political advocate for numerous farm friendly and organic, self- sustaining livestock farmers.

- B. Legal disciplinary history None
- C. Disclosure of Family Relationships. None
- D. Disclosure of Related Party Transactions. None
- E. Disclosure of Conflicts of Interest. None

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

SEE ATTACHED

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

See Attached

See Item 12 above.

ITEM 14 BENEFICIAL OWNERS.

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

<u>Title of Class</u>	<u>Name and Address Of Beneficial Owner</u>	<u>Amount and Nature Of Beneficial Ownership</u>	<u>Percent Of Class</u>
Common	ACT Clean Technologies, Inc. 3700 Campus Drive Suite 204 Newport Beach, CA 92660	150,000,000	47.5 %
Common	e-Green Marketing, LLC - P.O. Box 1435 San Juan Capistrano, CA 92675	100,000,000	31.7%
Common	Gary Koelsch - P.O. Box 1435 San Juan Capistrano, CA 92675	7,500,000	2.4%
Common	Cindee Colombo P.O. Box 1435 San Juan Capistrano, CA 92675	7,500,000	2.4%
Common	SymbioTech, LLC - 6969 East Sunrise Rd. Tucson, AZ 86750	50,000,000	15%

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

Investment Banker: None

Promoters: None

Legal Counsel:

Accountant or Auditor:

Accountant: None

Auditor: None

Public Relations Consultants: None

Investor Relations Consultants: None

Any Other Advisors:

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

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

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

PacWest Equities, Inc. through its subsidiary World Eco Source Corp. announces plans for the initial filing for a U.S. Patent on MobileFeed™ and MobileFood™ systems "Feed Tube", a revolutionary cylinder used to maximize production in their proprie would replace the international market's current use of highly-inefficient tray systems.

World Eco Source Corp. is expected to quickly become the leader of technology-based Organic Food Production companies. Wi Food and Live Fodder solutions for year round Organic Food Production, even in the harshest of climates, the technological adva and the automation of hydroponic growing systems should propel them out front in the \$50 Billion Organic world food productic

World Eco Source's proprietary automated growing solutions virtually eliminate the need for human interaction in the growing c: temperature, humidity, and watering programing. Any variations in the preset optimum growing environment causes the system t text and email alerts to prevent a disruption in the growing cycle. When combined with World Eco Source's proprietary water an techniques, the economic gains make the MobileFeed™ and MobileFood™ systems sustainable and highly profitable.

Management Philosophy:

The Certified Organic MobileFood® system enables the rapid production of vegetables and proteins through life cycle harmonic integration of fish farms and hydroponics vegetables, with one half of the system feeding / fertilizing / supporting the other half, and vice versa. Growing tilapia side by side with vegetables, and using the same water from the fish to fertilize the greens is not something new, but by combining the aquaponic know-how with World EcoSource Corp patented technologies, the outputs have finally become commercially feasible.

Risk factors

The Company has a limited operating history Aquaponics, the co-cultivation of plants and fish in a recirculating environment, is a combination of hydroponics and aquaculture. The growth of fish produces natural plant nutrients. Water from the fish tank circulates through the growing trays for the plants. The plants use the nutrients, and the refreshed water is returned to the fish. Aquaponic systems take advantage of the natural relationship between the fish and plants to maintain a healthy environment for both. The aquaponic system duplicates what nature has been doing for millions of years.

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Vegetables. Greens. Herbs. Including but not limited to lettuce, kale, basil, onions, mustard greens, parsley, cilantro, many varieties of peppers, chamomile, chives, mint (of all kinds), sage, marjoram, oregano, and thyme.

PART E ISSUANCE HISTORY

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

None

PART F EXHIBITS

ITEM 18 MATERIAL CONTRACTS

None

ITEM 19 ARTICLES OF INCORPORATION AND BYLAWS

See attached.

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

None

ITEM 21 ISSUER'S CERTIFICATIONS

I, Geoff Bagatelos , certify that

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

Date: October 31, 2012.

PacWest Equities Inc

By: ___/s/ Geoff Bagatelos
Geoff Bagatelos , President

**PACWEST EQUITIES INC
BALANCE SHEET
AS OF SEPTEMBER 30, 2012 AND 2011**

	<u>ASSETS</u>	UNAUDITED	UNAUDITED
Current Assets:			
Cash And Cash Equivalents	\$	-	\$
Total Current Assets		-	
Other Assets		380,658	15,560
Total Assets	\$	380,658	\$ 15,560
<u>LIABILITIES AND SHAREHOLDER'S EQUITY</u>			
Current Liabilities:			
Accounts Payable	\$		\$
Notes payables - Current		25,922	2,340
Total Current Liabilities		25,922	2,340
Long-term Liabilities:			
Total liabilities		25,922	2,340
Stockholders' Equity:			
Common stock: 500,000,000 shares authorized, \$0.001 par value 375,560,143 shares issued and outstanding		375,658	15,560
Preferred Stock 250,000,000 shares authorized, .001 par value 5,000,000 shares issued and outstandig		5,000	0
Additional paid-in-capital			
Accumulated deficits		(25,922)	(2,340)
Total Stockholders' Equity		354,736	15,560
Total Liabilities And Stockholders' Equity	\$	380,658	\$ 15,560

PACWEST EQUITIES INC
STATEMENTS OF OPERATIONS
FOR THE QUARTERS ENDING SEPT 30, 2012 AND SEPT 30, 2011
UNAUDITED **UNAUDITED**

	2012	2011
Net revenue	\$ -	\$
Cost of revenue	-	
Gross profit	-	
Operating expenses		
Amortization and depreciation expenses		
General & administrative expenses		2,000
Total operating expenses	-	2,000
Income (Loss) from operations	-	(2,000)
Other income (expense):		
Other income		
Other Expense		
Interest expense	-	
Total other income (expense)	-	
Net profit (loss)	-	\$ (2,000)

PACWEST EQUITIES INC
 UNAUDITED
 AS OF SEPTEMBER 30, 2012
 COMMON STOCK

	Shares	Amount	Addition: Retained Paid-In Earnings Capital (Deficit)	Stockholders' Equity (Deficit)
Balance Common as of March 30, 2010	60,097,737	60,098		
Reverse Split 1000 for 1 April 2010	60,098	60		
Rounding	45	0		
Stock issued May 14, 2010	30,000,000	30,000		30,000
Stock issued	500,000	500		500
Canceled Stock Cert	-15,000,000	(15,000)		(15,000)
Balance as of December 31, 2011	15,560,143	15,560		15,560
Stock Issued for Acquisition	150,000,000	150,000		150,000
Stock Issued for Acquisition	150,103,000	150,103		150,103
Total as of March 31, 2012	<u>315,663,143</u>	<u>315,663</u>		<u>315,663</u>
Reissued Stock	497,000	497		497
Stock Issued for Acquisition	155,000,000	155,000		155,000
Income or (loss) as of June 30, 2012			(23,582)	(23,582)
Balance as of June 30, 2012	<u>471,160,143</u>	<u>471,160</u>	<u>(23,582)</u>	<u>447,578</u>
Income or (loss) as of Sept 30, 2012			0	0
Balance as of September 30, 2012	<u>471,160,143</u>	<u>471,160</u>	<u>(23,582)</u>	<u>447,578</u>
Preferred Stock	<u>5,000,000</u>	<u>5,000</u>		<u>5,000</u>
Balance of all Stock as of June 30, 2012	<u>476,160,143</u>	<u>476,160</u>	<u>(23,582)</u>	<u>452,578</u>
Balance as of September 30, 2012	<u>476,160,143</u>	<u>476,160</u>	<u>(23,582)</u>	<u>452,578</u>

