FORM 10-12G

Initial general form for registration of a class of securities pursuant to Section 12(g)

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10

GENERAL FORM FOR REGISTRATION OF SECURITIES
Pursuant to Section 12(b) or (g) of the Securities Exchange Act of 1934

TRANS GLOBAL GROUP, INC.
(Exact name of Registrant as specified in its charter)

Delaware	88-0298190
(State or other jurisdiction of incorporation or organization)	(I.R.S. employer identification number)
Unit 5B Block 5 Zhonghai Rihui Terrance Bantian Street Shenzhen, China	518000
(Address of principal executive offices)	(Zip Code)

+86 13823383535
(Registrant's telephone number, including area code)

Securities to be registered pursuant to Section 12(b) of the Act:

None

Securities to be registered pursuant to Section 12(g) of the Act:

Title of Each Class to be so Registered	Name of Each Exchange on which Each Class is to be Registered
Common Stock, par value $.0001 per share	**OTC**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☒

TRANS GLOBAL GROUP, INC.
INFORMATION REQUIRED IN REGISTRATION STATEMENT

EXPLANATORY NOTE

You should rely only on the information contained in this General Form for Registration of Securities on Form 10 (the "Registration Statement") or to which we have referred you. We have not authorized anyone to provide you with information that is

different. You should assume that the information contained in this document is accurate as of the date of this Registration Statement only.

On the date of effectiveness of this Registration Statement we will become subject to the requirements of Regulation 13(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and will be required to file Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K, and will be required to comply with all other obligations of the Exchange Act applicable to issuers filing registration statements pursuant to Section 12(g) of the Exchange Act. the company maintains no website.

As used in this Registration Statement, unless the context otherwise requires the terms "we," "us," "our," and the "Company" refer to Trans Global Group, Inc., a Delaware corporation, and its subsidiaries.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Information (other than historical facts) set forth in this Registration Statement contains forward-looking statements within the meaning of the Federal Securities Laws, which involve a number of risks and uncertainties that could cause our actual results to differ materially from those reflected in the forward-looking statements. Forward-looking statements generally can be identified by use of the words "expect," "should," "intend," "anticipate," "will," "project," "may," "might," potential" or "continue" and other similar terms or variations of them or similar terminology. Such forward-looking statements are included under Item 1. "Business" and Item 2. "Financial Information - Management's Discussion and Analysis of Financial Condition and Results of Operations". The Company cautions readers that any forward-looking information is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking information. Such statements reflect the current views of our management with respect to our operations, results of operations and future financial performance. Forward-looking statements involve a number of risks, uncertainties or other factors beyond the Company's control. Among the more significant risks are:

- We have no current business operations and have no assets. Unless we obtain additional capital or acquire an operating company, the Company will not be able to undertake significant business activities.

- The Company's business plan contemplates that it will acquire an operating company in exchange for the majority of its common stock. If that occurs, management will determine the nature of the company that is acquired. Investors in the Company will have to rely on the business acumen of management in determining that the acquisition is in the best interest of the Company. If management lacks sufficient skill to operate successfully, the Company's shares may lose value.

We caution you that the foregoing list of important factors is not exclusive. The forward-looking statements are based on our beliefs, assumptions and expectations of future performance, taking into account the information currently available to us. These statements are only predictions based upon our current expectations and projections about future events. There are important factors that could cause our actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied by the forward-looking statements. Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time and it is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. Before investing in our common stock, investors should be aware that the occurrence of the events described under the caption "Risk Factors" and elsewhere in this Registration Statement could have a material adverse effect on our business, results of operations and financial condition.

You should not rely upon forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that the future results, levels of activity, performance and events and circumstances reflected in the forward-looking statements will be achieved or occur. Except as required by law, we undertake no obligation to publicly update any forward-looking statements for any reason after the date of this Registration Statement to conform these statements to actual results or to changes in our expectations.

Item 1. Business

General Background of the Company

Trans Global Group, Inc. (the "Company") was originally incorporated in Colorado on April 2, 1979 as Teletek, Inc. On April 9, 1993, the Company effected a merger with a newly formed wholly-owned subsidiary (formed March 17, 1993) for the primary purpose of changing its domicile to Nevada. On October, 2007, the Company changed its name to Trans Global Group, Inc. The Company reincorporated to Florida from March 2014, through September 2017, and changed its name to Cannabis Consortium, Inc. in September 2017. On September 18, 2017, the Company filed with the State of Delaware to move the Company's State of domicile from Florida to Delaware. On September 19, 2017, the Company filed conversion documents with the State of Florida moving its domicile to Delaware. In connection with the change in domicile, the Company changed its name from Cannabis Consortium, Inc. back to Trans Global Group, Inc.

