

# SECURITIES AND EXCHANGE COMMISSION

## FORM SB-2/A

Optional form for registration of securities to be sold to the public by small business issuers  
[amend]

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### FILER

#### HOJO HOLDINGS INC

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Mailing Address  
21 BLACKHEATH ROAD  
LIDO BEACH NY 11561

Business Address  
21 BLACKHEATH ROAD  
LIDO BEACH NY 11561  
5166701564

As filed with the SEC on January 25, 2000 SEC Registration No. 333-87111

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Amendment No. 3  
to  
FORM SB-2

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

HOJO HOLDINGS, INC.  
(Exact name of registrant as specified in charter)

Delaware 7373 11-3504866  
(State or other jurisdiction) (Primary Standard Industrial (IRS Employer  
Code) Identification

21 Blackheath Road  
Lido Beach, New York 11561  
(516)-670-0564  
(Address and telephone number of registrant's principal executive offices and  
principal place of business)

Joel Arberman  
444 Bedford Street, Suite 8s  
Stamford, Connecticut 06901  
(203) 602-9994  
(Name, address, and telephone number of agent for service)

Approximate date of commencement of proposed sale  
to the public: As soon as practicable after  
this Registration Statement becomes  
effective.

If any of the securities being registered on this form are to be offered on a  
delayed or continuous basis pursuant to Rule 415 under the Securities Act of  
1933, check the following box. [ x ]

If this Form is filed to register additional securities for an offering pursuant  
to Rule 462(b) under the Securities Act, please check the following box and list  
the Securities Act registration statement number of the earlier effective  
registration statement for the same offering. [\_\_]

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under  
the Securities Act, check the following box and list the Securities Act  
registration statement number of the earlier effective registration statement  
for the same offering. [--]

If delivery of the prospectus is expected to be made pursuant to Rule 434,  
please check the following box. [\_\_]

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CALCULATION OF REGISTRATION FEE

Title of class of Securities to be	Proposed maximum aggregate offering	Amount of Registration Fee
---------------------------------------	--	-------------------------------

registered	price	(1)
Common Stock,		
Par value \$0.001		
per share	\$625,000	\$173.75

(1) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457 (o) under the Securities Act.

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SUBJECT TO COMPLETION, DATED January 25, 2000

Hojo Holdings, Inc.  
Maximum of 12,500,000 shares of our common stock.  
The purchase price for our shares is \$0.05  
Total proceeds if maximum issued: \$625,000

We will offer the shares ourselves and do not plan to use underwriters or pay any commissions.

THIS IS A RISKY INVESTMENT. WE HAVE DESCRIBED THESE RISKS UNDER THE CAPTION "RISK FACTORS" BEGINNING ON PAGE 6.

	per share	underwriting discounts and commissions	total to Hojo
per share	\$0.05	none	\$0.05
total maximum	625,000	none	\$625,000

The proceeds to be received by Hojo are amounts before deducting expenses of the offering, estimated to be \$30,000.

Neither the Securities and Exchange Commission nor any state securities commission have approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The information in this prospectus is not complete and may be changed. We may not sell our shares until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell our shares and it is not soliciting an offer to buy our shares in any state where the offer or sale is not permitted.

The date of this prospectus is January 25, 2000

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## SUMMARY

Hojo was incorporated in January 1999 and began implementing phases of its business plan in October 1999. We are an Internet professional services firm specializing in high-end web site development. Our principal executive offices are located 21 Blackheath Road, Lido Beach, New York 11561. Our telephone number at that location is (516) 670-0564. Our web site can be located at <http://www.hojoholdings.com>.

Common stock offered for sale.	Up to a maximum of 12,500,000 shares
Price to the public.	\$0.05 per share in cash. However, as many as 6,250,000 shares, also valued at \$0.05 per share, may be issued for services at the fair market value of the services rendered.
Number of shares outstanding before the offering.	2,500,000 shares
Number of shares to be outstanding after the offering.	maximum of 15,000,000 shares
Terms	of the offering. This is a no minimum offering. Accordingly, as shares are sold, we will use the money raised for our activities. The offering will remain open until January 25, 2001, unless we decide to cease selling efforts prior to this date.
Use of proceeds.	We intend to use the net proceeds of this offering primarily for: -> development of our web site, -> recruiting independent contractors, -> sales and marketing efforts, and -> general corporate purposes.
Plan of distribution.	This is a direct public offering, with no commitment by anyone to purchase any shares. Our shares will be offered and sold by our principal executive officer.

## RISK FACTORS

You should carefully consider the risks described below before making an investment decision.

Unless we are able to sell all of the shares offered, we may not be able to continue as a going concern.

Our independent certified public accountants have pointed out that we have an accumulated deficit and negative working capital so our ability to continue as a going concern is dependent upon obtaining additional financing for our planned operations. If we do not raise additional capital then you may lose your

entire investment.

Hojo is in the development stage and has generated no revenues to date.

We were incorporated in January, 1999, and are, therefore, in our development stage with a limited operating history. We have not generated any revenues. We have experienced losses and an accumulated deficit of approximately \$10,000 through December 31, 1999. Hojo had only \$20 in cash as of December 31, 1999. You should consider Hojo and our prospects in light of the risks, difficulties and uncertainties frequently encountered by companies in an early stage of development. You should not invest in this offering unless you can afford to lose your entire investment.

We anticipate future losses and might not become profitable.

We anticipate that we will incur losses for the foreseeable future. Our operating expenses are expected to increase significantly in connection with our proposed activities. We will incur expenses in developing our web site, building a network of independent web site developers, computer programmers and sales agents and to establish our brand name. We cannot be sure that we can achieve sufficient revenues in relation to our anticipated expenses to become profitable. If we do become profitable, we cannot be sure that we can maintain or increase our profitability.

Our success depends on the services of Mrs. Arberman.

Mrs. Arberman originated the plan for Hojo, and we continue to be dependent on her efforts to oversee the development of the web site and to secure independent web site developers, computer programmers, sales and marketing agents and clients. If we lose her services and can not find a suitable replacement we may have to cease operations. We do not have insurance covering the life of Mrs. Arberman.

We have limited experience in attracting and retaining third parties.

Our operating results will depend to a large extent on attracting and retaining independent web site developers, computer programmers and sales and marketing agents. To date, we have no agreements with any web site developers, computer programmers or sales and marketing agents. We have very limited capabilities and experience in these areas. In the future, we could be dependent for a substantial portion of our sales and technical development on one or a very small number of independent agents. In that event, the loss of one or more significant independent agents could have a material adverse effect on our business and financial condition.

Since this is a direct public offering and there is no underwriter, we may not be able to sell any shares ourselves.

No underwriter has been retained by us to sell these securities. This offering is being conducted as a direct public offering, meaning there is no guarantee as to how much money we will be able to raise through the sale of our stock. Our officer will be selling shares herself and has no prior experience in selling securities. If we fail to sell all the stock we are trying to sell, our ability to expand and complete our business plan will be materially effected, and you may lose all or substantially all of your investment.

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#### USE OF PROCEEDS

Assuming we are able to sell all of the shares we are offering, we expect to net approximately \$282,500, after deducting the estimated expenses of the offering of approximately \$30,000 and assuming that half of the shares offered are issued for services.

The following table explains our anticipated use of the net proceeds of this

offering, based upon various levels of sales achieved. Specifically, the first entry is for the relatively fixed costs associated with conducting this offering and so are not likely to change. The next entry is for our web site development, with the remaining entries presented in their order of importance to us and our success.

In general, the more shares we are able to sell, the more we will be able to quickly retain sales agents, engage additional web site developers and computer programmers and generally grow our business. The numbers above do not include any deductions for selling commissions since we will be selling the shares through the efforts of our officer who will not receive any commissions.

There is no minimum amount that must be sold in this offering and there is no minimum or maximum amount that must be purchased by each investor. We may not be able to raise the additional funds we need to operate our business. If we receive no or nominal proceeds we will not remain as a viable going concern and investors may lose their entire investment.

Application of Net Proceeds	1,000,000 shares sold	6,250,000 shares sold
Offering Costs	\$ 30,000	\$ 30,000
Corporate web site	10,000	20,000
Sales and marketing	10,000	60,000
Working capital	0	202,500
 Total	 \$ 50,000	 \$ 312,500

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Our management will have broad discretion in allocating a substantial portion of the proceeds of this offering. We will invest proceeds not immediately required for the purposes described above principally in United States government securities, short-term certificates of deposit, money market funds or other short-term interest bearing investments.

In the event we receive the maximum cash proceeds and services of \$312,500, we believe that these net proceeds, together with anticipated funds from operations, will provide us with sufficient funds to meet our cash requirements for at least twelve months following the date these maximum proceeds are raised. As set forth in the above table, if we receive net proceeds in amounts less than the maximum proceeds, this twelve-month time frame will probably be diminished and our business plans will have to be decreased. None of the offering proceeds we receive will be used to make loans to officers, directors and/or affiliates. In addition, none of the offering proceeds will be used to acquire other companies or businesses.

Our president has never been paid any salary from Hojo. Although she has not been paid, our president has agreed to continue to work for us until the offering is closed or abandoned. Our president will be entitled to begin to receive an annual salary of \$24,000 only when we have issued \$200,000 worth of our shares. We believe that this level of funding will allow us to generate revenues that will allow our officers' salary to be paid out of our operating profits. Our officer understands that if these amounts of gross proceeds or net operating profits are never generated, she has little chance of ever being paid for her services to us.

In September, 1999, we secured a \$12,500 credit line from Joel Arberman, the husband of our president, to pay our expenses while this offering is completed. The agreement by which we borrowed these funds and may borrow in the future provide that at our sole discretion, we have the right to convert the amounts due to him into our common stock on the basis of one share of common stock for each \$0.05 of debt converted. In the alternative, we may take part of the proceeds of the offering to pay these debts.

Our description represents our best estimate of the allocation of the net proceeds of this offering based upon the current status of our business. We based this estimate on assumptions, including expected size of our client base, growth of our network of independent agents and revenues. We assumed that our

proposed services could be introduced without unanticipated delays or costs. If any of these factors change, we may find it necessary to reallocate a portion of the proceeds within the above-described categories or use portions of the proceeds for other purposes. Our estimates may prove to be inaccurate or new activities may be undertaken which will require considerable additional expenditures or unforeseen expenses may occur.

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If our plans change or our assumptions prove to be inaccurate, we may need to seek additional financing sooner than currently anticipated or curtail our operations. We may need to raise additional funds in the future in order to fund more aggressive brand promotions and more rapid expansion, to develop newer or enhanced products or services, to fund acquisitions, to respond to competitive pressures, or to acquire complementary businesses, technologies or services. The proceeds of this offering may not be sufficient to fund our proposed expansion and additional financing may not become available if needed.

#### DETERMINATION OF OFFERING PRICE

There is no established public market for the shares of common stock being registered. As a result, the offering price and other terms and conditions relative to our shares have been arbitrarily determined by us and do not necessarily bear any relationship to assets, earnings, book value or any other objective criteria of value. In addition, no investment banker, appraiser or other independent, third party has been consulted concerning the offering price for the shares or the fairness of the price used for the shares.

#### DILUTION

Purchasers of the shares will experience immediate and substantial dilution in the value of their shares after purchase. The difference between the initial public offering price per share and the net tangible book value per share of common stock after this offering constitutes the dilution to investors in this offering. Net tangible book value per share is determined by dividing total tangible assets less total liabilities by the number of outstanding shares of common stock.

At December 31, 1999, we had a net tangible book value of \$0 or \$0.00 per share. After giving effect to the cash sale of the maximum of 6,250,000 shares and the receipt of \$312,500 in cash, less offering expenses estimated at \$30,000, our adjusted net tangible book value at December 31, 1999 would have been approximately \$275,000 or \$0.01 per share. This represents an immediate increase in net tangible book value of \$0.01 per common share if we are able to complete the maximum offering to the existing shareholders. Completing the maximum offering would result in an immediate dilution of \$0.04 per common share to persons purchasing shares in this offering.

The following table explains the dilution of this offering, based upon various levels of sales achieved:

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	December 31, 1999	1,000,000 shares sold	6,250,000 shares sold
Public offering price per share	n/a	\$0.05	\$0.05
Net tangible book value per share of common stock before the offering	\$0	n/a	n/a

Pro forma



net tangible book value per share of common stock after the offering	n/a	\$0.01	\$0.01
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Increase to net tangible book value per share attributable to purchase of common stock by new investors	n/a	\$0.01	\$0.01
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Dilution to new investor	n/a	\$0.04	\$0.04
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#### PLAN OF DISTRIBUTION

##### General

We are offering up to a maximum of 12,500,00 shares at a price of \$0.05 per share to be sold by our executive officer and director. If we sell the shares through our president and director, no compensation will be paid with respect to those sales. Since this offering is conducted as a direct public offering, there is no assurance that any of the shares will be sold.

