

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]

Filing Date: **2001-08-03**
SEC Accession No. **0001142488-01-500004**

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FILER

RP ENTERTAINMENT INC

CIK: **1142488** | IRS No.: **931221399** | State of Incorporation: **NV** | Fiscal Year End: **1231**
Type: **SB-2/A** | Act: **33** | File No.: **333-63352** | Film No.: **1697536**
SIC: **7819** Allied to motion picture production

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LOS ANGELES CA 90067
3102771250*

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM SB-2/A
Amendment No. 1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

RP ENTERTAINMENT, INC.
(Name of Small Business Issuer in its charter)

Nevada
(State or Jurisdiction of
Incorporation or Organization)

93-1221399
IRS Employer ID Number

7819

(Primary Standard Industrial Classification Code Number)

1900 Avenue of the Stars, Ste. 1450, Los Angeles, California 90067
(310) 277-4140; Fax (310) 277-4228

(Address and telephone number of Registrant's principal executive
offices and principal place of business)

John Holt Smith
1900 Avenue of the Stars, Ste 1450, Los Angeles, California 90067
(310) 277-1250; Fax (603) 375-6582

(Name, address, and telephone number of agent for service)

APPROXIMATE DATE OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after
the effective date of this registration statement.

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: / /

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES
AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE
A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT
SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE
SECURITIES ACT OF 1933, AS AMENDED, OR UNTIL THE REGISTRATION STATEMENT SHALL
BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING
PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common	1,000,000 SHS.	\$.25	\$250,000	\$62.50

INFORMATION CONTAINED HEREIN IS SUBJECT TO COMPLETION OR AMENDMENT. A
REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS BEEN FILED WITH THE
SECURITIES AND EXCHANGE COMMISSION. THESE SECURITIES MAY NOT BE SOLD NOR MAY
OFFERS TO BUY BE ACCEPTED PRIOR TO THE TIME THE REGISTRATION STATEMENT BECOMES
EFFECTIVE. THIS PROSPECTUS SHALL NOT CONSTITUTE AN OFFER TO SELL OR THE
SOLICITATION OF AN OFFER TO BUY NOR SHALL THERE BE ANY SALE OF THESE SECURITIES
IN ANY STATE IN WHICH SUCH OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL PRIOR
TO REGISTRATION OR QUALIFICATION UNDER THE SECURITIES LAWS OF ANY SUCH STATE.

PROSPECTUS

RP ENTERTAINMENT, INC.

1,000,000 SHARES OF COMMON STOCK

This prospectus relates to 1,000,000 shares of Common Stock by RP ENTERTAINMENT, INC., a Nevada corporation ("RPE"). There is no minimum offered contingency and no escrow or impound, and the proceeds may be utilized by RPE in its discretion. RPE's common stock is not currently listed or quoted on any quotation medium. There can be no assurance that RPE's common stock will ever be quoted on any quotation medium or that any market for RPE's stock will ever develop.

THE COMMON STOCK OFFERED HEREBY IS SPECULATIVE AND INVOLVES A HIGH DEGREE OF RISK AND SUBSTANTIAL DILUTION. SEE "RISK FACTORS" commencing at page 3 through 5 AND "DILUTION."

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

This offering will commence as soon as practical after the effective date of the registration statement for this prospectus and end on December 31, 2001.

	PRICE TO PUBLIC	UNDERWRITING DISCOUNTS AND COMMISSIONS (2)	PROCEEDS TO COMPANY (1)
Per Share	\$.25	\$0	\$.23
Total	\$250,000	\$0	\$234,500

(1) Before deducting expenses payable by RPE for legal and accounting fees, estimated at approximately \$15,500. This offering is self-underwritten, so RPE is not obligated to pay commissions or fees on the sales of any of the shares. This offering is for up to 1,000,000 common shares.

(2) The shares of Common Stock are being offered by RPE through its officers and directors, subject to prior sale, when, as, and if delivered to and accepted by RPE and subject to the approval of certain legal matters by counsel and certain other conditions. RPE reserves the right to withdraw, cancel or modify the Offering and to reject any order in whole or in part.

NO DEALER, SALESPERSON OR OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS IN CONNECTION WITH THIS OFFERING OTHER THAN THOSE CONTAINED IN THIS PROSPECTUS AND, IF GIVEN OR MADE, SUCH INFORMATION AND REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY RPE OR BY THE UNDERWRITERS. THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY ANY SECURITY OTHER THAN THE SECURITIES OFFERED BY THIS PROSPECTUS, OR AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY ANY SECURITIES BY ANY PERSON IN ANY JURISDICTION IN WHICH SUCH OFFER OR SOLICITATION IS NOT AUTHORIZED OR IS UNLAWFUL. THE DELIVERY OF THIS PROSPECTUS SHALL NOT, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THE INFORMATION HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE OF THIS PROSPECTUS.

DEALER PROSPECTUS DELIVERY OBLIGATION

UNTIL DECEMBER 31, 2001, ALL DEALERS THAT EFFECT TRANSACTIONS IN THESE SECURITIES, WHETHER OR NOT PARTICIPATING IN THIS OFFERING, MAY BE REQUIRED TO DELIVER A PROSPECTUS. THIS IS IN ADDITION TO THE DEALER'S OBLIGATION TO DELIVER A PROSPECTUS WHEN ACTING. AS UNDERWRITERS AND WITH RESPECT TO THEIR UNSOLD ALLOTMENTS OR SUBSCRIPTIONS TABLE OF CONTENTS

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PROSPECTUS SUMMARY

CORPORATE BACKGROUND

RPE was organized on July 11, 1996 in the state of Nevada, as a diverse entertainment company to engage in the acquisition and development of scripts for motion picture development and production, television development and production and merchandising of products derived from such productions. Since incorporation, we have generated minimal revenue resulting solely from the settlement of a lawsuit related to a feature film production of the life stories of the founders of a chain of restaurants called "Hooters". (See "Litigation - Hooters Settlement") and we are still a development stage company. We have no revenue from operations and have experienced losses for the periods ending December 31, 2000 and March 31, 2001 of \$33,934 and \$23,388, respectively. There can be no assurance that RPE's common stock will ever develop a market.

THE OFFERING

Common Stock Offered..... Up to 1,000,000 shares(1).

Common Stock Outstanding after the Offering..... 6,178,000 shares(2).

This Offering terminates..... December 31, 2001.

Use of Proceeds..... Acquisition of rights to develop and sell television and feature film scripts and for working capital.

Lack of Revenues/Losses We have no revenue from operations and have experienced losses for the year ended December 31, 2000 and March 31, 2001 of \$33,934 and \$23,388, respectively.

Symbol..... None

Risk Factors..... The shares of Common Stock offered hereby involve a high degree of risk and immediate substantial dilution See "Risk Factors" and "Dilution."

(1) The offering price per share for the common stock of RPE bears no relation to market value, assets of the Company or standard investment criteria and was estimated solely for the purpose of calculation of the registration fee pursuant to Rule 457(f).

(2) Figures are based on the current outstanding shares of RPE.

SUMMARY FINANCIAL DATA

The following summary financial data should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the Financial Statements, including Notes, included elsewhere in this Prospectus. The statement of operations data for the periods ending December 31, 1999 and December 31, 2000 and the balance sheet data at December 31, 2000 come from RPE's audited Financial Statements included elsewhere in this Prospectus. The statement of operations data for the periods ending December 31, 1999 and December 31, 2000 come from RPE's audited financial statements for those years, which are included in this Prospectus. These statements include all adjustments that RPE considers necessary for a fair presentation of the financial position and results of operations at that date and for such periods. The operating results for the period ended 2000 do not necessarily indicate the results to be expected for the full year or for any future period.

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BALANCE SHEET DATA:

<TABLE>
<CAPTION>

	ASSETS	
<S>	<C>	<C>
	December 31, 2000	March 31, 2001
	----	----
		(Unaudited)
Current assets:		
Cash and cash equivalents	\$ 25,052	\$ 12,900
Investment in marketable securities	69,219	59,378
Related party receivable	4,500	4,500
	-----	-----
Total current assets	98,771	76,778
Property and equipment:		
Net of accumulated depreciation	317	0
	-----	-----
Total property and equipment	317	0
	-----	-----
Total assets	\$ 99,088	\$ 76,778
	=====	=====

LIABILITIES AND STOCKHOLDER'S EQUITY

Stockholder's equity:

Common stock, \$001 par value authorized		
50,000,000 shares, issued and outstanding		
5,178,000 shares	\$ 5,178	\$ 5,178
Additional paid-in capital	324,822	324,822
Accumulated other comprehensive income	(2,746)	(12,587)
Deficit accumulated during development stage	(228,166)	(240,635)
	-----	-----
Total stockholder's equity	99,088	76,778
	-----	-----
	\$ 99,088	\$ 76,778
	=====	=====

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STATEMENT OF OPERATIONS DATA:

	Inception on	Years Ended	Three Months		Inception on
	July 11, 1996 to	December 31,	Ended March 31	2000	2001
	December 31, 2000	1999	2000	2001	March 31, 2001
			Unaudited	Unaudited	Unaudited

<S>	<C>	<C>	<C>	<C>	<C>	<C>
Cost and expenses:						
General and administrative expenses	\$ (324,440)	\$ (24,627)	\$ (21,465)	\$ (4,158)	\$ (11,901)	\$ (336,341)
Other income (expense):						
Lawsuit settlement	100,000	100,000	0	0	0	100,000
Other	5,335	7,123	(6,186)	491	232	5,567
	105,335	107,123	(6,186)	491	232	105,567
Income (loss) before cumulative effect of change in accounting principle	(219,105)	82,496	(27,651)	(3,667)	(11,669)	(230,774)
Cumulative effect of a change in accounting principle, net of income taxes	(4,261)	(4,261)	0	0	0	(4,261)
Income (loss) before taxes	(223,366)	78,235	(27,651)	(3,667)	(11,669)	(235,035)
Provision for income taxes	4,800	800	800	0	800	5,600
Net income (loss)	\$ (228,166)	\$ 77,435	\$ (28,451)	\$ (3,667)	\$ (12,469)	\$ (240,635)
Net income (loss) per share:						
Basic	\$ (.04)	\$.01	\$ (.01)	\$.0	\$ (.01)	\$ (.05)
Diluted	\$ (.04)	\$.01	\$ (.01)	\$.0	\$ (.01)	\$ (.05)
Weighted average number of shares used in the computation of net income (loss) per share	5,142,000	5,178,000	5,178,000	5,178,000	5,178,000	5,142,000

</TABLE>

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RISK FACTORS

PROSPECTIVE INVESTORS IN THE SHARES OFFERED SHOULD CAREFULLY CONSIDER THE FOLLOWING RISK FACTORS, IN ADDITION TO THE OTHER INFORMATION APPEARING IN THIS PROSPECTUS, BEFORE PURCHASING ANY OF OUR SHARES OF COMMON STOCK. A PURCHASE OF OUR COMMON STOCK IS SPECULATIVE AND INVOLVES A LOT OF RISKS. NO PURCHASE OF OUR COMMON STOCK SHOULD BE MADE BY ANY PERSON WHO IS NOT IN A POSITION TO LOSE THE ENTIRE AMOUNT OF HIS INVESTMENT.

RPE is a development stage company with limited operating history and losses.

This makes it difficult to evaluate its future performance and prospects. RPE's prospects must be considered in light of the risks, expenses, delays and difficulties frequently encountered in establishing a new business in an emerging and evolving industry characterized by intense competition. Since inception, RPE has accumulated losses through March 31, 2001, of \$240,635, and presently has no revenues. We may not be able to successfully manage our business or achieve profitability, or cause our operations to have a positive cash flow.

Terms of offering-no minimum contingency.

There is no minimum contingency or escrow of any funds received by RPE in this offering, and any funds received may be utilized by RPE for the corporate purposes set forth in the Use of Proceeds section of this Prospectus as the funds are received. There will be no escrow of any of the proceeds of this offering.

Conflicts of Officers and Directors

Our officers and directors are engaged in other activities that could have conflicts of interest with us. Therefore, our officers and directors may not devote sufficient time to our affairs.

The persons serving as our officers and directors have existing responsibilities and, may have additional responsibilities to provide management and services to other entities. As a result, conflicts of interest between us and the other activities of those entities may occur from time to time, in that our officers and directors shall have conflicts of interest in allocating time, services, and

functions between the other business ventures in which they may be or become involved and our affairs.

John Holt smith is a practicing attorney and devotes all of his working hours to his practice. He will spend no more than one to four hours per week on the business of our company.

Douglas S. Borghi is engaged in endeavors other than the business of our company. He will devote no more than two to three hours a week to the business of our company.

Public Market Risks of Shares of RPE

RPE's shares of common stock may never be quoted on the Nasdaq Bulletin Board System or any other exchange. If the shares of common stock of RPE do not trade on the over-the-counter-bulletin-board or "pink sheets", then in such event an investor may find it difficult to dispose of, or to obtain accurate quotations as to the price of, the securities offered. The shares may not ever trade in sufficient amounts to be liquid or ever be readily saleable. It is most likely that the shares of RPE will be penny stock and therefore subject to the rules governing penny stock.

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SEC Rule 15g-9 establishes the definition of a "penny stock," for purposes relevant to RPE, as any equity security that has a market price of less than \$5.00 per share or with an exercise price of less than \$5.00 per share, subject to a limited number of exceptions. For any transaction involving a penny stock, unless exempt, the penny stock rules require that a broker or dealer approve a person's account for transactions in penny stocks and the broker or dealer receive from the investor a written agreement to the transaction setting forth the identity and quantity of the penny stock to be purchased.

In order to approve a person's account for transactions in penny stocks, the broker or dealer must obtain financial information and investment experience and objectives of the person and make a reasonable determination that the transactions in penny stocks are suitable for that person and that person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prepared by the SEC relating to the penny stock market, which, in highlight form, sets forth the basis on which the broker or dealer made the suitability determination and that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Disclosure also has to be made about the risks of investing in penny stock in both public offering and in secondary trading and commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions.

Finally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

Costs of Compliance with Disclosures Required of Public Company.

RPE is seeking to raise only \$250,000 in this offering and presently has only approximately \$80,000 of readily marketable assets or a total of \$340,000 assuming this offering is fully subscribed. Even if we raise \$250,000 in this offering, we would have limited cash amounts to pay for the legal and accounting costs of compliance with the periodic quarterly and annual reports, required to maintain RPE as a public trading company, should a public market for our stock ever develop. The limited amounts of available funds to prepare and file periodic reports would be diminished further by the purchase of option rights and/or scripts in furtherance of the business of the Company. No assurance can be given that we will have sufficient cash to meet our obligations to file periodic reports and thus to continue publicly trade our common stock.