From inception through 1996, the Company was engaged in various facets of the telecommunications industry, including providing long-distance telecommunications services, consisting primarily of direct dial international long-distance telephone transmissions from the United States for commercial customers. In 1996, the Company ceased telecommunications operations.

In 2007, the Company changed management and began seeking new partners or new business ventures.

The Company acquired Ecosafe Insulation of Florida, LLC in October of 2009. Ecosafe was had entered into an agreement to acquire Ecosafe Foam from American Green Group, Inc. The Company elected to not complete that acquisition and in April 2010, acquired two other entities All Weather Insulation, Inc, which was in the business of building spray and injection foam rigs and trailers for the spray and injection foam insulation industry, and Kazore Holdings, Inc., which was in the business of providing conceptual design, custom programming, SEO, campaign management, printing, iPhone application development, email marketing, SMS text marketing and many other marketing strategies both on and off line. On February 3, 2011, the Company entered into a rescission agreement with Kazore Holdings, Inc. dba Full Spectrum Media, effective as of December 31, 2010. On March 31, 2011 the Company entered into a rescission agreement with All Weather Insulation, Inc.

On April 1, 2011 the Company purchased the assets and liabilities of FederaLED, LLC, which was in the business of providing cost-effective Light Emitting Diode lighting technology, with a primary focus on the government markets. By September 2017, FederaLED was no longer an active part of the Company, and the domain names were sold off in 2014.

On January 9, 2012 the Company acquired VersaGreen Energy Corporation, which was engaged in the General Construction, Renewable and Solar Energy sector.

During June 2014 the Company entered into two more Share Exchange Agreements one with International Green Building Group, Inc., and the other with Red Fox Bonding, LLC. The closing that took place with International Green Building Group, Inc. was rescinded as of December 31, 2014.

In January 2016, the Company entered into consulting agreements to provide consulting services such as strategic planning and investor relations and to oversee and manage communication and filings for the three (3) companies. In February 2016, the Company rescinded its consulting agreements citing a change in the Company's direction.

On February 19, 2016, the Company decided that the Company would need to reverse merge a company with audited financials in order to instill market value into the Company, and on October 5, 2016 control of the Issuer was assumed by Baron Capital Enterprise. On April 21, 2017 control of the Issuer was transferred to the then CEO Matthew Dwyer.

On September 19, 2017, International Green Group, Inc. (formerly known as Rollings.Com, Inc., a subsidiary acquired in November 3, 2010), became Cannabis Consortium, Inc. On January 18, 2017 the Company completed an assignment with Bahamas Development Corporation whereby the two companies exchanged 1,214,000 shares of Cannabis Consortium for 1,214,000 of Bahamas Development Corporation. As a result of the transaction Cannabis Consortium become majority owned by Bahamas Development Corporation. Cannabis Consortium granted the Company exclusive marketing rights to a list of named products through a master distributorship agreement.

In May 2018, the Company elected to expand its business development activities and pursue a new line of products which are edible sauces that can be infused with THC and/or CBD. Through 2019, the Company had two different businesses 1) is a plastic manufacturer of its device(s) which can be shipped worldwide and have numerous applications, 2) is the creation of a line of edible sauces that can be infused with CBD and/or THC giving each sauce flavor three product lines.

In November 2019, the Company and Integrated Cannabis Solutions, Inc. began discussions for the sale of certain of the Company's IP assets. On April 12, 2019 TGGI, IGPK, and the Seller reached an understanding whereby the attempted acquisition was unsuccessful. The final transaction did not take place and no monies exchanged hands.

The Company was formed as an investment company planning to acquire companies in Liquor Industry in China.

The Company can currently be defined as a "shell" company, whose sole purpose at this time is to locate and consummate a merger or acquisition with a private entity. The Company currently intends to seek to acquire assets or shares of an entity actively engaged in business which generates revenues in exchange for its securities. The Company has no particular acquisitions in mind and has not currently entered into any negotiations regarding such an acquisition. The Company's officer and director has not engaged in any preliminary contact or discussions with any representative of any other company regarding the possibility of an acquisition or merger between the Company and such other company as of the date hereof.