The offering will remain open until January 25, 2001, unless the maximum proceeds are received earlier or we decide to stop selling our shares. Our officer, existing stockholders and affiliates may purchase shares in this offering. There is no limit to the number of shares they may purchase.

##### No escrow of proceeds

There will be no escrow of any of the proceeds of this offering. Accordingly, we will have use of all funds raised as soon as we accept a subscription and funds have cleared. These funds shall be non-refundable to subscribers except as may be required by applicable law.

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##### Shares issued for services

As many as 6,250,000 shares may be issued for services. Any shares that are issued for services will be valued at \$0.05 per share, which is the amount we could have received if we sold the shares instead of issuing it for services.

We do not currently have any agreements with others to issue shares for services. However, we do anticipate that in the future, we may issue shares for web site development, computer programming, sales and marketing, Internet access and other services. When we issue shares for services, the value of the services must be a fair market value. The fair market value of the service provided will be determined by our president and will be based upon a reasonable evaluation of market rates and values for specific services.

#### SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements that reflect our views about future events and financial performance. Our actual results, performance or achievements could differ materially from those expressed or implied in these forward-looking statements for various reasons, including those in the "risk factors" section on page \*. Therefore, you should not place undue reliance upon these forward-looking statements.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance, or achievements.

We are not a party to or aware of any threatened litigation of a material nature.

## LEGAL MATTERS

The validity of the shares offered under this prospectus is being passed upon for us by Hoge, Evans, Holmes, Carter & Ledbetter PLLC, Dallas TX.

## DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS

The following table and subsequent discussion contains information concerning our director and executive officer, who will serve in the same capacity with us upon completion of the offering. Our executive officer was elected to her position in 1999.

Name	Age	Title
Holli Arberman	25	president and director

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There are no other persons nominated or chosen to become directors or executive officers nor do we have any employees other than above.

Holli C. Arberman. Mrs. Arberman has served as the president, secretary, treasurer and a director of Hojo since January 1999. Since January 1999 Mrs. Arberman has also served as the president, secretary, treasurer and a director of three other companies which were incorporated by Mr. Arberman on January 6, 1999; HB Holdings, Inc., JAHB Holdings Inc. and HBJA Holdings Inc. None of these companies currently conduct any business and none currently intends to make any acquisitions. In addition, since May 1999 Mrs. Arberman has served as president of Want.md, a web site focused on offering Internet domain name registrations to medical professionals. From October 1998 until December 1999, Mrs. Arberman has worked as an independent occupational therapist contractor for various contracting agencies. From October 1997 until October 1998, Mrs. Arberman served as an occupational therapist at United Presbyterian Residence Care Corp, a skilled nursing facility. From September 1995 to October 1997, she earned a M.A degree in Occupational Therapy from Touro College. Mrs. Arberman is a registered and licensed Occupational Therapist, is NBCOT Certified and holds a license in New York and Connecticut.

Mrs. Arberman does not have any experience in overseeing web site development; securing web site developers, computer programmers, sales and marketing agents; or in obtaining clients.

Our directors hold office until the next annual meeting of shareholders and the election and qualification of their successors. Directors receive no compensation for serving on the board of directors other than reimbursement of reasonable expenses incurred in attending meetings. Officers are appointed by the board of directors and serve at the discretion of the board.

## Executive Compensation

The following table sets forth all compensation awarded to, earned by, or paid for services rendered to us in all capacities during the period ended December 31, 1999, by our executive officer whose salary and bonus for the period exceeded \$100,000.

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Summary Compensation Table  
Long-Term Compensation Awards

Name and Principal Position	Compensation - 1999		
	Salary	(\$) Bonus	(\$) Number of shares Underlying Options (#)
	-----	-----	
Holli Arberman, president	None	None	None

Mrs. Arberman is currently employed by Hojo Holdings, Inc. at an annual salary of \$24,000 per annum according to a two year written employment agreement signed on August 31, 1999. Mrs. Arberman is not accruing or entitled to any compensation and will not be paid until Hojo raises at least \$200,000 from this offering. Her employment agreement provides for reimbursement of business related expenses, four weeks of vacation per calendar year, medical and disability benefits, additional benefits as offered by Hojo and bonus entitlement. Until there is an independent board member, Mrs. Arberman has verbally agreed not to receive any benefits or bonus from Hojo. The employment contract also contains standard non-compete, termination, confidentiality and other clauses.

We do not presently have a stock option plan but intend to develop an incentive-based stock option plan for our officers and directors in the future and may reserve up to ten percent of our outstanding shares of common stock for that purpose.

#### Conflict of Interest - Management's Fiduciary Duties

A conflict of interest may arise between management's personal financial benefit and management's fiduciary duty to you. Management's interest in their own financial benefit may at some point compromise their fiduciary duty to you.

No proceeds from this offering will be used to purchase directly or indirectly any shares of the common stock owned by management or any present shareholder, director or promoter. No proceeds from this offering will be loaned to any current management or director. We also will not purchase the assets of any company, which is beneficially owned by any of our officers, directors, promoters or affiliates.

Our director and officer is or may become, in her individual capacity, officer, director, controlling shareholder and/or partner of other entities engaged in a variety of businesses. Mrs. Arberman is already involved in three businesses that do not have any current business operations. She does not devote any time to those entities. There exists potential conflicts of interest including allocation of time between Hojo and her other business activities.

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#### SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information with respect to the beneficial ownership of our common stock before and after giving effect to the sale of the maximum number of shares of common stock offered. All shareholders have sole voting and investment power over the shares beneficially owned. Included within this table is information concerning each stockholder who owns more than 5% of any class of our securities, including those shares subject to outstanding options. Although our officer may purchase shares in this offering, the following amounts assume that our officer does not purchase any additional shares.

Joel Arberman and Holli Arberman are husband and wife. Alfred Arberman and Rachelle Arberman are husband and wife and also parents to Joel Arberman. They disclaim all beneficial ownership of each others common shares. Roger Mclelland and Shanti Mclelland are brothers.

Beneficial ownership class of common stock	shares owned	Percentage before offering	of shares after offering

Holli Arberman 21 Blackheath Road Lido Beach, New York 11561	900,000	36.00%	6.00%
Alfred Arberman 18555 NE 14th Ave Suite 611F North Miami Beach, Fl 33179	200,000	8.00	1.30
Rachelle Arberman 18555 NE 14th Ave Suite 611F North Miami Beach, Fl 33179	200,000	8.00	1.30
Anil Goel 75-114 Broadway Ave. Toronto, Ontario M4P1V1, Canada	200,000	8.00	1.30
Brad Jones 80 Kilworth Park Drive RR#3 Komoka, Ontario, N0L10, Canada	200,000	8.00	1.30
Roger Mclelland P.O. Box 235 Ajax Ontario, L1S3C3 Canada	150,000	6.00	1.00
Shanti Mclelland 26 Parker Crescent Ajax, Ontario L1S3R5 Canada	150,000	6.00	1.00
Brad Rotter 1700 Montgomery Street Suite 250 San Francisco, California 94111	150,000	6.00	1.00

Mr. Joel Arberman has the right to convert the money he loaned to us into a maximum of 265,000 shares. If the loan is converted into stock, Mr. Arberman would own 1.76% of the shares outstanding after the offering.

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#### DESCRIPTION OF SECURITIES

##### Current capital structure

As of the date of this prospectus, we have 20,000,000 shares of common stock, par value \$0.001, authorized, with 2,500,000 shares outstanding held of record by 50 stockholders.

##### Common stock

The holders of common stock are entitled to one vote for each share held of record on all matters to be voted on by the shareholders. There is no cumulative voting with respect to the election of directors, with the result that the holders of more than 50 percent of the shares voted for the election of directors can elect all of the directors. The holders of common stock are entitled to receive dividends when, as and if declared by the board of directors out of funds legally available. In the event of liquidation, dissolution or winding up of our business, the holders of common stock are entitled to share ratably in all assets remaining available for distribution to them after payment of liabilities and after provision has been made for each class of stock, if any, having preference over the common stock. When issued for the consideration outlined in this prospectus, all of the outstanding shares of common stock will be fully paid and non-assessable.

##### Preferred stock

Hojo Holdings is not presently authorized to issue shares of preferred stock. However, our board of directors is empowered, without shareholder

approval, to issue additional series of preferred stock with any designations, rights and preferences as they may from time to time determine. Thus, preferred stock, if issued, could have dividend, liquidation, conversion, voting or other rights that could adversely affect the voting power or other rights of the common stock. Preferred stock, if issued, could be utilized, under special circumstances, as a method of discouraging, delaying or preventing a change in control of our business.

Options and Warrants. We do not presently have any options or warrants authorized. However, our board of directors may later determine to authorize options and warrants for Hojo Holdings.

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Dividend Policy. To date, we have not paid any dividends. The payment of dividends, if any, on the common stock in the future is within the sole discretion of the board of directors and will depend upon our earnings, capital requirements, financial condition, and other relevant factors. The board of directors does not intend to declare any dividends on the common stock in the foreseeable future, but instead intends to retain all earnings, if any, for use in our business operations.

Transfer Agent and Registrar . We intend to use Florida Atlantic Stock Transfer, Inc., Tamarac, Florida as our transfer agent for the common stock.

#### SHARES ELIGIBLE FOR FUTURE SALE

Upon completion of this offering, we will have 15,000,000 shares of common stock outstanding, if we sell all of the shares in this offering. Of these shares, the 12,500,000 shares to be sold in this offering will be freely tradable without restriction or further registration under the Securities Act of 1933, except that any shares purchased by our affiliates, as that term is defined in Rule 144 under the Securities Act, may generally only be sold in compliance with the limitations of Rule 144 described below.

The remaining 2,500,000 of common stock held by existing stockholders were issued and sold by us in reliance on exemptions from the registration requirements of the Securities Act. Of these shares, 1,400,000 shares have become eligible for sale on January 6th, 2000, subject to the limitations of Rule 144. In addition, our executive officer and director will own 900,000 shares of the common stock, which will also become eligible for sale on January 6th, 2000, subject to the limitations of Rule 144. We cannot predict the effect, if any, that offers or sales of these shares would have on the market price. Nevertheless, sales of significant amounts of restricted securities in the public markets could adversely affect the fair market price of the shares, as well as impair our ability to raise capital through the issuance of additional equity shares.

In general, under Rule 144, a person who has beneficially owned shares for at least one year is entitled to sell, within any three-month period, a number of shares that does not exceed the greater of (1) one percent of the then outstanding shares of common stock or (2) the average weekly trading volume in the common stock in the over-the-counter market during the four calendar weeks preceding the date on which notice of the sale is filed, provided several requirements concerning availability of public information, manner of sale and notice of sale are satisfied. In addition, our affiliates must comply with the restrictions and requirements of Rule 144, other than the one-year holding period requirement, in order to sell shares of common stock which are not restricted securities.

Under Rule 144(k), a person who is not an affiliate and has not been an affiliate for at least three months prior to the sale and who has beneficially owned shares for at least two years may resell their shares without compliance with those requirements. In meeting the one-and two-year holding periods described above, a holder of shares can include the holding periods of a prior owner who was not an affiliate. The one-and two-year holding periods described above do not begin to run until the full purchase price or other consideration is paid by the person acquiring the shares from the issuer or an affiliate.

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There is presently no agreement by any holder, including our "affiliates", of "restricted" shares not to sell their shares.

#### Penny stock regulation

Broker-dealer practices in connection with transactions in "penny stocks" are regulated by penny stock rules adopted by the Commission. Penny stocks generally are equity securities with a price of less than \$5.00. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document that provides information about penny stocks and the risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction, and monthly account statements showing the market value of each penny stock held in the customer's account. In addition, the penny stock rules generally require that prior to a transaction in a penny stock, the broker-dealer make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for a stock that becomes subject to the penny stock rules. As our shares immediately following this offering will likely be subject to penny stock rules, investors in this offering will in all likelihood find it more difficult to sell their securities.

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#### DISCLOSURE OF COMMISSION POSITION ON INDEMNIFICATION FOR SECURITIES ACT LIABILITIES

Our certificate of incorporation contains provisions permitted under the General Corporation Law of Delaware relating to the liability of directors. The provisions eliminate a director's liability to stockholders for monetary damages for a breach of fiduciary duty, except in circumstances involving wrongful acts, including the breach of a director's duty of loyalty or acts or omissions which involve intentional misconduct or a knowing violation of law. Our certificate of incorporation also contains provisions obligating us to indemnify our directors and officers to the fullest extent permitted by the General Corporation Law of Delaware. We believe that these provisions will assist us in attracting and retaining qualified individuals to serve as directors.