PACWEST EQUITIES INC
BALANCE SHEET
AS OF DECEMBER 31, 2011 AND DECEMBER 31, 2010

	<u>ASSETS</u>	UNAUDITED	UNAUDITED
Current Assets:			
Cash And Cash Equivalents	\$	-	\$ 28,330
Total Current Assets		-	
Other Assets			
Investment		15,560	187,000
Total Assets	\$	15,560	\$ 215,330
<u>LIABILITIES AND SHAREHOLDER'S EQUITY</u>			
Current Liabilities:			
Accounts Payable		5,639	165,750
Accounts Payable	\$		\$
Due To A Related Party		-	
Notes payables - Current			
Total Current Liabilities		5,639	165,750
Long-term Liabilities:			
Total long-term liabilities			43,680
Total liabilities		5,639	209,430
Commitments			
		-	
Stockholders' Equity:			
Common stock: 500,000,000 shares authorized, \$0.001 par value			
375,560,143 shares issued and outstanding		15,560	246
Preferred Stock 250,000,000 shares authorized, .001 par value			
5,000,000 shares issued and outstandig			0
Additional paid-in-capital			704,896
Accumulated deficits		(5,639)	(699,242)
Other Comprehensive Income (Loss) - Foreign C		-	
Total Stockholders' Equity		9,921	5,900
Total Liabilities And Stockholders'	\$	15,560	\$ 215,330

PACWEST EQUITIES INC
STATEMENTS OF CASH FLOWS
FOR THE TWO YEARS ENDED DECEMBER 31, 2011 AND DECEMBER 31, 2010

	UNAUDITED	UNAUDITED
	<u>2011</u>	<u>2010</u>
Cash Flows From Operating Activities		
Net Income (Loss)	\$ (5,639)	\$ (799,319)
Depreciation and amortization		-
		698,129
(Increase) / decrease in assets:		
Accounts Receivable		
Inventory/Clinical Trials		
Other Assets	(171,440)	
Prepaid Expenses	-	
Increase / (decrease) in liabilities:		
Commissions Payable	-	
Accrued Expenses	-	
Notes Payable	43,680	26,000
Accrued Interest	-	
Accounts Payable	160,111	75,190
Net cash used in operating activities	<u>26,712</u>	<u>0</u>
Net cash Increase for period		
Cash Flows From Financing Activities		
Net cash provided by Financing Activities	(26,712)	28,330
Net Proceeds from the issuance of Preferred stock		
Net Proceeds from acquisition of assets		
Net Cash Provided by Financing Activities	<u>(26,712)</u>	<u>28,330</u>
Effect on Exchange Rate Changes on Cash		-
Net Increase (Decrease) During the Period	0	28,330
Cash and cash equivalents, Beginning of the period	-	-
Cash and cash equivalents, End of period	<u>\$ 0</u>	<u>\$ 28,330</u>

**PACWEST EQUITIES, INC. NOTES TO THE
FINANCIAL STATEMENTS SEPTEMBER 30, 2012**

The financial statements have been prepared on a going concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has incurred losses since the second quarter of 2012. The ability to continue as a going concern is dependent upon the Company's ability to obtain the necessary capital to fund and put into production the New Infrared Equipment developed over the last year.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

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

Use of Estimates and Assumptions

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

Financial Instruments

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

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income Taxes

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

Basic Income (Loss) Per Share

Basic income (loss) per share is calculated by dividing the Company's net loss applicable to common shareholders by the weighted average number of common shares during the period. Diluted earnings per share is calculated by dividing the Company's net income available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. There are no such common stock equivalents outstanding as of June 30, 2012.

Dividends

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

Impairment of Long-Lived Assets

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

Impairment of Long-Lived Assets (Continued)

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

Advertising Costs

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

Revenue Recognition

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

Stock-Based Compensation

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

New Authoritative Accounting Guidance

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

FASB ASC Topic 260, "Earnings Per Share." On January 1, 2009, the Company adopted new authoritative accounting guidance under FASB ASC Topic 260, "Earnings Per Share," which provides that unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and shall be included in the computation of earnings per share pursuant to the two-class method.

FASB ASC Topic 820, "Fair Value Measurements and Disclosures." New authoritative accounting guidance under ASC Topic 820, "Fair Value Measurements and Disclosures," affirms that the objective of fair value when the market for an asset is not active is the price that would be received to sell the asset in an orderly transaction, and clarifies and includes additional factors for determining whether there has been a significant decrease in market activity for an asset when the market for that asset is not active. ASC Topic 820 requires an entity to base its conclusion about whether a transaction was not orderly on the weight of the evidence. The new accounting guidance amended prior guidance to expand certain disclosure requirements. The Company adopted the new authoritative accounting guidance under ASC Topic 820 during the first quarter of 2009. Adoption of the new guidance did not significantly impact the Company's consolidated financial statements.

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

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

New Authoritative Accounting Guidance (continued)

FASB ASC Topic 855, "*Subsequent Events*." New authoritative accounting guidance under ASC Topic 855, "Subsequent Events," establishes general standards of accounting for and disclosure of events that occur after the

balance sheet date but before financial statements are issued or available to be issued. ASC Topic 855 defines (i) the period after the balance sheet date during which a reporting entity's management should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, (ii) the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements, and (iii) the disclosures an entity should make about events or transactions that occurred after the balance sheet date. The new authoritative accounting guidance under ASC Topic 855 became effective for the Company's financial statements for periods ending after June 15, 2009. Effective February 24, 2010, the FASB issued Accounting Standards Update ("ASU") No. 2010-09, "Subsequent Events (Topic 855): Amendments to Certain Recognition and Disclosure Requirements" which revised certain disclosure requirements. ASU No. 2010-09 did not have a significant impact on the Company's consolidated financial statements. The company evaluated subsequent events, which are events or transactions that occurred after June 30, 2012 through the issuance of the accompanying consolidated financial statements.

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

NOTE 4 - RELATED PARTY TRANSACTIONS

The Company received periodic advances from its principal stockholder based upon the Company's cash flow needs.

NOTE 5-COMMON STOCK

Articles of Incorporation Amendment and Stock Split - The Company's Certificate of Incorporation, as amended, authorizes the issuance of up to 500,000,000 shares of common stock at a par value of \$.001 per share.

Restricted Share Issuances - In March 2012 the company issued 300,103,000 for the acquisitions.

In April 2012 the company again acquired another company for 155,000,000 shares of common stock.

BY-LAWS OF PACWEST EQUITIES, INC.

(A Nevada Corporation)

ARTICLE I
OFFICES

1.01 Principal Offices. The Board of Directors shall fix the location of the principal executive office of the Corporation at any place within or outside the State of Nevada. If the principal executive office is located outside the State and the Corporation has no principal office in Nevada, the Board of Directors shall fix and designate the office of its Agent for service as its Nevada office.

1.02 Other Offices. The officers or the Board of Directors may, at any time, establish branch or subordinate offices at any place or places where the Corporation is qualified to do business, and may change the location of any office of the Corporation.

ARTICLE II
MEETING OF SHAREHOLDERS

2.01 Place of Meeting. Meetings of shareholders shall be held at any place within or outside the State of Nevada designated by the Board of Directors upon proper notice. In the absence of any such designation, shareholders' meetings shall be held at the principal executive office of the Corporation.

2.02 Annual Meetings. Unless held at a time and date designated each year by the Board of Directors in accordance with applicable law, an annual meeting of shareholders shall be held on the last day of the week of July of each year at 10:00 o'clock a.m., provided, however, that should such day fall upon a legal holiday, then the annual meeting of shareholders shall be held at the same time and place on the next day thereafter ensuing which is a full business day. At the annual meeting, Directors shall be elected and any other proper business may be transacted.