Competition in the Television Industry

The production and distribution of television programming (known as television series) is a highly competitive business. The competition will affect our ability to obtain the services of creative personnel. Should we successfully produce a television series then in connection with the distribution of any

series, there will be active competition from other television programming to obtain television broadcast time. Also, a series would be competing with other forms of public entertainment. We will also be competing with major studios, numerous independent production and distribution companies, major television networks and other television producers and distributors. Many of these competitors will have greater financial resources, more established personnel and histories of successful production and distribution of television programming. Thus, there can be no assurance that the Company and the Series even if produced can successfully compete in the entertainment business.

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Risks of Television Programming Distribution

The successful distribution and other exploitation of a series is subject to substantial risks, especially where the Producer must rely upon the overall competitive nature of distribution in the television industry and the subjective nature of a series' audience appeal. These risks also include a distributor's own business considerations which may affect its ability or willingness to achieve or continue effective distribution, or to remit to RPE its share of distributor revenues when due. It should be noted that the distribution of many television programs have been abandoned prior to any substantial return on investment. If we license the television programming to an independent distributor, rather than a major recognized distributor such as Fox, Warner Bros. or Universal Pictures, additional risks may apply. Such risks, include without limitation, the ability of such distributor to receive prompt payment of outstanding receivables. Independent distributors also lack the financial resources of the Majors. In addition to the ultimate performance of the Series, the terms of any agreement with a third party distributor will largely affect the returns of a series to RPE, particularly if such agreement encompasses numerous territories and/or media. It is not uncommon for such agreements to contain provisions allowing distributors to deduct substantial distribution fees and direct and indirect expenses, including interest and overhead, prior to remittance of monies, if any, to the producer/owner of a series. Many highly successful television programs fail to return their original investment as a result of distribution agreements with third parties. There can be no assurance that any distributor revenue will remain to be remitted to us after deduction of distributor's fees and expenses. A distributor's obligation with respect to the broadcast and promotion of a series will be limited to all reasonable efforts to the programming generally and to market and exploit the programming in accordance with such sales methods, policies and terms as a distributor may in its sole discretion determine. RPE and a distributor can make no representations and/or warranties as to the gross receipts or net profits to be derived from a series or its exhibition, nor can it guarantee the performance by any exhibitor or subdistributor.

Foreign Distribution Risks

Foreign distribution of a series (i.e. outside the United States and Canada) may require the use of multiple distributors each operating in their own respective territories. Distribution revenues derived in foreign countries, if any, may be subject to currency controls and other restrictions which may temporarily or permanently prevent their transfer outside the country of origin to us.

Risks of the Company

BSB / Hooters Litigation Settlement/Risks of Further Payments

Under the settlement agreement of the lawsuit between RPE and Provident Entertainment Inc. and Berk Schwartz Bonann, RPE relinquished all rights except rights to receive payments in the event of production of a television series or a feature film based on the Hooters Property. In the event of the production of a feature film or television series, we would receive up to and not more than an additional \$250,000 and 6% of any gross income from merchandising associated with such productions. There is no present production of a feature film based on the Hooters Rights and no assurance can be given that a production will ever be commenced or that in the event it is commenced that it will be profitable. However, there is a pilot being produced titled: Who Wants to Date a Hooters Girl? From this pilot pursuant to an amendment of the Settlement Agreement, we would receive \$750 for each episode produced up to 196 episodes and for the next 103 episodes \$1,000 for each episode. (See "Principal Contracts-Hooters Settlement").

Dilution.

The public offering price is substantially higher than the net tangible book value per share of the currently outstanding Common Stock. Investors purchasing shares of Common Stock in the Offering will therefore experience immediate dilution in net tangible book value of \$.20 per share assuming a \$.25 per share offering price. See "Dilution."

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USE OF PROCEEDS

The net proceeds from the sale of the shares of Common Stock offered hereby are estimated to be approximately \$234,500. We intend to use these proceeds for identifying and acquiring film scripts and/or merchandising rights related to film and television productions, working capital and general corporate purposes, as follows:

Use	Amount
---	-----
Offering Expenses	\$ 15,500
Acquisition Reserve, Scripts	\$ 200,000
Working Capital	\$ 34,500
Total:	\$ 250,000

The following table shows the Company's use of proceeds if 10%, 25%, 50% and/or 75%, of the shares are sold. Further, there can be no assurance that any shares will be sold in this offering.

	10%	25%	50%	75%
	-----	-----	-----	-----
General corporate Purposes	\$0	\$15,500	\$67,000	\$87,000
Working capital	\$9,500	\$47,000	\$42,500	\$100,500

The allocation of the net proceeds of the Offering set forth above represents our best estimates based upon current plans and certain assumptions regarding industry and general economic conditions and our anticipated future revenues and expenditures. If any of these factors change, we may find it necessary or advisable to reallocate some of the proceeds within the above-described categories.

Proceeds not immediately required for the purposes described above will be invested temporarily, pending their application as described above, in short-term United States government securities, short-term bank certificates of deposit, money market funds or other investment grade, short-term, interest-bearing instruments.

DIVIDEND POLICY

RPE has never declared or paid cash dividends on its capital stock. RPE currently intends to retain earnings, if any, to finance the growth and development of its business and does not anticipate paying any cash dividends in the foreseeable future.

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DETERMINATION OF OFFERING PRICE.

The Offering price of our common stock was determined arbitrarily by management without reference to accepted valuation criteria such as earnings per share, book value per share or the like. RPE's common stock is not listed or quoted at the present time, and there is no present public market for RPE's common stock. RPE has obtained a market maker who has agreed to file an application for RPE's securities to be quoted on the National Quotation Bureau's "pink sheets," and who intends to file a Form 211 with the National Association of Securities Dealers to quote RPE's securities on the NASD OTC Bulletin Board (Bulletin Board), upon the effectiveness of this Registration Statement, but the obtaining of a quotation is subject to NASD approval, and there can be no assurance that RPE's stock will be quoted on the Bulletin Board. Thus, there can be no assurance that the NASD will accept RPE's market maker's application on Form 211. Therefore, there can be no assurance that a public market for RPE's common stock will ever develop or that any subscriber to this offering will ever have common stock that will trade on nay market system or in sufficient amounts to

afford liquidity.

CAPITALIZATION

The following table sets forth the short-term debt and capitalization of RPE as of March 31, 2001. The table should be read in conjunction with the Financial Statements, including the Notes thereto, appearing elsewhere in this Prospectus.

STOCKHOLDERS' EQUITY:

Common stock, \$.001 par value authorized 50,000,000 shares, 5,178,000 issued and outstanding at December 31, 2000; preferred stock, \$.001 par value, 5,000,000 none issued	\$	5,178
Additional paid in Capital	\$	324,822
Deficit Accumulated During Development Stage	\$	(240,635)
Accumulated other comprehensive income	\$	(12,587)

TOTAL STOCKHOLDERS' EQUITY	\$	76,788

TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$	76,788

DILUTION

As of March 31, 2001, RPE's net tangible book value was \$76,788, or \$0.01 per share of common stock. Net tangible book value is the aggregate amount of RPE's tangible assets less its total liabilities. Net tangible book value per share represents RPE's total tangible assets less its total liabilities, divided by the number of shares of common stock outstanding. After giving effect to the sale of 1,000,000 shares at an offering price of \$.25 per share of Common Stock, application of the estimated net sale proceeds (after deducting offering expenses of \$15,500), RPE's net tangible book value as of the closing of this offering would increase from \$0.01 to \$0.05 per share. This represents an immediate increase in the net tangible book value of \$0.04 per share to current shareholders, and immediate dilution of \$0.20 per share to new investors, as illustrated in the following table:

Public offering price per share of common stock.....	\$.25
Net tangible book value per share before offering.....	\$.01
Increase per share attributable to new investors.....	\$.04
Net tangible book value per share after offering.....	\$.05
Dilution per share to new investors.....	\$.20
Percentage dilution.....	80%

The following table shows the RPE dilution of 10%, 25%, 50% and 75% of the 1,000,000 shares offered in this prospectus.

10%	25%	50%	75%
-----	-----	-----	-----
100,000 shares	250,000 shares	500,000 shares	750,000 shares

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BUSINESS

COMPANY OVERVIEW

RPE was organized on July 11, 1996. We are a developmental stage company, with limited operations to date primarily due to a dispute with the licensors of the rights to develop and produce the feature film, Search for the Hooters Girl. The dispute resulted in litigation which was resolved by a settlement agreement entered into on December 23, 1998, from which we were paid \$150,000 in cash with another \$100,000 to be paid to RPE should a feature film be made using the rights. In addition, we would receive 6% of merchandising of any products based on such a film or any television production involving the rights. See "Litigation."

The Company

RPE was formed July 11, 1996 as a diverse entertainment company to carry out

motion picture development, production and finance, to produce television movies and series' and to merchandise thematic products based thereon.

RPE is an independent film producer seeking a niche market share and emphasizing merchandising of products associated with each project.

RP Entertainment is working to become a successful niche company in the entertainment industry initially by developing and producing scripts for theatrical motion pictures; television movies and series, either for the network, cable or syndication markets, and further exploiting areas of merchandising that can be achieved from these productions. To that end the first step is the optioning of intellectual properties such as screenplays, novels, short stories, true life stories, plays, personal biographies, headline events, raw ideas, etc., which can be developed into a successful product for the entertainment industry. Typical option fees for such rights, other than Pulitzer Prize Winners or the like, are \$2,500 to \$10,000 per year.

Operations Plan

The optioning process itself demands the experience of the professional knowing what kinds of material are best suited for success in the motion picture and television industry. To that end RP Entertainment has as its president, Douglas Stefen Borghi. During his twenty year career, Mr. Borghi has been the co-creator, writer and producer of the hit CBS television series Jake and the Fatman, one of the longest running detective shows in television history. He was also the writer and producer of numerous television movies such as the Emmy nominated classic, The Operation, starring Lisa Hartman, Joe Penny and Kathleen Quinlan, and Element of Truth, starring Donna Mills. Mr. Borghi was also the producer of the cult crime drama released theatrically in Europe, Who Killed the Baby Jesus.

RP Entertainment will use Mr. Borghi's experience to option material we find to have potential. When necessary, RPE will raise further money for acquisitions of option rights and scripts and for the development process, as it has over the last five years and/or enter into joint venture relationships with established producers.

PLAN OF OPERATIONS - IN GENERAL

RPE's plan of operations is to acquire and develop rights to produce television shows and feature films with joint venture partners such as established producers, distributors and studios. At the same time RPE will be seeking additional sources of funding in the areas of acquisition of scripts for film and television production and of rights to merchandise (that is, manufacture and market) products associated with future film and/or television

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productions of third parties. To do this, RPE will seek to establish an aggressive marketing plan through advertising in trade publications such as Variety and The Hollywood Reporter. Small ads (2-4 columns for four days at \$900 to \$1,600 per ad) would cost not more than \$10,000 during the next twelve months, RPE plans to satisfy its cash requirements by additional equity financing, including this offering, and possibly, joint ventures. This will be in the form of this offering of common stock and joint venture relationships with established producers of television and feature films. There can be no assurance that RPE will be successful in raising additional equity financing, and, thus, be able to satisfy its cash requirements, which primarily consist of legal and accounting fees at the present time. RPE presently has limited cash with which to satisfy any future cash requirements, approximately \$80,000 in readily marketable securities and cash.

RPE will need a minimum of \$20,000 to satisfy its cash requirements for the next 12 months. Primarily, \$10,000 would be used to make limited advertising in trade publications, to make long distance phone calls and to option one or two script projects. RPE will not be able to fully carryout its plans to option 5 to 20 script projects in the next 24 months if it does not obtain equity financing through this offering. RPE has no current material commitments for funding or for development or production of any scripts. RPE depends upon capital to be derived from this offering. Should we raise at least \$62,500 or 25% of the amount sought in this offering then we will have funds sufficient to option 5 to 10 scripts or rights to develop scripts from published books, assuming such rights are purchased for \$2,500 to \$5,000 each. Management believes that, if this offering is successful, in that it raises \$250,000 or at least \$62,500, then RPE will be able to generate revenue from acquiring and reselling options on books and on screenplays and achieve liquidity within the next twelve months.

Should RPE not raise any capital through this offering, then we will be able to continue to operate for up to 18 months, but prospects for revenues and profits will be significantly negatively effected.

Mssrs. Smith and Borghi will provide 3-4 hours of time each week in pursuit of options and book rights without compensation, but with payments for costs of long distance phone calls. Mr. Borghi and Mr. Smith will, in an effort to locate projects, contact the persons who they have met over the 20 plus years they have each been engaged in their respective endeavors in the Los Angeles entertainment market.

RPE does not anticipate research and development costs for any products, nor does it expect to incur any research and development costs. RPE does not expect the purchase or sale of plant or any significant equipment, and it does not anticipate any change in the number of its employees. RPE has no current material commitments. RPE has generated limited revenue since its inception, \$150,000 as a result of the Settlement Agreement. See "Litigation - Settlement Agreement".

RPE has not commenced operations as a developer and producer of screenplays, feature films or television shows or as a merchandiser of products derived therefrom, principally because of the litigation with BSB, Provident and Hooters.

RPE has no present plans, preliminary or otherwise, to merge with any other entity. However, the Company may in the future seek a merger, joint venture or other financial association to further its business objectives.

RPE is still considered to be a development stage company, with no significant revenue, and is dependent upon the raising of capital through placement of its common stock. There can be no assurance that RPE will be successful in raising the capital it requires through the sale of its common stock.

The Projects

An example is RP Entertainment's maiden venture, Who Wants to Date a Hooters Girl, which is being developed in the Fall 2001 or Spring 2002 by Berk/Schwartz/Bonann/, the creators and producers of the popular hit television series, Baywatch. There can be no assurance that this pilot will result in a television series. Production of a series is not within our control.

From the development stage to the production stage for a single project, it can take anywhere from two to five years. Success in the development to production stage demands an acute awareness of long term planning for each project to reach the production stage.

RP Entertainment's aim is to build our business with careful cost effective management and the knowledge of the creative process gained by management from experience. The Company's management intends to nurture strategic partnerships throughout the industry, as it has done in the past. Presently, RPE has no such strategic partnerships and no assurance can be given that we will be able to attract partners. Our management intends to create an inventory of valuable projects for film, television, cable, to engage in the syndication and merchandising resulting from any successful show or feature film. The Company can revenue share with strategic successful partners and share in revenue based on our financial participation at the point in the production at which we entered each project.

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Principal Contracts

Hooters/BSB/RP Entertainment Agreement as Modified by Settlement

Under the terms of the original agreement dated September 9, 1996 between RPE and Berk, Schwartz, Bonann and Provident Entertainment, Inc., we had the rights to develop and produce a feature film based on the life stories of the founders of the Hooters Restaurants and to receive from all sources 50% of revenues from exploitation of the film in all media and 50% of merchandising of any products based on the film. Under the terms of the Settlement Agreement, we gave up any rights to develop and produce any feature film or television production in exchange for payment of up to \$250,000 in cash from any productions by the other parties and 6% of any merchandising based on such production. See "Hooters Agreement.")