Following the close of this offering, we will be subject to the State of Delaware's business combination statute. In general, the statute prohibits a publicly held Delaware corporation from engaging in a business combination with a person who is an interested stockholder for a period of three years after the date of the transaction in which that person became an interested stockholder, unless the business combination is approved in a prescribed manner. A business combination includes a merger, asset sale or other transaction resulting in a financial benefit to the interested stockholder. An interested stockholder is a person who, together with affiliates, owns, or, within three years prior to the proposed business combination, did own 15% or more of our voting stock. The statute could prohibit or delay mergers or other takeovers or change in control attempts and accordingly, may discourage attempts to acquire us.

As permitted by Delaware law, we intend to eliminate the personal liability of our directors for monetary damages for breach or alleged breach of their fiduciary duties as directors, subject to exceptions. In addition, our bylaws provide that we are required to indemnify our officers and directors, employees and agents under circumstances, including those circumstances in which indemnification would otherwise be discretionary, and we would be required to advance expenses to our officers and directors as incurred in proceedings against them for which they may be indemnified. The bylaws provide that we, among other things, will indemnify officers and directors, employees and agents

against liabilities that may arise by reason of their status or service as directors, officers, or employees, other than liabilities arising from willful misconduct, and to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified. At present, we are not aware of any pending or threatened litigation or proceeding involving a director, officer, employee or agent of ours in which indemnification would be required or permitted. We believe that our charter provisions and indemnification agreements are necessary to attract and retain qualified persons as directors and officers.

We have agreed to the fullest extent permitted by applicable law, to indemnify all our officers and directors.

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Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of Hojo, we have been advised that in the opinion of the Securities and Exchange Commission that the indemnification is against public policy as expressed in the Act and is, therefore, unenforceable.

#### RELATED PARTY TRANSACTIONS

On January 6, 1999, Mrs. Arberman, our president, purchased 900,000 shares for a total consideration of \$900.

Mrs. Arberman, our president, provides various equipment and a portion of her home for office space for no consideration. The value of this equipment and office space are considered to be insignificant.

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Joel Arberman, the husband of our president, has provided a line of credit in the amount of \$12,500 to us. Advances under the verbal agreement, earn interest at a fixed rate of 6%, are unsecured, at our sole discretion can be converted into a maximum of 250,000 common shares, at the rate of one share per \$0.05 loaned and have no specific repayment terms.

At the request of Mrs. Arberman, Joel Arberman has been involved in two administrative roles; o he filed Hojo's articles of incorporation with the State of Delaware and o he is assisting us with our registration statement.

To date, he has not had any material role in the founding or organizing of the business. In addition, he has not directly or indirectly received any consideration for services or property.

Mr. And Mrs. Arberman have no prior experience with any registered or unregistered blank-check offerings.

All future transactions between Hojo and its officers, directors or 5% shareholders, and their respective affiliates, will be on terms no less favorable than could be obtained from unaffiliated third parties and will be approved by a majority of any independent, disinterested directors.

#### BUSINESS

##### General

Hojo was incorporated in January 1999 Although Hojo is only recently organized and has few tangible assets, Hojo is not a "blank check" company. We are an Internet professional services firm specializing in high-end web site development. We intend to obtain clients through commissioned sales and marketing persons and to service our clients through a network of independent

web site developers and computer programmers that we intend to build.

#### Our market

Web sites provide companies with a new set of tools for improving basic business processes including communications, data transmission, marketing, transaction processing and customer service. Web sites can present advertising and marketing materials in new and compelling fashions, display products and services in electronic catalogs, offer products and services for sale online, process transactions and fulfill orders, provide customers with rapid and accurate responses to their questions, and gather customer feedback efficiently.

Businesses are rapidly adopting the use of web sites. Companies implementing web site solutions often must rely on fundamentally new business approaches because these solutions utilize new technologies and allow companies to implement a broad scope of business process improvements. Businesses seeking to realize the benefits provided by web site solutions face a formidable series of challenges presented by the need to link business strategy with new and rapidly changing technologies and continuously updated content.

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Before creating any web site, a company must first conduct a thorough needs assessment to review its strategic business requirements and compare them to the capabilities of its existing processes and systems. Next, the company must design the solution and develop an implementation plan. The implementation, establishment and maintenance of the solution will require significant technical expertise in a number of areas, including, electronic commerce systems, security and privacy technologies, application and database programming, mainframe and legacy integration technologies and advanced user interface and multimedia production.

Similarly, recent trends are changing the marketing communications requirements of businesses throughout the world. Businesses must be able to develop and execute marketing strategies rapidly, because shortening product life cycles reduce lead times for marketing campaigns. Internet-related services have emerged as an integral component of marketing and communications strategy. This new media and the increasing complexity of sophisticated digital delivery, storage and multimedia enhancement tools and technologies enable companies to improve the effectiveness of communications, but pose additional challenges to businesses striving to link business strategy with rapidly changing technologies.

To perform the multitude of Internet professional services in-house, a company would have to make substantial commitments of time, money and technical personnel to keep current with rapidly evolving technologies, content presentation techniques and competitors' offerings. Professionals with the requisite strategic, technical and creative skills are often in short supply and many organizations are reluctant to expand their internal information systems or marketing departments for particular engagements at a time when they are attempting to minimize fixed costs to increase returns on investment. At the same time, external economic factors encourage organizations to focus on their core competencies and limit workforces in the information technology management and marketing areas.

Accordingly, many businesses have chosen to outsource a significant portion of the design, development and maintenance of their web sites and the development and implementation of their marketing strategies to independent professionals. These independent professionals can leverage accumulated strategic, technical and creative talent and track developments in a field characterized by extremely short technology, process and content lifecycles.

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Companies seeking to establish Internet solutions may turn to their traditional marketing or technology service providers for assistance. However,



most of these providers have neither a proven track record of successful Internet solution deployment nor the full portfolio of strategy, technology, marketing and creative skills required to serve client needs effectively. A number of small Internet professional services firms have emerged to address the significant and rapidly growing market for Internet solutions.

We believe that the rapidly increasing demand for Internet solutions has created a significant market opportunity for our Internet professional services firm. In the currently fragmented and rapidly changing environment, an organization that could deliver the creative strengths of advertising and marketing firms, the strategic skills and technical capabilities of information technology consulting service providers, could capitalize on this opportunity to help companies build their businesses in innovative ways.

## Strategy

Our mission is to provide clients with the expertise and resources required to help build their businesses using Internet solutions. To capitalize on the opportunity presented by the rapid growth in demand for those services, we are building a professional services firm with independent representatives to develop client relationships and gain an in-depth understanding of client needs. We believe that our operational model will enable us to scale rapidly by leveraging external resources as our operations expand.

## Services

We anticipate that we will begin to offer our services during the first quarter of 2000. We intend to offer a range of services to deliver Internet solutions designed to help clients build their businesses. In each consulting engagement, the client can contract for the specific services it requires, depending on the nature of the engagement and the capabilities of the client's organization. We intend to bill the majority of our engagements on a time and materials basis, although we also intend deliver solutions on a fixed-price basis. If we fail to estimate accurately the resources and time required for a project or to complete projects within budget, we would have cost overruns and, in some cases, penalties, which could hurt our business.

Early this year, we intend to offer the following services:

- Strategy consulting. To conduct a thorough study of a client's strategic market position, business requirements and existing systems and capabilities to determine the ways in which Internet solutions can most improve their business processes. We would deliver our recommendations, which define the strategic basis for a specific Internet solution that takes into account the client's budget, timeline and available resources.

- Analysis and design. We would translate the client's strategic requirements into a system or process design architecture, a blueprint that defines the roles the system will perform to meet those requirements. By choosing us, our clients would receive vendor-neutral solutions prepared by Internet-focused consultants. We would research, test and evaluate virtually all major Internet technologies and tools to design system and process architectures that successfully meet client needs. Our objective is to design, build and deploy a solution that is logically planned, scales well over time, is sufficiently secure, and is easy to use, administer and manage.

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- Technology development and implementation. We would build a testable version of the client's solution based on the blueprint produced in the analysis and design phase. We would design, code, integrate and test all necessary programs and components using a broad range of expertise, including object-based and relational database systems; electronic commerce systems; custom ActiveX, Java and C++ programming and host integration; implementation of third-party applications and security technologies; and integration of hardware, software and Internet access products. Our independent graphic designers would work to create a compelling user interface for the solution to enable it to attract and hold the attention of the client's target audience while conforming to the client's brand image and marketing campaigns. We would then test the solution created in the development phase and ready it to be deployed into a full production system.

- Audience development. We would work with clients to develop a strategy for achieving its online marketing objectives by increasing web site traffic, strengthening brand awareness and generating sales leads. We intend to provide online media planning and purchasing services and advice regarding online public relations.

- Maintenance. We would provide the client with ongoing support services for its Internet solutions, from content maintenance to site administration, for as long as the client wishes. Our technical consultants could assist clients on a case-by-case basis to resolve technical problems, provide assistance with the hosting environment, and deliver support for Internet solution software.

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Web site developers and computer programmers

We have started to identify suitable consultants to work with us but at this time we do not have any agreements with any web site developer or computer programmer. Our president will identify and try to retain initial consultants through networking and advertisements in technology related publications to assist us in fulfilling a variety of technical requirements by future clients.

We expect that our consultants will be paid on a time and materials basis. Prior to bidding on client contracts, we will estimate the time and materials required completing the project. However, in some cases, we may agree to a negotiated fixed project. If we fail to estimate accurately the resources and time required for a project or to complete projects within budget, we would have cost overruns and, in some cases, penalties, which could hurt our business.

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Clients

We do not currently have any paying clients and there are no arrangements or understandings to gain clients. If we cannot attract a client base, we will not be able to generate sufficient web site development revenue. Demand and market acceptance for Internet web site development is not established. We cannot be sure that the market will continue to emerge or become sustainable. If the market fails to develop or develops more slowly than we expect, then our ability to generate revenue may be materially adversely affected and we may have to cease operations. Our success will depend in great part on our ability to successfully implement our marketing and sales program and create sufficient levels of demand for our services.

We intend to market our services primarily to small and medium-sized companies, which we define as those with over 10 but less than 500 employees. These companies have several desirable characteristics as potential clients: a need for Internet solutions ranging from basic to complex and highly functional web sites, reasonable budgets devoted to information technology expenditures, and a relatively high willingness to adopt Internet-based strategies and solutions. We tailor our professional services to meet the specific needs of these clients.

For Internet solutions, clients would typically begin by establishing a basic web site and then implement increasingly powerful business solutions. Our strategy is to provide clients with services at all stages of their adoption of Internet solutions. We will target clients whose Internet technology and marketing communications consulting needs will result in projects that will generate \$25,000 to \$250,000 in revenues. However, in the early stages of our business, we may need to accept smaller size contracts in order to build a portfolio of references.

Our future consulting engagements may involve projects that are critical to the operations of our clients' businesses. If we do not perform to our clients'

expectations, we face potential liability. Any failure or inability to meet a client's expectations in the performance of our services could injure Hojo's business reputation or result in a claim for substantial damages. Our projects may involve use of material that is confidential or proprietary client information. The successful assertion of one or more large claims against us for failing to protect confidential information or failing to complete a project properly and on time could hurt us.

## Marketing

We anticipate that we will begin to identify and market to clients during the first quarter of this year. We intend to sell our services through independent sales and marketing agents. Our president will identify and try to retain initial marketing consultants through networking and advertisements in sales and marketing related publications to assist us in fulfilling a variety of sales and marketing requirements we have.

Independent agents would typically target our sales efforts at senior executives within a buying organization. When a prospective client is interested in working with us, we will analyze which portions of its development we can support. Throughout this analysis, we work with the prospective client to negotiate terms of a service agreement. Clients are expected to enter into short-term agreements with us. Our goal through this process is to demonstrate our capability to provide savings, and to obtain a longer-term service agreement with the client.

Our marketing efforts will be dedicated to demonstrating the benefits of Internet solutions, and the effectiveness of our organization in providing solutions, to key decision makers in client organizations. Our marketing efforts will be focused on general communications and on obtaining referrals from our existing clients. We may participate in trade conferences and industry forums, and advertise in business publications. We intend to increase our advertising and marketing expenditures in an effort to become better known in our target markets. These expenditures will cover the

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addition of sales, marketing and business development agents, increased advertising, increased media relations, increased presence at trade conferences, and continuing improvements to our web site.

