

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) April 27, 2011

R & A PRODUCTIONS, INC.

(Exact name of registrant as specified in its charter)

Nevada	333-164909	26-4574088
(State of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

188 E. Bergen Pl., Suite 204, Red Bank, NJ 07701

(Address of principal executive offices, including zip code)

(732) 747-1007

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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This Current Report contains forward-looking statements as defined by the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements concerning plans, objectives, goals, strategies, future events or performance, and underlying assumptions and other statements that are other than statements of historical facts. These statements are subject to uncertainties and risks including, but not limited to, demand and acceptance of services, changes in governmental policies and regulations, economic conditions, the impact of competition and pricing, and other risks defined in this document and in statements filed from time to time with the Securities and Exchange Commission (the “**SEC**”). All such forward-looking statements, whether written or oral, and whether made by or on behalf of the Company, are expressly qualified by the cautionary statements and any other cautionary statements which may accompany the forward-looking statements. In addition, the Company disclaims any obligation to update any forward-looking statements to reflect events or circumstances after the date hereof.

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

Asset Purchase Agreement

On April 20, 2011 (the “**Asset Purchase Closing Date**”), R & A Productions, Inc., a Nevada corporation (the “**Company**”), entered into an Asset Purchase and Redemption Agreement (the “**Asset Purchase Agreement**”) with American CryoStem Corporation, a Nevada corporation (“**AMCY**”), American CryoStem Acquisition Corporation, a Nevada corporation and wholly owned subsidiary of the Company (the “**Purchaser**”) and Hector Medina, the principal shareholder of the Company (the “**Principal Shareholder**”), pursuant to which: (i) the Purchaser purchased substantially all of the assets from, and assumed substantially all of the liabilities of, AMCY (the “**Asset Purchase**”) solely in exchange for the issuance by the Company to AMCY of 21,000,000 shares of its common stock, par value \$0.001 per share (the “**Common Stock**”) and (ii) the Company redeemed 3,170,000 shares of Common Stock held by the Principal Shareholder immediately prior to the closing of the Asset Purchase Agreement (the “**Asset Purchase Closing**”) for a redemption price of \$355,000.

Upon the Asset Purchase Closing: (i) AMCY became the majority shareholder of the Company, (ii) John Arnone was appointed as the chief executive officer and president of the Company and Anthony Dudzinski was appointed as its chief operating officer, treasurer and secretary, (iii) Messrs. Dudzinski and Arnone were appointed to the Company’s board of directors, with Mr. Arnone being appointed as its chairman, and (iv) Mr. Medina resigned as the chief executive officer, president, treasurer, secretary and the sole member of the board of directors and was simultaneously appointed as the Company’s Vice President of Film Operations. As a result, the Asset Purchase Closing also resulted in a change in control of the Company.

The 21,000,000 shares of Common Stock issued to AMCY (the “**Purchase Shares**”) were issued pursuant to the exemption from registration provided under Regulation D of the Securities Act of 1933, as amended (the “**Securities Act**”) and Rule 506 promulgated thereunder.

Private Placement

Contemporaneously with the Asset Purchase Closing, the Company sold to certain accredited investors (the “**Subscribers**”) in a private offering (the “**Offering**”), 1,860,000 shares of Common Stock in the aggregate (the “**Offered Shares**”) at a purchase price of \$0.50 per share of Common Stock for aggregate gross proceeds of \$930,000 (the “**Subscription Closing**”) and with the Asset Purchase Closing, the “**Closing**”). The Offered Shares were issued pursuant to the exemptions from the registration requirements of the Securities Act provided under Regulation D and Rule 506 promulgated thereunder.

Subsequent to the Closing, the number of issued and outstanding shares of Common Stock was 25,705,862, consisting of (i) the 21,000,000 Purchase Shares held by AMCY, constituting approximately 81.7% of the issued and outstanding shares of Common Stock, (ii) 2,845,862 shares of Common Stock held by the shareholders of the Company prior to the Closing, constituting approximately 11.1% of the issued and outstanding shares of Common Stock, and (iii) the 1,860,000 Offered Shares, constituting approximately 7.2% of the issued and outstanding shares of Common Stock.

The Company plans to use the net proceeds from the Offering primarily to continue to develop the business of AMCY and for working capital and general corporate purposes.

ITEM 2.01 COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS

On April 20, 2011, the Purchaser purchased substantially all of the assets from, and assumed substantially all of the liabilities of, AMCY in the Asset Purchase. Prior to the Asset Purchase, there were no material relationships between AMCY and any of the Company, the Purchaser, the Principal Shareholder or any of their respective affiliates, directors or officers, or any associates of their respective officers or directors.

Description of the Company's Business

The Company currently intends to operate two separate lines of business: (i) its traditional movie production business, and (ii) the stem cell business it acquired in the Asset Purchase Closing.

Stem Cell Business

The Company's principal line of business will be the business acquired from AMCY. AMCY has developed and intends, subject to obtaining adequate financing, to collect, process and store adipose (fat) Derived Adult Stem Cells (the "**Stem Cells**"), permitting individuals to preserve their Stem Cells for potential future use in cell therapy. Management currently believes that the Company will be able to store Stem Cells for adults at a list price of \$1,995, which includes the first year of storage fees. Thereafter, it is intended that clients will be responsible for the payment of an annual storage fee of \$199. Management believes that Stem Cells are currently being used in the emerging field of regenerative medicine globally and have the potential to become a multibillion dollar industry in the future. Management further believes that Stem Cells have the potential to heal a substantial number of diseases and chronic conditions and that the Company will be able to provide a streamlined and affordable method to process and cryopreserve Stem Cells for autologous (self) use in humans for the emerging regenerative medicine market.