Trouble and His Son

H. Hughes' two hour television movie which we developed as a pilot for a series

about a homicide detective who has to infiltrate the Mafia to find about what has happened to the missing son he has only just learned was born twenty years earlier to his ex-fiancee. Trouble and His Son has been presented to numerous agents to attract actors they represent. If appropriate talent could be signed who have production deals with networks or syndications then our project would have better chances of being produced. We have also offered the project to producers established in the television movie business, to cable outlets and syndication. None of these entities has offered to acquire rights to develop or produce the project and no assurance can be given that any of them will in the future.

Who Killed the Baby Jesus

RP Entertainment has acquired from the author for stock the U.S. theatrical rights, sequel rights, television and home video rights, Internet rights to Who Killed the Baby Jesus, a crime drama that boasts the first mother and daughter murderess team ever put on film. We had had limited discussions with film distributors who have informed us that this film's revenues would be enhanced by a domestic theatrical release on a small scale. We do not have a distributor as of this time who will pay for prints and advertising to release this film even on a limited basis, that is, a few theaters in major markets such as Los Angeles, New York and Chicago, and there is no assurance we will in the future.

The Hooters Agreement

By agreement entered into in September 1996 the ("Hooters Agreement") between RPE on the one hand, and BSB and PROVIDENT on the other, the Company acquired a fifty percent (50%) interest in the HOOTERS Rights which rights allowed RPE to write, develop and produce a feature-length theatrical motion picture and/or television series based upon the HOOTERS(R) Rights defined therein but related to the life stories of the two founders of the restaurant chain known as "Hooters.". The HOOTERS(R) Rights include all motion picture rights in all media throughout the universe and all ancillary rights, including sequel and video rights, and all incidental rights including merchandising rights related to the Film and/or television series including, but not limited to calendars, T-shirts, videos, "Search for the HOOTERS(R) Girls," and the like. Subsequently, litigation was filed on January 27, 1997 in Pinellas County, Circuit Court, Florida by BSB, Provident and Hooters to terminate the Hooters Agreement. This case was dismissed and RPE filed its own lawsuit against BSB and Provident in Superior Court, Los Angeles County, California on December 10, 1997 alleging conspiracy, fraud, tortious interference with contract and damages. The result of the litigation was the Settlement Agreement dated December 23, 1998 (the "Litigation-Hooters Settlement"), providing the following:

- o RPE gives up its rights to develop or produce any film or television show;
- o In exchange for RPE giving up its rights, we receive \$150,000 in cash which has been paid and 6% of any merchandising from any production by BSB or Provident;
- o BSB and Provident have all rights to produce a film or television show for which they agreed to pay RPE an additional \$250,000 contingent on the success of the feature film or television series.

RPE expects to derive no more than an additional \$250,000 from the Settlement Agreement, however, attaining any additional sum under the Settlement Agreement is dependent on the success of "Hooters: Who Wants to Date a Hooters Girl?" or some other television show or a feature film. No assurance can be given as to the success of "Hooters: Who Wants to Date a Hooters Girl?" or any other production in television or film. Thus, no assurance can be given that we will receive any additional payments under the Settlement Agreement. See "Business of the Company-Principal Contracts," "Use of Proceeds" and "Legal Proceedings."

RPE's headquarters are located at 1900 Avenue of the Stars, 14th Floor, Los Angeles, California 90067 and are provided to us at no charge by John Holt Smith. The Company's telephone number is 310.277.4140.

RPE's mailing address 1900 Avenue of the Stars, Suite 1450, Los Angeles, California 90067. The telephone number of its principal executive office is (310) 277-4140.

FORWARD LOOKING STATEMENTS

This registration statement contains forward-looking statements. RPE's expectation of results and other forward-looking statements contained in this registration statement involve a number of risks and uncertainties. Among the factors that could cause actual results to differ materially from those expected are the following: business conditions and general economic conditions;

competitive factors, such as pricing and marketing efforts; and the pace and success of product research and development. These and other factors may cause expectations to differ.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FROM INCEPTION TO DECEMBER 31, 2000.

Overview

We were incorporated on July 11, 1996 and our only material expense has been legal fees of approximately \$160,000 in connection with the lawsuit and expenses. Normal operating expenses for the years ending December 31, 1999 and 2000 were \$24,627 and \$21,465, respectively and for the period ending March 31 2001 were \$11,901. Although, we do not have a written agreement or formal arrangement with Mr. John Holt Smith in which he has agreed to give us space for our offices, we anticipate that Mr. Smith will continue to allow us to have space with no charge or for the costs thereof. Our belief that Mr. Smith will give us space based on the fact that Mr. Smith has a significant equity interest in us. We believe that Mr. Smith will continue to allow us space free as long as he maintains a significant equity interest in us. However, in the event that that Mr. Smith sells some or all of his shares, he may not have a continued incentive to fund our operations and pay our expenses. We cannot assure you that Mr. Smith and Mr. Borghi will not sell some or all of their shares.

Our Plan of Operation for the Next Twelve Months. Our plan of operation is materially dependent on our ability to generate revenues. If we are able to generate significant revenues, we anticipate that those revenues will be used to option books or screenplays, provide us with working capital and pay our legal and accounting fees for the next twelve months. If we do not generate those revenues, then we expect that our expenses for the next twelve months will be approximately \$40,000. We anticipate that our expenses for the next twelve months will be limited to the day-to-day expenditures necessary to conduct business such as administrative expenses which include costs to maintain our telephone and to contact agents and authors. Although it is difficult to quantify the day-to-day expenses, we believe that such expenses will be no more than \$40,000 for the next 12 months in the event we raise no capital through this offering. Our Chief Executive Officer, director and principal shareholder, John Holt Smith, has provided office space since our inception. Our belief that Mr. Smith will pay our expenses is based on the fact that Mr. Smith has a significant equity interest in us. We believe that Mr. Smith will continue to continue to provide office space as long as he maintains a significant equity interest in us.

Results of Operation

Three Months Ended March 31, 2000 vs. March 31, 2001 (unaudited)

The three months ended March 31, 2000 versus the march 31, 2001 (unaudited) shows an increase in operating expense of approximately \$8,000. Operating expenses for the three months ended March 31, 2000 was \$4,158 versus \$11,901 for the three months ended March 31, 2001. The increase was due to professional fees for normal operations. Other expenses in 2001 were \$232 in interest income versus interest income of \$491 for March 31, 2000.

December 31, 1999 versus December 31, 2000

Operating expenses of \$24,627 and \$21,465 for 1999 and 2000, respectively, show an increase in expenses of approximately \$3,000 which is from normal, recurring administrative expense. Other income increased by \$100,000 as the result of the proceeds of the settlement of the Hooters litigation net of legal fees. The other income also changed by interest income in 1999 of \$7,123 versus a loss of \$6,186 from trading marketable securities in fiscal year 2000. The Company had a loss of \$8,407 from trading marketable securities plus interest income of \$2,221 in fiscal year 2000.

Liquidity and Capital Resources

In the opinion of management, available funds from cash and marketable securities will satisfy our working capital requirements through December 2001. Therefore, based on discussions with agents and authors, we believe the earliest that we will begin to generate revenues is approximately January 2002. Our belief is based on the fact that identification of, negotiations for and consummation of an option agreement or development agreement would require about 3-4 months time, cost \$5,000 - \$10,000 and require further development or rewrites over an additional 60-90 day period, after all of which we would then have to locate an interested and suitable producer, negotiate a sale or joint venture production, or further development and production.

Our plan of operation provides that we will sell acquire rights, improve or develop the script and then the developed version subject to our distributors' specifications. Therefore, our profits will be determined on a case-by-case basis. For example, if we are selling television scripts to a producer of television shows to be sold with their current productions to CBS, then we will negotiate a percentage of revenue derived from production based on the number of episodes.

We do not have any material commitments for capital expenditures, nor do we expect to expend any material amounts for advertising or promotion of our business. We intend to use our management's established relationships in the entertainment industry to promote our business by word of mouth and personal solicitations.

Our forecast for the period for which our financial resources will be adequate to support our operations involves risks and uncertainties and actual results could fail as a result of a number of factors. We anticipate that we may need to raise additional capital to develop, promote and conduct our operations. Such additional capital may be raised through public or private financing as well as borrowings and other sources. There can be no assurance that additional funding will be available on favorable terms, if at all. We have not contemplated any plan of liquidation in the event that we do not generate revenues.

MARKETING MERCHANDISING

To achieve the goal of acquiring writers' scripts and then to develop and sell them, we plan to use the many contacts with agents, producers and writers acquired during the 20 plus years Mr. Smith has practiced law in Los Angeles, California, eight years of which was with a law firm representing, among others, Johnny Carson, Neil Simon, John Travolta and Mr. Borghi's considerable presence as the creator and principal writer of Jake and the Fatman, among other notable works. Merchandising will either result from our achieving production of a television show or feature film which warrants the making and selling of t-shirts, caps, calendars or the like or directly marketing such products to producers.

THE PRODUCTS / Merchandising

RPE is in the business of licensing the rights of designing and subcontracting the manufacture of products based on a successful production of a feature film or television series in which we provide services or revenue based on the assurance that any production from which we obtain such licensing rights will in fact be successful or even if a successful production, that the sale of any such products based thereon will be economically viable or profitable.

PATENTS

RPE holds no patents for its products. RPE is the owner of the rights to receive up to \$250,000 from the production and distribution of a feature film or television show based on the Hooters Inc. restaurant chain. Presently, there is a pilot television show in production titled "Who Wants to Date a Hooters Girl?" from which RPE will receive up to \$250,000 payable in increments based on the number of shows actually produced and possibly merchandising of product associated therewith, such as calendars, tee shirts, caps, and the like. See "Litigation."

GOVERNMENT REGULATION

Government approval is not necessary for RPE's business, and government regulations have no effect or a negligible effect on its business.

EMPLOYEES

RPE presently employs its President and Secretary who devote approximately 5 hours per week on the business of RPE. Neither employee presently receives a salary but each is periodically reimbursed for expenses and costs incurred on behalf of the Company. In the year 2000, Mr. Borghi received \$2,500 and Mr. Smith received \$3,500.

PROPERTIES

RPE has an oral agreement with John Holt Smith for use of office space, telephones and secretarial services supplied at no cost to RPE and Mr. Smith received \$5,000 in legal fees for services to the Company, including preparation of this registration statement.

COMPETITION

All of the Company's competitors are much larger and more well funded. The Company will not be able to compete with these companies, but will be able to enter into a Distribution Agreement with these companies should the Company develop and produce a television show or feature film and need the service provided by these competitors.

LEGAL PROCEEDINGS

RPE is not presently subject to any pending litigation, legal proceedings or claims. MANAGEMENT

MANAGEMENT

EXECUTIVE OFFICERS, KEY EMPLOYEES AND DIRECTORS

The members of the Board of Directors of RPE serve until the next annual meeting of stockholders, or until their successors have been elected. The officers serve at the pleasure of the Board of Directors.

The current executive officers, key employees and directors of RPE are as follows:

Name	Age	Position
-----	---	-----
Douglas S. Borghi	54	President, Director, Treasurer
John Holt Smith	59	Chief Executive Officer, Secretary, Director

Douglas S. Borghi has been President and Director of the Company since August 1996. Mr. Borghi has been an independent writer of screen plays and other literary material such as short stories and novels for the past 5 years.

John Holt Smith has been engaged in the private practice of law in Los Angeles as Smith & Associates for the past 5 years, except for the past 8 months during which he has acted as a partner of Kelly, Lytton and Vann. Mr. Smith is a graduate of Vanderbilt University with a BA degree in 1963 and a JD degree in 1966.

EXECUTIVE COMPENSATION

RPE has made no provisions for cash compensation to its officers and directors. Messrs. Borghi and Smith each received 2,500,000 shares of restricted stock upon incorporation under a subscription agreement. No salaries are being paid at the present time. and will not be paid unless and until there is available cash flow from operations to pay salaries. Expenses and costs incurred on behalf of the Company have been and will in the future be paid to Messrs. Borghi and Smith. There were no grants of options or SAR grants given to any executive officers during the last fiscal year.

EMPLOYMENT AGREEMENTS

RPE has not entered into any employment agreements with any of its employees, and employment arrangements are all subject to the discretion of RPE's board of directors.

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PRINCIPAL STOCKHOLDERS

The following table presents certain information regarding beneficial ownership of RPE's Common Stock as of December 31, 2000, by (i) each person known by RPE to be the beneficial owner of more than 5% of the outstanding shares of Common Stock, (ii) each director of RPE, (iii) each Named Executive Officer and (iv) all directors and executive officers as a group. Unless otherwise indicated, each person in the table has sole voting and investment power as to the shares

shown.

Name and Address of Beneficial Owner -----	Shares Beneficially Owned -----	Percent Before Offering -----	Percent After Offering -----
Douglas S. Borghi (1)	2,500,000	48.3%	40.5%
John Holt Smith	2,500,000	48.3%	40.5%
Officers and Directors as a Group (2 persons)	5,000,000	96.5%	81%

(1) Table is based on current outstanding shares of 5,178,000.

CERTAIN TRANSACTIONS

In connection with organizing RP Entertainment, Inc., in November 1996, John Holt Smith and Douglas S. Borghi were each issued 2,150,000 shares of restricted common stock for services rendered to the Company under a subscription agreement, pursuant to Section 4(2) of the Securities Act of 1933, to sophisticated persons (officers and directors) having superior access to all corporate and financial information. Under Rule 405 promulgated under the Securities Act of 1933, Messrs. Smith and Borghi may each be deemed to be a promoter of RPE. No other persons are known to Management that would be deemed to be promoters.

DESCRIPTION OF SECURITIES

The authorized capital stock of RPE consists of 50,000,000 shares of Common Stock, \$.001 par value per share and 10,000,000 shares of Preferred Stock. Upon consummation of this Offering, there will be outstanding 6,178,000 shares of Common Stock. We presently have 27 shareholders.

COMMON STOCK

Holders of Common Stock are entitled to one vote for each share held on all matters submitted to a vote of stockholders, including the election of directors.

Holders of common stock do not have subscription, redemption or conversion rights, nor do they have any preemptive rights.

Holders of common stock do not have cumulative voting rights, which means that the holders of more than half of all voting rights with respect to common stock and Preferred Stock can elect all of RPE's directors. The Board of Directors is empowered to fill any vacancies on the Board of Directors created by resignations, subject to quorum requirements.

Holders of Common Stock will be entitled to receive such dividends, if any, as may be declared from time to time by the Board of Directors out of funds legally available therefor, and will be entitled to receive, pro rata, all assets of the Company available for distribution to such holders upon liquidation.

PREFERRED STOCK

The Board of Directors of the Company has authorized the issuance of up to 10,000,000 shares of preferred stock in series, lettered consecutively, no par value, and is authorized to determine the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption, liquidation preferences and sinking fund terms of any series of preferred stock, the number of shares constituting any such series, and the designation thereof. There are no shares of preferred stock issued and outstanding.