2.03 Special Meetings.

(a) A special meeting of the shareholders may be called at any time by the Board of Directors, or by the Chairman of the Board, by the President, by one or more shareholders holding shares which, in the aggregate, entitle them to cast not less than ten percent (10%) of the votes at any such meeting.

(b) If a special meeting is called by any person or persons other than the Board of Directors, the request shall be in writing specifying the time of such meeting and the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the Chairman of the Board, the President, any Vice President, or the Secretary of the Corporation. The officer receiving the request shall cause notice to be promptly given to the shareholders entitled to vote, in accordance with the provisions of paragraph 2.01, 2.03 and 2.04 of this Article II, that a meeting will be held at the time requested by the person or persons calling the meeting, not less than thirty five (35) nor more than sixty (60) days after the receipt of the request. If the notice is not given within twenty (20) days after the receipt of the request, the person or persons requesting the meeting may give the notice. Nothing contained in this paragraph 2.02 shall be construed as limiting, fixing or affecting the time when a meeting of shareholders called by action of the Board of Directors may be held.

2.04 Notice of Shareholders' Meetings.

(a) All notices of meetings of shareholders shall be sent or otherwise given in accordance with this paragraph 2.04 not less than ten (10) nor more than sixty (60) days before the date of the meeting being noticed. The notice shall specify the place, date and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, or (ii) in the case of the annual meeting, those matters which the Board of Directors or the other person or persons calling the meeting, at the time of giving the notice, intend to present for action by the shareholders. The notice of any meeting at which Directors are to be elected shall include the names of any nominees, which at the time of the notice, management intends to present for election.

(b) If action is proposed to be taken at any meeting for approval of (i) a contract or transaction in which a Director has a direct or indirect financial interest, (ii) an amendment of the Articles of Incorporation, (iii) a reorganization of the Corporation, pursuant to, or (iv) a voluntary dissolution of the Corporation as defined by the code of Nevada, the notice shall also state the general nature of such proposals.

2.05 Manner of Giving Notice and Affidavit of Notice.

(a) Notice of any meeting of shareholders shall be given personally or by first class mail, telegraphic, express mail, or other written communication, charges prepaid, addressed to each shareholder at the address of such shareholder appearing on the books of the Corporation or more recently given by the shareholder to the Corporation for the purpose of notice. If no such address appears on the Corporation's books or has been so given, notice shall be deemed to have been properly given to such shareholder if sent by first class mail or telegraphic or other written communication to the Corporation's principal executive office to the attention of such shareholder, or if published at least once in a newspaper of general circulation in the county where such office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.

(b) If any notice addressed to a shareholder at the address of such shareholder appearing on the books of the Corporation is returned to the Corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice to the shareholder at such address, all future notices or reports shall be deemed to have been duly given without further mailing if the same shall be available to the shareholder upon written demand of the shareholder at the principal executive office of the Corporation for a period of one (1) year from the date of the giving of such notice.

(c) An affidavit of the mailing or other means of giving any notice of any shareholders' meeting shall be executed by the Secretary, Assistant Secretary or any transfer agent of the Corporation giving such notice, and shall be filed and maintained in the minute book of the Corporation.

2.06 Quorum. The presence in person or by proxy of the holders of a majority of the shares entitled to vote at the subject meeting of shareholders shall constitute a quorum for the transaction of business. The shareholders present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the shares required to constitute a quorum.

2.07 Adjourned Meeting and Notice Thereof.

(a) Any shareholders' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the shares represented at such meeting, either in person or by proxy, but in the absence of a quorum, no other business may be transacted at such meeting, except as provided in paragraph 2.05.

(b) When any meeting of shareholders, either annual or special, is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken, unless a new record date for the adjourned meeting is fixed, or unless the adjournment is for more than forty five (45) days from the date set for the original meeting, in which case the Board of Directors shall set a new record date. Notice of any such adjourned meeting, if required, shall be given to each shareholder of record entitled to vote at the adjourned meeting in accordance with the provisions of paragraph 2.03 and 2.04. At any adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

2.08 Voting.

(a) The shareholders entitled to vote at any meeting of shareholders shall be determined in accordance with the provisions of paragraph 2.10, subject to the provisions of the Nevada Code (relating to voting shares held by a fiduciary, in the name of the Corporation or in joint ownership). Such vote may be by voice vote or by ballot; provided, however, that all elections for Directors must be by ballot upon demand by a shareholder at such election made before the voting begins. Any shareholder entitled to vote on any matter (other than the election of Directors) may vote part of the shares in favor of the proposal and refrain from voting the remaining shares or vote them against the proposal, but if the shareholder fails to specify the number of shares such shareholder is voting affirmatively, it will be conclusively presumed that the shareholder's approving vote is with respect to all shares such shareholder is entitled to vote. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting, entitled to vote and voting on any matter (other than the election of Directors) shall be the act of the shareholders, unless the vote of a greater number or voting by classes is required by the Code or the Articles of Incorporation.

(b) At a shareholders' meeting involving the election of Directors, no shareholder shall be entitled to cumulate votes (i.e., cast for any candidate a number of votes greater than the number of the shareholder's shares). The candidates receiving the highest number of votes, up to the number of Directors to be elected, shall be elected.

2.09 Waiver of Notice or Consent by Absent Shareholders.

(a) The transactions of any meeting of shareholders, either annual or special, however called and noticed and wherever held shall be a valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote but not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes thereof. The waiver of notice, consent or approval need not specify either the business to be transacted or the purpose of any annual or special meeting of shareholders, except that if action is taken or proposed to be taken for approval of any of those matters specified in paragraph 2.04(b), the waiver of notice shall state the general nature of such proposal. All such waivers, consents and Approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(b) Attendance of a person at a meeting shall constitute a waiver of notice and presence at such meeting unless such person objects at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened, except that attendance at a meeting is not a waiver of any

right to object to the consideration of matters required by the Code to be included in the notice of the meeting but not so included if such objection is expressly made at the meeting.

2.10 Record Date for Shareholder Notice, Voting and Giving Consents.

(a) For purposes of determining the shareholders entitled to notice of any meeting, to vote, or to give consent to corporate action without a meeting, the Board of Directors may fix, in advance, a record date which shall not be more than sixty (60) days nor less than ten (10) days prior to the date of any such meeting, nor more than sixty (60) days prior to such action without a meeting, and in such case, only shareholders of record at the close of business on the date so fixed are entitled to notice and to vote or to give consents, as the case may be, notwithstanding any transfer of any shares on the books of the Corporation after the record date fixed at aforesaid, except as otherwise provided in a Nevada General Corporation Law.

(b) If the Board of Directors does not so fix a record date:

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

(ii) the record date for determining shareholders entitled to give consent to corporate action in writing without a meeting, (A) when no prior action by the Board has been taken, shall be the day on which the first written consent is given, or (B) when prior action of the Board has been taken, shall be at the close of business on the day on which the Board adopts the resolution relating thereto, or the sixtieth (60th) day prior to the date of such other action, whichever is later.