Current published medical research shows that applications for Stem Cells can be used to support tissue repair and cell therapies to expedite healing of wounds, physical trauma and burns in joints, bone, muscle, tendons and ligaments. Effects of diseases that management believes can be alleviated through the use of Stem Cells include cardiovascular disease, cancer, stroke, central nervous disorders and diabetes. Management also believes that the near-term applications include the use of processed Stem Cells as biocompatible fillers in cosmetic and reconstructive surgery. Although the Company's Stem Cell business is in its development stage and to date has generated no revenues, subject to, among other factors, obtaining the requisite financing, management anticipates that the Company will be able to provide the following services:

- Collecting an individual's adipose tissue through a participating doctor who will forward the tissue to the laboratory used by the Company;
- Processing (or have processed by a third party) the tissue in a laboratory to separate the component parts of an individual's adipose tissue, which includes the Stem Cells; and
- Cryopreserving adipose tissue and Stem Cells for immediate use or long-term storage.

The Stem Cells will be prepared and cryopreserved in their raw form without manipulation, bio-generation or the addition of biomarkers or other materials, which management believes may make such Stem Cells suitable for use in cellular treatments (i.e., the biomedical use of Stem Cells to treat patients) currently offered by existing and planned treatment centers worldwide. Management believes that affordably preserving cells derived from adipose tissue can provide a user with the opportunity to take advantage of the emerging field of regenerative medicine, i.e., healing the body using one's own stem cells.

Movie Production Business

The Company believes that it will be able to compete in today's entertainment industry marketplace by controlling production costs and by limiting its distribution expenses through reliance on online marketing tools to promote its products and to develop its digital strategies.

The Company is currently producing two films. The Company currently plans, subject to obtaining the requisite financing, to distribute its own films as well as films of others. To date the Company has presold one of its films and is in the process of completing the production of this film. The Company sent a production team to El Salvador twice during 2010 for filming. The Company had hoped to complete all filming during those sessions. However, the Company must return for at least one more session to complete the project. The Company had anticipated completing all filming by the first quarter of 2011. However, that date has been pushed back and it is uncertain as to when the Company will complete the film.

The Company anticipated raising additional capital for the completion of production and marketing of its films. However, due to the nature of the economy for the past few years, it has instead chosen to concentrate on commercial film endeavors and has contracted with Direct Media Enterprises to film advertising spots for its proprietary kiosks. The Company's business relationship with Direct Media Enterprises has been the primary source of the Company's revenue for its fiscal year 2010 and for the quarter ended March 31, 2011.

The Company's fiscal year ends September 30 of each calendar year.

Certain Risk Factors

For purposes of the risk factors below, historical statements apply to AMCY. Present as well as forward-looking statements shall be deemed to apply to the Company (which includes the business of AMCY) subsequent to the Closing.

The Company is a development stage company; it has a history of losses; there are doubts about the Company's ability to continue as a going concern.

The Company has not achieved its planned principal operations and is in the development stage of operations. The Company has incurred negative cash flows since inception from its developmental activities, and at this time as well as for the foreseeable future will finance (until it can generate sufficient revenues, if ever, to cover expenses) its activities and overhead expenses through the issue and sale of its debt or additional equity securities. The recoverability of the costs incurred by the Company to date is highly uncertain and is dependent upon achieving commercial production and sales of its services, of which no assurances can be given. The Company's prospects must be considered in light of the risks, expenses and difficulties which are frequently encountered by companies in the development stage in the emerging industry that the Company hopes to commence operations in.

The Company expects to incur increased operating expenses during the remainder of its fiscal year 2011 and for the foreseeable future. The amount of net losses and the time required for the Company to reach and sustain profitability are uncertain. The likelihood of the Company's success must be considered in light of the problems, expenses, difficulties, and delays frequently encountered in connection with a development stage business, including, but not limited to, uncertainty as to development and the time required for the Company's planned services to become available in the marketplace. There can be no assurance that the Company will ever generate revenues or achieve profitability at all or on any substantial basis. These matters raise substantial doubt about the Company's ability to continue as a going concern. If the Company ceases or curtails its development activities, it is highly likely that you would lose your entire investment.

The Company will require substantial additional capital to pursue its business plan.

The Company has limited revenues and no income. The Company has financed its development activities since inception through the sale of its securities. The Company's capital requirements will depend on many factors, including, among other things, the cost of developing its business and marketing activities, the efficacy and effectiveness of its proposed services, costs (whether or not foreseen), the length of time required to collect accounts receivable it may in the future generate, competing technological and market developments and acceptance. Changes in the Company's proposed business or business plan could materially increase the Company's capital requirements. The Company cannot assure you that its proposed plans will not change or that changed circumstances will not result in the depletion of its capital resources more rapidly than currently anticipated.

The Company will need to obtain substantial additional financing to, among other things, fund the future development of any services it attempts to undertake and for general working capital purposes. Any additional equity financing, if available, may be dilutive to stockholders and any such additional equity securities may have rights, preferences or privileges that are senior to those of the holders of its shares of Common Stock. Debt financing, if available, will require payment of interest and may involve security interests on the Company's assets and restrictive covenants that could impose limitations on the Company's operating flexibility.

The Company's ability to obtain needed financing may be impaired by such factors as the capital markets, the capital structure of the Company, the development stage of the Company, the lack of an active market for the shares of Common Stock, and the Company's lack of profitability, all of which would impact the availability or cost of future financings. The Company cannot assure prospective investors that it will be able to obtain requisite financing in a timely fashion or at all and, if obtained, on acceptable terms. The Company's inability to obtain needed financing on acceptable terms would have a material adverse effect on the implementation of its proposed business plan.