Our marketing budget depends on a number of factors, including our results of operations and ability to raise additional capital. In the event that we are successful in raising additional capital or our results of operations exceed our expectations, our marketing budget for the next 12-month period will increase significantly.

## Strategic relationships

We do not have any strategic relationships at this time. We intend to enter into strategic relationships with a limited number of leading Internet hardware, software and content companies. We believe that these relationships, which will typically be non-exclusive, enable us to deliver clients more effective solutions with greater efficiency because the strategic relationships provide us with the opportunity to gain early access to leading-edge technology, cooperatively market products and services with leading technology vendors, cross-sell additional services and gain enhanced access to vendor training and support. We also believe that these relationships are important because they leverage the strong brand and technology positions of these market leaders.

## Operations

We have very limited operations. Our president currently spends a minimum of 40 hours per week working for us. Our operations are in Lido Beach, New York. We are currently borrowing all of our telecommunications and Internet equipment from our president. Our systems include one Dell computer containing web site development, marketing and accounting software.

We currently do not have any redundant systems that would handle our system functions in the event of a system failure, nor do we have an off-site backup of our information. In the event of a catastrophic loss at our Lido Beach facility resulting in damage to, or destruction of, our computer, telecommunications and Internet systems, we would have a material interruption in our business operations.

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#### Competition

The market for Internet professional services is relatively new, intensely competitive, rapidly evolving and subject to rapid technological change. We expect competition to persist, intensify and increase in the future. Some of our larger competitors include other Internet professional service firms including; Zefer, Usweb, Razorfish and Rare Medium. Some of these competitors offer a full range of Internet professional services and several others have announced their intention to do so.

There are relatively low barriers to entry into our business. For example, we have no significant proprietary technology that would preclude or inhibit competitors from entering the Internet professional services market. We expect to face additional competition from new entrants into the market in the future. Existing or future competitors could develop or offer services that provide significant performance, price, creative or other advantages over those offered by us.

We believe that the principal competitive factors in our market are strategic expertise, technical knowledge and creative skills, brand recognition, reliability of the delivered solution, client service and price. Most of our current and potential competitors have longer operating histories, larger installed client bases, longer relationships with clients and significantly greater financial, technical, marketing and public relations resources than we have and could decide at any time to increase their resource commitments to our market. In addition, the market for Internet solutions is relatively new and subject to continuing definition, and, as a result, the core business of many of our competitors may better position them to compete in this market as it matures. Competition of the type described above could materially adversely affect our business, results of operations and financial condition.

#### Regulation of our business

We do not currently face direct regulation by any governmental agency, other than laws and regulations generally applicable to businesses.

Due to the increasing popularity and use of the Internet, it is possible that a number of laws and regulations may be adopted in the U.S. and abroad with particular applicability to the Internet. It is possible that governments will enact legislation that may be applicable to us in areas including content, network security, encryption and the use of key escrow, data and privacy protection, electronic authentication or "digital" signatures, illegal and harmful content, access charges and retransmission activities. Moreover, the applicability to the Internet of existing laws governing issues including property ownership, content, taxation, defamation and personal privacy is uncertain.

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The majority of laws that currently regulate the Internet were adopted before the widespread use and commercialization of the Internet and, as a result, do not contemplate or address the unique issues of the Internet and related technologies. Any export or import restrictions, new legislation or regulation or governmental enforcement of existing regulations may limit the growth of the Internet, increase our cost of doing business or increase our legal exposure. Any of these factors could have a material adverse effect on our business, financial condition and results of operations.

Violations of local laws may be alleged or charged by state or foreign

governments and we may unintentionally violate local laws and local laws may be modified, or new laws enacted, in the future. Any of these developments could have a material adverse effect on our business, results of operations and financial condition.

## Employees

As of the date of this prospectus, we have one full time employee.

From time to time, we will employ additional independent contractors to support our development, technical, marketing, sales, support and administrative organizations. Competition for qualified personnel in the industry in which we compete is intense. We believe that our future success will depend in part on our continued ability to attract, hire or acquire and retain qualified employees.

## Properties

We have our corporate headquarters in Lido Beach, New York. Substantially all of our operating activities are conducted from 200 square feet of office space provided by our president at no charge. We believe that additional space will be required as our business expands and believe that we can obtain suitable space as needed. We do not own any real estate.

## Legal proceedings

We are not currently involved in any legal or regulatory proceedings or, arbitration. However, our business involves substantial risks of liability, including possible exposure to liability under federal, state and international laws in connection with the gathering and use of information about our users, infringing the proprietary rights of others and possible liability for product defects, errors or malfunctions.

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## MANAGEMENT DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

### Plan of operations

Hojo began implementing phases of its business plan in October 1999. We began by purchasing and installing office equipment, a computer and web site development software. We purchased the domain name [www.hojoholdings.com](http://www.hojoholdings.com) and have designed, developed and launched our first commercial web site.

Our web site utilizes leading-edge technology to present a variety of information that we believe will be of interest to future customers. We provide several categories of information, including:

- o our services - information about the services we offer
- o rates - a section for potential customers to obtain quotes from us
- o why a website - an explanation of why we believe web sites are required business tools
- o about us - a description and background of us
- o employment - an explanation of the types of independent contractors we are seeking
- o news - current information about us
- o contact us - our address, phone/fax number and email address
- o samples - we show a variety of web pages and web sites that we have developed

We believe that the most important portion of our web site is the section that displays a variety of samples that we created. The samples demonstrate a variety of web site design and development skills that we possess and can offer future clients. For example, our web development samples include:

- o an animation introducing a new software product
- o an animated splash page utilized to introduce a new web site
- o a home page created utilizing the latest animation software
- o a web site containing a variety of photographs

As a result of the initial samples, we have been able to identify several individuals and entities that were interested in us to modify their web site and in some cases to host their web sites. In return for not charging them for our nominal services, each has agreed to serve as a reference for us, which we believe will help us in getting paying customers.

Based upon our samples and our references, we have had several early-stage discussions with individuals that are considering hiring us to develop their web sites. The discussions are ongoing, have not led to any contract as of the date of this date and we can not assure you that they will lead to any revenues.

Since early January 2000, we began to identify web site developers that could assist us with complex web site development that may be required by future clients. Based upon our recent conversations with qualified individuals, we are comfortable that we can secure appropriate web site developers as needed and in an economical manner, to satisfy a wide variety of possible requirements from future clients. To date, we have not contracted any web site developers. We plan to continue to identify suitable web site developers so that we have a wide range to select from we need them.

Beginning in the second quarter of 2000, we plan to identify independent contractors that can assist us in obtaining web site development contracts. We believe that these individuals would be compensated on a commission basis, which would be calculated from the total revenues we receive as a result of their efforts.

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#### Revenues

We do not generate any revenues yet. We intend to generate revenue by offering a range of services to deliver Internet solutions designed to help clients build their businesses. In each consulting engagement, the client can contract for the specific services it requires, depending on the nature of the engagement and the capabilities of the client's organization. We intend to bill the majority of our engagements on a time and materials basis, although we also intend to deliver solutions on a fixed-price basis.

#### Cost of revenues

As we grow, our operating expenses will increase in connection with building and maintaining our network of independent web site developers and programmers, sales and marketing agents, web site development, and general and administrative needed to support our growth.

Web site developer and programmer expenses consist primarily of compensation for independent consultants that provide us with technical services. We expect to significantly increase our web site developer and programmer expenses in absolute dollars as we secure new clients.

Sales and marketing expenses consist primarily of compensation for sales and marketing agents, travel, public relations, sales and other promotional materials, trade shows, advertising and other sales and marketing programs. We expect to continue to increase our sales and marketing expenses in absolute dollars in future periods to promote our brand, to pursue our business development strategy and to increase the size of our sales force.

General and administrative expenses consist primarily of compensation for personnel and fees for outside professional advisors. We expect that general and administrative expenses will continue to increase in absolute dollars in future periods as we continue to add staff and infrastructure to support our expected domestic and international business growth and bear the increased expense associated with being a public company.

We anticipate that we will incur net losses for the foreseeable future. The extent of these losses will be contingent, in part, on the amount of net revenue generated from clients. There can be no assurance that our operating losses will not increase in the future or that we will ever achieve or sustain profitability.

## Limited operating history

Our limited operating history makes predicting future operating results very difficult. We believe that you should not rely on our current operating results to predict our future performance. You must consider our prospects in light of the risks, expenses and difficulties encountered by companies in new and rapidly evolving markets. We may not be successful in addressing these risks and difficulties.

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Our fiscal year ends December 31.

## Results of operations

For the period January 5, 1999 to December 31, 1999, we did not generate any operating revenues and incurred a cumulative net loss of approximately \$10,000. Our operating expenses consist of organizational costs including accounting, incorporation and state fees as well as the purchase of office supplies and communications expenses.

The results of operations for the period January 5, 1999 to December 31, 1999 are not necessarily indicative of the results for any future interim period. We expect to expand our business and client base, which will require us to increase the number of technical, sales and marketing agents and to develop our web site and purchase equipment, which will result in increasing expenses.

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## Liquidity and capital resources

Since inception, our financing has been provided to us through a credit line of \$12,500 from Joel Arberman, the husband of our president. Advances under the verbal agreement earn interest at a fixed rate of 6%, are unsecured, can be converted, at our sole discretion, into one common share for each \$0.05 loaned and have no specific repayment terms. As of December 31, 1999, we borrowed approximately \$10,000 and have a remaining credit line of approximately \$2,500.

Our operating and capital requirements have exceeded our cash flow from operations as we have been building our business. During the period January 5, 1999 to December 31, 1999 we used cash of approximately \$12,500 for operating and investing activities, which have been primarily funded by approximately \$10,000 in borrowings and \$2,500 in proceeds from the sale of stock. At December 31, 1999 we had \$20 in cash.

We expect to make expenditures of at least \$50,000 during the twelve months following the closing of this offering. These expenditures will be used to continue web site development, recruiting independent contractors, begin sales and marketing and for general working capital.

We have an accumulated deficit and negative working capital and accordingly, our ability to continue as a going concern is dependent upon obtaining additional capital and financing for our planned operations.

If we are successful in selling at least 1,000,000 of the shares offered, the \$50,000 of proceeds generated will be sufficient to maintain our operations for at least 12 months after completion of the offering. If independent contractors accept stock for their services then we might be able to reduce our cash requirements. As many as half of the 12,500,000 shares offered may be issued for services. If we are unable to raise these funds we will not remain as a viable going concern and investors may lose their entire investment.

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As a result of our limited operating history, we have limited meaningful historical financial data upon which to base planned operating expenses. Accordingly, our anticipated expense levels in the future are based in part on our expectations as to future revenue. We expect that these expense levels will become, to a large extent, fixed. Revenues and operating results generally will depend on the volume of, timing of and ability to complete transactions, which



are difficult to forecast. In addition, there can be no assurance that we will be able to accurately predict our net revenue, particularly in light of the intense competition for Internet professional services, our limited operating history and the uncertainty as to the broad acceptance of the web and Internet. We may be unable to adjust spending in a timely manner to compensate for any unexpected revenue shortfall or other unanticipated changes in our industry. Any failure by us to accurately make predictions would have a material adverse effect on our business, results of operations and financial condition

#### Material agreements

To date, we have not entered into any arrangements with independent agents to provide technology development, sales or marketing.

In August 1999, we entered into a two-year employment agreement with Holli Arberman, our president. Mrs. Arberman will be compensated at the rate of \$24,000 per year. However, no compensation shall be paid until we raise gross investment proceeds exceeding \$200,000.

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#### YEAR 2000 READINESS DISCLOSURE

We are not currently aware of any Year 2000 compliance problems relating to our software or systems that would have a material adverse effect on our business, results of operations and financial condition, without taking into account our efforts to avoid or fix any problems. There can be no assurance that third-party software, hardware, or services incorporated into our systems will not need to be revised or replaced, which could be time consuming and expensive. Our failure to fix our software or to fix or replace third-party software, hardware or services on a timely basis could result in lost revenues, increased operating costs and other business interruptions, any of which could have a material adverse effect on our business, results of operations and financial condition. Moreover, failure to adequately address Year 2000 compliance issues in our software and systems could result in claims of mismanagement, misrepresentation or breach of contract and related litigation, which could be costly and time-consuming to defend. In addition, there can be no assurance that governmental agencies, utility companies, internet access companies, third-party service providers and others outside our control will be Year 2000 compliant. The failure by those entities to be Year 2000 compliant could result in a

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systematic failure beyond our control, including prolonged internet, telecommunications or electrical failure. That type of failure could prevent us from delivering our services, decrease the use of the internet or prevent users from accessing our websites any of which would have a material adverse effect on our business, results of operations and financial condition.