2.11 Proxies. Every person entitled to vote for Directors or on any other matter shall have the right to do so either in person or by one or more agents authorized by a written proxy signed by such person and filed with the Secretary of the Corporation. A proxy shall be deemed signed if the shareholder's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission or otherwise) by the shareholder or the shareholder's attorney-in-fact. A validly executed proxy which does not state that it is irrevocable shall continue in full force and effect unless (i) revoked by the person executing it, prior to the vote pursuant thereto, by a writing delivered to the Corporation stating that the proxy is revoked, or by a subsequent proxy executed by the person executing the prior proxy and presented to the meeting, or by such person's attendance at the meeting and voting in person; or (ii) written notice of the death or incapacity of the maker of such proxy is received by the Corporation before the vote pursuant thereto is counted; provided, however, that no such proxy shall be valid after the expiration of eleven (11) months from the date of such proxy, unless otherwise provided in the proxy.

2.12 Inspectors of Election.

(a) Before any meeting of shareholders, the Board of Directors may appoint any persons other than nominees for office to act as inspectors of election at the meeting or its adjournment. If no inspectors of election are so appointed, the chairman of the meeting may, and on the request of any shareholder or a shareholder's proxy shall, appoint inspectors of election at the meeting. The number of inspectors shall be either one (1) or three (3). If inspectors are appointed at the meeting on the request of one or more shareholders or proxies, the holders of a majority of shares or their proxies present at the meeting, shall determine whether one (1) or three (3) inspectors are to be appointed. If any person appointed as inspector fails to appear or fails or refuses to act, the chairman of the meeting may and upon the request of any shareholder or shareholder's proxy shall, appoint a person to fill the vacancy.

(b) The inspectors shall:

(i) determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum, and the authenticity, validity and effect of proxies;

(ii) receive votes, ballots or consents;

(iii) hear and determine all challenges and questions in any way arising in connection with the right to vote;

(iv) count and tabulate all votes or consents;

(v) determine when the polls shall close;

(vi) determine the result; and

(vii) do any other acts that may be proper to conduct the election or vote with fairness to all shareholders.

2.13 Conduct of Shareholders' Meetings.

(a) The Chairman of the Board shall preside at the meetings of the shareholders. In the absence of the Chairman of the Board, the Chief Executive Officer shall preside at the meetings of the shareholders. In the absence of both the Chairman of the Board and the Chief Executive Officer, the President shall preside at the meetings of the shareholders. In the anticipated absence of all officers designated to preside at the meetings of shareholders, the board of directors may designate an individual to preside at a meeting of shareholders. If the individual or individuals designated to preside are not present or do not assert the right to preside, the shareholders may elect a chairman of the meeting.

(b) The Board of Directors of the Corporation may, to the extent not prohibited by law, the articles of incorporation, or these bylaws, adopt such additional or supplemental rules and regulations for the conduct of the meetings of shareholders, as it shall deem appropriate. Except to the extent inconsistent with such rules and regulations as are adopted by the Board of Directors, the chairman of any meeting of shareholders shall have the right and authority, prior to, at the inception of, or during the meeting, to prescribe such additional supplemental rules, regulations, and procedures and to do all such acts as, in the judgment of such chairman of the meeting, are appropriate for the proper conduct of the meeting. Such rules, regulations, or procedures, whether adopted by the Board of Directors or prescribed by the chairman of the meeting, may include, without limitation, the following: (i) the establishment of an agenda or order of business for the meeting; (ii) rules and procedures for maintaining order at the meeting and the safety of those present; (iii) limitations on attendance at or participation in the meeting to shareholders of record of the Corporation, their duly authorized and constituted proxies, or such other persons as the chairman of the meeting shall determine; (iv) restrictions on entry to the meeting after the time fixed for the commencement thereof; and (v) limitations on the time allotted to questions or comments by participants. Unless and to the extent determined by the Board of Directors or the chairman of the meeting, meetings of shareholders shall not be required to be held in accordance with the rules of parliamentary procedure.

2.14 Notice of Business and Nominations.

(a) To be properly brought before any shareholders' meeting, business and nominations of persons for election to the Board of Directors of the Corporation must be (i) specified in the notice of meeting given

by or at the direction of the Chairman of the Board or the President or the Board of Directors, (ii) otherwise properly brought before such meeting by or at the direction of the Board of Directors, or (iii) otherwise properly brought before such meeting by a shareholder or shareholders who was a shareholder or were shareholders, respectively, of record at the time that notice of such meeting was given, who is or are entitled to vote for the election of Directors at such meeting and who complies or comply with the notice procedures set forth in this By-Law.

(b) For business to be properly brought before any shareholders' meeting by a shareholder or shareholders the shareholder or shareholders must have given timely notice thereof in writing to the Secretary of the Corporation and such business must otherwise be a proper matter for shareholder action. To be timely, a shareholder's or shareholders' notice shall be delivered to or received at the principal executive offices of the Corporation not later than eighty days nor earlier than ninety days prior to (a) in the case of a special meeting called by such shareholder or shareholders, the date the shareholder has, or the shareholders have, as applicable, selected for such special meeting, and (b) in the case of an annual meeting, the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than thirty days before or more than sixty days after such anniversary date, notice by such shareholder or shareholders to be timely must be so received by the Secretary of the Corporation (i) not later than the close of business on the later of the eightieth day prior to such annual meeting or the tenth day following the day on which public announcement of the date of such annual meeting is first made by the Corporation and (ii) not earlier than the ninetieth day prior to such annual meeting. In the event that the number of directors to be elected to the Board of Directors of the Corporation is increased and there is no public announcement by the Corporation naming all of the nominees for director or specifying the size of the increased Board of Directors at least ninety days prior to the first anniversary of the preceding year's annual meeting, a shareholder's or shareholders' notice required by this By-Law shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the tenth day following the day on which such public announcement is first made by the Corporation. In the event the Corporation calls a special meeting of shareholders for the purpose of electing one or more directors to the Board of Directors, any such shareholder may nominate a person or persons (as the case may be), for election to such position or positions as specified in the Corporation's notice of meeting, if the shareholder's notice required by this By-Law shall be delivered to the Secretary at the principal executive offices of the Corporation (i) not later than the close of business on the later of the eightieth day prior to such special meeting or the tenth day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting and (ii) not earlier than the close of business on the ninetieth day prior to such special meeting. In no event shall the public announcement of an adjournment of a meeting commence a new time period for the giving of a shareholder's notice as described above.

(c) A shareholder's notice to the Secretary of the Corporation shall set forth as to each matter that the shareholder proposes to bring before such meeting (i) as to each person whom the shareholder proposes to nominate for election or reelection as a director all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Rule 14a-11 thereunder (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); (ii) as to any other business that the shareholder proposes to bring before the meeting, a brief description of the business desired to be brought before such meeting and the reasons for conducting such business at such meeting of such shareholder and the beneficial owner, if any, on whose behalf the proposal is made; (iii) as to the shareholder giving the notice and the beneficial owner, if any, on whose behalf such nomination or proposal of business is made (A) the name and address of such shareholder, as they appear on the

Corporation's books, and of such beneficial owner, (B) the class and number of shares of the securities of the corporation that are beneficially owned by such shareholder and such beneficial owner; and (iv) any material interest of such shareholder and such beneficial owner in such nomination and such business.

(d) Only such persons who are nominated in accordance with the procedures set forth in this By-Law shall be eligible to serve as directors, and only such business shall be conducted at a meeting of shareholders as shall have been brought before the meeting in accordance with the procedures set forth in this By-Law. Except as otherwise provided by law, the chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that the nomination or business that the shareholder proposes to bring before such meeting was not properly brought before such meeting in accordance with the foregoing procedure, and if he should so determine, he shall so declare to the meeting, and the defective proposal or nomination shall be disregarded.

ARTICLE III **DIRECTORS**

3.01 Powers.

(a) Subject to the provisions of the Nevada Code, any limitations in the Articles of Incorporation, and these By-Laws relating to action required to be approved by the shareholders or by the outstanding shares, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors.