The Company is wholly dependent on Messrs. Arnone and Dudzinski.

The Company is wholly dependent on Messrs. Arnone and Dudzinski, its only two (2) executive officers and directors. The future performance of the Company will depend on the continued services of such persons and the Company's ability to retain such persons and/or hire additional qualified persons. The loss of Messrs. Arnone and/or Dudzinski would materially and adversely affect the Company's proposed business. The Company has not yet entered into employment agreements with Messrs. Arnone and Dudzinski, but intends to do so in the near future. It is expected that such employment agreements will, among other terms, permit each of Messrs. Arnone and Dudzinski to conduct other business activities outside of their employment with the Company.

Mr. Arnone is presently involved with another entity that operates in an industry similar to that of the Company but that management does not believe to be in competition with the Company. The Company may in the future seek to initiate a business relationship with, and/or acquisition of, this other entity. Management cannot assure you that any such business relationship or acquisition, if consummated, would be on terms favorable to the Company.

The Company has not obtained any "key-man" life insurance policies nor does it presently plan to obtain or maintain any such policies on Messrs. Arnone, Dudzinski or any other of its employees.

The Company may be unable to protect its intellectual property from infringement by third parties, and third parties may claim that the Company infringes on their intellectual property, either of which could materially and adversely affect the Company.

The Company intends to rely on patent protection, trade secrets, technical know-how and continuing technological innovation to protect its intellectual property, and it expects to require any employees, consultants and advisors that it may hire or engage in the future to execute confidentiality and assignment of inventions agreements in connection with their employment, consulting or advisory relationships. There can be no assurance, however, that these agreements will not be breached or that the Company will have adequate remedies for any such breach.

Despite the Company's efforts to protect its intellectual property, third parties may infringe or misappropriate the Company's intellectual property or may develop intellectual property competitive with that of the Company. The Company's competitors may independently develop similar technology or otherwise duplicate the Company's proposed processes or services. As a result, the Company may have to litigate to enforce and protect its intellectual property rights to determine their scope, validity or enforceability. Intellectual property litigation is particularly

expensive, time-consuming, diverts the attention of management and technical personnel and could result in substantial cost and uncertainty regarding the Company's future viability. The loss of intellectual property protection or the inability to secure or enforce intellectual property protection would limit the Company's ability to produce and/or market its services in the future and would likely have an adverse affect on any revenues the Company may in the future be able to generate by the sale or license of such intellectual property.

The Company may be subject to costly litigation in the event its future services or technology infringe upon another party's proprietary rights. Third parties may have, or may eventually be issued, patents that would be infringed by the Company's technology. Any of these third parties could make a claim of infringement against the Company with respect to its technology. The Company may also be subject to claims by third parties for breach of copyright, trademark or license usage rights. Any such claims and any resulting litigation could subject the Company to significant liability for damages. An adverse determination in any litigation of this type could require the Company to design around a third party's patent, license alternative technology from another party or otherwise result in limitations in the Company's ability to use the intellectual property subject to such claims.

Cell therapy is a developing field and a significant market for the Company's services has yet to emerge

Cell therapy and regenerative medicine is a developing field, with few cell therapy products or services approved for clinical and/or commercial use. The Company is wholly dependent on the acceptance of cell therapy (and specifically Stem Cells) to develop into a large and profitable industry. The Company hopes to develop services related to the collection, processing and storage of Stem Cells. The Company believes the market for cell and tissue-based therapies is in its infancy, substantially research oriented and financially speculative and has yet to achieve substantial commercial success. Stem Cell products and services may in general be susceptible to various risks, including undesirable and unintended side effects, unintended immune system responses, inadequate therapeutic efficacy, lack of acceptance by physicians, hospital and consumers, or other characteristics that may prevent or limit their approval or commercial use. Management believes that the demand for Stem Cell processing and the number of people who may use cell or tissue-based therapies is difficult, if not impossible, to forecast. The success of the Company is dependent on the establishment of a market for its proposed services and its ability to capture a share of this market.

The Company's proposed services may not attain commercial acceptance absent endorsement by physicians.

The Company's proposed services will compete against individual cellular samples derived from alternate sources, such as bone marrow, umbilical cord blood and perhaps embryos. The Company believes that physicians and hospitals are historically slow to adopt new technologies like the Company's, whatever the merits, when older technologies continue to be supported by established providers. Overcoming such inertia often requires very significant marketing expenditures or definitive product performance and/or pricing superiority. Management currently believes physicians' and hospitals' inertia and skepticism to be a significant barrier as the Company attempts to gain market penetration with its proposed services. Failure to achieve market acceptance of the Company's proposed services could have a material adverse effect on the Company's future prospects.

If the Company should in the future become required to obtain regulatory approval to market and sell its proposed services it will not be able to generate any revenues until such approval is received.

The medical industry is subject to stringent regulation by a wide range of authorities. While the Company believes that, given its proposed business, it is not presently required to obtain regulatory approval to market its services because the Company does not (i) produce or market any clinical devices or other products, (ii) own a laboratory or (iii) sell any products or services to the customer, the Company cannot predict whether regulatory clearance will be required in the future and, if so, whether such clearance will at such time be obtained, whether for the Stem Cells and/or any other services that the Company is developing or may attempt to develop. Should such regulatory

approval in the future be required, the Company's services may be suspended or may not be able to be marketed and sold in the United States until the Company has completed the regulatory clearance process as and if implemented by the FDA. Satisfaction of regulatory requirements typically takes many years, is dependent upon the type, complexity and novelty of the product or service and would require the expenditure of substantial resources.