PENNY STOCK STATUS

If and when it creates a market for its common stock, RPE's common stock is a "penny stock," as the term is defined by Rule 3a51-1 of the Securities Exchange Act of 1934. This makes it subject to reporting, disclosure and other rules imposed on broker-dealers by the Securities and Exchange Commission requiring brokers and dealers to do the following in connection with transactions in penny stocks:

1. Prior to the transaction, to approve the person's account for transactions in penny stocks by obtaining information from the person regarding his or her financial situation, investment experience and objectives, to reasonably determine based on that information that transactions in penny stocks are suitable for the person, and that the person has sufficient knowledge and experience in financial matters that the person or his or her independent advisor reasonably may be expected to be capable of evaluating the risks of transactions in penny stocks. In addition, the broker or dealer must deliver to the person a written statement setting forth the basis for the determination and advising in highlighted format that it is unlawful for the broker or dealer to effect a transaction in a penny stock unless the broker or dealer has received, prior to the transaction, a written agreement from the person. Further, the broker or dealer must receive a manually signed and dated written agreement from the person in order to effectuate any transactions in a penny stock.

2. Prior to the transaction, the broker or dealer must disclose to the customer the inside bid quotation for the penny stock and, if there is no inside bid quotation or inside offer quotation, he or she must disclose the offer price for the security transacted for a customer on a principal basis unless exempt from doing so under the rules.

3. Prior to the transaction, the broker or dealer must disclose the aggregate amount of compensation received or to be received by the broker or dealer in connection with the transaction, and the aggregate amount of cash compensation received or to be received by any associated person of the broker dealer, other than a person whose function is solely clerical or ministerial.

4. The broker or dealer who has effected sales of penny stock to a customer, unless exempted by the rules, is required to send to the customer a written statement containing the identity and number of shares or units of each such security and the estimated market value of the security. Imposing these reporting and disclosure requirements on a broker or dealer make it unlawful for the broker or dealer to effect transactions in penny stocks on behalf of customers. Brokers or dealers may be discouraged from dealing in penny stocks, due to the additional time, responsibility involved, and, as a result, this may have a deleterious effect on the market for RPE's stock.

TRANSFER AGENT, WARRANT AGENT AND REGISTRAR

The transfer agent, warrant agent and registrar for the common stock is Pacific Stock Transfer, 5844 S. Pecos Road, Suite D, Las Vegas, Nevada 89120

SHARES ELIGIBLE FOR FUTURE SALE

Upon completion of this Offering, RPE will have 6,178,000 shares of Common Stock outstanding assuming all shares offered are sold. All shares sold in this offering will be freely transferable without restriction or further registration under the Securities Act of 1933, as amended. However, any share purchased by an affiliate (in general, a person who is in a control relationship with RPE), will be subject to the limitations of Rule 144 promulgated under the Securities Act. Of the shares presently issued and outstanding, 5,178,000 are eligible for resale under Rule 144, 5,000,000 of which are subject to the 1% rule of Rule 144.

Under Rule 144 as currently in effect, a person (or persons whose shares are aggregated with those of others) whose restricted shares have been fully paid for and meet the rule's one year holding provisions, including persons who may be deemed affiliates of RPE, may sell restricted securities in broker's transactions or directly to market makers, provided the number of shares sold in any three month period is not more than the greater of 1% of the total shares of common stock then outstanding or the average weekly trading volume for the four

calendar week period immediately prior to each such sale. After restricted securities have been fully paid for and held for two years, restricted securities may be sold by persons who are not affiliates of RPE without regard to volume limitations. Restricted securities held by affiliates must continue,

even after the two year holding period, to be sold in brokers' transactions or directly to market makers subject to the limitations described above.

Prior to this offering, no public market has existed for RPE's shares of common stock. No predictions can be made as to the effect, if any, that market shares or the availability of shares for sale will have on the market price prevailing from time to time. The sale or availability for sale of substantial amounts of common stock in the public market could adversely affect prevailing market prices.

UNDERWRITING

PLAN OF DISTRIBUTION

The shares of common stock shall be offered on a self underwritten basis in the States of New York, California, Florida and in the District of Columbia, and to qualified investors in the State of California, and outside the U.S. The offering is self underwritten by RPE, which offers the shares of common stock directly to investors through Officers who will offer the Shares by prospectus and sales literature filed with the SEC, to friends, former business associates and contacts. The offering is a self underwritten offering, which means that it does not involve the participation of an underwriter or broker.

The offering of the Shares shall terminate in 180 days unless extended for no more than an additional 180 days at the discretion of the Company.

RPE reserves the right to reject any subscription in whole or in part, or to allot to any prospective investor less than the number of Shares subscribed for by such investor.

LEGAL MATTERS

The validity of the common stock offered hereby will be passed upon for the Company by John Holt Smith of Kelly Lytton & Vann LLP who is a significant shareholder of the Company, its President and a director.

EXPERTS

The Financial Statements of RPE as of December 31, 2000 included in this prospectus and elsewhere in the Registration Statement have been audited by Oppenheim & Ostrick, CPA's, independent public accountants for RPE, as set forth in his reports thereon appearing elsewhere herein, and are included in reliance upon such reports, given upon the authority of such firm as experts in accounting and auditing.

ADDITIONAL INFORMATION

RPE has filed with the Securities and Exchange Commission ("SEC") a registration statement on Form SB-2 under Securities Act of 1933, as amended, with respect to the securities. This prospectus, which forms a part of the registration statements, does not contain all of the information set forth in the registration statement as permitted by applicable SEC rules and regulations. Statements in this prospectus about any contract, agreement or other document are not necessarily complete. With respect to each such contract, agreement, or document filed as an exhibit to the registration statement, reference is made to the exhibit for a more complete description of the matter involved, and each such statement is qualified in its entirety by this reference.

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The registration statement may be inspected without charge and copies may be obtained at prescribed rates at the SEC's public reference facilities at Judiciary Plaza, 450 Fifth Street NW, Room 1024, Washington, DC 20549, or on the Internet at <http://www.sec.gov>. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330.

RPE will furnish to its shareholders annual reports containing audited financial statements reported on by independent public accountants for each fiscal year and make available quarterly reports containing unaudited financial information for the first three quarters of each fiscal year.

RP ENTERTAINMENT, INC.
(A DEVELOPMENT STAGE ENTERPRISE)

FINANCIAL STATEMENTS

FROM INCEPTION ON JULY 11, 1996
TO MARCH 31, 2001

WITH INDEPENDENT AUDITORS' REPORT

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OPPENHEIM & OSTRICK, CPA'S
4256 Overland Avenue
Culver City, California
(310) 839-3930

To the Board of Directors and Members
RP Entertainment, Inc.
(A Development Stage Enterprise)
Los Angeles, California

We have audited the accompanying balance sheet of RP Entertainment, Inc. (A Development Stage Enterprise) as of December 31, 2000 and the related statements of operations, stockholder's equity and accumulated deficit and cash flows for years ended December 31, 1999 and 2000, and from inception on July 11, 1996 to December 31, 2000. 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 audits.

We conducted the audits in accordance with generally accepted auditing standards. These 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 disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that the audits provide 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 RP Entertainment, Inc. (A Development Stage Enterprise) as of December 31, 2000 and the results of its operations and its cash flows for the years ended December 31, 1999 and 2000, 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 described in Note 2, the Company is a development stage enterprise with no operating revenues to date and has a significant accumulated deficit. These circumstances raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to this matter are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Gil Ostrick

OPPENHEIM & OSTRICK, CPA'S

Culver City, California
March 9, 2001

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RP ENTERTAINMENT, INC.
(A DEVELOPMENT STAGE ENTERPRISE)
BALANCE SHEET

<S>	ASSETS	
	December 31, 2000	March 31, 2001
	-----	-----
		(Unaudited)
Current assets:		
Cash and cash equivalents	\$ 25,052	\$ 12,900
Investment in marketable securities	69,219	59,378
Related party receivable	4,500	4,500
	-----	-----
Total current assets	98,771	76,778
Property and equipment:		
Net of accumulated depreciation	317	0
	-----	-----
Total property and equipment	317	0
	-----	-----
Total assets	\$ 99,088	\$ 76,778
	=====	=====

LIABILITIES AND STOCKHOLDER'S EQUITY

Stockholder's equity:		
Common stock, \$001 par value authorized		
50,000,000 shares, issued and outstanding		
5,178,000 shares	\$ 5,178	\$ 5,178
Additional paid-in capital	324,822	324,822
Accumulated other comprehensive income	(2,746)	(12,587)
Deficit accumulated during development stage	(228,166)	(240,635)
	-----	-----
Total stockholder's equity	99,088	76,778
	-----	-----
	\$ 99,088	\$ 76,778
	=====	=====

See the accompanying notes and auditors' report which are integral parts of this statement.
 </TABLE>

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RP ENTERTAINMENT, INC.
 (A DEVELOPMENT STAGE ENTERPRISE)
 STATEMENT OF OPERATIONS AND DEFICIT
 ACCUMULATED DURING DEVELOPMENT STAGE

	Years Ended December 31,		Cumulative From Inception on July 11, 1996 to December 31, 2000
	1999 ----	2000 ----	-----
<S>	<C>	<C>	<C>
Cost and expenses:			
General and administrative expenses	\$ (24,627)	\$ (21,465)	\$ (324,440)
Other income (expense):			
Lawsuit settlement	100,000	0	100,000
Other	7,123	(6,186)	5,335
	-----	-----	-----
	107,123	(6,186)	105,335

Income (loss) before cumulative effect of change in accounting principle	82,496	(27,651)	(219,105)
Cumulative effect of a change in accounting principle, net of income taxes	(4,261)	0	(4,261)
	-----	-----	-----
Income (loss) before taxes	78,235	(27,651)	(223,366)
Provision for income taxes	800	800	4,800
	-----	-----	-----
Net income (loss)	\$ 77,435	(28,451)	\$ (228,166)
	=====	=====	=====
Net income (loss) per share:			
Basic	\$.01	\$ (.01)	\$ (.04)
Diluted	\$.01	\$ (.01)	\$ (.04)
Weighted average number of shares used in the computation of net income (loss) per share	5,178,000	5,178,000	5,142,000
	=====	=====	=====

See accompanying auditors' report and notes which are integral parts of this statement.
 </TABLE>

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<TABLE>
 <CAPTION>

RP ENTERTAINMENT, INC.
 (A DEVELOPMENT STATE ENTERPRISE)
 STATEMENT OF OPERATIONS AND DEFICIT

ACCUMULATED DURING DEVELOPMENT STAGE

	Three Months Ended March 31		Cumulative From Inception on
	2000	2001	July 11, 1996 to March 31, 2001
	(Unaudited)	(Unaudited)	(Unaudited)
<S>	<C>	<C>	<c>
Costs and Expenses:			
General and administrative Expenses	\$ (4,158)	\$ (11,901)	\$ (336,341)
Other income (expense):			
Lawsuit settlement			100,000
Other	491	232	5,567
	-----	-----	-----
	491	232	105,567
Income (loss) before cumulative effect of change in accounting principle	(3,667)	(11,669)	(230,774)
Cumulative effect of a change in accounting principle, net of income taxes	0	0	(4,261)
	-----	-----	-----
Income (loss) before taxes	(3,667)	(11,669)	(235,035)
Provision for Income taxes	0	800	5,600
	-----	-----	-----
Net income (loss)	(3,667)	\$ (12,469)	\$ (240,635)
	=====	=====	=====
Net income (loss) per share:			
Basic	\$ 0	\$ (.01)	\$ (.05)
Diluted	\$ 0	\$ (.01)	\$ (.05)
Weighted average number of shares used in the computation of net income (loss) per share	5,178,000	5,178,000	5,142,000
	=====	=====	=====

See accompanying auditors' report and notes which are integral parts of this statement.

</TABLE>

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RP ENTERTAINMENT, INC.
(A DEVELOPMENT STAGE ENTERPRISE)
STATEMENT OF CHANGES IN STOCKHOLDER'S EQUITY (DEFICIT)

	Comprehensive Income	Common Shares	Stock Amount	Additional Paid-in Capital	Accumulated Other Comprehensive Income	Deficit Accumulated During the Development Stage	Total Stockholder's Equity (Deficit)
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<c>
Issuance of common stock for compensation	\$ 0	5,000,000	\$ 5,000	\$ 0	\$ 0	\$ 0	\$ 5,000
Common shareholder Loss from inception on July 11, 1996 to December 31, 1996	0	0	0	0	0	(5,542)	(5,542)
Issuance of common stock	0	155,000	155	309,845	0	0	310,000
Issuance of common stock							

for compensation	0	23,000	23	14,977	0	0	15,000
Common shareholder loss for year ended December 31, 1997	0	0	0	0	0	(218,248)	(218,248)
Common shareholder loss for year ended December 31, 1998	0	0	0	0	0	(53,360)	(53,360)
Balance at December 31, 1998	0	5,178,000	5,178	324,822	0	(277,150)	52,850
Common share income for year ended December 31, 1999	0	0	0	0	0	77,435	77,435
Balance at December 31, 1999		5,178,000	5,178	324,822	0	(199,715)	130,285
Common share loss for year ended December 31, 2000							
Net Income	(28,451)	0	0	0	0	(28,451)	(28,451)
Unrealized loss on investments	(2,746)	0	0	0	(2,746)	0	(2,746)
Comprehensive income	\$ (31,197)						
Balance at December 31, 2000		5,178,000	5,178	324,822	(2,746)	(228,166)	99,088
Common share loss for three months ended March 31, 2001							
Net Income	(12,469)	0	0	0	0	(12,469)	(12,469)
Unrealized loss on investments	(9,841)	0	0	0	(9,841)	0	(9,841)
Comprehensive income	\$ (22,310)						
Balance at March 31, 2001. (Unaudited)		5,178,000	\$ 5,178	\$324,822	\$ (12,587)	\$ (240,635)	\$ 76,778

See accompanying auditors' report and notes which are integral parts of this statement
</TABLE>

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RP ENTERTAINMENT, INC.
(A DEVELOPMENT STAGE ENTERPRISE)
STATEMENT OF CASH FLOWS

	Years Ended December 31,		Cumulative From Inception on July 11, 1996 to December 31, 2000
	1999	2000	
<S>	<C>	<C>	<C>
CASH FLOWS FROM OPERATING ACTIVITIES:			(Unaudited)
Net income (loss) from development stage operations	\$ 77,435	\$ (28,451)	\$ (228,166)
Adjustments to reconcile net income (loss) from operations to cash used from operating activities:			
Depreciation and amortization	5,719	211	9,924
Compensation for common stock	0	0	51,000
Write off - other assets	0	(1,136)	4,864
Changes in operating assets and liabilities	0	0	0
Net cash (used) or provided from operating activities	83,154	(29,376)	(162,378)
CASH FLOWS FROM INVESTING ACTIVITIES:			

Investment in marketable securities	(80,372)	(71,965)	(152,337)
Proceeds from sale of marketable securities	0	71,965	71,965
Capital expenditures	0	0	(15,105)
Loss on sale of marketable securities	0	8,407	8,407
	-----	-----	-----
Net cash (used) provided from investing activities	(80,372)	8,407	(87,070)
	-----	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds, (repayment) of stockholder loans	0	(4,500)	(4,500)
Cash proceeds from common stock	0	0	279,000
	-----	-----	-----
Net cash provided by financing activities	0	(4,500)	274,500
	-----	-----	-----
Net cash increase (decrease) in cash equivalents	2,782	(25,469)	25,052
	-----	-----	-----
Cash and cash equivalents, beginning balance	47,739	50,521	0
	-----	-----	-----
Cash and cash equivalents, ending balance	\$ 50,521	\$ 25,052	\$ 25,052
	=====	=====	=====
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:			
Cash paid during the period for interest	\$ 0	\$ 0	\$ 0
	=====	=====	=====
Cash paid during the period for income taxes	\$ 800	\$ 800	\$ 4,800
	=====	=====	=====

See accompanying auditors' report and notes which are integral parts of this statement.

