Michael Watson
SECRETARY OF STATE

APPLICATION FOR REGISTRATION OF SECURITIES BY QUALIFICATION PURSUANT TO THE REQUIREMENTS OF §75-71-304 OF THE MISSISSIPPI SECURITIES ACT OF 2010.

Application is hereby made for the registration of securities by qualification described herein.

1. Name and address of issuer and address of principal office in this state, if any.

2. Name and address of applicant if different from the issuer.

3. Name, address, email address, and telephone number of person to whom notices and communications regarding this application may be sent.

4. Name, official capacity and residential address of officers, directors, trustees, partners, controlling persons and/or other officials of the issuer as of date of application.

5. State separately with respect to each kind, title, class or series of securities proposed to be offered in this state:

Kind, Title, Class or Series	Number of Shares or Units	Maximum Price Per Share or Unit	Aggregate Maximum Offering Price

6. If exact or variable offering price per share or unit is determined by a method or formula, include a statement of such method or formula for each separate kind, title, class or series as applicable, or refer to the proper location in the prospectus or other marketing material, including page numbers.

7. State the following about the issuer:

   a. State or foreign jurisdiction of organization;

   b. Date of organization; and

   c. Form of Organization.

8. Filing fees for registration of securities by qualification are based on the maximum aggregate offering price at which the registered securities are to be offered in this state, as follows:

   1/10 of 1% of dollar amount to be registered ($300.00 minimum, $1,000.00 maximum)

   a. Amount of fee submitted with this application

9. Eligibility for sale in other states as of the date of this application:

   a. Other states, if any, in which application has been or is proposed to be made to render the securities eligible for sale;

   b. States, if any, in which the securities have been rendered so eligible as the result of such action;

   c. States, if any, which have refused by order or otherwise, to render the securities so eligible or have revoked or suspended the right to sell the securities, or in which an application for qualification has been withdrawn; and

   d. Have the securities been rendered eligible to be sold in the state of incorporation of the issuer and/or in the state where the principal place of business is located? (If the answer is no, state the reason or reasons)

10. If an application for registration of this offering has been filed with the Securities and Exchange Commission, state the date of such filing and the contemplated effective or commencement date of the offering.

11. A description and total number of any stock options or other security options, warrants or similar rights outstanding, or to be created in connection with the offering, and the amount of those options held or to be held by:

    a. Directors and officers of the issuer;

    b. Persons owning of record or owning beneficially, if known, ten percent (10%) or more of the outstanding shares of any kind, title, class or series of equity security of the issuer;

    c. Promoters of the issuer, if the issuer was organized within the previous three (3) years;

    d. Persons on whose behalf any part of the offering is to be made in a non-issuer distribution;

    e. Any person that holds or will hold ten percent (10%) or more in the aggregate of those options; and

    f. Underwriters.

    For the items listed above, please refer to the proper location in the prospectus or other offering material, including page numbers

12. Briefly describe the kind and amount of securities to be offered, and if applicable, the name and address of each underwriter and each recipient of a finder's fee or a description of the plan of distribution of securities that are to be offered otherwise than through an underwriter. Please refer to the proper location in the prospectus or other offering material, including page numbers.

13. State the total commissions or other remunerations to be paid in connection with the sale of the securities, including all incidental expenses, and give the percentage as to the total aggregate offering price of all the securities. Please refer to the proper location in the prospectus or other offering material, including page numbers. (The Secretary of State must approve such commissions before the securities shall be qualified and registered for sale in this state)

14. Submitted with this application and a part thereof are the following:

    a. A copy of the prospectus or offering circular.

    b. A copy of the issuer's articles of incorporation and by-laws or their substantial equivalents as currently in effect.

    c. A copy of any indenture, or other instrument under which the securities are to be issued or have been issued.

    d. A specimen copy of the securities or a copy of the form of instrument to evidence the securities.

    e. An opinion of counsel as to the validity of the securities.

    f. A copy of all escrow agreements, underwriting agreements and sales agreements pertaining to the securities.

    g. A copy of proposed advertisements and literature to be used in the sale of the securities, if any.

h. A photocopy of any appraisals regarding real property, plants and equipment, if any, relating to the sale of the securities.

i. A consent to service of process executed by the issuer or controlling person. Such document must be accompanied by a corporate resolution, if by a corporation, authorizing the persons executing the consent to service of process to do so.

j. A balance sheet of the issuer as of a date within four (4) months prior to the filing of the application; a profit and loss statement and analysis of surplus for each of the three (3) fiscal years preceding the date of the balance sheet and for any period between the close of the last fiscal year and the date of the balance sheet or for the period of the issuer's and any predecessor' existence, if less than three (3) years.

k. A copy of the subscription agreement to be used in the sale of securities.

l. The written consent of any accountant, engineer, appraiser or other person whose profession gives authority to a statement made by him, if any such person is named as having prepared or certified a report or valuation (other than a public and official document or statement) which is used in connection with the prospectus or offering statement.

15. In consideration of the qualification and registration of these securities, applicant agrees, so long as the registration of the securities remains in effect:

a. To advise the Secretary of State of any change in any of the information contained herein or in any supporting documents submitted with or as a part of this application prior to registration;

b. To advise the Secretary of State of any material adverse change in the financial condition or business operations of the issuer during the period of distribution of the securities being registered; and

c. To promptly notify the Secretary of State upon receipt of notice by the issuer or applicant of any stop order, denial, order to show cause, suspension or revocation order, injunction or restraining order, withdrawal order or permission, or similar order, issued by any federal or state regulatory body, or other governmental authority or by any court, concerning the securities covered by this application or other securities of the issuer currently being offered to the public or otherwise.