If regulatory clearance of a service proposed to be provided by the Company is granted, this clearance may be limited to those particular states and conditions for which the service is demonstrated to be safe and effective, which would limit the Company's ability to generate revenue. The Company cannot ensure that any service developed by it will meet all of the applicable regulatory requirements needed to receive marketing clearance. Failure to obtain regulatory approval will prevent commercialization of the Company's services where such clearance is necessary. There can be no assurance the Company will obtain regulatory approval of its proposed services that may require it.

The Company is authorized to issue 75,000,000 shares of Common Stock and 10,000,000 shares of "blank check" preferred stock, the issuance of which could, among other things, reduce the proportionate ownership interests of current shareholders.

The Company is authorized to issue 75,000,000 shares of Common Stock and 10,000,000 shares of "blank check" preferred stock. There are 25,705,862 shares of Common Stock and no shares of preferred stock issued and outstanding as of the date of this Current Report on Form 8-K. The board of directors of the Company (the "**Board**") has the ability, without seeking shareholder approval, to issue additional shares of Common Stock and/or to designate, establish the terms and conditions of, and issue shares of preferred stock for such consideration, if any, as the Board may determine. Any such shares of preferred stock could have dividend, liquidation, conversion, voting or other rights, which could adversely affect the voting power or other rights of the holders of shares of Common Stock. In the event of such issuance, the preferred stock could, among other items, be used as a method of discouraging, delaying or preventing a change in control of the Company, which could have the effect of discouraging bids for the Company and thereby prevent security-holders from receiving the maximum value for their shares of Common Stock.

Lack of liquidity.

The shares of Common Stock trade sporadically, if at all, on the Over-the-Counter Bulletin Board under the symbol "RAPP." No trading market exists for any of the Company's other securities and there can be no assurance that a trading market will ever develop. Consequently, holders of the Common Stock may not be able to liquidate their investment in the Company in the event of an emergency or at any time. There can be no assurance that a robust market will ever develop for the Common Stock or, if developed, will continue or be sufficiently liquid to enable the shareholders to liquidate their investment in the Company.

For other risk factors related to the Company and its film business, see the Company's Form 10-K filed December 13, 2010.

Directors and Executive Officers, Promoters and Control Persons

Upon the Closing, Mr. Medina resigned from all his positions with the Company and the Company appointed Messrs. Arnone, Dudzinski and Medina to the positions set forth below. The names of the Company's current officers and directors, as well as certain information about them, are set forth below:

<u>Name</u>	<u>Age</u>	<u>Position(s)</u>
John Arnone	53	President, CEO and Chairman of the Board
Anthony Dudzinski	48	COO, Treasurer, Secretary and Director
Hector Medina	36	Vice President of Film Operations

John S. Arnone

Mr. Arnone has spent the last 25 years in the investment banking/financial consulting industry as an investment banker, management consultant and a hands-on investor specializing in strategic planning, corporate structure, administration and new business development. Over a period of 20 years, Mr. Arnone founded and managed two general securities broker-dealers based in New York. Mr. Arnone also co-founded and operated a global entertainment distribution corporation with 120 employees that under Mr. Arnone's guidance was voted medium wholesaler of the year in the music industry (1997, 1998 and 2000) by the National Association of Recording Merchants. Mr. Arnone has provided advisory and business management services as a founder, officer, director and/or shareholder to both mid-level and development stage private and public companies. Mr. Arnone holds a degree in Business Administration and a BA in Economics from Kean University in New Jersey. Mr. Arnone continues to be an executive officer of AMCY.

Anthony F. Dudzinski

Mr. Dudzinski has more than 25 years of experience in a variety of areas of senior management with a variety of both public and private companies. Mr. Dudzinski's past positions include chief executive officer, president, chief operating officer and director of small and medium-size organizations including a publicly traded company with approximately 300 employees and president and chief operating officer of a privately operated broker-dealer with more than 175 sales associates. In addition to this experience Mr. Dudzinski was a founder and chief executive officer of a number of publicly available exchange traded funds, and the founder, chairman and chief operating officer of a target date fund complex and a Registered Investment Company. Mr. Dudzinski continues to be an executive officer of AMCY.

Hector Medina

Mr. Medina was the founder of the Company. Mr. Medina was the Company's president and chief executive from its inception to the Closing. Hector Medina also currently serves as the CEO for Medina Financial Services, Inc. He has a degree in Bachelor of Business Administration with a minor in Finance from the National University.

Stock Option Plan

The Company currently intends to implement a stock option plan for its executives and others in the next twelve months.

of the national securities exchanges. For purposes hereof, an "independent director," shall have the meaning described in the NYSE-AMEX rules and regulations.

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth, as of the date of this Current Report on Form 8-K, certain information regarding the beneficial ownership of the shares of Common Stock by: (i) each person who, to the Company's knowledge, beneficially owns 5% or more of the shares of Common Stock and (ii) each of the Company's directors and officers. As of the date hereof, there were 25,705,862 shares of Common Stock issued and outstanding.

Name	Shares beneficially owned (1)	Percentage beneficially owned
Directors and Officers (2)		
John Arnone (3)	21,000,000	81.7%
Anthony Dudzinski (4)	21,000,000	81.7%
5% or Greater Beneficial Owners		
AMCY	21,000,000	81.7%

(1) Beneficial ownership is calculated based on the number of shares of Common Stock outstanding as of the date hereof, together with securities exercisable or convertible into shares of Common Stock within sixty (60) days of the date hereof for each stockholder. Beneficial ownership is determined in accordance with Rule 13d-3 of the Commission. The number of shares of Common Stock beneficially owned by a person includes shares of Common Stock issuable upon conversion of securities and subject to options or warrants held by that person that are currently convertible or exercisable or convertible or exercisable within sixty (60) days of the date hereof. The shares of Common Stock issuable pursuant to those convertible securities, options or warrants are deemed outstanding for computing the percentage ownership of the person holding such convertible securities, options or warrants but are not deemed outstanding for the purposes of computing the percentage ownership of any other person.