</TABLE>

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<TABLE>
<CAPTION>

RP ENTERTAINMENT, INC.
(A DEVELOPMENT STAGE ENTERPRISE)
STATEMENT OF CASH FLOWS

	Three Months Ended March 31		Cumulative From Inception on July 11, 1996 to March 31, 2001
	2000	2001	
	-----	-----	-----
	(Unaudited)	(Unaudited)	(Unaudited)
<S>	<C>	<C>	<C>
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income (loss) from Development stage operations	\$ (3,667)	\$ (12,469)	\$ (240,635)
Adjustments to reconcile net income (loss) from operations to cash used from operating activities:			
Depreciation and amortization	53	317	10,241
Compensation for Common Stock	0	0	51,000
Write-off, Other assets	0	0	4,864
	-----	-----	-----
Net cash (used) or provided from operating activities	(3,614)	(12,152)	(174,530)

CASH FLOWS FROM INVESTING ACTIVITIES:			
Investment in marketable securities	0	0	(152,337)
Proceeds from sale of marketable securities	0	0	71,965
Capital expenditures	0	0	(15,105)
Loss on sale of marketable securities	0	0	8,407
	-----	-----	-----
Net cash (used) provided from investing activities	0	0	(87,070)
	-----	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds (repayment) of stockholder loans	0	0	(4,500)
Cash proceeds from common stock	0	0	279,000
	-----	-----	-----
Net cash provided by financing activities	0	0	274,500
	-----	-----	-----
Net cash increase (decrease) in cash equivalents	(3,614)	(12,152)	12,900
Cash and cash equivalents, Beginning balance	50,521	25,052	0
	-----	-----	-----
Cash and cash equivalents, Ending balance	\$ 46,907	\$ 12,900	\$ 12,900
	=====	=====	=====
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:			
Cash paid during the period for interest	\$ 0	\$ 0	\$ 0
	=====	=====	=====
Cash paid during the period for income taxes	\$ 0	\$ 800	\$ 5,600
	=====	=====	=====

See accompanying accountants' auditors' report and notes which are integral parts of this statement.
</TABLE>

RP ENTERTAINMENT, INC.
(A DEVELOPMENT STAGE ENTERPRISE)
NOTES TO FINANCIAL STATEMENTS
FROM INCEPTION ON JULY 11, 1996
TO MARCH 31, 2001

(1) General Background and Nature of Operations:

RP Entertainment, Inc. (the Company or RPE) was incorporated in the State of California in July 1966 as a C corporation and in 1996 subsequently filed as a Nevada corporation. The Nevada articles of incorporation specify the authorization of 50,000,000 shares of common stock at \$.001 par value and 10,000,000 shares of preferred stock at \$.001 par value. As of the balance sheet date, no preferred stock was issued. The Company raised \$310,000 representing 155,000 shares of common stock at \$2 per share for the purpose of developing or producing a film entertainment company involved in television programming. The Company also issued 5,000,000 shares of common stock to its founders at \$.001 for organizing the business. The production and distribution of television programming is a highly competitive business. The Company will also engage in foreign distribution. The competition will affect the Company's ability to obtain the services of preferred performers and other creative personnel. RP Entertainment, Inc.'s plan of operation is to develop an on-going source of referrals to acquire scripts for film and television production and the rights to merchandise products associated with future film and/or television productions of third parties. To do this, RPE will seek to establish an aggressive marketing plan both on the internet and conventionally.

During the next twelve months RPE plans to satisfy its cash requirements by additional equity financing. This will be in the form of an IPO with the SEC for \$250,000 representing \$0.25 per share of common stock totaling 1,000,000 shares.

Currently, RPE owns certain rights to the Hooters property as the result of the settlement of a lawsuit. The settlement states that RPE will receive \$750 an episode for delivery of each of 196 episodes. RPE will receive \$1,000 per episode for the next 103 episodes over and above the first 196 episodes. There is no assurance that any episode will ever happen.

In the event the Hooters property is made into a theatrical motion picture, RPE will receive \$250,000 upon the start of principal photography based upon the Hooters property. All other rights on the final legal settlement go to the defendant (another entertainment company) including trademarks, logo and all other revenue streams. For the settlement RPE received in 1999 \$150,000 less a \$50,000 legal fee which netted RPE \$100,000 at the closing to rescind all rights except as mentioned earlier to the Hooters property.

The Company is not currently working on any other programming.

See accompanying accountants' audit report

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RP ENTERTAINMENT, INC.
(A DEVELOPMENT STAGE ENTERPRISE)
NOTES TO FINANCIAL STATEMENTS
FROM INCEPTION ON JULY 11, 1996
TO MARCH 31, 2001

(2) Summary of Significant Accounting Policies:

RP Entertainment, Inc.'s cash and available credit are not sufficient to support operations for the next year. Accordingly if an acquisition or an IPO were not to take place management would need to seek additional equity financing. These financial statements have been prepared on the basis that adequate financing will be obtained.

- a. Revenue Recognition: The Company will comply with the pending adoption of SOP 00-2, effective for fiscal years beginning after December 15, 2000. The adoption of SOP 00-2 states that revenue cannot be recognized until the services have been provided or the amounts earned, i.e., activities that are prerequisite to obtaining benefits, have been completed. As of March 31, 2001 and prior, the Company had no revenue since inception.
- b. Cash and Cash Equivalents: The Company considers all securities with a maturity of three months or less when purchased as cash and cash equivalents.
- c. Investment in Marketable Securities: The Company has invested in marketable securities and its intent is to treat such securities as available-for-sale. Such securities are reported at fair value on the balance sheet. All unrealized gains and losses are reported as a component of other comprehensive income in stockholders' equity. Realized gains or losses of marketable securities are based on the specific identification method.
- d. Property and Equipment: Property and equipment are stated at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the assets, generally ranging from three to five years. Leased equipment meeting certain criteria is capitalized and the present value of related lease payments is recorded as a liability. Amortization of assets under capital leases is computed using the straight-line method over the estimated useful lives of the assets, generally three to five years.
- e. Income Taxes: The Company is taxed at Sub-chapter C Corporation income tax rates. Any timing differences between book and taxed income will

be recorded as deferred income taxes.

- f. Use of Estimates: The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions in determining the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.
- g. Advertising: Advertising costs are expensed as incurred. No advertising was incurred since inception.

See accompanying accountants' auditors' report

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RP ENTERTAINMENT, INC.
(A DEVELOPMENT STAGE ENTERPRISE)
NOTES TO FINANCIAL STATEMENTS
FROM INCEPTION ON JULY 11, 1996
TO MARCH 31, 2001

(2) Summary of Significant Accounting Policies (cont'd):

- h. Other Comprehensive Income: The Company has adopted the provisions of Statement of Financial Accounting Standards No. 130 ("SFAS No. 130"), "Reporting Comprehensive Income." SFAS No. 130 establishes standards for reporting comprehensive income and its components in financial statements. Other comprehensive income, as defined, includes all changes in equity during a period from non-owner sources. To date, the Company has not had any transactions that are required to be reported as other comprehensive income except for marketable securities classified as available-for-sale.
- i. Segment Information: In June 1997, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 131 ("SFAS No. 131"), "Disclosures About Segments of an Enterprise and Related Information." SFAS No. 131 established standards for the way companies report information about operating segments in annual financial statement. It also established standards for related disclosures about products and services, geographic areas and major customers.

The disclosures prescribed in SFAS No. 131 became effective for the year ended December 31, 1998. The Company has determined that it operates as one business segment.

- j. Start-up Costs: For financial statements for fiscal years beginning on or before December 15, 1998, new company organization or start-up costs are subject to the same assessment of recoverability that would be applicable in an established operating entity (SFAS No. 7, paragraph 10). For financial statements for fiscal years beginning after December 15, 1998, costs of start-up activities, including organization costs, should be expensed as incurred (SOP 98-5, paragraph 12). Initial application of the SOP requires previously capitalized start-up costs to be expensed in the period of adoption and reported as the cumulative effect of a change in accounting principle. As a result of adopting SOP 98-5, the book and tax treatment of start-up costs will be different, creating a temporary difference under SFAS No. 109, "Accounting for Income Taxes." There is no effect on deferred taxes from this transaction.

(3) Investment in Marketable Securities:

The cost basis of the marketable securities at December 31, 2000 was \$71,965. The market value of these securities was \$69,219, which resulted in an unrealized loss of \$2,746 for the year ended 2000. Trading activity during the year resulted in a realized loss of \$8,407. The proceeds from the sale of securities were \$71,965 and was reinvested in another security. At March 31, 2001, there was an additional unrealized loss of \$9,841 and the market value of these securities was \$59,378, as of the balance sheet date.

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RP ENTERTAINMENT, INC.
(A DEVELOPMENT STAGE ENTERPRISE)
NOTES TO FINANCIAL STATEMENTS
FROM INCEPTION ON JULY 11, 1996
TO MARCH 31, 2001

The investment in equity securities is classified as follows:

	December 31, 2000	March 31, 2001 (Unaudited)
	-----	-----
Available-for-sale (current)	\$ 69,219 =====	\$ 59,378 =====

The above funds will be used as additional working capital to support current operations.

Aggregate fair values, gross unrealized holding gains, and unrealized holding losses for available for sale equity securities are as follows:

	December 31, 2001	March 31, 2001 (Unaudited)
	-----	-----
Common Stock -----		
Fair value	\$ 69,219	\$ 59,378
Cost	\$ 71,965	\$ 69,219
Gross unrealized losses	\$ 2,746	\$ 9,841

The unrealized losses are a component of comprehensive income and are reported as investing activities in the cash flow statements. All unrealized holding losses were also reported as part of stockholders' equity in the above balance sheet.

(4) Property and Equipment:

Property and equipment include the following:

	December 31 2000 ----	March 31 2001 ----
		(Unaudited)
Computer equipment	\$ 1,100	\$ 1,100
Accumulated depreciation	(783)	(1,100)
	-----	-----
	\$ 317 =====	\$ 0 =====

There was \$7,105 of other capital expenditures related to programming options and other transactions that had no value and were written off or were fully depreciated.

See accompanying accountants' auditors' report

(5) Related Party Transactions:

There are no monies owing or receivable except for an advance to a principal shareholder of \$4,500. The receivable will be repaid as reimbursed expenses with a related party entity. The other principal

shareholder is an attorney and co-founder of the Company. Management and legal fees charged to the Company for the two principal shareholders approximated \$106,000 of which \$80,000 occurred in 1997 and \$11,000 in 1998. The shareholders received approximately \$5,000 in 1999 and 2000 totaling \$10,000. For the three months ended March 31, 2001, related party legal fees approximated \$5,000. See operating lease commitments (Note 7) for more details. Also see (Note 1) for founder common stock transaction for 5,000,000 shares at par value (\$.001) or \$5,000 for starting the Company in 1996.

(6) Income Taxes:

The Company is a C corporation for federal and state income taxes. Accordingly no provision for income taxes has been made since the Company has no income, and loss carry-forwards through 2000 of approximately \$228,000. The Company recognizes deferred income tax if there is a difference between book and tax accounting. Currently there are no deferred income taxes. No income tax footnote schedules were prepared as the Company has no income and no valuation for tax loss carry-forwards are needed since there is no assurance of any profits from future operations.

(7) Operating Lease Commitments:

The Company does not lease office space. It currently operates out of the law office of a shareholder and a related party who organized RPE.

(8) Stockholders' Equity:

As of March 31, 2001, there were 5,178,000 shares issued. See previous footnotes and statement of changes in stockholders' equity for further details.

(9) Other Income (Expenses):

Other income is comprised of the following:

	<C>	<C>	<C>
	Years Ended 1999	Years Ended 2000	Cumulative From Inception on July 11, 1996 to December 31, 2000
Other income	\$ 0	\$ 557	\$ 557
Interest/dividends	7,123	1,664	13,185
Gains (losses) from sale of securities	0	(8,407)	(8,407)
	\$ 7,123	\$ (6,186)	\$ 5,335

</TABLE>
<TABLE>

Other income (expenses) is comprised of the following (cont'd):

	<C>	<C>	<C>
	For the Three Months Ended March 31, 2000	For the Three Months Ended March 31, 2001	Cumulative From Inception on July 11, 1996 to March 31, 2001
Other income	\$ 0	\$ 0	\$ 557
Interest/dividends	491	232	13,417
Gains (losses) from sale of securities	0	0	(8,407)
	\$ 491	\$ 232	\$ 5,567

</TABLE>

See accompanying accountants' auditors' report

NO DEALER, SALESPERSON OR OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS IN CONNECTION WITH THIS OFFERING OTHER THAN THOSE CONTAINED IN THIS PROSPECTUS AND, IF GIVEN OR MADE, SUCH INFORMATION AND REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY RPE OR BY THE UNDERWRITERS. THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY ANY SECURITY OTHER THAN THE SECURITIES OFFERED BY THIS PROSPECTUS, OR AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY ANY SECURITIES BY ANY PERSON IN ANY JURISDICTION IN WHICH SUCH OFFER OR SOLICITATION IS NOT AUTHORIZED OR IS UNLAWFUL. THE DELIVERY OF THIS PROSPECTUS SHALL NOT, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THE INFORMATION HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE OF THIS PROSPECTUS.

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PROSPECTUS

RP ENTERTAINMENT, INC.

1,000,000 SHARES OF COMMON STOCK

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 24. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

As permitted by the provisions of the Nevada Revised Business Corporation Act (the "Nevada Act"), the Company has the power to indemnify an individual made a party to a proceeding because they are or were a director, against liability incurred in the proceeding, if such individual acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interest of the Company and, in a criminal proceeding, they had no reasonable cause to believe their conduct was unlawful. Indemnification under this provision is limited to reasonable expenses incurred in connection with the proceeding. The Company must indemnify a director or officer who is successful, on the merits of otherwise, in the defense of any proceeding or in defense of any claim, issue, or matter in the proceeding, to which they are a party to because they are or were a director or officer of the Company, against reasonable expenses incurred by them in connection with the proceeding or claim with respect to which they have been successful. Pursuant to the Nevada Act, the Company's Board of Directors may indemnify its officers, directors, agents, or employees against any loss or damage sustained when acting in good faith in the performance of their corporate duties.