#### WHERE YOU CAN FIND MORE INFORMATION?

We have not been subject to the reporting requirements of the Securities Exchange Act of 1934, prior to completion of this offering. We have filed with the SEC a registration statement on Form SB-2 to register the offer and sale of the shares. This prospectus is part of that registration statement, and, as permitted by the SEC's rules, does not contain all of the information in the registration statement. For further information with respect to us and the shares offered under this prospectus, you may refer to the registration statement and to the exhibits and schedules filed as a part of the registration statement. You can review the registration statement and our exhibits and schedules at the public reference facility maintained by the SEC at Judiciary Plaza, Room 1024, 450 Fifth Street, N.W., Washington, D.C. 20549 and at the regional offices of the SEC at 7 World Trade Center, Suite 1300, New York, New York 10048 and Citicorp Center, Suite 1400, 500 West Madison Street, Chicago, Illinois 60661. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. The registration statement is also available electronically on the world wide web at <http://www.sec.gov>.



You can also call, write or email us at any time with any questions you may have. We would be pleased to speak with you about any aspect of this offering.

Hojo Holdings, Inc.  
(A Development Stage Enterprise)

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INDEPENDENT AUDITORS' REPORT

To the Director of Hojo Holdings, Inc.:

We have audited the accompanying balance sheet of Hojo Holdings, Inc. (the "Company"), a development stage enterprise, as of December 31, 1999, and the related statements of operations, stockholders' deficit and cash flows for the period January 5, 1999 (date of incorporation) to December 31, 1999. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining on a test basis, evidence supporting the amounts and the disclosures in the financial statements. An audit also includes assessing the accounting principles used and the significant estimates made by management, as well as the overall financial statement presentation. We believe our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31,

1999, and the results of its operations and its cash flows for the period January 5, 1999 (date of incorporation) to December 31, 1999 in conformity with generally accepted accounting principles.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Notes A and B to the financial statements, the Company is in the development stage and has an accumulated deficit, anticipates incurring net losses in the foreseeable future and will require a significant amount of capital to commence its planned principal operations and proceed with its business plan. As of the date of these financial statements, no significant capital has been raised, and as such there is no assurance that the Company will be successful in its efforts to raise the necessary capital to commence its planned principal operations and/or implement its business plan. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to this matter are described in Note B. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Kingery Crouse & Hohl P.A.

January 24, 2000  
Tampa FL

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Hojo Holdings, Inc..  
(A Development Stage Enterprise)

BALANCE SHEET AS OF DECEMBER 31, 1999

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ASSETS

Cash and cash equivalents	\$	20
Computer equipment (less accumulated depreciation of \$0.00)		2,197
		-----
TOTAL	\$	2,217
		=====

LIABILITIES AND STOCKHOLDERS' DEFICIT

LIABILITIES - Due to affiliate	\$	10,003
		-----

STOCKHOLDERS' DEFICIT:

Common stock - \$.001 par value - 20,000,000 shares authorized; 2,500,000 shares issued and outstanding		2,500
Deficit accumulated during the development stage		(10,286)
		-----
Total stockholders' deficit		(7,786)
		-----

TOTAL	\$	2,217
		=====

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See notes to financial statements

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Hojo Holdings, Inc.  
(A Development Stage Enterprise)

STATEMENT OF OPERATIONS  
for the period January 5, 1999 (date of incorporation)  
to December 31, 1999

-----			
EXPENSES:			
Professional fees	\$	5,848	
Office		2,226	
Marketing		991	
Filing fees		554	
Organization costs		564	
Travel and entertainment		103	
		-----	
NET LOSS	\$	10,286	
		=====	
NET LOSS PER SHARE:			
Basic	\$	0.00	
		=====	
Weighted average number of shares - basic		2,500,000	
		=====	

See notes to financial statements

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Hojo Holdings, Inc.  
(A Development Stage Enterprise)

STATEMENT OF STOCKHOLDERS' DEFICIT  
for the period January 5, 1999 (date of incorporation)  
to December 31, 1999

<TABLE>  
<CAPTION>

	Common Stock		Deficit Accumulated During the Development Stage	Total
	Shares	Par Value		
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
Balances, January 5, 1999 (date of incorporation)	0	\$ 0	\$ 0	\$ 0
Issuance of common stock	2,500,000	2,500		2,500
Net loss for the period,				

January 5, 1999 (date of  
Incorporation) to  
December 31, 1999

			(10,286)	(10,286)
	-----	-----	-----	-----
Balances, December 31, 1999	2,500,000	\$ 2,500	\$ (10,286)	\$ (7,786)
	=====	=====	=====	=====

</TABLE>

See notes to financial statements

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Hojo Holdings, Inc.  
(A Development Stage Enterprise)

STATEMENT OF CASH FLOWS  
for the period January 5, 1999 (date of incorporation)  
to December 31, 1999

CASH USED IN OPERATING ACTIVITIES - Net loss	\$ (10,286)
	-----
CASH FLOWS FROM INVESTING ACTIVITIES-	
Purchase of computer equipment	(2,197)
	-----
CASH FLOWS FROM FINANCING ACTIVITIES:	
Increase in due to affiliate	10,003
Proceeds from the issuance of common stock	2,500
	-----
NET CASH PROVIDED BY FINANCING ACTIVITIES	12,503
	-----
NET INCREASE IN CASH AND CASH EQUIVALENTS	20
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	0
	-----
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$ 20
	=====
Interest paid	\$ 0
	=====
Taxes paid	\$ 0
	=====

See notes to financial statements

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Hojo Holdings, Inc.  
(A Development Stage Enterprise)

-----  
NOTE A - FORMATION AND OPERATIONS OF THE COMPANY

Hojo Holdings, Inc. (the "Company") was incorporated under the laws of the state of Delaware on January 5, 1999. The Company, which is considered to be in the development stage as defined in Financial Accounting Standards Board Statement No. 7, is a web site development firm that intends to build a network of independent web site developers for projects it secures from clients. The planned principal operations of the Company have not commenced, therefore accounting policies and procedures have not yet been established.

## Use of Estimates

The preparation of financial statements in accordance with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements. The reported amounts of revenues and expenses during the reporting period may be affected by the estimates and assumptions management is required to make. Actual results could differ from those estimates.

## NOTE B - GOING CONCERN

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has an accumulated deficit of approximately \$7,800 through December 31, 1999, anticipates incurring net losses for the foreseeable future and will require a significant amount of capital to commence its planned principal operations and proceed with its business plan. Accordingly, the Company's ability to continue as a going concern is dependent upon its ability to secure an adequate amount of capital to finance its planned principal operations and/or implement its business plan. The Company's plans include a public offering of its common stock (see Note F) and the issuance of debt, however there is no assurance that they will be successful in their efforts to raise capital. These factors, among others, may indicate that the Company will be unable to continue as a going concern for a reasonable period of time.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

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## NOTE C - RELATED PARTY TRANSACTIONS

On August 30, 1999, the Company executed a two year employment contract with its President, which requires annual compensation of approximately \$24,000 plus certain bonuses and fringe benefits (as defined in the agreement). The agreement shall become effective upon the date on which the Company receives more than \$200,000 of gross investment capital.

During the period January 5, 1999 (date of incorporation) to December 31, 1999, the Company's President provided various equipment, services and a portion of her home for office space for no consideration. The value of this equipment, services and office space are considered to be insignificant and as such no expense has been recorded.

At December 31, 1999, the Company has an informal line of credit with the President's husband. Advances under this arrangement accrue interest at a fixed rate of 6%, are unsecured and have no specified repayment terms. At the sole discretion of the Company this debt can be converted into a maximum of 250,000

common shares at the rate of one share per \$0.05 advanced at the date of conversion. During the period ended December 31, 1999, the Company borrowed \$12,500 under this arrangement of which \$10,003 remained outstanding at December 31, 1999. Interest has not been paid or accrued as of or for the period August 5, 1999 (date of incorporation) to December 31, 1999 because of its insignificance.

#### NOTE D - INCOME TAXES

The Company has recognized losses for both financial and tax reporting purposes and has a net operating loss carryforward of approximately \$10,000 as of December 31, 1999. As such, no deferred income taxes have been provided for in the accompanying financial statements. Also, because the Company would establish a valuation allowance for any deferred income tax asset, no deferred income tax benefit and/or asset has been recorded in the accompanying financial statements.

#### NOTE E - LOSS PER SHARE

The Company computes net loss per share in accordance with SFAS No. 128 "Earnings per Share" ("SFAS No. 128") and SEC Staff Accounting Bulletin No. 98 ("SAB 98"). Under the provisions of SFAS No. 128 and SAB 98, basic net loss per share is computed by dividing the net loss available to common stockholders for the period by the weighted average number of common shares outstanding during the period. Diluted net loss per share is computed by dividing the net loss for the period by the number of common and

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common equivalent shares outstanding during the period. As of December 31, 1999 there were approximately 200,000 dilutive shares outstanding related to the convertible debt discussed in NOTE C. These shares are considered antidilutive for purposes of the earnings per share calculation and are therefore not included in the earnings pre share calculation; accordingly diluted net loss per share and basic net loss per share are the same.

#### NOTE F - COMMON STOCK OFFERING

The Company intends to file a registration statement with the SEC to sell up to 12,500,000 shares of its common stock for \$0.05 per share. As many as 6,250,000 of these shares may be issued in exchange for services. The offering will be on a best-efforts, no minimum basis. As such, there will be no escrow of any of the proceeds of the offering and the Company will have the immediate use of such funds to finance its operations.

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\*, 1999

Hojo Holdings, Inc.

12,500,000 shares of common stock

PROSPECTUS

We have not authorized any dealer, salesperson, or other person to give you written information other than this prospectus or to make representations as to matters not stated in this prospectus. You must not rely on unauthorized information. This prospectus is not an offer to sell these securities or our solicitation of your offer to buy the securities in any jurisdiction where that would not be permitted or legal. Neither the delivery of this prospectus nor any sales made after the date of this prospectus shall create an implication that the information contained in this prospectus or the affairs of our business have not changed since the date of this prospectus.

Until \_\_\_\_\_, 2000 all dealers effecting transactions in the registered securities, whether or not participating in this distribution, may be required to deliver a prospectus. This is in addition to the obligation of dealers to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.

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## Part II - INFORMATION NOT REQUIRED IN PROSPECTUS

### Item 24. Indemnification of directors and officers.

The information required by this Item is incorporated by reference to "indemnification" in the prospectus herein.

### Item 25. Other Expenses of Issuance and Distribution.

SEC Registration Fee	\$173.75
Blue Sky Fees and Expenses	6,000
Legal Fees and Expenses	10,000
Printing and Engraving Expenses	2,000
Accountants' Fees and Expenses	10,000
Miscellaneous	1,826.25
Total	\$30,000

The expenses, except for the SEC fees, are estimated.

### Item 26. Recent sales of unregistered securities.

The following sets forth information relating to all previous sales of common stock by the Registrant which sales were not registered under the Securities Act of 1933.

On January 6, 1999, we issued 900,000 shares of common stock to Holli Arberman, president and CEO at a price of \$0.001 per share, for aggregate consideration of \$900. This purchase and sale were exempt from registration under the Securities Act of 1933, (the "Securities Act"), according to Section 4(2) on the basis that the transaction did not involve a public offering.

On January 6, 1999, we sold 1,600,000 shares of common stock to 49 investors, each of whom subscribed to purchase the shares, at a price of \$0.001 per share, for aggregate consideration of \$1,600. No sales commissions were paid in connection with the offering. These sales were exempt from registration under the Securities Act of 1933, (the "Securities Act"), according to Section 4(2) on the basis that the transaction did not involve a public offering.

All individuals that purchased shares of stock had the opportunity to ask questions and receive answers from our officer and director. In addition, they had access to review all of our corporate records and material contracts and agreements, which were very limited since we had just incorporated Hojo. Each of the investors were asked a series of questions to determine whether or not they were accredited investors, as defined by Rule 215, or if they were sophisticated investors. All persons that had sufficient knowledge and experience from which to make an informed investment decision are listed as being sophisticated.