(2) Unless otherwise specified, the address for the directors and officers is c/o AMCY at 188 Bergen Place, Suite 204, Red Bank, NJ, 07701.

(3) Mr. Arnone presently owns 12,250,000 shares of AMCY common stock and has the right to receive an additional 12,000,000 such shares upon the conversion of Series C Preferred Stock of AMCY owned by him. As a result, he beneficially owns 46.6% percent of the AMCY common stock. Mr. Arnone is also an officer and a director of AMCY. Consequently, Mr. Arnone is a control person of AMCY and may as such be deemed to "beneficially own" the 21,000,000 shares of Common Stock owned by AMCY. Mr. Arnone, however, disclaims beneficial ownership of all such shares.

(4) Mr. Dudzinski presently owns 20,000 shares of AMCY common stock and has the right to receive an additional 12,000,000 such shares upon the conversion of AMCY preferred stock owned by him. As a result, he beneficially owns 23.1% percent of the AMCY common stock. Mr. Dudzinski is also an officer and a director of AMCY. Consequently, Mr. Dudzinski is a control person of AMCY and may as such be deemed to "beneficially own" the 21,000,000 shares of Common Stock owned by AMCY. Mr. Dudzinski, however, disclaims beneficial ownership of all such shares.

ITEM 3.02 UNREGISTERED SALES OF EQUITY SECURITIES

The information included under Item 1.01 of this Current Report on Form 8-K is incorporated herein by reference.

ITEM 5.01 CHANGE IN CONTROL OF REGISTRANT

The information included under Item 1.01 of this Current Report on Form 8-K is incorporated herein by reference.

ITEM 5.02 DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF PRINCIPAL OFFICERS.

The information included under Item 1.01 above is incorporated herein by reference. For certain biographical and other information regarding the newly appointed officers and directors, see the disclosure under the heading "Directors and Executive Officers, Promoters and Control Persons" under Item 2.01 of this Current Report on Form 8-K, which disclosure is incorporated herein by reference.

ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.

On April 11, 2011, the holder of a majority of the shares of Common Stock approved an amendment to the Company's articles of incorporation authorizing 10,000,000 shares of "blank check" preferred stock. On April 19, 2011, the Board adopted the Company's amended and restated bylaws.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits.

The exhibits listed in the following Exhibit Index are filed as part of this Current Report on Form 8-K.

Exhibit No.	Description
3.1	Certificate of Amendment
3.2	Amended and Restated Bylaws

SIGNATURES

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

Dated: April 27, 2011

R & A PRODUCTIONS, INC.

By: /s/ Anthony Dudzinski

Name:Anthony Dudzinski

Title: Chief Operating Officer

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: R & A Productions, Inc.

2. The articles have been amended as follows:

The Company has authorized 10,000,000 (Ten Million) shares of Preferred Stock with a par value of \$.001 per share and a capitalization of \$10,000.00

The Company has authorized 75,000,000 (Seventy Five Million) shares of Common Stock with a par value of \$.001 per share with a capitalization of \$75,000.00

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: 52%.

4. Effective date of filing: 4-11-11

5. Signature: /s/ Hector Medina

**AMENDED AND RESTATED BYLAWS
OF
R & A PRODUCTIONS, INC.
(the "Corporation")**

Adopted on April 19, 2011

**ARTICLE I
OFFICES**

Section 1.1. Registered Office. The registered office and registered agent of the Corporation shall be as from time to time set forth in the Corporation's Articles of Incorporation.

Section 1.2. Other Offices. The Corporation may also have offices at such other places, both within and without the State of Nevada, as the Board of Directors may from time to time determine or the business of the Corporation may require.

**ARTICLE II
STOCKHOLDERS**

Section 2.1. Place of Meetings. All meetings of the stockholders for the election of Directors shall be held at such place, within or without the State of Nevada, as may be fixed from time to time by the Board of Directors. Meetings of stockholders for any other purpose may be held at such time and place, within or without the State of Nevada, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2.2. Annual Meeting. An annual meeting of the stockholders shall be held at such time as may be determined by the Board of Directors, at which meeting the stockholders shall elect a Board of Directors and transact such other business as may properly be brought before the meeting.

Section 2.3. List of Stockholders. At least ten days before each meeting of stockholders, a complete list of the stockholders entitled to vote at such meeting, arranged in alphabetical order, with the address of and the number of voting shares registered in the name of each, shall be prepared by the officer or agent having charge of the stock transfer books. Such list shall be kept on file at the registered office of the Corporation for a period of ten days prior to such meeting and shall be subject to inspection by any stockholder at any time during usual business hours. Such list shall be produced and kept open at the time and place of the meeting during the whole time thereof, and shall be subject to the inspection of any stockholder who may be present.

Section 2.4. Special Meetings. Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by law, by the Articles of Incorporation or by these Amended and Restated Bylaws, may be called by the Chief Executive Officer (if any) or the President or the Board of Directors, or shall be called by the President or Secretary at the request in writing of the holders of not less than thirty percent of all the shares issued, outstanding and entitled to vote. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to the purposes stated in the notice of the meeting unless all stockholders entitled to vote are present and consent.

Section 2.5. Notice. Written or printed notice stating the place, day and hour of any meeting of the stockholders and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than sixty days before the date of the meeting, either personally or by mail, by or at the direction of the Chief Executive Officer (if any), the President, the Secretary, or the officer or person calling the meeting, to each stockholder of record entitled to vote at the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the mail, addressed to the stockholder at his address as it appears on the stock transfer books and records of the Corporation or its transfer agent, with postage thereon prepaid.