16. Please indicate the document and page numbers in which the following information may be found:

a. As to every director and officer of the issuer, or person occupying similar status or performing similar functions;

b. Any person owning of record, or beneficially if known, ten percent (10%) or more of the outstanding shares of any kind, title, class or series of equity security of the issuer; and

c. Every promoter if issuer was organized within the last three (3) years.

1) Name;

2) Address;

3) Principal occupation for the past five (5) years (does not have to be provided for persons owning ten percent (10%) or more of outstanding shares);

4) The amount of securities held by him as of a specified date within thirty (30) days of the filing of the registration statement;

5) The amount of the securities covered by the registration statement to which he has indicated his intention to subscribe;

6) A description of any material interest in any material transaction with the issuer or any significant subsidiary effected within the last three (3) years or proposed to be effected;

7) Any remuneration paid during the last twelve (12) months and estimated to be paid during the next twelve (12) months, directly or indirectly, by the issuer (together with all predecessors, parents , subsidiaries and affiliates) to all those persons in the aggregate; and

8) Additional information required for every promoter if issuer was organized within the past three (3) years: must reveal any amount paid to him within that period or intended to be paid to him, and the consideration for any such payment.

17. Please indicate the document and page numbers for the following information about any person on whose behalf any part of the offering is to be made in a non-issuer distribution:

a. Name;

b. Address;

c. The amount of securities of the issuer held by him as of the date of the filing of the registration statement;

d. A description of any material interest in any material transaction with the issuer or any significant subsidiary effected within the past three (3) years or proposed to be effected; and

e. A statement of the reasons for making the offering.

18. Please indicate the document and page numbers for the following information about the capitalization and long-term debt (on both a current and pro forma basis) of the issuer and any significant subsidiary:

a. A description of each security outstanding or being registered or otherwise offered; and

b. A statement of the kind and amount of consideration whether in the form of cash, physical assets, services, patents, goodwill, or anything else) for which the issuer or any subsidiary has issued any of its securities within the past two (2) years or is obligated to issue any of its securities.

19. Please indicate the document and page numbers for the following information about the securities offered:

a. The kind and amount of the securities to be offered;

b. The proposed offering price or the method by which it is to be computed;

c. Any variation therefrom at which any proportion of the offering is to be made to any person or class of persons other than the underwriters, with a specification of any such person or class;

d. The basis upon which the offering is to be made if otherwise than for cash;

e. The estimated aggregate underwriting and selling discounts or commissions and finders' fees (including separately cash, securities, contracts or anything else of value) or, if the selling discounts or commissions are variable, the basis of determining them and their maximum and minimum accounts;

f. The estimated amounts of other selling expenses, including legal engineering and account charges;

g. The name and address of every underwriter and every recipient of a finders' fee;

h. A copy of any underwriting or selling group agreement pursuant to which the distribution is to be made, or the proposed form of any such agreement whose terms have not yet been determined; and

i. A description of the plan of distribution of any securities which are to be offered otherwise than through an underwriter.

20. Please indicate the document and page numbers for the following information about the monetary proceeds to be received by the issuer from the offering:

    a. An estimate of the monetary proceeds to be received by the issuer from the offering;

    b. The purposes for which the proceeds are to be used by the issuer;

    c. The estimated amount to be used for each purpose;

    d. The order or the priority in which the proceeds will be used for the purposes stated;

    e. The amounts of any funds to be raised from other sources to achieve the purposes stated;

    f. The sources of the funds; and

    g. If part of the proceeds is to be used to acquire any property (including goodwill) other than in the ordinary course of business, then the following must be provided:

        1) Names and addresses of vendors;

        2) The purchase price;

        3) The names of any persons who have received commissions in connection with the acquisition; and

        4) The amounts of any such commissions and any other expenses in connection with the acquisition (including the cost of borrowing money to finance the acquisition).

21. Please indicate the document and page number for the following information about contracts not in the ordinary course of business made or to be made and to be performed at the time of or after the filing of the registration statement or made within the past two (2) years:

    a. The dates of each contract;

    b. The parties to each contract;

    c. The general effect concisely stated; and

    d. A copy of every such contract.

22. Please provide a description of any pending litigation, action or proceeding to which the issuer is a party and that materially affects its business or assets, and any litigation, action, or proceeding known to be contemplated by governmental authorities and indicate the document and page number for the description.

23. The fiscal year end date of the issuer is:

Name of Applicant: _____

_____ Date: _____
Signature and capacity of person signing for applicant

STATE OF _____

COUNTY OF _____

The undersigned having appeared before me, an officer duly authorized to administer oaths or affirmations, states that he executed the foregoing application for and on behalf of the applicant named therein, that he is _____ of such applicant and is fully authorized to execute and file this application; that he is familiar with such application, and that to the best of his knowledge, information and belief the statements made in such application are true and the documents submitted therewith are true copies of the originals thereof.

Subscribed and sworn (or affirmed) to before me this the _____ day of _____, 20____.

_____
Signature of notary

My commission expires:

(NOTARY SEAL)