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January 6, 1999

Holli Arberman sophisticated

January 6, 1999

Alfred Arberman	sophisticated
Rachelle Arberman	sophisticated
Anil Goel	sophisticated
Brad Jones	sophisticated
Roger Mclelland	sophisticated
Shanti Mclelland	sophisticated
Brad Rotter	accredited
Robert Enslein	accredited
Paul Milelli	sophisticated
Tumer Bahcheli	accredited
Ellis Reemer	accredited
Bryan Eggers	sophisticated
Steve Palmer	sophisticated
Kevin Lewis	accredited
Raj Vadavia	sophisticated
Bob Vukovitch	accredited
Jonathan Lewis	sophisticated
Mark Freeman	accredited
Michael Levy	accredited
Glenn Bierman	accredited
Bella and Mauricio Nemes	sophisticated
Simon and Sarah Blechner	sophisticated
Sefany Jones	sophisticated
Hillary Braderman	sophisticated
Larry Stessel	accredited
Isabel Arberman	sophisticated
Joshua and Renee Bialek	sophisticated
Fred Sager	accredited
Cliff Berger	accredited
Morty Dugatz	accredited
Kerry Kassover	accredited
Ron Kassover	sophisticated
George Chajes	sophisticated
Harvey Jacobson	accredited
Jeremy and Karen Blumenfeld	sophisticated
Lisa Appel	sophisticated
Lawrence Frankel	sophisticated
Debbie Galla	sophisticated
Bob Herbst	sophisticated

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Adam Hutt	sophisticated
Lisa Kahn	sophisticated
Burt Miller	sophisticated
Joseph Popolow	accredited



David Smith	sophisticated
Ilan Weinberg	sophisticated
Elain Calmon	sophisticated
Herbert and June Appel	sophisticated
Mark Defelice	sophisticated
Thomas Caton	sophisticated

#### Item 27. Exhibits.

The exhibits marked with an "\*" have already been filed. The remaining exhibits are filed with this Registration Statement:

Number	Exhibit Name
*1.1	Subscription Agreement
*3.1	Articles of Incorporation
3.2	By-Laws
* 5.0	Opinion Regarding Legality
*10.1	Employment Agreement with Holli Arberman.
23.1	Consent of Expert
24.1	Consent of Counsel

All other Exhibits called for by Rule 601 of Regulation S-B are not applicable to this filing. Information pertaining to our common stock is contained in our Articles of Incorporation and By-Laws.

#### Item 28. Undertakings.

The undersigned registrant undertakes:

(1) To file, during any period in which offer or sales are being made, a post-effective amendment to this registration statement:

To include any prospectus required by section I 0(a) (3) of the Securities Act of 1933;

To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment) which, individually or in the aggregate, represent a fundamental change in the information in the registration statement;

To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to the information in the Registration Statement.

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(2) That, for the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of securities at that time shall be deemed to be the initial bona fide offering.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

Subject to the terms and conditions of Section 15(d) of the Securities Exchange Act of 1934, the undersigned Registrant undertakes to file with the Securities and Exchange Commission any supplementary and periodic information, documents, and reports as may be prescribed by any rule or regulation of the Commission heretofore or hereafter duly adopted pursuant to authority conferred

to that section.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers, and controlling persons of the Registrant pursuant to our certificate of incorporation or provisions of Delaware law, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission the indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. If a claim for indemnification against liabilities (other than the payment by the Registrant) of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit, or proceeding is asserted by a director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of our counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether the indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of the issue.

#### SIGNATURES

In accordance with the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form SB-2 and has duly caused this registration statement to be signed on our behalf by the undersigned, in the City of Lido Beach, State of New York, on January 25, 2000.

(Registrant) Hojo Holdings, Inc.

By (signature and title) /s/ Holli Arberman  
president, treasurer, and director

In accordance with the requirements of the Securities Act of 1933, this registration statement was signed by the following persons in the capacities and on the dates stated.

(signature) /s/ Holli Arberman  
(title) president, chief executive officer,  
secretary, chairman of the board  
(date) January 25, 2000

(signature) /s/ Holli Arberman  
(title) Chief Accounting Officer  
(date) January 25, 2000

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

EXHIBITS

TO  
REGISTRATION STATEMENT  
ON FORM SB-2  
UNDER  
THE SECURITIES ACT OF 1933

Hojo Holdings, Inc.

(Consecutively numbered pages 48 through of this Registration Statement)

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INDEX TO EXHIBITS

SEC REFERENCE NUMBER	TITLE OF DOCUMENT	LOCATION
1.1	Subscription Agreement	Previous Filing
3.1	Articles of Incorporation	Previous Filing
3.2	Bylaws	
5	Consent of HOGE, EVANS, HOLMES, CARTER & LEDBETTER, PLLC	This Filing Page____
10.1	Employment Agreement for Holli Arberman	Previous Filing
23	Consent of Kingery, Crouse & Hohl, P.A.	This Filing Page



REFERENCE 3.2

AMENDED AND RESTATED BYLAWS

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AMENDED AND RESTATED BY-LAWS

OF

HOJO HOLDINGS, INC.  
(a Delaware corporation)

-----  
Adopted by Unanimous Written Consent of the Board of Directors on  
December 31, 1999  
-----

ARTICLE I  
Office

Section 1.1. Registered Office. The registered office of Hojo Holdings, Inc. (the "Corporation") in the State of Delaware shall be located at 15 East North Street in the City of Dover, County of Kent.

Section 1.2. Registered Agent. The registered agent of the Corporation in the State of Delaware at its registered office is Incorporating Services, Ltd.

Section 1.3. Principal Office. The principal place of business of the Corporation shall be at 21 Blackheath Road, in the City of Lido Beach, County of Nassau and State of New York, or at such other place as the Board of Directors may at any time or from time to time designate.

Section 1.4. Other Offices. The Corporation may establish or discontinue, from time to time, such other offices and places of business within or without the State of Delaware as may be deemed proper for the conduct of the business of the Corporation.

## Meeting of Stockholders

Section 2.1. Annual Meeting. The annual meeting of such holders of capital stock ("Stock") as are entitled to vote thereat ("Annual Meeting of Stockholders") shall be held for the election of directors and the transaction of such other business as properly may come before it on the third Monday in January of each year at 10:00 a.m., local time, or on such other date, and at such time and place, as shall be determined by resolution of the Board of Directors. If the day fixed for the annual meeting is a legal holiday, such meeting shall be held on the next succeeding business day.

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Section 2.2. Special Meetings. In addition to such special meetings as are provided for by law or by the Certificate of Incorporation, special meetings of the stockholders of the Corporation may be called at any time by the Board of Directors, and by the Secretary upon the written request stating the purposes of any such meeting of the holders of record collectively of at least thirty (30%) percent of the outstanding shares of Stock of the Corporation. Special meetings shall be called by means of a notice as provided in Section 2.4 hereof.

Section 2.3. Place of Meetings. All meetings of the stockholders shall be held at such place within or without the State of Delaware as shall be designated by the Board of Directors.

Section 2.4. Notice of Meetings. Whenever stockholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, date and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called. The notice of each Annual Meeting of Stockholders shall identify each matter intended to be acted upon at such meeting. If mailed, the notice shall be addressed to each stockholder in a postage-prepaid envelope at his address as it appears on the records of the Corporation unless, prior to the time of mailing, the Secretary shall have received from any such stockholder a written request that notices intended for him be mailed to some other address. In such case the notice intended for such stockholder shall be mailed to the address designated in such request. Notice of each meeting of stockholders shall be delivered personally or mailed not less than ten (10) nor more than sixty (60) days before the date fixed for the meeting to each stockholder entitled to vote at such meeting.

Section 2.5. Waiver of Notice. Whenever notice is required to be given, a written waiver thereof signed by the person entitled to notice whether before or after the time stated therein for such meeting shall be deemed equivalent to notice. Attendance of a person at a meeting of stockholders shall constitute a waiver of notice of such meeting, except as otherwise provided by law. Neither the business to be transacted at nor the purpose of any regular or special meeting of the stockholders need be specified in any written waiver of notice.

Section 2.6. Organization of Meetings. The Chairman of the Board, if any, shall act as chairman at all meetings of stockholders at which he is present and, as such chairman, shall call such meetings of stockholders to order and shall preside thereat. If the Chairman of the Board shall be absent from any meeting of stockholders, the duties otherwise provided in this Section to be performed by him at such meeting shall be performed at such meeting by the President. If both the Chairman of the Board and the President shall be absent, such duties shall be performed by a Vice President designated by the President to preside at such meeting. If no such officer is present at such meeting, any stockholder or the proxy of any stockholder entitled to vote at the meeting may call the meeting to order and a chairman to preside thereat shall be elected by a majority of those present and entitled to vote. The Secretary of the Corporation shall act as secretary at all meetings of the stockholders but, in his absence, the chairman of the meeting may appoint any person present to act as secretary of the meeting.

Section 2.7. Stockholders Entitled to Vote. The Board of Directors may fix a date not less than ten (10) nor more than sixty (60) days preceding the date of any meeting of stockholders, or preceding the last day on which the consent of stockholders may be effectively expressed for any purpose without a meeting, as a record date for the determination of the stockholders entitled: (a) to notice of, and to vote at, such meeting and any adjournment thereof; or (b) to express such consent. In such case such stockholders of record on the date so fixed, shall be entitled to notice of, and to vote at, such meeting and any adjournment thereof or to express such consent, as the case may be, notwithstanding any transfer of any stock on the books of the Corporation after any such record date is so fixed.

Section 2.8. List of Stockholders Entitled to Vote. The Secretary shall prepare and make or cause to be prepared and made, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at such meeting, arranged in alphabetical order and showing the address of each such stockholder as it appears on the records of the Corporation and the number of shares registered in the name of each such stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at a place specified in the notice of meeting within the city where the meeting is to be held or, if not so specified, at the place where the meeting is to be held, and a duplicate list shall be similarly open to examination at the principal place of business of the Corporation. Such list shall be produced and kept at the time and place of the meeting during the whole time thereof and may be inspected by any stockholder who is present.

Section 2.9. Quorum and Adjournment. Except as otherwise provided by law and in the Certificate of Incorporation, the holders of a majority of the shares of Stock entitled to vote at the meeting shall constitute a quorum at each meeting of the stockholders. Where more than one class or series of Stock

is entitled to vote at such a meeting, a majority of the shares of each such class or series of Stock entitled to vote at such meeting shall constitute a quorum at such meeting. In the absence of a quorum, the holders of a majority of all such shares of Stock present in person or by proxy may adjourn any meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum may be present, any business may be transacted which might have been transacted at the meeting as originally called. Notice of an adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 2.10. Order of Business. The order of business at all meetings of stockholders shall be as determined by the chairman of the meeting.

Section 2.11. Vote of Stockholders. Except as otherwise permitted by law, by the Certificate of Incorporation or by Section 2.13 hereof, all action by stockholders shall be taken at a meeting of the stockholders. Except as otherwise provided in the Certificate of Incorporation, every stockholder of record, as determined pursuant to Section 2.7 hereof, who is entitled to vote shall at every meeting of the stockholders be entitled to one vote for each share of Stock entitled to participate in such vote held by such stockholder on the record date. Every stockholder entitled to vote shall have the right to vote in person or by proxy. Except as otherwise provided by law, no vote on any question upon which a vote of the stockholders may be taken need be by ballot unless the chairman of the meeting shall determine that it shall be by ballot or the holders of a majority of the shares of Stock present in person or by proxy and entitled to participate in such vote shall so demand. In a vote by ballot each ballot shall state the number of shares voted and the name of the stockholder or proxy voting. Unless otherwise provided by law or by the Certificate of Incorporation, each director shall be elected and all other questions shall be decided by the vote of the holders of a majority of the shares of Stock present in person or by proxy at the meeting and entitled to vote on the question.

Section 2.12. Proxies. Each stockholder entitled to vote at a meeting of stockholders or to express consent to corporate action in writing without a meeting may authorize another person or persons to act for him by proxy. A proxy acting for any stockholder shall be duly appointed by an instrument in writing subscribed by such stockholder.

Section 2.13. Consent of Stockholders in Lieu of Meeting. Whenever the vote of stockholders at a meeting thereof is required or permitted to be taken for or in connection with any corporate action by any provision of the General Corporation Law of the State of Delaware, the meeting, prior notice of such meeting and the vote of the stockholders may be dispensed with and such corporate action may be taken with the written consent of the stockholders of Stock having not less than the minimum percentage of the total vote required by statute for the proposed corporate action, unless the Certificate of Incorporation or the By-Laws require a greater percentage for such action, in which case the consent shall be that of the holders of such greater percentage; provided, however, that prompt notice is given to all the stockholders who have not consented of the taking of such corporate action without a meeting and by



less than unanimous written consent. Whenever it is intended that action is to be taken by stockholders without a meeting, a form for expressing consent in writing to such action shall be sent to all holders of Stock entitled to vote on such action.