Section 2.6. Quorum. At all meetings of the stockholders, the presence in person or by proxy of the holders of a majority of the shares issued and outstanding and entitled to vote shall be necessary and sufficient to constitute a quorum for the transaction of business except as otherwise provided by law, by the Articles of Incorporation or by these Amended and Restated Bylaws. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. If the adjournment is for more than 30 days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 2.7. Voting. When a quorum is present at any meeting of the Corporation's stockholders, the vote of the holders of a majority of the shares having voting power present in person or represented by proxy at such meeting shall decide any questions brought before such meeting, unless the question is one upon which, by express provision of law, the Articles of Incorporation or these Amended and Restated Bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such question. The stockholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

Section 2.8. Method of Voting. Each outstanding share of the Corporation's capital stock shall be entitled to one vote on each matter submitted to a vote at a meeting of stockholders, except to the extent that the voting rights of the shares of any class or classes are otherwise provided by applicable law or the Articles of Incorporation, as amended from time to time. At any meeting of the stockholders, every stockholder having the right to vote shall be entitled to vote in person or by proxy appointed by an instrument in writing subscribed by such stockholder or by his duly authorized attorney-in-fact and bearing a date not more than 6 months prior to such meeting, unless such instrument provides for a longer period. Each proxy shall be revocable unless expressly provided therein to be irrevocable and if, and only so long as, it is coupled with an interest sufficient in law to support an irrevocable power. Such proxy shall be filed with the Secretary of the Corporation prior to or at the time of the meeting. Voting for directors shall be in accordance with Article III of these Amended and Restated Bylaws. Voting on any question or in any election may be by voice vote or show of hands unless the presiding officer shall order or any stockholder shall demand that voting be by written ballot.

Section 2.9. Record Date; Closing Transfer Books. The Board of Directors may fix in advance a record date for the purpose of determining stockholders entitled to notice of or to vote at a meeting of stockholders, such record date to be not less than ten nor more than sixty days prior to such meeting, or the Board of Directors may close the stock transfer books for such purpose for a period of not less than ten nor more than sixty days prior to such meeting. In the absence of any action by the Board of Directors, the date upon which the notice of the meeting is mailed shall be the record date.

Section 2.10. Action By Written Consent. Any action required or permitted by law, the Articles of Incorporation, or these Amended and Restated Bylaws to be taken at a meeting of the stockholders of the Corporation may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, shall be signed by stockholders holding at least a majority of the voting power; provided that if a different proportion of voting power is required for such an action at a meeting, then that proportion of written consents is required. Such signed consent shall be delivered to the Secretary for inclusion in the Minute Book of the Corporation.

ARTICLE III **BOARD OF DIRECTORS**

Section 3.1. Management. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, who may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law, the Articles of Incorporation, a stockholders' agreement or these Amended and Restated Bylaws directed or required to be exercised or done by the stockholders.

Section 3.2. Qualification; Election; Term. None of the directors need be a stockholder of the Corporation or a resident of the State of Nevada. The directors shall be elected by plurality vote at the annual meeting of the stockholders, except as hereinafter provided, and each director elected shall hold office until his successor shall be elected and qualified.

Section 3.3. Number. The number of directors of the Corporation shall be fixed as the Board of Directors may from time to time designate. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

Section 3.4. Removal. Any director may be removed either for or without cause at any special meeting of stockholders by the affirmative vote of at least two-thirds of the voting power of the issued and outstanding stock entitled to vote; provided, however, that notice of intention to act upon such matter shall have been given in the notice calling such meeting.

Section 3.5. Vacancies. Any vacancy occurring in the Board of Directors by death, resignation, removal or otherwise may be filled by an affirmative vote of at least a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. A directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors for a term of office only until the next election of one or more directors by the stockholders.

Section 3.6. Place of Meetings. Meetings of the Board of Directors, regular or special, may be held at such place within or without the State of Nevada as may be fixed from time to time by the Board of Directors.

Section 3.7. Annual Meeting. The first meeting of each newly elected Board of Directors shall be held without further notice immediately following the annual meeting of stockholders and at the same place, unless by unanimous consent or unless the directors then elected and serving shall change such time or place.

Section 3.8. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by resolution of the Board of Directors.

Section 3.9. Special Meetings. Special meetings of the Board of Directors may be called by the Chief Executive Officer (if any) or President on oral or written notice to each director, given either personally, by telephone, by telegram or by mail, given at least forty-eight hours prior to the time of the meeting. Special meetings shall be called by the Chief Executive Officer, President or the Secretary in like manner and on like notice on the written request of a majority of directors. Except as may be otherwise expressly provided by law, the Articles of Incorporation or these Amended and Restated Bylaws, neither the business to be transacted at, nor the purpose of, any special meeting need to be specified in a notice or waiver of notice.

Section 3.10. Quorum. At all meetings of the Board of Directors the presence of a majority of the number of directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the affirmative vote of at least a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law, the Articles of Incorporation or these Amended and Restated Bylaws. If a quorum shall not be present at any meeting of directors, the directors present thereat may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present.

Section 3.11. Interested Directors. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers or have a financial interest, shall be void or voidable solely for this reason, solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if: (1) the fact as to his relationship or interest and as to the contract or transaction is known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or (2) the fact as to his

relationship or interest and as to the contract or transaction is known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or (3) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the Board of Directors, a committee thereof, or the stockholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

Section 3.12. Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate committees, each committee to consist of two or more directors of the Corporation, which committees shall have such power and authority and shall perform such functions as may be provided in such resolution. Such committee or committees shall have such name or names as may be designated by the Board and shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

Section 3.13. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee of the Board of Directors may be taken without such a meeting if a consent or consents in writing, setting forth the action so taken, is signed by all the members of the Board of Directors or such other committee, as the case may be.