The Company may pay for or reimburse reasonable expenses incurred by a director, officer employee, fiduciary or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding provided the individual furnishes the Company with a written affirmation that their conduct was in good faith and in a manner reasonably believed to be in, or not opposed to, the best interest of the Company, and undertake to repay the advance if it is ultimately determined that they did not meet such standard of conduct.

Also pursuant to the Nevada Act, a corporation may set forth in its articles of incorporation, by-laws or by resolution, a provision eliminating or limiting in certain circumstances, liability of a director to the corporation or its shareholders for monetary damages for any action taken or any failure to take action as a director. This provision does not eliminate or limit the liability of a director (i) for the amount of a financial benefit received by a director to which they are not entitled; (ii) an intentional infliction of harm on the corporation or its shareholders; (iii) for liability for a violation of Section 78-100 of the Nevada Act (relating to the distributions made in violation of the Nevada Act); and (iv) an intentional violation of criminal law. To date, the Company has not adopted such a provision in its Articles of Incorporation, By-Laws, or by resolution. A corporation may not eliminate or limit the liability of a director for any act or omission occurring prior to the date when such provision becomes effective. The Nevada Act also permits a corporation to purchase and maintain liability insurance on behalf of its directors, officers, employees, fiduciaries or agents.

ITEM 25. OTHER EXPENSES OF ISSUANCES AND DISTRIBUTION.

The Registrant estimates that expenses payable by it in connection with the Offering described in this Registration Statement (other than the underwriting discount and commissions and reasonable expense allowance) will be as follows:

SEC registration fee.....	\$ 62.50
Printing and engraving expenses.....	\$ 500
Accounting fees and expenses.....	\$ 7,500
Legal fees and expenses (other than Blue Sky)...	\$12,000
Blue sky fees and expenses (including legal and filing fees).....	\$ 1,000
Miscellaneous.....	\$ 1,000
Total.....	\$15,500

ITEM 26. RECENT SALES OF UNREGISTERED SECURITIES.

The following securities were issued by RPE within the past three years and were not registered under the Securities Act: In connection with organizing RP Entertainment, Inc., on or about March, 1997, Douglas S. Borghi and John Holt Smith were each issued 2,150,000 shares of restricted common stock under a subscription agreement, pursuant to Section 4(2) of the Securities Act of 1933, to sophisticated persons (officers and directors) having superior access to all corporate and financial information. Under Rule 405 promulgated under the Securities Act of 1933, Messrs. Borghi and Smith may be deemed to be promoters of RPE. No other persons are known to Management that would be deemed to be promoters.

ITEM 27. EXHIBITS

(a) The following exhibits are filed as part of this Registration Statement:

EXHIBIT NUMBER -----	DESCRIPTION -----
3.1	Articles of Incorporation
3.2	By-Laws
4.1	Form of Common Stock Certificate
5.1	Opinion of Counsel and Consent
10.1	Deal Memo with Harry Hughes
10.2	Deal Memo with Brutus Productions
23.1	Consent of Independent Accountant
23.2	Consent of Counsel (filed as part of Exhibit 5.1)

ITEM 28. UNDERTAKINGS.

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

The undersigned registrant hereby undertakes to:

- (1) File, during any period in which it offers or sells securities, a post-effective amendment to this registration statement to:
 - (i) Include any prospectus required by section 10(a)(3) of the Securities Act.

(ii) Reflect in the prospectus any facts or events which, individually or together, represent a fundamental change in the information in the registration statement; and notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in the volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

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(iii) Include any additional or changed material information on the plan of distribution.

(2) For determining liability under the Securities Act, treat each post-effective amendment as a new registration statement of the securities offered, and the offering of the securities at that time to be the initial bona fide offering.

(3) File a post-effective amendment to remove from registration any of the securities that remain unsold at the end of the offering.

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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 authorized this Amendment No. 1 of the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Los Angeles, State of California, on August 3, 2001.

RP ENTERTAINMENT, INC.

By: Douglas S. Borghi

DOUGLAS S. BORGHI
Chairman of the Board and
President

In accordance with the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates stated.

SIGNATURE

Douglas S. Borghi

Date: August 3, 2001

DOUGLAS S. BORGHI

Chairman of the Board and
President, Secretary, Treasurer

John Holt Smith

Date: August 3, 2001

JOHN HOLT SMITH

Chief Executive Officer, Secretary

ARTICLES OF INCORPORATION
OF
RP ENTERTAINMENT, INC.

FIRST. The name of this corporation is

RP ENTERTAINMENT, INC.

SECOND. The registered office of this corporation in the State of Nevada is located at 318 North Carson Street, Suite 214, Carson City, Nevada 89701. The name of its resident agent at that address is State Agent and Transfer Syndicate, Inc.

THIRD. This corporation is authorized to carry on any lawful business or enterprise.

FOURTH. The total number of shares which the corporation is authorized to issue is one million (1,000,000) of the par value of one-tenth of one cent (\$.001) each.

FIFTH: The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the bylaws of this corporation.

The names and addresses of the first board of directors, which shall be one (1) in number is as follows:

NAME	ADDRESS
Robert Penta	13261 Moorpark Street Sherman Oaks, California 91423

SIXTH. The name and address of the incorporator signing the articles of incorporation are as follows:

NAME	ADDRESS
John Holt Smith	1901 Avenue of the Stars, 18th Floor Los Angeles, California 90067

SEVENTH. To the fullest extent permitted by Chapter 78 of the Nevada Revised Statutes as the same exists or may hereafter be amended, an officer or director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages due to breach of fiduciary duty as such officer or director.

I, THE UNDERSIGNED, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Nevada, do make and file these articles of incorporation, hereby

declaring and certifying that the facts herein as stated are true, and accordingly have hereunto set my hand this 2nd day of July 1996.

/s/ John Holt Smith

JOHN HOLT SMITH
Incorporator

CALIFORNIA ALL-PURPOSE ACKNOWLEDGEMENT

State of California)
) ss
County of Los Angeles)

On September 4, 1996, before me, Deron A. Kartoon personally appeared John Holt Smith personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

/s/ Deron A. Kartoon

DERON A. KARTOON
Notary Public in and for said State

Deron A. Kartoon
Comm. #973715
NOTARY PUBLIC, CALIFORNIA
LOS ANGELES COUNTY
Comm. Expires Sept. 20, 1996

(Notary Seal)

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

OF
RP ENTERTAINMENT, INC.,
a Nevada corporation

We the undersigned President and Assistant Secretary of RP Entertainment, Inc. (the "Corporation"), do hereby certify:

1. That the Board of Directors of the Corporation at a meeting duly convened, held on the 4th day of September 1996, adopted a resolution to amend the original articles as follows:

ARTICLE FOURTH

Article FOURTH is hereby amended to read as follows:

Section 1. Authorized Shares.

The authorized capital stock of the Corporation is fifty million (50,000,000) shares of Common Stock at a par value of \$0.001 per share and shall be voting stock; and ten million (10,000,000) shares of preferred stock, \$0.001 par value and which may be, at the discretion of the Board of Directors, issued in alphanumeric series with the rights and preferences designated at the time of issue by the Board of Directors.

Section 2. Consideration for Shares.

All shares of Common Stock shall be issued by the Corporation for cash, property, services performed, contracts for services to be performed or other consideration deemed appropriate by the Board of Directors. In the absence of fraud, the judgment of the Board of Directors as to the value of any property received in full or partial payment for shares shall be conclusive.

2. The number of shares of the Corporation outstanding and entitled to vote on an amendment to the Articles of Incorporation is 1,000,000 and the change(s) and amendment have been consented to and approved by a majority vote of the stockholders holding at least a majority of each class of stock outstanding and entitled to vote thereon.

/s/ John Holt Smith

John Holt Smith,
Chief Executive Officer

/s/ John Holt Smith

John Holt Smith
Assistant Secretary

CALIFORNIA ALL-PURPOSE ACKNOWLEDGEMENT

State of California)
) ss
County of Los Angeles)

On September 4, 1996, before me, Deron A. Kartoon personally appeared John Holt Smith personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

/s/ Deron A. Kartoon

DERON A. KARTOON
Notary Public in and for said State

Deron A. Kartoon
Comm. #973715
NOTARY PUBLIC, CALIFORNIA
LOS ANGELES COUNTY
Comm. Expires Sept. 20, 1996

(Notary Seal)

BY-LAWS
of

RP ENTERTAINMENT, INC.
a Nevada Corporation

ARTICLE I
OFFICES

Section 1. PRINCIPAL OFFICE. The principal office for the transaction of business of the Corporation is hereby fixed and located at 1901 Avenue of the Stars, Eighteenth Floor, County of Los Angeles, State of California, 90067. The location maybe changed by approval of a majority of the authorized Directors, and additional offices may be established and maintained at such other place or places, either within or without California, as the Board of Directors may from time to time designate.

Section 2. OTHER OFFICES. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the Corporation is qualified to do business.

ARTICLE II
DIRECTORS - MANAGEMENT

Section 1. RESPONSIBILITY OF BOARD OF DIRECTORS. Subject to the provisions of the Nevada Revised Statutes and to any limitations in the Articles of Incorporation of the Corporation relating to action required to be approved by the Shareholders, by the outstanding shares, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 2. STANDARD OF CARE. Each Director shall perform the duties of a Director, including the duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

Section 3. NUMBER AND QUALIFICATION OF DIRECTORS. The authorized number of Directors shall be not less than THREE (3) nor greater than THIRTEEN (13) until changed by a duly adopted amendment to the Articles of Incorporation or by an amendment to this By-law adopted by the vote or written consent of holders of a majority of the outstanding shares entitled to vote.

Section 4. ELECTION AND TERM OF OFFICE OF DIRECTORS. Directors shall be elected at each annual meeting of the Shareholders to hold office until the next annual meeting. Each Director, including a Director elected to fill a vacancy,

shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

Section 5. VACANCIES. Vacancies in the Board of Directors may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director, except that a vacancy created by the removal of a Director by the vote or written consent of the Shareholders or by court order may be filled only by the vote of a majority of the shares entitled to vote represented at a duly held meeting at which a quorum is present, or by the written consent of holders of a majority of the outstanding shares entitled to vote. Each Director so elected shall hold office until the next annual meeting of the Shareholders and until a successor has been elected and qualified.

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

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The Shareholders may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors, but any such election by written consent shall require the consent of a majority of the outstanding shares entitled to vote.

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Section 6. REMOVAL OF DIRECTORS. The entire Board of Directors or any individual Director may be removed from office as provided by Nevada Revised Statutes. In such case, the remaining Board members may elect a successor Director to fill such vacancy for the remaining unexpired term of the Director so removed.

Section 7. NOTICE, PLACE AND MANNER OF MEETINGS. Meetings of the Board of Directors may be called by the Chairman of the Board, or the President, or any Vice President, or the Secretary, or any two (2) Directors and shall be held at the principal executive office of the corporation, unless some other place is designated in the notice of the meeting. Members of the Board may participate in a meeting through use of a conference telephone or similar communications equipment so long as all members participating in such a meeting can hear one another. Accurate minutes of any meeting of the Board of any committee thereof, shall be maintained by the Secretary or other Officer designated for that purpose.

Section 8. ORGANIZATION MEETINGS. The organization meetings of the Board of Directors shall be held immediately following the adjournment of the annual

meeting of the Shareholders.

Section 9. OTHER REGULAR MEETING. Regular meetings of the Board of Directors shall be held at the corporate offices, or such other place as may be designated by the Board of Directors, as follows:

TIME OF REGULAR MEETING: 11:00 a.m.

DATE OF REGULAR MEETING: July 20

If said day shall fall upon a holiday, such meetings shall be held on the next succeeding business day thereafter. No notice need be given of such regular meetings.

Section 10. SPECIAL MEETINGS - NOTICES - WAIVERS. Special meetings of the Board may be called at any time by any of the aforesaid officers, i.e., by the Chairman of the Board, the President or, if he or she is absent or unable or refuses to act, by any Vice President or the Secretary or by any two (2) Directors.

At least forty-eight (48) hours notice of the time and place of special meetings shall be delivered personally to the Directors or personally communicated to them by a corporate Officer by telephone or telegraph. If the notice is sent to a Director by letter, it shall be addressed to him or her at his or her address as it is shown upon the records of the Corporation, or if it is not so shown on such records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held. In case such notice is mailed, it shall be deposited in the United States mail, postage prepaid, in the place in which the principal executive office of the corporation is located at least four (4) days prior to the time of the holding of the meeting. Such mailing, telegraphing, telephoning or delivery as above provided shall be due, legal and personal notice to such Director.

When all of the Directors are present at any Directors' meeting, however called or noticed, and either (i) sign a written consent thereto on the records of such meeting, or (ii) if a majority of the Directors are present and if those not present sign a waiver of notice of such meeting or a consent to holding the meeting or an approval of the minutes thereof, whether prior to or after the holding of such meeting, which said waiver, consent or approval shall be filed with the Secretary of the corporation, or, (iii) if a Director attends a meeting without notice but without protesting, prior thereto or at its commencement, the lack of notice, then the transactions thereof are as valid as if had at a meeting regularly called and noticed.

Section 11. SOLE DIRECTOR PROVIDED BY ARTICLES OF INCORPORATION OR BY-LAWS. In the event only one (1) Director is required by the By-Laws or Articles of Incorporation, then any reference herein to notices, waivers, consents, meetings or other actions by a majority or quorum of the Directors shall be deemed to

refer to such notice, waiver, etc., by such sole Director, who shall have all the rights and duties and shall be entitled to exercise all of the powers given to a Board of Directors.

Section 12. DIRECTORS ACTION BY UNANIMOUS WRITTEN CONSENT. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and with the same force and effect as if taken by a unanimous vote of Directors, if authorized by a writing signed individually or collectively by all members of the Board. Such consent shall be filed with the regular minutes of the Board.

Section 13. QUORUM. A majority of the number of Directors as fixed by the Articles of Incorporation or By-Laws shall be necessary to constitute a quorum for the transaction of business, and the action of a majority of the Directors present at any meeting at which there is a quorum, when duly assembled, is valid as a corporate act; provided that a minority of the Directors, in the absence of a quorum, may adjourn from time to time, but may not transact any business. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by a majority of the required quorum for such meeting.

Section 14. NOTICE OF ADJOURNMENT. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned and held within twenty-four (24) hours, but if adjourned more than twenty-four (24) hours, notice shall be given to all Directors not present at the time of the adjournment.