Section 2.14. Attendance at Meetings of Stockholders. Any stockholder of the Corporation not entitled to notice of the meeting or to vote at such meeting shall nevertheless be entitled to attend any meeting of stockholders of the Corporation.

## ARTICLE III

### Board of Directors

Section 3.1. Election and Term. Except as otherwise provided by law or by this Article III, directors shall be elected at the Annual Meeting of Stockholders and shall hold office until the next Annual Meeting of Stockholders and until their successors are elected and qualify, or until they sooner die, resign, or are removed. Acceptance of the office of director need not be expressed in writing.

Section 3.2. Number. The number of directors constituting the Board of Directors shall be fixed from time to time by the Board of Directors or by the stockholders, but shall not be less than one nor more than seven. Until so fixed, the number of directors constituting the Board of Directors shall be two. A director need not be a stockholder, citizen of the United States or a resident of the State of Delaware.

Section 3.3. General Powers. The business, properties and affairs of the Corporation shall be managed by or under the direction of the Board of Directors which, without limiting the generality of the foregoing, shall have the power to appoint the officers and agents of the Corporation, to fix and alter the salaries of officers, employees and agents of the Corporation, to grant general or limited authority (including authority to delegate and sub-delegate) to officers, employees and agents of the Corporation, to make, execute, affix the corporate seal to and deliver contracts and other instruments and documents including bills, notes, checks or other instruments for the payment of money, in the name and on behalf of the Corporation without specific authority in each case and to appoint committees in addition to those provided for in Articles IV and V hereof with such powers and duties as the Board of Directors may determine and as provided by law. The membership of such committees shall consist of such persons as are designated by the Board of Directors. In addition, the Board of Directors may exercise all the powers of the Corporation and do all lawful acts and things which are not reserved to the stockholders by law, by the Certificate of Incorporation or by the By-Laws.

Section 3.4. Place of Meetings. Meetings of the Board of Directors may be held at the principal place of business of the Corporation in the City of

Stamford or at any other place, within or without the State of Delaware, from time to time as designated by the Board of Directors.

Section 3.5. First Meeting of New Board. A newly elected Board of Directors shall meet without notice as soon as practicable after each Annual Meeting of Stockholders at the place at which such meeting of stockholders took place. If a quorum is not present, such organization meeting may be held at any other time or place which may be specified for special meetings of the Board of Directors in a notice given in the manner provided in Section 3.7 hereof or in a waiver of notice thereof.

Section 3.6. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times as may be determined by resolution of the Board of Directors. No notice shall be required for any regular meeting. Except as otherwise provided by law, any business may be transacted at any regular meeting of the Board of Directors.

Section 3.7. Special Meetings; Notice; and Waiver of Notice. Special meetings of the Board of Directors shall be called by the Secretary or an Assistant Secretary at the request of the Chairman of the Board, if any, the President, a Vice President, or at the request in writing of no less than two Directors stating the purpose or purposes of such meeting. Notices of special meetings shall be mailed to each director addressed to him at his residence or usual place of business not later than three (3) days before the day on which the meeting is to be held or shall be sent to him at either of such places by telegraph or shall be communicated to him personally or by telephone, not later than the day before the date fixed for the meeting. Notice of any meeting of the Board of Directors shall not be required to be given to any director if he shall sign a written waiver thereof either before or after the time stated therein for such meeting or if he shall be present at the meeting and participate in the business transacted thereat. Any and all business transacted at any meeting of the Board of Directors shall be fully effective without any notice thereof having been given if all the members shall be present thereat. Unless limited by law, the Certificate of Incorporation, the By-Laws, or by the terms of the notice thereof, any and all business may be transacted at any special meeting without the notice thereof having so specifically enumerated the matters to be acted upon.

Section 3.8. Organization. The Chairman of the Board, if any, shall preside at all meetings of the Board of Directors at which he is present. If the Chairman of the Board shall be absent from any meeting of the Board of Directors, the duties otherwise provided in this Section 3.8 to be performed by him at such meeting shall be performed by the President. If both the Chairman of the Board and the President shall be absent, such duties shall be performed by a director designated by the President to preside at such meeting. If no such officer or director is present at such meeting, one of the directors present shall be chosen to preside by a majority vote of the members of the Board of Directors present at such meeting. The Secretary of the Corporation shall act as

the secretary at all meetings of the Board of Directors and, in his absence, a temporary secretary shall be appointed by the chairman of the meeting.

Section 3.9. Quorum and Adjournment. Except as otherwise provided by Section 3.14 hereof and in the Certificate of Incorporation, at every meeting of the Board of Directors, if the number of Directors constituting the Board of Directors is three or more, a majority of the total number of directors shall constitute a quorum and, if the number of Directors constituting the Board of Directors is two or less, the entire Board of Directors shall constitute a quorum. Except as otherwise provided by law, by the Certificate of Incorporation, by Sections 3.14, 4.1, 4.8, 5.1, 6.3, or 10.1 hereof, if the number of Directors constituting the Board of Directors is three or more, the vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors and, if the number of Directors constituting the Board of Directors is two or less, the unanimous vote of all Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, any meeting may be adjourned from time to time until a quorum is present. Notice of an adjourned meeting shall be required to be given if notice was required to be given of the meeting as originally called.

Section 3.10. Voting. On any question on which the Board of Directors shall vote, the names of those voting and their votes shall be entered in the minutes of the meeting when any member of the Board of Directors present at the meeting so requests.

Section 3.11. Acting Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board of Directors or of such committee, as the case may be, consent thereto in writing and such written consents are filed with the minutes of such proceeding.

Section 3.12. Resignations. Any director may resign at any time by written notice thereof to the Corporation. Any resignation shall be effective immediately unless some other time is specified for it to take effect. Acceptance of any resignation shall not be necessary to make it effective unless such resignation is tendered subject to such acceptance.

Section 3.13. Removal of Directors. Subject to any agreement in writing between the stockholders of the Corporation, any director may be removed either with or without cause at any time by action of the holders of record of a majority of the outstanding shares of Stock of the Corporation then entitled to vote at an election of directors at a meeting of holders of such shares. The vacancy in the Board of Directors caused by any such removal may be filled by action of such stockholders at such meeting or at any subsequent meeting.

Section 3.14. Filling of Vacancies. Except as otherwise provided by law, in case of any increase in the number of directors or of any vacancy created by death, resignation, or disqualification, the additional director or directors may be elected or the vacancy or vacancies may be filled, as the case

may be, by the remaining directors or by a sole remaining director though the remaining director or directors be less than the quorum provided for in Section 3.9 hereof. Each director so chosen shall hold office until the next Annual Meeting of Stockholders and until his successor is elected and qualifies or until such director sooner dies, resigns, or is removed.

## ARTICLE IV

### Executive Committee

Section 4.1. Appointment and Powers. The Board of Directors may, by resolution adopted by affirmative vote of a majority of the whole Board of Directors, appoint an Executive Committee and the members thereof consisting of one or more members which shall have and may exercise, during the intervals between the meetings of the Board of Directors, all of the powers of the Board of Directors in the management of the business, properties and affairs of the Corporation; provided, however, that the foregoing is subject to the applicable provisions of law and the Certificate of Incorporation and shall not be construed as authorizing action by the Executive Committee with respect to any action which is required to be taken by vote of a specified proportion of the whole Board of Directors. The Executive Committee shall consist of the President and such directors as may from time to time be designated by the Board of Directors. So far as practicable, the members of the Executive Committee shall be appointed at the organization meeting of the Board of Directors in each year and, unless sooner discharged by affirmative vote of a majority of the whole Board of Directors, shall hold office until the next annual organization meeting of the Board of Directors and until their respective successors are appointed or until they sooner die, resign, or are removed. All acts done and powers conferred by the Executive Committee shall be deemed to be, and may be certified as being, done or conferred under authority of the Board of Directors.

Section 4.2. Place of Meetings. Meetings of the Executive Committee may be held at the principal place of business of the Corporation in the City of Plainview or at any other place within or without the State of Delaware from time to time designated by the Board of Directors or the Executive Committee.

Section 4.3. Meetings; Notice; and Waiver of Notice. Regular meetings of the Executive Committee shall be held at such times as may be determined by resolution either of the Board of Directors or the Executive Committee and no notice shall be required for any regular meeting. Special meetings of the Executive Committee shall be called by the Secretary or an Assistant Secretary upon the request of any member thereof. Notices of special meetings shall be mailed to each member, addressed to him at his residence or usual place of business not later than three days before the day on which the meeting is to be held or shall be sent to him at either of such places by telegraph, or shall be delivered to him personally or by telephone, not later than the day before the date fixed for the meeting. Notice of any such meeting shall not be required to be given to any member of the Executive Committee if he shall sign a written

waiver thereof either before or after the time stated therein for such meeting or if he shall be present at the meeting and participate in the business transacted thereat, and all business transacted at any meeting of the Executive Committee shall be fully effective without any notice thereof having been given if all the members shall be present thereat. Unless limited by law, the Certificate of Incorporation, the By-Laws, or the terms of the notice thereof, any and all business may be transacted at any special meeting without the notice thereof having specifically enumerated the matters to be acted upon.

Section 4.4. Organization. The Chairman of the Executive Committee shall preside at all meetings of the Executive Committee at which he is present. In the absence of the Chairman of the Executive Committee, the President shall preside at meetings of the Executive Committee at which he is present. In the absence of the Chairman of the Executive Committee and the President, the Chairman of the Board, if any, shall preside at meetings of the Executive Committee at which he is present. In the absence of the Chairman of the Executive Committee, the President and the Chairman of the Board, one of the members present shall be chosen by the members of the Executive Committee present to preside at such meeting. The Secretary of the Corporation shall act as secretary at all meetings of the Executive Committee and, in his absence, a temporary secretary shall be appointed by the chairman of the meeting.

Section 4.5. Quorum and Adjournment. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. The act of a majority of those present at any meeting at which a quorum is present shall be the act of the Executive Committee. In the absence of a quorum, any meeting may be adjourned from time to time until a quorum is present. No notice of any adjourned meeting shall be required to be given other than by announcement at the meeting that is being adjourned.

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Section 4.6. Voting. On any question on which the Executive Committee shall vote, the names of those voting and their votes shall be entered in the minutes of the meeting when any member of the Executive Committee present at the meeting so requests.

Section 4.7. Records. The Executive Committee shall keep minutes of its acts and proceedings which shall be submitted at the next regular meeting of the Board of Directors. Any action taken by the Board of Directors with respect thereto shall be entered in the minutes of the Board of Directors.

Section 4.8. Vacancies; Alternate Members; and Absences. Any vacancy among the appointed members of the Executive Committee may be filled by affirmative vote of a majority of the whole Board of Directors. By similar vote, the Board of Directors may designate one or more directors as alternate members of the Executive Committee who may replace any absent or disqualified member at any meeting of the Executive Committee.

## ARTICLE V

## Other Committees of the Board

Section 5.1. Appointing Other Committees of the Board. The Board of Directors may from time to time by resolution adopted by affirmative vote of a majority of the whole Board of Directors appoint other committees of the Board of Directors and the members thereof which shall have such powers of the Board of Directors and such duties as the Board of Directors may properly determine and as provided by law. Such other committee of the Board of Directors shall consist of one or more directors. By similar vote, the Board of Directors may designate one or more directors as alternate members of any such committee who may replace any absent or disqualified member at any meeting of any such committee. In the absence or disqualification of any member of any such committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

Section 5.2. Place and Time of Meetings; Notice; Waiver of Notice; and Records. Meetings of such committees of the Board of Directors may be held at any place, within or without the State of Delaware, from time to time designated by the Board of Directors or the committee. Regular meetings of any such committee shall be held at such times as may be determined by resolution of the Board of Directors or the committee and no notice shall be required for any regular meeting. A special meeting of any such committee shall be called by resolution of the Board of Directors or by the Secretary or an Assistant Secretary upon the request of any member of the committee. The provisions of Section 4.3 hereof with respect to notice and waiver of notice of special meetings of the Executive Committee shall also apply to all special meetings of other committees of the Board of Directors. Any such committee may make rules for holding and conducting its meetings and shall keep minutes of all meetings.

## ARTICLE VI

### The Officers

Section 6.1. Officers. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. The officers shall be elected by the Board of Directors. The Board of Directors may also elect a Chairman of the Board, an Executive Vice President, a Chairman of the Executive Committee, a Chief Financial Officer, a Controller, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, Assistant Controllers and such other officers and agents as in their judgment may be necessary or desirable. The Chairman of the Board, the Chairman of the Executive Committee, the President, and the Executive Vice President shall be selected from the directors.