Section 3.14. Compensation of Directors. Directors shall receive such compensation for their services, and reimbursement for their expenses as the Board of Directors, by resolution, shall establish; provided that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE IV **NOTICE**

Section 4.1. Form of Notice. Whenever required by law, the Articles of Incorporation or these Amended and Restated Bylaws, notice is to be given to any director or stockholder, and no provision is made as to how such notice shall be given, such notice may be given: (a) in writing, by mail, postage prepaid, addressed to such director or stockholder at such address as appears on the books and records of the Corporation or its transfer agent; or (b) in any other method permitted by law. Any notice required or permitted to be given by mail shall be deemed to be given at the time when the same shall be deposited in the United States mail.

Section 4.2. Waiver. Whenever any notice is required to be given to any stockholder or director of the Corporation as required by law, the Articles of Incorporation or these Amended and Restated Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be equivalent to the giving of such notice. Attendance of a stockholder or director at a meeting shall constitute a waiver of notice of such meeting, except where such stockholder or director attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE V **OFFICERS AND AGENTS**

Section 5.1. In General. The officers of the Corporation shall be elected by the Board of Directors and shall be a President, a Treasurer, and a Secretary. The Board of Directors may also elect a Chairman of the Board, a Chief Executive Officer, a Chief Operating Officer, a Chief Financial Officer, and one or more Vice Presidents, Assistant Vice Presidents, Assistant Secretaries and Assistant Treasurers. Any two or more offices may be held by the same person.

Section 5.2. Election. The Board of Directors, at its first meeting after each annual meeting of stockholders, shall elect the officers, none of whom need be a member of the Board of Directors.

Section 5.3. Other Officers and Agents. The Board of Directors may also elect and appoint such other officers and agents as it shall deem necessary, who shall be elected and appointed for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 5.4. Salaries. The salaries of all officers and agents of the Corporation shall be fixed by the Board of Directors or any committee of the Board, if so authorized by the Board.

Section 5.5. Term of Office and Removal. Each officer of the Corporation shall hold office until his death, or his resignation or removal from office, or the election and qualification of his successor, whichever shall first occur. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, for or without cause, by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

Section 5.6. Employment and Other Contracts. The Board of Directors may authorize any officer or officers or agent or agents to enter into any contract or execute and deliver any instrument in the name or on behalf of the Corporation, and such authority may be general or confined to specific instances. The Board of Directors may, when it believes the interest of the Corporation will best be served thereby, authorize executive employment contracts which will contain such terms and conditions as the Board of Directors deems appropriate.

Section 5.7. Chairman of the Board. The Chairman of the Board, subject to the direction of the Board of Directors, shall perform such executive, supervisory and management functions and duties as from time to time may be assigned to him or her by the Board of Directors. The Chairman of the Board shall preside at all meetings of the stockholders of the Corporation and all meetings of the Board of Directors.

Section 5.8. Chief Executive Officer. The Chief Executive Officer shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The Chief Executive Officer shall preside at all meetings of the stockholders of the Corporation and all meetings of the Board of Directors in the absence of the Chairman of the Board.

Section 5.9. President. The President shall be subject to the direction of the Board of Directors and the Chief Executive Officer (if any), and shall have general charge of the business, affairs and property of the Corporation and general supervision over its other officers and agents. The President shall see that the officers carry all other orders and resolutions of the Board of Directors into effect. The President shall execute all authorized conveyances, contracts, or other obligations in the name of the Corporation except where required by law to be otherwise signed and executed and except where the signing and execution shall be expressly delegated by the Board of Directors to another officer or agent of the Corporation or reserved to the Board of Directors or any committee thereof. The President shall preside at all meetings of the stockholders of the Corporation and all meetings of the Board of Directors in the absence of the Chairman of the Board and the Chief Executive Officer. The President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5.10. Chief Operating Officer. The Chief Operating Officer shall be subject to the direction of the Chief Executive Officer (if any), the President and the Board of Directors and shall have day-to-day managerial responsibility for the operation of the Corporation.

Section 5.11. Chief Financial Officer. The Chief Financial Officer shall be subject to the direction of the Chief Executive Officer (if any), the President and the Board of Directors and shall have day-to-day managerial responsibility for the finances of the Corporation.

Section 5.12. Vice Presidents. Each Vice President shall have such powers and perform such duties as the Board of Directors or any committee thereof may from time to time prescribe, or as the President may from time to time delegate to him. In the absence or disability of the President, any Vice President may perform the duties and exercise the powers of the President.

Section 5.13. Secretary. The Secretary shall attend all meetings of the stockholders and record all votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall perform like duties for

the Board of Directors when required. He shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors under whose supervision he shall be. He shall keep in safe custody the seal of the Corporation. He shall be under the supervision of the President. He shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

Section 5.14. Assistant Secretaries. Each Assistant Secretary shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate to him.

Section 5.15. Treasurer. The Treasurer shall have the custody of all corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, shall render to the Directors, at the regular meetings of the Board of Directors, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation, and shall perform such other duties as the Board of Directors may prescribe or the President may from time to time delegate.

Section 5.16. Assistant Treasurers. Each Assistant Treasurer shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate to him.

Section 5.17. Bonding. If required by the Board of Directors, all or certain of the officers shall give the Corporation a bond, in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board of Directors, for the faithful performance of the duties of their office and for the restoration to the Corporation, in case of their death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in their possession or under their control belonging to the Corporation.