(b) Without prejudice to such general powers but subject to the same limitations, it is hereby expressly declared that the Directors shall have the power and authority to:

(i) select and remove all officers, agents and employees of the Corporation, prescribe such powers and duties for them as are not inconsistent with law, the Articles of Incorporation, or these By-Laws, fix their compensation, and require from them security for faithful service;

(ii) change the principal executive office or the principal business office of the Corporation from one location to another; cause the Corporation to be qualified to conduct or do business in any state, territory, dependency, or foreign country; designate any place within or without the State for the holding of any shareholders' meeting or meetings, including annual meetings; adopt, make or use a corporate seal, prescribe the forms of certificates of stock, and alter the form of such seal and of such certificates;

(iii) authorize the issuance of options and warrants to purchase shares of stock of the Corporation, from time to time, upon such terms as may be lawful, in consideration of money paid, labor done, services actually rendered, debts or securities cancelled, or tangible or intangible property actually received; and

(iv) borrow money and incur indebtedness for the purposes of the Corporation, and cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore.

3.02 Number and Qualifications of Directors. The number of members of the Board of Directors shall be designated from time to time by a resolution of the Board of Directors.

3.03 Vacancies.

(a) Vacancies in the Board of Directors may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director, except that a vacancy created by the removal of a

Director by the vote or written consent of the shareholders or by court order may be filled only by the vote of a majority of the shares represented and voting at a duly held meeting at which a quorum is present (which shares voting affirmatively also constitute at least a majority of the required quorum), or by the unanimous written consent of all shares entitled to vote for the election of Directors. Each Director so elected shall hold office until the next annual meeting of the shareholders and until a successor has been elected and qualified.

(b) A vacancy or vacancies in the Board of Directors shall be deemed to exist in the case of the death, resignation or removal of any Director, or if the Board of Directors, by resolution, declares vacant the office of Director who has been declared of unsound mind by an order of Court or convicted of a felony, or if the authorized number of Directors is increased, or if the shareholders fail, at any meeting of shareholders at which any Director or Directors are elected, to elect the full authorized number of Directors to be voted for at the meeting.

(c) The shareholders may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors, but any such election by written consent, other than to fill a vacancy created by removal, shall require the consent of a majority of the outstanding shares entitled to vote.

(d) Any Director may resign upon giving written notice to the Chairman of the Board, the President, the Secretary or the Board of Directors. A resignation shall be effective upon the giving of the notice, unless the notice specifies a later time for its effectiveness. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

(e) No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his term of office.

3.04 Place of Meeting and Telephonic Meetings. Regular meetings of the Board of Directors may be held without notice at any time and at any place within or outside the State of Nevada that may be designated by these By-Laws, or from time to time by resolution of the Board. In the absence of the designation of a place, regular meetings shall be held at the principal executive office of the Corporation. Special meetings of the Board shall be held at any place that has been designated in the notice of the meeting or, if not stated in the notice, at the principal executive office of the Corporation. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

3.05 Annual Meetings. Immediately following each annual meeting of shareholders, the Board of Directors shall hold a regular meeting for purposes of organization, any desired election of officers, and the transaction of other business. Notice of such meeting shall not be required.

3.06 Other Regular Meetings. Other regular meetings of the Board of Directors may be held not less than quarterly as shall from time to time be fixed by the Board of Directors. Such regular meetings may be held without notice but provided notice and an agenda shall be furnished to all Directors when time permits.

3.07 Special Meetings.

(a) Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board, the President, any Vice President, the Secretary or any two (2) Directors.

(b) Notice of the time and place of special meetings shall be delivered personally or by telephone to each Director or sent by first class mail or telegram, charges prepaid, addressed to each Director at his or her address as it is shown upon the records of the Corporation. In case such notice is mailed, it shall be deposited in the United States mail at least four (4) days prior to the time of the holding of the meeting. In case such notice is delivered personally, or by telephone or telegram, it shall be delivered personally or by telephone or to the telegraph company at least forty eight (48) hours prior to the time of the holding of the meeting. Any oral notice given personally or by telephone may be communicated to either the Director or to a person at the office of the Director who the person giving the notice has reason to believe will promptly communicate it to the Director. The notice need not specify the purpose of the meeting nor the place if the meeting is to be held at the principal executive office of the Corporation.

3.08 Quorum. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors. 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 at least a majority of the required quorum for such meeting.

3.09 Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice thereof. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director.

3.10 Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

3.11 Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty four (24) hours, in which case notice of such time and place shall be given, prior to the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

3.12 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

3.13 Fees and Compensation of Directors. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursements of expenses as may be fixed or determined by resolution of the Board of Directors. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity as an officer, agent, employee, or otherwise and receiving compensation for such services.

ARTICLE IV **OFFICERS**

4.01 Officers. The officers of the Corporation shall be a Chairman of the Board or a President, or both, a Secretary, and a Chief Financial Officer. The Corporation may also have, at the discretion of the Board of

Directors, one or more Vice Presidents, a Treasurer, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of paragraph 4.03 of this Article IV. Any number of officers may be held by the same person.

4.02 Election of Officers. The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of paragraph 4.03 or paragraph 4.05 of this Article V, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

4.03 Subordinate Officers, Etc. The Board of Directors may appoint, and may empower the President to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the By-Laws or as the Board of Directors may from time to time determine.

4.04 Removal and Resignation of Officers.

(a) 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 the Board of Directors, at any regular or special meeting thereof, or, except in the case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

(b) Any officer may resign at any time by giving written notice to the Corporation. Any such resignation shall take effect upon the giving of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any such resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

4.04 Vacancies in Offices. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these By-Laws for regular appointments to such office.

4.05 Chairman of the Board. The Chairman of the Board, if such an officer be elected, shall, if present, preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be, from time to time, assigned to him by the Board of Directors or prescribed by the By-Laws, including, without limitation, the designation of Chief Executive Officer ("CEO").

4.06 President. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an officer, the President shall be the general manager and, if so designated by the Board of Directors, may be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and the officers of the Corporation. In the absence of the Chairman of the Board, or if there be none, he shall preside at all meetings of the Board of Directors. He shall have the general powers and duties of management usually vested in the office of President of a corporation and shall have such other powers and duties as may be prescribed by the Board of Directors or the By-Laws.

4.07 Vice Presidents. In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the Board of Directors, or, if not ranked, a Vice President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to, all the restrictions upon the President. The Vice Presidents shall have such other powers

and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors, the By-Laws, or the President, or Chairman of the Board if there is no President.

4.08 Secretary.

(a) The Secretary shall keep or cause to be kept at the principal executive office, or such other place as the Board of Directors may designate, a book of minutes of all meetings and actions of Directors, committees of Directors, and shareholders, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at Directors' and committee meetings, the number of shares present or represented at shareholder's meetings, and the proceedings thereof.

(b) The Secretary shall keep or cause to be kept at the principal executive office, or at the office of the Corporation's transfer agent or registrar, as determined by resolution of the Board of Directors, a share register or a duplicate share register showing the names of all shareholders and their addresses, the number and classes of shares held by each, the number and date of certificates issued for the same, and the number and date of cancellation of every certificate surrendered for cancellation.

(c) The Secretary shall give, or cause to be given, notice of all meetings of the shareholders and of the Board of Directors required by the By-Laws or by law to be given, and shall keep the seal of the Corporation, if one be adopted, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the By-Laws.

4.9 Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and shares. The book of accounts shall be open at all reasonable times to inspection by any Director.