Section 15. COMPENSATION OF DIRECTORS. Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board a fixed sum and expense of attendance, if any, may be allowed for attendance at each regular and special meeting of the Board; provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 16. COMMITTEES. Committees of the Board may be appointed by resolution passed by a majority of the whole Board. Committees shall be composed of two (2) or more members of the Board, and shall have such powers of the Board as may be expressly delegated to it by resolution of the Board of Directors, except those powers expressly made non-delegable by Nevada Revised Statutes.

Section 17. ADVISORY DIRECTORS. The Board of Directors from time to time may elect one or more persons to be Advisory Directors who shall not by such appointment be members of the Board of Directors. Advisory Directors shall be available from time to time to perform special assignments specified by the President, to attend meetings of the Board of Directors upon invitation and to furnish consultation to the Board. The period during which the title shall be held may be prescribed by the Board of Directors. If no period is prescribed, the title shall be held at the pleasure of the Board.

Section 18. RESIGNATIONS. Any Director may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary or the

Board of Directors of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

ARTICLE III
OFFICERS

Section 1. OFFICERS. The Officers of the Corporation shall be a President, a Secretary, and a Chief Financial Officer. The Corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article III. Any number of offices may be held by the same person.

Section 2. ELECTION. The Officers of the Corporation, except such Officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen annually by the Board of Directors, and each shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve, or a successor shall be elected and qualified.

Section 3. SUBORDINATE OFFICERS, ETC. The Board of Directors may appoint such other Officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the By-Laws or as the Board of Directors may from time to time determine.

Section 4. REMOVAL AND RESIGNATION OF OFFICERS. Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or, except in case of an Officer chosen by the Board of Directors, by any Officer upon whom such power of removal may be conferred by the Board of Directors.

Any Officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the Officer is a party.

Section 5. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the By-Laws for regular appointments to that office.

Section 6. CHAIRMAN OF THE BOARD. The Chairman of the Board, if such an officer be elected, shall, if present, preside at meetings of the Board of

Directors and exercise and perform such other powers and duties as may be from time to time assigned by the Board of Directors or prescribed by the By-Laws. If there is no President, the chairman of the Board shall in addition be the Chief Executive Officer of the Corporation and shall have the powers and duties prescribed in Section 7 of this Article III.

Section 7. PRESIDENT. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an Officer, the President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and Officers of the corporation. He or she shall preside at all meetings of the Shareholders and in the absence of the Chairman of the Board, or if there be none, at all meetings of the Board of Directors. The President shall be ex officio a member of all the standing committees, including the Executive Committee, if any, and shall have the general powers and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the By-Laws.

Section 8. VICE PRESIDENT. In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the Board of Directors, or if not ranked, the Vice President designated by the Board of Directors, shall perform all the duties of the President, and when so acting

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shall have all the powers of, and be subject to, all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the By-Laws.

Section 9. SECRETARY. The Secretary shall keep, or cause to be kept, at the principal office, or such other place as the Board of Directors may order, of all meetings of Directors and Shareholders, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Directors' meetings, the number of shares present or represented at Shareholders' meetings and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal office or at the office of the corporation's transfer agent, a share register, or duplicate share register, showing the names of the Shareholders and their addresses; the number and classes of shares held by each; the number and date of certificates issued for the same; and the number and date of cancellation of every certificate surrendered for cancellation.

The Secretary shall give, or cause to be given, notice of all the meetings of the Shareholders and of the Board of Directors required by the By-Laws or by law to be given. He or she shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the By-Laws.

Section 10. CHIEF FINANCIAL OFFICER. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained in accordance with generally accepted accounting principles, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, earnings (or surplus) and shares. The books of account shall at all reasonable times be open to inspection by any Director.

This Officer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all of his or her transactions and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the By-Laws.

ARTICLE IV SHAREHOLDERS' MEETINGS

Section 1. PLACE OF MEETINGS. All meetings of the Shareholders shall be held at the principal executive office of the corporation unless some other appropriate and convenient location be designated for that purpose from time to time by the Board of Directors.

Section 2. ANNUAL MEETINGS. The annual meetings of the Shareholders shall be held, each year, at the time and on the date following:

TIME OF MEETING: 10:00 a.m.

DATE OF MEETING: July 20

If this day shall be a legal holiday, then the meeting shall be held on the next succeeding business day, at the same hour. At the annual meeting, the Shareholders entitled to vote shall elect a Board of Directors, consider reports of the affairs of the Corporation and transact such other business as may be properly brought before the meeting.

Section 3. SPECIAL MEETINGS. Special meetings of the Shareholders may be called at any time by the Board of Directors, the Chairman of the Board, the President, a Vice President, the Secretary, or by one or more Shareholders holding not less than one-tenth (1/10) of the voting power of the Corporation.

Upon receipt of a written request addressed to the Chairman, President, Vice President, or Secretary, mailed or delivered personally to such Officer by any person (other than the Board) entitled to call a special meeting of Shareholders, such Officer shall cause notice to be given, to the Shareholders entitled to vote, that a meeting will be held at a time requested by the person

or persons calling the meeting, not less than thirty-five (35) nor more than sixty (60) days after the receipt of such request. If such notice is not given within twenty (20) days after receipt of such request, the persons calling the meeting may give notice thereof in the manner provided by these By-Laws.

Section 4. NOTICE OF MEETINGS - REPORTS. Notice of meetings, annual or special, shall be given in writing not less than ten (10) nor more than sixty (60) days before the date of the meeting to Shareholders entitled to vote. Such notice shall be given by the Secretary or the Assistant Secretary, or if there be no such Officer, or in the case of his or her neglect or refusal, by any Director or Shareholder.

Such notices or any reports shall be given personally or by mail or other means of written communication as provided in the Nevada Revised Statutes and shall be sent to the Shareholder's address appearing on the books of the corporation, or supplied by him or her to the corporation for the purpose of notice, and in the absence thereof, as provided in the Nevada Revised Statutes.

Notice of any meeting of Shareholders shall specify the place, the day and the hour of meeting, and (1) in case of a special meeting, the general nature of the business to be transacted and no other business may be transacted, or (2) in the case of an annual meeting, those matters which the Board at date of mailing, intends to present for action by the Shareholders. At any meetings where Directors are to be elected, notice shall include the names of the nominees, if any, intended at date of notice to be presented by management for election.

If a Shareholder supplies no address, notice shall be deemed to have been given if mailed to the place where the principal executive office of the Corporation, in California, is situated, or published at least once in some newspaper of general circulation in the County of said principal office.

Notice shall be deemed given at the time it is delivered personally or deposited in the mail or sent by other means of written communication. The Officer giving such notice or report shall prepare and file an affidavit or declaration thereof.

When a meeting is adjourned for forty-five (45) days or more, notice of the adjourned meeting shall be given as in case of an original meeting. Save, as aforesaid, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting other than by announcement at the meeting at which such adjournment is taken.

Section 5. WAIVER OF NOTICE OR CONSENT BY ABSENT SHAREHOLDERS. The transactions of any meeting of Shareholders, however called and noticed, shall be valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each of the Shareholders entitled to vote, not present in person or by proxy, sign a written waiver of notice, or a consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the

minutes of the meeting. Attendance shall constitute a waiver of notice, unless objection shall be made as provided in the Nevada Revised Statutes.

Section 6. SHAREHOLDERS ACTING WITHOUT A MEETING DIRECTORS. Any action which may be taken at a meeting of the Shareholders, may be taken without a meeting or notice of meeting if authorized by a writing signed by Shareholders holding at least a majority of the voting power, and filed with the Secretary of the corporation. Directors may be elected by the written consent of persons holding a majority of shares entitled to vote for the election of Directors.

Section 7. OTHER ACTIONS WITHOUT A MEETING. Unless otherwise provided in the Nevada Revised Statutes or the Articles, any action which may be taken at any annual or special meeting of Shareholders may be taken without a meeting and without prior notice, if a consent in writing, setting forth the action so taken, signed by the holders of outstanding shares having not less than the minimum number of votes would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

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Unless the consents of all Shareholders entitled to vote have been solicited in writing,

- (1) Notice of any Shareholder approval pursuant to without a meeting by less than unanimous written consent shall be given at least ten (10) days before the consummation of the action authorized by such approval, and
- (2) Prompt notice shall be given of the taking of any other corporate action approved by Shareholders without a meeting by less than unanimous written consent, to each of those Shareholders entitled to vote who have not consented in writing.

Any Shareholder giving a written consent, or the Shareholder's proxyholders, or a transferee of the shares of a personal representative of the Shareholder or their respective proxyholders, may revoke the consent by a writing received by the Corporation prior to the time that written consents of the number of shares required to authorize the proposed action have been filed with the Secretary of the corporation, but may not do so thereafter. Such revocation is effective upon its receipt by the Secretary of the Corporation.

Section 8. QUORUM. The holders of a majority of the shares entitled to vote thereat, present in person, or represented by proxy, shall constitute a quorum at all meetings of the Shareholders for the transaction of business except as otherwise provided by law, by the Articles of Incorporation, or by these By-Laws. If, however, such majority shall not be present or represented at any meeting of the Shareholders, the Shareholders entitled to vote thereat, present in person, or by proxy, shall have the power to adjourn the meeting from time to time, until the requisite amount of voting shares shall be present. At such adjourned meeting at which the requisite amount of voting shares shall be

represented, any business may be transacted which might have been transacted at a meeting as originally notified.

If a quorum be initially present, the Shareholders may continue to transact business until adjournment, notwithstanding the withdrawal of enough Shareholders to leave less than a quorum, if any action taken is approved by a majority of the Shareholders required to initially constitute a quorum.

Section 9. VOTING. Only persons in whose names shares entitled to vote stand on the stock records of the Corporation on the day of any meeting of Shareholders, unless some other day be fixed by the Board of Directors for the determination of shareholders of record, and then on such other day, shall be entitled to vote at such meeting.

Provided the candidate's name has been placed in nomination prior to the voting and one or more Shareholder has given notice at the meeting prior to the voting of the Shareholder's intent to cumulate the Shareholder's votes, every Shareholder entitled to vote at any election for Directors of any corporation for profit may cumulate their votes and give one candidate a number of votes equal to the number of Directors to be elected multiplied by the number of votes to which his or her shares are entitled, or distribute his or her votes on the same principle among as many candidates as he or she thinks fit.

The candidates receiving the highest number of votes up to the number of Directors to be elected are elected.

The Board of Directors may fix a time in the future not exceeding thirty (30) days preceding the date of any meeting of Shareholders or the date fixed for the payment of any dividend or distribution, or for the allotment of rights, or when any change or conversion or exchange of shares shall go into effect, as a record date for the determination of the Shareholders entitled to notice of and to vote at any such meeting, or entitled to receive any such dividend or distribution, or any allotment of rights, or to exercise the rights in respect to any such change, conversion or exchange of shares. In such case only Shareholders of record on the date so fixed shall be entitled to notice of and to vote at such meeting, or to receive such dividends, distribution or allotment of rights, or to exercise such rights, as the case may be notwithstanding any transfer of any share on the books of the corporation after any record date fixed as aforesaid. The Board of Directors may close the books of the corporation against transfers of shares during the whole or any part of such period.

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Section 10. PROXIES. Every Shareholder entitled to vote, or to execute consents, may do so, either in person or by written proxy, executed in accordance with the provisions of the Nevada Revised Statutes and filed with the Secretary of the Corporation.

Section 11. ORGANIZATION. The President, or in the absence of the

President, any Vice President, shall call the meeting of the Shareholders to order, and shall act as chairman of the meeting. In the absence of the President and all of the Vice Presidents, Shareholders shall appoint a chairman for such meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Shareholders, but in the absence of the Secretary at any meeting of the Shareholders, the presiding Officer may appoint any person to act as Secretary of the meeting.

Section 12. INSPECTORS OF ELECTION. In advance of any meeting of Shareholders the Board of Directors may, if they so elect, appoint inspectors of election to act at such meeting or any adjournment thereof. If inspectors of election be not so appointed, or if any persons so appointed fail to appear or refuse to act, the chairman of any such meeting may, and on the request of any Shareholder or his or her proxy shall, make such appointment at the meeting in which case the number of inspectors shall be either one (1) or three (3) as determined by a majority of the Shareholders represented at the meeting. Any other provisions of the Nevada Revised Statutes or these By-Laws may be altered or waived thereby, but to the extent they are not so altered or waived, these By-Laws shall be applicable.

ARTICLE V CERTIFICATES AND TRANSFER OF SHARES

Section 1. CERTIFICATES FOR SHARES. Certificates for shares shall be of such form and device as the Board of Directors may designate and shall state the name of the record holder of the shares represented thereby; its number; date of issuance; the number of shares for which it is issued; a statement of the rights, privileges, preferences and restrictions, if any; a statement as to the redemption or conversion, if any; a statement of liens or restrictions upon transfer or voting, if any; if the shares be assessable or, if assessments are collectible by personal action, a plain statement of such facts.

All certificates shall be signed in the name of the corporation by the Chairman of the Board or Vice Chairman of the Board or the President or Vice President and by the Chief Financial Officer or an Assistant Treasurer or the Secretary or any Assistant Secretary, certifying the number of shares and the class or series of shares owned by the Shareholder.

Any or all of the signatures on the certificate may be facsimile. In case any Officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed on a certificate shall have ceased to be that Officer, transfer agent, or registrar before that certificate is issued, it may be issued by the corporation with the same effect as if that person were an Officer, transfer agent, or registrar at the date of issue.

Section 2. TRANSFER ON THE BOOKS. Upon surrender to the Secretary or transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the

transaction upon its books.

Section 3. LOST OR DESTROYED CERTIFICATES. Any person claiming a certificate of stock to be lost or destroyed shall make an affidavit or affirmation of that fact and shall, if the Directors so require, give the corporation a bond of indemnity, in form and with one or more sureties satisfactory to the Board, in at least double the value of the stock represented by said certificate, whereupon a new certificate may be issued in the same tenor and for the same number of shares as the one alleged to be lost or destroyed.

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Section 4. TRANSFER AGENTS AND REGISTRARS. The Board of Directors may appoint one or more transfer agents or transfer clerks, and one or more registrars, which shall be an incorporated bank or trust company, either domestic or foreign, who shall be appointed at such times and places as the requirements of the corporation may necessitate and the Board of Directors may designate.

Section 5. CLOSING STOCK TRANSFER BOOK - RECORD DATE. In order that the corporation may determine the Shareholders entitled to notice of any meeting or to vote or entitled to receive payment of any dividend or other distribution or allotment of any rights or entitled to exercise any rights in respect of any other lawful action, the Board may fix, in advance, a record date, which shall not be more than sixty (60) nor less than ten (10) days prior to the date of such meeting nor more than sixty (60) days prior to any other action.

If no record date is fixed, the record date for determining Shareholders entitled to notice of or to vote at a meeting of Shareholders shall be at the close of business on the business day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held. The record date for determining Shareholders entitled to give consent to corporate action in writing without a meeting, when no prior action by the Board is necessary, shall be the day on which the first written consent is given.