ARTICLE VI

CERTIFICATES OF SHARES

Section 6.1. Form of Certificates. The Corporation may, but is not required to, deliver to each stockholder a certificate or certificates, in such form as may be determined by the Board of Directors, representing shares to which the stockholder is entitled. Such certificates shall be consecutively numbered and shall be registered on the books and records the Corporation or its transfer agent as they are issued. Each certificate shall state on the face thereof the holder's name, the number, class of shares, and the par value of such shares or a statement that such shares are without par value.

Section 6.2. Shares without Certificates. The Board of Directors may authorize the issuance of uncertificated shares of some or all of the shares of any or all of its classes or series. The issuance of uncertificated shares has no effect on existing certificates for shares until surrendered to the Corporation, or on the respective rights and obligations of the stockholders. Unless otherwise provided by the Nevada Revised Statutes, the rights and obligations of stockholders are identical whether or not their shares of stock are represented by certificates. Within a reasonable time after the issuance or transfer of uncertificated shares, the Corporation shall send the stockholder a written statement containing the information required on the certificates pursuant to Section 6.1.

Section 6.3. Lost Certificates. The Board of Directors may direct that a new certificate be issued, or that uncertificated shares be issued, in place of any certificate theretofore issued by the Corporation alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate to be lost or destroyed. When authorizing such issue of a new certificate or uncertificated shares, the Board of Directors, in its discretion and as a condition precedent to the issuance thereof, may require the owner of such lost or destroyed certificate, or his legal representative, to advertise the same in such manner as it shall require and/or to give the Corporation a bond, in such form, in such sum, and with such surety or sureties as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost or

destroyed. When a certificate has been lost, apparently destroyed or wrongfully taken, and the holder of record fails to notify the Corporation within a reasonable time after he has notice of it, and the Corporation registers a transfer of the shares represented by the certificate before receiving such notification, the holder of record is precluded from making any claim against the Corporation for the transfer or a new certificate or uncertificated shares.

Section 6.4. Transfer of Shares. Shares of stock shall be transferable only on the books of the Corporation or its transfer agent by the holder thereof in person or by his duly authorized attorney. Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate representing shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation or the transfer agent of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

Section 6.5. Registered Stockholders. The Corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by law.

ARTICLE VII

GENERAL PROVISIONS

Section 7.1. Dividends. Dividends upon the outstanding shares of the Corporation, subject to the provisions of the Articles of Incorporation, if any, may be declared by the Board of Directors at any regular or special meeting. Dividends may be declared and paid in cash, in property, or in shares of the Corporation, subject to the provisions of the Nevada Revised Statutes and the Articles of Incorporation. The Board of Directors may fix in advance a record date for the purpose of determining stockholders entitled to receive payment of any dividend, such record date to be not more than sixty days prior to the payment date of such dividend, or the Board of Directors may close the stock transfer books for such purpose for a period of not more than sixty days prior to the payment date of such dividend. In the absence of any action by the Board of Directors, the date upon which the Board of Directors adopts the resolution declaring such dividend shall be the record date.

Section 7.2. Reserves. There may be created by resolution of the Board of Directors out of the surplus of the Corporation such reserve or reserves as the directors from time to time, in their discretion, think proper to provide for contingencies, or to equalize dividends, or to repair or maintain any property of the Corporation, or for such other purpose as the directors shall think beneficial to the Corporation, and the directors may modify or abolish any such reserve in the manner in which it was created. Surplus of the Corporation to the extent so reserved shall not be available for the payment of dividends or other distributions by the Corporation.

Section 7.3. Telephone and Similar Meetings. Stockholders, directors and committee members may participate in and hold a meeting by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 7.4. Books and Records. The Corporation shall keep correct and complete books and records of account and minutes of the proceedings of its stockholders and Board of Directors, and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its stockholders, giving the names and addresses of all stockholders and the number and class of the shares held by each.

Section 7.5. Checks and Notes. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 7.6. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 7.7. Fiscal Year. The fiscal year of the Corporation shall be fixed, and shall be subject to change, by the Board of Directors.

Section 7.8. Seal. The Corporation may have a seal, and such seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. Any officer of the Corporation shall have authority to affix the seal to any document requiring it.

Section 7.9. Indemnification. The Corporation shall indemnify its directors to the fullest extent permitted by the Nevada Revised Statutes and may, if and to the extent authorized by the Board of Directors, so indemnify its officers and any other person whom it has the power to indemnify against liability, reasonable expense or other matter whatsoever.

Section 7.10. Insurance. The Corporation may at the discretion of the Board of Directors purchase and maintain insurance on behalf of any person who holds or who has held any position identified in Section 7.9 against any and all liability incurred by such person in any such position or arising out of his status as such.

Section 7.11. Resignation. Any director, officer or agent may resign by giving written notice to the President or the Secretary. Such resignation shall take effect at the time specified therein or immediately if no time is specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7.12. Off-Shore Offerings. In all offerings of securities pursuant to Regulation S of the Securities Act of 1933, as amended (the "Act"), the Corporation shall require that its stock transfer agent refuse to register any transfer of securities not made in accordance with the provisions of Regulation S, pursuant to registration under the Act or an available exemption thereunder.

Section 7.13. Amendment of Bylaws. These Amended and Restated Bylaws may be altered, amended or repealed at any meeting of the Board of Directors at which a quorum is present, by the affirmative vote of a majority of the Directors present at such meeting.

Section 7.14. Invalid Provisions. If any part of these Amended and Restated Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as possible and reasonable, shall be valid and operative.

Section 7.15. Relation to Articles of Incorporation. These Amended and Restated Bylaws are subject to, and governed by, the Articles of Incorporation.