Section 6.2. Terms of Office and Vacancies. So far as is practicable, all officers shall be appointed at the organization meeting of the Board of Directors in each year and, except as otherwise provided in Sections 6.1, 6.3, and 6.4 hereof, shall hold office until the organization meeting of the Board of



Directors in the next subsequent year and until their respective successors are elected and qualify or until they sooner die, retire, resign or are removed. If any vacancy shall occur in any office, the Board of Directors may elect a successor to fill such vacancy for the remainder of the term.

Section 6.3. Removal of Officers. Any officer may be removed at any time, either with or without cause, by affirmative vote of a majority of the whole Board of Directors at any regular meeting or at any special meeting called for that purpose.

Section 6.4. Resignations. Any officer may resign at any time by giving written notice thereof to the Corporation. Any resignation shall be effective immediately unless some other date is specified for it to take effect. Acceptance of any resignation shall not be necessary to make it effective unless such resignation is tendered subject to such acceptance.

Section 6.5. Officers Holding More Than One Office. Any officer may hold two or more offices so long as the duties of such offices can be consistently performed by the same person.

Section 6.6. The Chairman of the Board. The Chairman of the Board, if any, shall be a member of the Board of Directors. As provided in Section 2.6 hereof, he shall act as chairman at all meetings of the stockholders at which he is present; as provided in Section 3.8 hereof, he shall preside at all meetings of the Board of Directors at which he is present; and as provided in Section 4.4 hereof, in the absence of the Chairman of the Executive Committee and the President, he shall preside at all meetings of the Executive Committee at which he is present. He shall also perform such other duties and shall have such other powers as may from time to time be assigned to him by the Board of Directors. In the absence or disability of the Chairman of the Board, the duties of the Chairman of the Board shall be performed and his powers may be exercised by the President of the Board. In the absence or disability of the Chairman of the Board and the President, the powers of the Chairman of the Board may be exercised by such member of the Board of Directors as may be designated by the Chairman of the Board and, failing such designation or in the absence of the person so designated, by such member of the Board of Directors as may be designated by the President.

Section 6.7. The President. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall have general and active charge, control and supervision of the business, property and affairs of the Corporation, shall approve all operating expense and capital expenditure budgets and shall formulate recommendations to the Board of Directors for its action and decision. As provided in Section 4.4 hereof, in the absence of the Chairman of the Executive Committee, he shall preside at all meetings of the Executive Committee at which he is present. In the absence or disability of the Chairman of the Board, the duties of the Chairman of the Board, including those duties set forth in Sections 2.6, 3.8 and

4.4 hereof, shall be performed and his powers may be exercised by the President. If neither the President nor the Chairman of the Board is available, the duties of the President shall be performed and his powers may be exercised by such member of the Board of Directors as may be designated by the President and, failing such designation or in the absence of the person so designated, by such member of the Board of Directors as may be designated by the Chairman of the Board.

Section 6.8. The Vice Presidents. The Vice Presidents, including the Executive Vice President, shall perform such duties and have such powers as may from time to time be assigned to them by the Board of Directors, the Chairman of the Board or the President.

Section 6.9. The Secretary. The Secretary shall attend to the giving of notice of each meeting of stockholders, the Board of Directors and committees thereof and, as provided in Sections 2.6, 3.8, and 4.4 hereof, shall act as secretary at each meeting of stockholders, directors and the Executive Committee. He shall keep minutes of all proceedings at such meetings as well as of all proceedings at all meetings of such other committees of the Board of Directors as any such committee shall direct him to so keep. The Secretary shall have charge of the corporate seal and he or any officer of the Corporation shall have authority to attest to any and all instruments or writings to which the same may be affixed. He shall keep and account for all books, documents, papers and records of the Corporation except those for which some other officer or agent is properly accountable. He shall generally perform all the duties usually appertaining to the office of secretary of a corporation. In the absence of the Secretary, such person as shall be designated by the chairman of any meeting shall perform his duties.

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Section 6.10. The Treasurer. The Treasurer shall have the care and custody of all the funds of the Corporation and shall deposit such funds in such banks or other depositories as the Board of Directors or any officer or officers thereunto duly authorized by the Board of Directors shall from time to time direct or approve. In the absence of a Controller, he shall perform all duties appertaining to the office of Controller of the Corporation. He shall generally perform all the duties usually appertaining to the office of treasurer of a corporation. When required by the Board of Directors, he shall give bonds for the faithful discharge of his duties in such sums and with such sureties as the Board of Directors shall approve. In the absence of the Treasurer, such person as shall be designated by the Chairman of the Board or President shall perform his duties.

Section 6.11. The Controller. The Controller shall prepare and have the care and custody of the books of account of the Corporation. He shall keep a full and accurate account of all moneys received and paid on account of the Corporation. He shall render a statement of his accounts whenever the Board of Directors shall require. He shall generally perform all the duties usually appertaining to the office of controller of a corporation. When required by the



Board of Directors, he shall give bonds for the faithful discharge of his duties in such sums and with such sureties as the Board of Directors shall approve.

Section 6.12. Additional Powers and Duties. In addition to the foregoing specifically enumerated duties and powers, the several officers of the Corporation shall perform such other duties and exercise such further powers as the Board of Directors may from time to time determine or as may be assigned to them by any superior officer.

## ARTICLE VII

### Transactions With Directors and Officers

Section 7.1. Transactions with Directors and Officers. 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 such reason or 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: (a) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee and the Board of Directors or the 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 may be less than a quorum; or (b) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are 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 (c) 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 stockholders or the Board of Directors or of a committee which authorizes the contract or transaction.

## ARTICLE VIII

### Stock and Transfers of Stock

Section 8.1. Stock Certificates. The Stock of the Corporation shall be represented by certificates signed by two officers of the Corporation, one the Chairman of the Board, the President or a Vice President and the other the Secretary or an Assistant Secretary. Any or all of the signatures may be a facsimile. Such certificates shall be sealed with the seal of the Corporation. Such seal may be a facsimile, engraved or printed. In case any officer who has signed any such certificate shall have ceased to be such officer before such certificate is issued, it may nevertheless be issued by the Corporation with the same effect as if he were such officer at the date of issue. Certificates representing the Stock of the Corporation shall be in such form as shall be

Section 8.2. Restrictive Legend on Certificates. Every certificate representing shares of Stock of the Corporation shall bear the following legend:

(a) The shares of stock represented hereby have been acquired for investment and not with a view to distribution or resale, have not been registered under the Securities Act of 1933, as amended, and are transferable only in accordance with and upon proof of compliance with the Securities Act of 1933, as amended, and the Rules promulgated thereunder."

Section 8.3. Registration of Transfers of Stock. Registration of a transfer of Stock shall be made on the books of the Corporation only upon presentation by the person named in the certificate evidencing such stock, or by an attorney lawfully authorized in writing, upon surrender and cancellation of such certificate, with duly executed assignment and power of transfer endorsed thereon or attached thereto, and with such proof of the authenticity of the signature thereon as the Corporation or its agents may reasonably require.

Section 8.4. Lost Certificates. In case any certificate representing Stock shall be lost, stolen or destroyed, the Board of Directors in its discretion or any officer or officers thereunto duly authorized by the Board of Directors may authorize the issuance of a substitute certificate in the place of the certificate so lost, stolen or destroyed; provided, however, in each such case the Corporation may require the owner of the lost, stolen or destroyed certificate or his legal representative to give the Corporation evidence which the Corporation determines in its discretion satisfactory of the loss, theft or destruction of such certificate and of the ownership thereof and may also require a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

Section 8.5. Determination of Stockholders of Record for Certain Purposes. In order that the Corporation may determine the stockholders 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 change, conversion or exchange of stock or for the purpose of any other lawful action, 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.

## ARTICLE IX

### Miscellaneous

Section 9.1. Seal. The seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its organization and the state of its incorporation.

Section 9.2. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

Section 9.3. Signatures on Negotiable Instruments. All bills, notes, checks or other instruments for the payment of money shall be signed or countersigned by such officers or agents of Corporation and in such manner as from time to time may be prescribed by resolution (whether general or special) of the Board of Directors or as may be prescribed by any officer or officers or any officer and agent jointly thereunto duly authorized by the Board of Directors.

Section 9.4. Indemnification. The Corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, indemnify any and all person whom it shall have power to indemnify against any and all of the costs, expenses, liabilities or other matters incurred by them by reason of having been officers or directors of the Corporation, any subsidiary of the Corporation or of any other corporation for which any and all persons who acted as officer or director at the request of the Corporation.

Section 9.5. Books of the Corporation. Except as otherwise provided by law, the books of the Corporation shall be kept at the principal place of business of the Corporation and at such other locations as the Board of Directors may from time to time determine.

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Section 9.6. References to Gender. Whenever in the By-Laws reference is made to the masculine gender, such reference shall where the context so requires be deemed to include the feminine gender, and the By-Laws shall be read accordingly.

Section 9.7. References to Article and Section Numbers and to the By-Laws and the Certificate of Incorporation. Whenever in the By-Laws reference is made to an Article or Section number, such reference is to the number of an Article or Section of the By-Laws. Whenever in the By-Laws reference is made to the By-Laws, such reference is to these By-Laws of the Corporation as the same may from time to time be amended. Whenever reference is made to the Certificate of Incorporation, such reference is to the Certificate of Incorporation of the Corporation as the same may from time to time be amended.

## ARTICLE X

### Amendments

Section 10.1. Amendments. Except as otherwise provided in the Certificate of Incorporation or these By-Laws, the By-Laws may be altered, amended or repealed from time to time by the Board of Directors by affirmative

vote of a majority of the whole Board of Directors. The By-Laws may be altered, amended or repealed at any annual or special meeting of stockholders. Notice of such proposed alteration, amendment or repeal setting forth the substance or text thereof shall be included in the notice of any meeting of the Board of Directors or stockholders called to consider any such alteration, amendment or repeal.

\* \* \* \* \*

REFERENCE 5.0

CONSENT OF HOGE, EVANS, HOLMES, CARTER & LEDBETTER, PLLC

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HOGE, EVANS, HOLMES, CARTER & LEDBETTER, PLLC  
ATTORNEYS AND COUNSELORS  
HAMPTON COURT  
SUITE 600  
4311 OAKLAWN  
DALLAS, TEXAS 75219

Steven B. Holmes

Licensed In TELEPHONE (214) 765-6000  
Texas and Oklahoma TELECOPIER (214) 765-6020  
E-MAIL SHOLMES@LEGALTEXAS.COM

January 24, 2000

Board of Directors  
Hojo Holdings, Inc.  
21 Blackheath Road  
Lido Beach, New York 11561

Re: Hojo Holdings, Inc.  
Registration Statement on Form SB-2

Gentlemen:

We have been retained by Hojo Holdings, Inc. (the "Company") in connection with the Registration Statement (the "Registration Statement") on Form SB-2, to be filed by the Company with the Securities and Exchange Commission relating to the offering of securities of the Company. You have requested that we render our opinion as to whether or not the securities proposed to be issued on terms set forth in the Registration Statement will be validly issued, fully paid, and nonassessable.

In connection with the request, we have examined the following:

1. Articles of Incorporation of the Company;
2. Bylaws of the Company;
3. The Registration Statement; and
4. Unanimous consent resolutions of the Company's Board of Directors.

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HOGE, EVANS, HOLMES, CARTER & LEDB LEDBETTER, PLLC

Board of Directors  
January 24, 2000  
Page 2

We have examined such other corporate records and documents and have made such other examinations as we have deemed relevant.

Based on the above examination, we are of the opinion that the securities of the Company to be issued pursuant to the Registration Statement are validly authorized and, when issued in accordance with the terms set forth in the Registration Statement, will be validly issued, and fully paid, and non-assessable under the corporate laws of the State of Delaware.

We consent to our name being used in the Registration Statement as having rendered the foregoing opinion and as having represented the Company in

connection with the Registration Statement.

Sincerely,  
HOGE, EVANS, HOLMES,  
CARTER & LEDBETTER PLLC

Steven B. Holmes

SBH

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REFERENCE 23

CONSENT OF KINGERY, CROUSE & HOHL, P.A.

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[LETTERHEAD of KINGERY CROUSE & HOHL P.A.]

January 24, 1999

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We hereby consent to the use in the prospectus constituting part of this Registration Statement on Form SB-2 (No. 333-70663) of our report dated January 24, 1999, with respect to the financial statements of Hojo Holdings, Inc., as of and for the period January 5, 1999 (date of incorporation) to December 31, 1999, filed with the Securities and Exchange Commission.

Kingery Crouse & Hohl P.A.  
Tampa, Florida

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