The record date for determining Shareholders for any other purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto, or the sixtieth (60th) day prior to the date of such other action, whichever is later.

Section 6. LEGEND CONDITION. In the event any shares of this corporation are issued pursuant to a permit or exemption therefrom requiring the imposition of a legend condition, the person or persons issuing or transferring said shares shall make sure said legend appears on the certificate and shall not be required to transfer any shares free of such legend unless an amendment to such permit or a new permit be first issued so authorizing such a deletion.

Section 7. PROVISION RESTRICTING TRANSFER OF SHARES. Before there can be a valid sale or transfer of any of the shares of this corporation by the holders

thereof, the holder of the shares to be sold or transferred shall first give notice in writing to sell or transfer such shares. Said notice shall specify the number of shares to be sold or transferred, the price per share and the terms upon which such holder intends to make such sale or transfer. The Secretary shall within five (5) days thereafter, mail or deliver a copy of said notice to each of the other Shareholders of record of this corporation. Such notice may be delivered to such Shareholders personally or may be mailed to the last known addresses of such Shareholders, as the same may appear on the books of this corporation. Within fifteen (15) days after the mailing or delivery of said notices to such Shareholders, any such Shareholder or Shareholders desiring to acquire any part or all of the shares referred to in said notice shall deliver by mail or otherwise to the Secretary of this corporation a written offer or offers to purchase a specified number or numbers of such shares at the price and upon the terms stated in such notice.

If the total number of shares specified in such offers exceeds the number of shares referred to in said notice, each offering Shareholder shall be entitled to purchase such proportion of the shares referred to in said notice to the Secretary, as the number of shares of this corporation, which he or she holds, bears to the total number of shares held by all shareholders desiring to purchase the shares referred to in said notice to the Secretary.

If all of the shares referred to in said notice to the Secretary are not disposed of under such apportionment, each Shareholder desiring to purchase shares in a number in excess of his or his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he or she holds bears to the total number of shares held by all of the Shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.

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The aforesaid right to purchase the shares referred to in the aforesaid notice to the secretary shall apply only if all of the shares referred to in said notice are purchased. Unless all of the shares referred to in said notice to the Secretary are purchased, as aforesaid, in accordance with offers made within said fifteen (15) days, the Shareholder desiring to sell or transfer may dispose of all shares of stock referred to in said notice to the Secretary to any person or persons whomsoever; provided, however, that he or she shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in said notice to Secretary.

Any sale or transfer, or purported sale or transfer, of the shares of said corporation shall be null and void unless the terms, conditions and provisions of this section are strictly observed and followed.

ARTICLE VI
RECORDS - REPORTS - INSPECTION

Section 1. RECORDS. The Corporation shall maintain, in accordance with generally accepted accounting principles, adequate and correct accounts, books and records of its business and properties. All of such books, records and accounts shall be kept at its principal executive office in the State of California, as fixed by the Board of Directors from time to time.

Section 2. INSPECTION OF BOOKS AND RECORDS. All books and records shall be open to inspection of the Directors and Shareholders from time to time and in the manner provided under the provisions of the Nevada Revised Statutes.

Section 3. CERTIFICATION AND INSPECTION OF BY-LAWS. The original or a copy of these By-Laws, as amended or otherwise altered to date, certified by the Secretary, shall be kept at the Corporation's principal executive office and shall be open to inspection by the Shareholders of the corporation at all reasonable times during office hours.

Section 4. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

Section 5. CONTRACTS, ETC. - HOW EXECUTED. The Board of Directors, except as in the By-Laws otherwise provided, may authorize any Officer or Officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no Officer, agent or employee shall have any power or authority to bind the corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount, except as provided in the Nevada Revised Statutes.

ARTICLE VII ANNUAL REPORTS

Section 1. REPORT TO SHAREHOLDERS, DUE DATE. The Board of Directors shall cause an annual report to be sent to the Shareholders not later than one hundred twenty (120) days after the close of the fiscal or calendar year adopted by the Corporation. This report shall be sent at least fifteen (15) days before the annual meeting of Shareholders to be held during the next fiscal year and in the manner specified in Section 4 of Article IV of these By-Laws for giving notice to Shareholders of the Corporation. The annual report shall contain a balance sheet as of the end of the fiscal year and an income statement and statement of changes in financial position for the fiscal year, accompanied by any report of independent accountants or, if there is no such report, the certificate of an authorized Officer of the Corporation that the statements were prepared without audit from the books and records of the Corporation.

Section 2. WAIVER. The annual report to Shareholders is expressly dispensed with so long as this corporation shall have less than one hundred (100)

Shareholders. However, nothing herein shall be interpreted as prohibiting the Board of Directors from issuing annual or other periodic reports to the Shareholders of the corporation as they consider appropriate.

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ARTICLE VIII
AMENDMENTS TO BY-LAWS

Section 1. AMENDMENT BY SHAREHOLDERS. New By-Laws may be adopted or these By-Laws may be amended or repealed by the vote or written consent of holders of a majority of the outstanding shares entitled to vote; provided, however, that if the Articles of Incorporation of the Corporation set forth the number of authorized Directors of the Corporation, the authorized number of Directors may be changed only by an amendment of the Articles of Incorporation.

Section 2. POWERS OF DIRECTORS. Subject to the right of the Shareholders to adopt, amend or repeal By-Laws, as provided in Section 1 of this Article VIII, the Board of Directors may adopt, amend or repeal any of these By-Laws other than a By-Law or amendment thereof changing the authorized number of Directors.

Section 3. RECORD OF AMENDMENTS. Whenever an amendment or new By-law is adopted, it shall be copied in the book of By-Laws with the original By-laws, in the appropriate place. If any By-Law is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in said book.

ARTICLE IX
CORPORATE SEAL

The corporate seal shall be circular in form, and shall have inscribed thereon the name of the Corporation, the year of its incorporation, and the word "Nevada".

ARTICLE X
MISCELLANEOUS

Section 1. REPRESENTATION OF SHARES IN OTHER CORPORATIONS. Shares of other corporations standing in the name of this corporation may be voted or represented and all incidents thereto may be exercised on behalf of the Corporation by the Chairman of the Board, the President or any Vice President and the Secretary or an Assistant Secretary.

Section 2. SUBSIDIARY CORPORATIONS. Shares of this corporation owned by a subsidiary shall not be entitled to vote on any matter. A subsidiary for these purposes is defined as a corporation, the shares of which possessing more than 25% of the total combined voting power of all classes of shares entitled to vote, are owned directly or indirectly through one (1) or more subsidiaries.

Section 3. INDEMNIFICATION AND LIABILITY. The liability of the Directors of

the Corporation for monetary damages shall be eliminated to the fullest extent permissible under Nevada law. The Corporation is authorized to provide indemnification of agents for breach of duty to the Corporation and Shareholders through by-law provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted pursuant to Nevada law, subject to any limits on such excess indemnification set forth in the Nevada Revised Statutes.

Section 4. ACCOUNTING YEAR. The accounting year of the corporation shall be fixed by resolution of the Board of Directors.

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CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

That I am the duly elected, qualified and acting Assistant Secretary of RP ENTERTAINMENT, INC. and that the above and foregoing Bylaws, comprising 17 pages, including this page, constitute the Bylaws of said corporation duly adopted and approved as such by Action of the Incorporator of said corporation and duly ratified and approved by unanimous written consent of the Board of Directors of said corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation on September 2, 1996.

/s/ John Holt Smith

(S E A L)

John Holt Smith, Assistant Secretary

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AMENDMENT NO. 1

to

BY-LAWS

of

RP ENTERTAINMENT, INC.

We the undersigned President and Assistant Secretary of RP Entertainment, Inc. (the "Corporation"), do hereby certify:

1. That a majority of the Shareholders of the Corporation by written consent, held on the 5th day of March 1997, adopted a resolution to amend the original by-laws as follows:

Article II, Section 3 is hereby amended to read as follows:

ARTICLE II
DIRECTORS - MANAGEMENT

Section 3. NUMBER AND QUALIFICATION OF DIRECTORS. The authorized number of Directors shall be not less than TWO (2) nor greater than THIRTEEN (13) until changed by a duly adopted amendment to the Articles of Incorporation or by an amendment to this By-law adopted by the vote or written consent of holders of a majority of the outstanding shares entitled to vote.

/s/ John Holt Smith

John Holt Smith
Chief Executive Officer

/s/ John Holt Smith

John Holt Smith
Assistant Secretary

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

That I am the duly elected, qualified and acting Assistant Secretary of RP ENTERTAINMENT, INC. and that the above and foregoing Amendment No. 1 to the Bylaws, comprising 2 pages, including this page, constitute Amendment No. 1 to the Bylaws of said corporation duly adopted and approved as such by Action of

the Shareholders of said corporation and duly ratified and approved by unanimous written consent of the Board of Directors of said corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation on March 5, 1997.

(S E A L)

/s/ John Holt Smith

John Holt Smith, Assistant Secretary

CALIFORNIA ALL-PURPOSE ACKNOWLEDGEMENT

State of California)
) ss
County of Los Angeles)

On March 5, 1997, before me, Deron A. Kartoon personally appeared John Holt Smith personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

/s/ Deron A. Kartoon

DERON A. KARTOON
Notary Public in and for said State

Deron A. Kartoon
Comm. #973715
NOTARY PUBLIC, CALIFORNIA
LOS ANGELES COUNTY
Comm. Expires Oct. 17, 2000
(Notary Seal)

INCORPORATED UNDER THE LAWS OF THE STATE OF NEVADA
RP ENTERTAINMENT, INC.
100,000,000 Common Shares, \$0.001 Par Value

Cert. No. _____ Shares _____ THIS CERTIFIES that _____ is the
registered holder of _____ Shares of

RP ENTERTAINMENT, INC.

transferable only on the books of the Corporation by the holder hereof in person
or by Attorney upon surrender of this Certificate properly endorsed.

IN WITNESS WHEREOF, the said Corporation has caused this Certificate to be
signed by its duly authorized officers this _____ day of _____, A.D. 2000.

[Corporate Seal Nevada]

John Holt Smith, Secretary
Douglas S. Borghi, President

The shares of stock represented by this certificate have not been registered
under the Securities Act of 1933, as amended, and may not be sold or otherwise
transferred unless a compliance with the registration provisions of such Act has
been made or unless availability of an exemption from such registration
provisions has been established, or unless sold pursuant to Rule 144 under the
Securities Act of 1933.

THIS CERTIFICATE IS NOT VALID UNTIL COUNTERSIGNED BY THE TRANSFER AGENT AND
REGISTERED BY THE REGISTRAR.

_____ Transfer Company
[city state _____]

ASSIGNMENT FOR VALUE RECEIVED, _____
hereby sell, assign and transfer unto

(Please print or type name, address and SS# or ID number of
Assignee)

Shares
(Type Number of Shares)
of the capital stock represented by the within certificate, and
do hereby irrevocably constitute and appoint
_____ Attorney

(Type Full Name)

to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated:

Name:

Name:

Notice: The signature to this assignment must correspond with the name as written upon the face of this certificate in every particular without alteration or enlargement or any whatever.

Notice: Signatures must be guaranteed by a registered brokerage firm, a bank or a trust company.

EXHIBIT 5.1
OPINION OF COUNSEL AND CONSENT

John Holt Smith
1900 Avenue of the Stars
Suite 1450
Los Angeles, CA 90067
(310) 277-1250

September 28, 2000

Board of Directors
RP Entertainment, Inc.
1900 Avenue of the Stars, Ste. 1450
Los Angeles, California 90067

Re: RP Entertainment, Inc.

Gentlemen:

The undersigned is counsel for RP Entertainment, Inc. I have been requested to render an opinion on the tradability of the 1,000,000 shares of RPE proposed to be sold pursuant to the RPE's Registration Statement on Form SB-2. In rendering this opinion, I have reviewed RPE's Registration on Form SB-2, the Articles of Incorporation and By-Laws and other corporate documents. All representations made to me in RPE documents and by company officers and directors are deemed to be accurate. It is my opinion that the shares to be issued will be free trading shares. It is further my opinion that:

1. RPE is a corporation duly organized, validly existing and in good standing and is qualified to do business in each jurisdiction in which such qualification is required.
2. That the shares of common stock to be issued by RPE have been reserved and, when issued, will be duly and properly approved by RPE's Board of Directors.
3. That the shares of stock, when and as issued, will be fully paid and non-assessable, and will be a valid and binding obligation of the corporation.
4. That the shares of common stock have not been but will be registered under the Securities Act of 1933, as amended (the "Act"), and will be registered by coordination with or exempt from the securities laws of the state jurisdictions in which they will be sold.

I hereby consent to the use of this opinion in RPE's Registration Statement on Form SB-2. Please feel free to contact the undersigned should you have any further questions regarding this matter.

Very truly yours,

/s/John Holt Smith

JOHN HOLT SMITH
Attorney at Law

RP ENTERTAINMENT, INC.

DEAL MEMO

Brutus Productions assigns all retained rights in the full length feature film WHO KILLED BABY JESUS to RP Entertainment, Inc. These include domestic theatrical, domestic network television, domestic cable, video and syndication rights.

RP Entertainment, Inc. will use its best efforts in negotiating a domestic theatrical, network, cable, and/or video deal. If RP Entertainment, Inc. enters into an agreement for any or all of these, and Brutus Productions approves the deal, RP Entertainment, Inc. will receive twenty-five percent (25%) of the profits, while Brutus Productions retains seventy-five percent (75%) of profits. RP Entertainment, Inc. and Brutus Productions have the same negotiated terms of what constitutes profit with regard to a third party sale.

This memo will serve as a binding agreement as to the principal deal points until such time when long form contracts are necessary to be drawn up.

Signed in Los Angeles, California this 1st day of May 1999.

Brutus Productions

/s/ Douglas Borghi

RP Entertainment, Inc.

/s/ John Holt Smith

RP Entertainment, Inc.

DEAL MEMO

Brutus Productions assigns all retained rights in the full length feature film WHO KILLED BABY JESUS to RP Entertainment, Inc. These include domestic theatrical, domestic network television, domestic cable, video and syndication rights.

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This memo will serve as a binding agreement as to the principal deal points until such time when long form contracts are necessary to be drawn up.

Signed in Los Angeles, California this 1st day of May 1999.

Brutus Productions

/s/ Douglas Borghi

RP Entertainment, Inc.

/s/ John Holt Smith

EXHIBIT 23.1
CONSENT OF INDEPENDENT ACCOUNTANT

Oppenheim & Ostrick, CPA's
4256 Overland Avenue
Culver City, CA 90230

I hereby consent to the inclusion of the independent accountant's report dated March 7, 2001 for the balance sheet and the related statements of income, stockholder's equity, and cash flows for the years then ended in the Registration Statement on Form SB-2, and any other references to me in the Registration Statement.

/s/ Gil Ostrick

GIL OSTRICK, CPA
Oppenheim & Ostrick CPA's
Los Angeles, California
June 18, 2001