ARTICLE V **INDEMNIFICATION OF DIRECTORS,** **OFFICERS, EMPLOYEES AND OTHER AGENTS**

5.01 Agents, Proceedings and Expenses. For the purposes of this Article, "agent" means any person who is or was a Director, officer, employee, or other agent of this Corporation, or is or was serving at the request of this

Corporation as a Director, officer, employee, or other agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of this Corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under paragraph 5.04 or paragraph 5.05(c) of this Article V.

5.02 Actions Other Than by the Corporation. This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by or in the right of this

Corporation to procure a judgment in its favor) by reason of the fact that such person is or was an agent of this

Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding, if that person acted in good faith and in a manner that person reasonably believed to be in the best interests of this Corporation, and, in the case of a criminal

proceeding, had no reasonable cause to believe the conduct of that person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

5.03 Actions by the Corporation. This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of this Corporation to procure a judgment in its favor by reason of the fact that that person is or was an agent of this Corporation, against expenses actually and reasonably incurred by that person in connection with the defense or settlement of that action if that person acted in good faith, in a manner that person believed to be in the best interests of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this paragraph 5.03:

(a) in respect of any claim, issue or matter as to which that person shall have been adjudged to be liable to this Corporation in the performance of that person's duty to this Corporation, unless and only to the extent that the court in which that proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, that person is fairly and reasonably entitled to indemnity for the expenses which the court shall determine;

(b) of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or (c) of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval.

5.04 Successful Defense by Agent. To the extent that an agent of this Corporation has been successful on the merits in defense of any proceeding referred to in paragraph 5.02 or 5.03 of this Article V, or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

5.05 Required Approval. Except as provided in paragraph 5.04 of this Article, any indemnification under this Article shall be made by this Corporation only if authorized in the specific case upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in paragraph 5.02 or 5.03 of this Article V, by:

(a) a majority vote of a quorum consisting of Directors who are not parties to the proceeding;

(b) approval by the affirmative vote of a majority of the shares of this Corporation represented and voting at a duly held meeting at which a quorum is present (which shares voting affirmatively also constitute at least a majority of the required quorum), or by the written consent of holders of a majority of the outstanding shares entitled to vote (for this purpose, the shares owned by the person to be indemnified shall not be entitled to vote thereon); or

(c) the court in which the proceeding is or was pending, upon application made by this Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by this Corporation.

5.06 Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding upon receipt of an undertaking by or on behalf

of the agent to repay the amount of the advance unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article V.

5.07 Other Contractual Rights. Nothing contained in this Article V shall affect any right to indemnification to which persons other than Directors and officers of this Corporation or any subsidiary hereof may be entitled by contract or otherwise.

5.08 Limitations. No indemnification or advance shall be made under this Article V, except as provided in paragraph 5.04 or paragraph 5.05(c), in any circumstance where it appears:

(a) that it would be inconsistent with a provision of the Articles, these By-Laws, a resolution of the shareholders, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid which prohibits or otherwise limits indemnification; or

(b) that it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

5.09 Insurance. This Corporation may, upon a determination by the Board of Directors, purchase and maintain insurance on behalf of any agent of the Corporation against any liability which might be asserted against or incurred by the agent in such capacity, or which might arise out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against that liability under the provisions of this Article V.

5.10 Fiduciaries of Corporate Employee Benefit Plan. This Article V does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such even though that person may also be an agent of this Corporation as defined in paragraph 5.01 of this Article V. This Corporation may, however, upon approval in accordance with paragraph 5.05, indemnify and purchase and maintain insurance on behalf of any fiduciary to the extent permitted by the laws of the State of Nevada.

5.11 Amendment to Nevada Law. In the event that Nevada law regarding indemnification of Directors, officers, employees and other agents of corporations, as in effect at the time of adoption of these By-Laws, is subsequently amended in any way increase the scope of permissible indemnification beyond that set forth herein, the indemnification authorized by this Article V shall be deemed to be coextensive with that afforded by the Nevada law as so amended.

ARTICLE VI **GENERAL CORPORATE MATTERS**

6.01 Record Date for Purposes Other Than Notice and Voting.

(a) For purposes of determining the shareholders 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 other lawful action (other than for the purposes prescribed by paragraph 2.10 of Article II of these By-Laws), the Board of Directors may fix, in advance, a record date, which shall not be more than sixty (60) days prior to any such action, and in such case only shareholders of record at the close of business on the date so fixed are entitled to receive the dividend, distribution or allotment of rights or to exercise the rights, as the case may be, notwithstanding any transfer of any shares on the books of the Corporation after the record date fixed as aforesaid, except as otherwise provided in Nevada General Corporation Law.

(b) If the Board of Directors does not so fix a record date, the record date for determining shareholders for any such purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto, or the sixtieth (60th) day prior to the date of such action, whichever is later.

6.02 Checks, Drafts, Evidences of Indebtedness. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors. Such signature(s) or endorsement(s) may be by facsimile or printed signature of the officer.

6.03 Corporate Contracts and Instruments; How Executed. The Board of Directors, except as otherwise provided in these By-Laws, may authorize any officer(s) or agent(s) to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and, unless authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, to pledge its credit, or to render it liable for any purpose or to any amount.

6.04 Certificates for Shares. A certificate or certificates for shares of the capital stock of the Corporation shall be issued to each shareholder when any such shares are fully paid, and the Board of Directors may authorize the issuance of certificates for shares as partly paid, provided that such certificates shall state the amount of the consideration to be paid therefore and the amount paid thereon. All such statements or references thereto appearing on the face of the certificate shall be conspicuous. All certificates shall be signed in the name of the Corporation by the Chairman of the Board, the President, a Vice President, the Secretary, or any Assistant Secretary certifying the number of shares and the class or series of shares owned by the shareholder. Any or all of the signatures on the certificate may be facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if such person were an officer, transfer agent or registrar at the date of issue.

6.05 Lost Certificates. Except as hereinafter provided in this paragraph 6.05, no new certificate for shares shall be issued in lieu of an old certificate unless the old certificate is surrendered to the Corporation and cancelled at the same time as such issuance. The Board of Directors may, if any share certificate or certificate for any other security is lost, stolen or destroyed, authorize the issuance of a new certificate in lieu thereof, upon such terms and conditions as the Board may require, including provision for indemnification of the Corporation secured by a bond or other adequate security sufficient to protect the Corporation against any claim that may be made against it, including any expense or liability, on account of the alleged loss, theft or destruction of such certificate or the issuance of such new certificate.

6.06 Representation of Shares of Other Corporations. The Chairman of the Board, the President, any Vice President, or any other person authorized by resolution of the Board of Directors or by any of the foregoing designated officers, is authorized to vote on behalf of the Corporation any and all shares of any other corporation or corporations, foreign or domestic, standing in the name of the Corporation. The authority herein granted to said officers to vote or represent, on behalf of the Corporation, any and all shares held by the Corporation in any other corporation or corporations may be exercised by any such officer in person or by any person authorized to do so by proxy duly executed by said officer.

6.07 Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Nevada General Corporation Law shall govern the construction of

these By-Laws. Without limiting the generality of the foregoing, the singular numbers includes the plural, the plural number includes the singular, and the term "person" includes both a corporation and a natural person.

ARTICLE XII **RECORDS AND REPORTS**

7.01 Maintenance and Inspection of Share Register.

(a) The Corporation shall keep at its principal executive office, or at the office of its transfer agent or registrar if one or the other has been appointed and as determined by resolution of the Board of Directors, a record of its shareholders, giving the names and addresses of all shareholders and the number and class of shares held by each shareholder.

(b) A person who has been a shareholder of record of the Corporation for at least six months immediately preceding his or her demand, or a person holding, or authorized in writing by the holders of, at least 5 percent of the outstanding voting shares of the Corporation, may (i) inspect and copy the records of shareholders' names and addresses and shareholdings during usual business hours upon five business days' prior written demand upon the Corporation accompanied by an affidavit that (A) the inspection and copying are not desired for a purpose that is in the interest of a business or object other than the business of the Corporation and (B) the shareholder has not at any time sold or offered for sale any list of shareholders of any domestic or foreign corporation or aided or abetted any person in procuring any such record of shareholders for any such purpose, or (ii) obtain from the transfer agent of the Corporation, upon written demand accompanied by an affidavit that (A) the inspection and copying are not desired for a purpose that is in the interest of a business or object other than the business of the Corporation and (B) the shareholder has not at any time sold or offered for sale any list of shareholders of any domestic or foreign corporation or aided or abetted any person in procuring any such record of shareholders for any such purpose, and upon the tender of such transfer agent's usual charges for such list, a list of the names and addresses of the shareholders of the Corporation, and their shareholdings as of the most recent record date for which such list has been compiled. Such list shall be made available to such shareholder or shareholders by the transfer agent on or before the later of the fifth business day after the demand is received or the date specified in the demand as the date as of which the list is to be compiled. Any inspection and copying under this paragraph.

7.01 may be made in person or by an agent or attorney of the shareholder or holder of a voting trust certificate making such demand.

7.02 Maintenance and Inspection of By-Laws. The Corporation shall keep at its principal executive office, or, if its principal executive office is not in the State of Nevada, at its principal business office in such State, if any, the original or a copy of the By-Laws as amended to date, which shall be open to inspection by any shareholder upon the written demand of any such shareholder at all reasonable times during usual business hours. If the principal executive office of the Corporation is outside this state and the Corporation has no principal business office in this state, the Secretary shall, upon the written request of any shareholder, furnish to such shareholder a copy of the By-Laws as amended to date.

7.03 Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. Such inspection by a Director may be made in person or by agent or attorney, and the right of the inspection includes the right to copy and make extracts.

7.04 Annual Report to Shareholders. The Chairman of the Board or the President shall make an annual report to the shareholders, but nothing herein shall be interpreted as prohibiting the Board of Directors from issuing such annual or other periodic reports to the shareholders of the Corporation as they consider appropriate.

7.05 Financial Statements.

(a) A copy of any annual financial statement and any income statement of the Corporation for each quarterly period of each fiscal year, and any accompanying balance sheet of the Corporation as of the end of each such period, which have been prepared by the Corporation shall be kept on file in the principal executive office of the Corporation for twelve (12) months from their respective dates, and each such statement shall be exhibited at all reasonable times to any shareholder requesting an examination of any such statement or a copy thereof shall be mailed to any such shareholder.

(b) If a shareholder or shareholders holding at least ten percent (10%), in the aggregate, of the outstanding shares of any class of stock of the Corporation make a written request to the Corporation for an income statement of the Corporation for the three (3) month, six (6) month, or nine (9) month period of the current fiscal year having ended more than thirty (30) days prior to the date of the request, and a balance sheet of the Corporation as of the end of such period, the Treasurer shall cause such statement to be prepared, if not already prepared, in written form. Such minutes, accounting books and records shall be open to inspection upon the written demand of any shareholder or holder of a voting trust certificate, at any reasonable time during usual business hours, for a purpose of reasonably related to such holder's interests as a shareholder or as the holder of a voting trust certificate. Such inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts. The foregoing rights of inspection shall extend to the records of each subsidiary corporation of the Corporation.

7.06 Annual Statement of General Information. The Corporation shall each year during the calendar month in which its Articles of Incorporation were originally filed with the Nevada Secretary of State, or at any time during the immediately preceding five (5) calendar months, file with the Secretary of State of the State of Nevada, on the prescribed form, a statement setting for the authorized number of Directors, the names and complete business or residence addresses of all incumbent Directors, the names and complete business or residence addresses of the Chief Executive Officer, and Secretary, the street address of its principal executive office or principal business office in this state (if any), and the general type of business constituting the principal business activity of the Corporation, together with a designation of the agent of the Corporation for the purpose of service of process, as provided by law.

ARTICLE XIII **AMENDMENTS**

8.01 Amendment by Directors. The power to adopt, alter and repeal the Bylaws of the Corporation is vested exclusively in the Board of Directors.

ARTICLES OF INCORPORATION

Apr 30 2009 12:32PM HP LASERJET FAX

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p. 6

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

DASH INDUSTRIES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

10151 UNIVERSITY BLVD, SUITE 120
ORLANDO, FLORIDA 32817

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

INVESTMENTS

ARTICLE IV SHARES

The number of shares of stock is:

100 MILLION COMMON SHARES AUTHORIZED

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

ALEX KAPLUN, PRESIDENT SECRETARY AND DIRECTOR
10151 UNIVERSITY BLVD, SUITE 120
ORLANDO, FLORIDA 32817

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

JASON WONG
10151 UNIVERSITY BLVD, SUITE 120
ORLANDO, FLORIDA
32817

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

ALEX KAPLUN
10151 UNIVERSITY BLVD, SUITE 120
ORLANDO, FLORIDA
32817

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Signature/Registered Agent

10/24/2003

Date



Signature/Incorporator

10/24/2003

Date

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 OCT 29 PM 3:58

Exhibit A

4

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

DASH INDUSTRIES, INC.
(Present Name)

P03000125194
(Document Number of Corporation (If known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

RESOLVED THAT THE NAME OF THE
CORPORATION BE CHANGED TO
AVENUE HOLDINGS, INC.

FILED
03 NOV -6 PM 3: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: NOVEMBER 5, 2003

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
voting group
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 5th day of NOVEMBER, 2003.

Signature: _____

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee or other court appointed fiduciary, by that fiduciary.)

ALEX KAPLUN

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

FILING FEE: \$35

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

AVENUE HOLDINGS, INC.

(Present Name)

P03000125194

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

1.] RESOLVED THAT THE NAME OF THE CORPORATION BE CHANGED TO GLOBAL PROSPECTING VENTURES, INC.

2.] RESOLVED THAT THE AUTHORIZED CAPITAL BE INCREASED TO ONE HUNDRED MILLION (100,000,000) SHARES.

3.] RESOLVED THAT THE ISSUED AND OUTSTANDING SHARES BE CONSOLIDATED ON A ONE (1) NEW FOR FIVE HUNDRED (500) OLD BASIS.

SECOND: *If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:*

03 DEC 31 PM 5:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

THIRD: The date of each amendment's adoption: December 12, 2003

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by " _____
voting group

X The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day of 14 day of December, 2003.

Signature: _____

Alex Kaplun

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee or other court appointed fiduciary, by that fiduciary.)

Alex Kaplun

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35

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PAGE 04/0:



DEAN HELLER
Secretary of State
206 North Carson Street
Carson City, Nevada 89701-4299
(775) 684 6708
Website: secretaryofstate.biz

FILED # C15047

JUN 04 2004

IN THE OFFICE OF
DEAN HELLER, SECRETARY OF STATE

Articles of Incorporation
(PURSUANT TO NRS 78)

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation	Global Projecting Ventures, Inc.
2. Resident Agent Name and Street Address City, State and Zip Code	LeonaWln International 2595 N. Carson ST. Carson City, NEVADA 89708 City State Zip Code
3. Shares Authorized Number of shares with par value Per Value: \$ Number of shares without par value:	Number of shares with par value: 100,000,000 Per Value: \$.001 Number of shares without par value:
4. Names & Addresses of Board of Directors (Minimum 3 directors required)	1. Shaina Spellmeyer c/o James H. Parsons 10900 NE 4th ST Suite 2070 Bellevue WA 98004 City State Zip Code 2. _____ Street Address City State Zip Code 3. _____ Street Address City State Zip Code
5. Purpose of Corporation	The purpose of this Corporation shall be: engage in lawful business activity
6. Name, Address and Signature of Incorporator	James H. Parsons 10900 NE 4th ST Suite 2070 Bellevue WA 98004 City State Zip Code
7. Certificate of Appointment of Resident Agent	I hereby accept appointment as Resident Agent for the above named corporation. Authorized Signature of R. A. or On Behalf of R. A. Company: _____ Date: _____

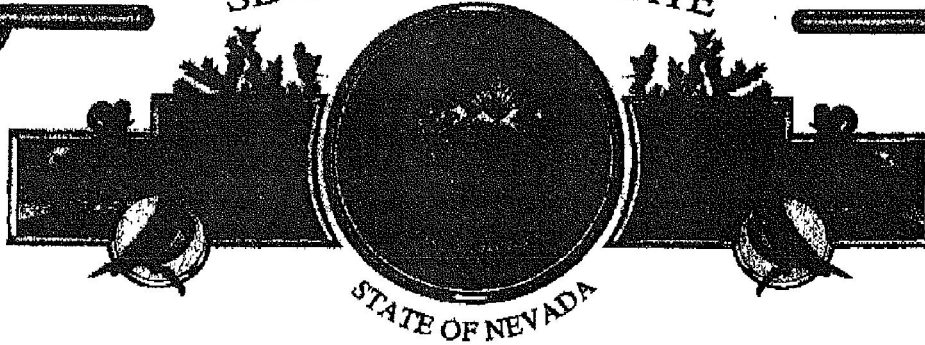
This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State Form 75 ARTICLES-2003
Revised on: 02/28/03

Exhibit B

9

SECRETARY OF STATE



CORPORATE CHARTER
(CONVERSION)

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that GLOBAL PROSPECTING VENTURES, INC. did on June 4, 2004 file in this office the Articles of Conversion and Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on June 7, 2004.



Dean Heller

DEAN HELLER
Secretary of State

By *[Signature]*
Certification Clerk

Exhibit B

10



DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4299
(775) 884 8700
Website: secretaryofstate.nv

FILED # C15047-02

JUN 04 2004

IN THE OFFICE OF
DEAN HELLER, SECRETARY OF STATE

Articles of Conversion
(PURSUANT TO NRS 92A.205)
Page 1

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

Articles of Conversion
(Pursuant to NRS 92A.205)
SUBMIT IN DUPLICATE

1. Name and Jurisdiction of organization of constituent entity and resulting entity:

Global Prospecting Ventures Inc Name of constituent entity	
Florida Jurisdiction	Corporation Entity type *
and,	
Global Prospecting Ventures Int. Name of resulting entity	
Nevada Jurisdiction	Corporate Entity type *

2. A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.

3. Location of plan of conversion: (check one)

- The entire plan of conversion is attached to these articles.
- The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity.
- The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.336.

* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust.

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State Form AN Conversion 3003
Revised 01/02/03



DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4298
(775) 684 6768
Website: secretaryofstate.biz

Articles of Conversion
(PURSUANT TO NRS 92A.205)
Page 2

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

4. Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the resulting entity in the conversion):

Att: _____

cto: _____

5. Effective date of conversion (optional) (not to exceed 90 days after the articles are filed pursuant to NRS 92A.240) * : _____

6. Signatures - must be signed by:

- 1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or all the members if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a.; general partnership governed by NRS Chapter 87).
- 2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

Global Prospecting Ventures, Inc.

Name of constituent entity

Signature attached

President _____
Title

_____ Date

Pursuant to NRS 92A.205(4) if the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date. This statement must be included within the resulting entity's articles.

Filing Fee \$350.00

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State Form AM Conversion 2008
Revised for 10/24/08

05/04/2004 15:47 254519568
08/04/2004 15:00 FAX 3085438888

PARSONS J FIRM
REAGROVE-----

PAGE 08/05
001



DEAN HELLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4289
(775) 684-8708
Website: www.secrearyofstate.biz

Articles of Conversion
(PURSUANT TO NRS 92A.205)
Page 2

AGONY SHOULD BE FOR OFFICIAL USE ONLY

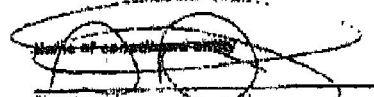
4. Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the resulting entity in the conversion):

Attn:
-c/o:

5. Effective date of conversion (optional) (not to exceed 60 days after the articles are filed pursuant to NRS 92A.240):

6. Signatures - must be signed by:

- 1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or all the members if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a.; general partnership governed by NRS chapter 37).
- 2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

 Name of constituent entity Signature	President	June 4, 2004 Date
--	-----------	----------------------

Pursuant to NRS 92A.205(4) if the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date. This statement must be included within the resulting entity's articles.

Filing Fee \$360.00

06/04/2004 15:47 754518568
06/04/2004 13:08 FAX 8088431688

PARSONS | FIRM
SEAGROVE-22222

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GLOBAL PROSPECTING VENTURES, INC.

ARTICLES OF CONVERSION

1. CONSTITUENT ENTITY. Global Prospecting Ventures, Inc., a Florida Corporation, incorporated October 29, 2003.

RESULTING ENTITY. Global Prospecting Ventures, Inc., a Nevada Corporation.

2. ADDRESS OF CONSTITUENT AND RESULTING ENTITY.

Address of Constituent and Resulting Entity are the same:

14

2007-01-09 11:15

>> 17756849731

P 4/4



ROSE MILLER
Secretary of State
204 North Carson Street, Box 1
Carson City, Nevada 89701-0204
(775) 684-8700
Website: www secretaryofstate.nv.gov

Certificate of Amendment
(PURSUANT TO NRS 78.368 AND 78.367)

Filed in the office of	Document Number
	20070011033-87
Rose Miller Secretary of State State of Nevada	Filing Date and Time 01/08/2007 9:30 AM Entry Number C15047-2004

USE BLANK SIDE ONLY - DO NOT SIGN/INITIAL

APPROPRIATE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporation
(Pursuant to NRS 78.368 and 78.367 - After Issuance of Stock)

1. Name of corporation:

GLOBAL PROSPECTING VENTURES, INC.

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

FIRST, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "Article I" to read, as amended, with the Article shall be read and as follows:

The name of the corporation shall be COMPETITIVE GAMES INTERNATIONAL, 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 classes of series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: 51%

4. Effective date of filing (optional):

Should not be later than 30 days after the certificate is filed

5. Officer Signature (Required):

*If any proposed amendment would alter or change the provisions or the rights or other rights given to any class or series of outstanding shares, then the amendment shall 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 such 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.

Form 2007-01-08 of Form 2007-01-08 Approved 2007
Revised by R. Miller

Exhibit E

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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 Amendment
(PURSUANT TO NRS 78.385 AND 78.390)

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number	20100221642-70
	Filing Date and Time	04/06/2010 4:45 PM
	Entity Number	C15047-2004

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:
Competitive Games International, Inc.

2. The articles have been amended as follows: (provide article numbers, if available)
Article 1 shall be amended to read:
The name of the corporation is PacWest Equities, Inc.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a 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: 40,250,000/60,097,738

4. Effective date of filing: (optional) _____
(must not be later than 90 days after the certificate is filed)

5. Signature: (required)
X

Signature of Officer

*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 to limitations or restrictions on the voting power thereof.

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 Amend Profit-Arter Revised: 3-4-09