Business Objectives of the Company

Since April 30, 2021, current management (which includes possible participation by our majority shareholder) has determined to direct its efforts and limited resources to pursue potential new business opportunities. The Company does not intend to limit itself to a particular industry and has not established any particular criteria upon which it shall consider a business opportunity.

The Company's purpose is to seek, investigate and, if such investigation warrants, acquire an interest in business opportunities presented to it by persons or firms who or which desire to seek the perceived advantages of an issuer who has complied with the Exchange Act. The Company will not restrict its search to any specific business, industry, or geographical location and the Company may participate in a business venture of virtually any kind or nature and we have not established any particular criteria upon which we consider a business opportunity. This discussion of the proposed business herein is purposefully general and is not meant to be restrictive of the Company's virtually unlimited discretion to search for and enter into potential business opportunities. Management anticipates that it may be able to participate in only one potential business venture because the Company has nominal assets and limited financial resources.

Management of the Company, which may also include the majority shareholder of the Company ("Management") would have substantial flexibility in identifying and selecting a prospective new business opportunity. The Company is dependent on the judgment of its management in connection with this process. There are many criteria that management may deem relevant. In connection with an evaluation of a prospective or potential business opportunity, management may be expected to conduct a due diligence review. A business combination may involve a company which may be financially unstable or in its early stages of development or growth. In evaluating a prospective business opportunity, we would consider, among other factors, the following:

- costs associated with pursuing a new business opportunity;
- the growth potential of the new business opportunity;
- experiences, skills and availability of additional personnel necessary to pursue a potential new business opportunity;
- necessary capital requirements;
- the competitive position of the new business opportunity;
- stage of business development;
- the market acceptance of the potential products and services;
- proprietary features and degree of intellectual property; and
- the regulatory environment that may be applicable to any prospective business opportunity.

The foregoing criteria are not intended to be exhaustive and there may be other criteria that Management may deem relevant. In connection with an evaluation of a prospective or potential business opportunity, Management may be expected to conduct a due diligence review.

The time and costs required to pursue new business opportunities, which includes negotiating and documenting relevant agreements and preparing requisite documents for filing pursuant to applicable securities laws, can not be ascertained with any degree of certainty.

Management intends to devote such time as it deems necessary to carry out the Company's affairs. The exact length of time required for the pursuit of any new potential business opportunities is uncertain. No assurance can be made that we will be successful in our efforts. We cannot project the amount of time that our Management will devote to the Company's plan of operation.

Prospective investors in the Company's common stock will not have an opportunity to evaluate the specific merits or risks of any of the one or more business combinations that we may undertake. A business combination may involve the acquisition of or merger with a company which needs to raise substantial additional capital by means of being a publicly trading company, while avoiding what it may deem to be adverse consequences of undertaking a public offering itself. These include time delays, significant expense, voting control issues and compliance with various federal and state securities laws.

The Company intends to conduct its activities to avoid being classified as an "Investment Company" under the Investment Company Act of 1940, and therefore avoid application of the costly and restrictive registration and other provisions of the Investment Company Act of 1940 and the regulations promulgated thereunder.

We voluntarily filed the registration statement on Form 10 to make information concerning ourselves more readily available to the public and to become eligible for listing on the OTCQB market sponsored by OTC Markets. Management believes that being a reporting company under the Securities Exchange Act will enhance our efforts to acquire or merge with an operating business.

As a result of our registration with the SEC, we will be obligated to file interim and periodic reports including an annual report with audited financial statements. This obligation will substantially increase the expenses incurred by the Company.

Any company that is merged into or acquired by us will become subject to the same reporting requirements as we. Thus, if we successfully complete an acquisition or merger, the acquired entity must have audited financial statements for at least the two most recent fiscal years, or if the acquired company has been in business for less than two years, audited financial statements must be available from its inception. This requirement limits our possible acquisitions or merger opportunities because many private companies either do not have audited financial statements or are unable to produce audited statements without long delay and substantial expense.

The Company's common stock is subject to quotation on the OTC Markets Group, Inc. Pink Open Market Platform ("Pink Sheets") under the symbol TGGI. There is currently only a limited trading market in the Company's shares, nor do we believe that any active trading market has existed for approximately the last five years. There can be no assurance that there will be an active trading market for our securities following the effective date of this Registration Statement under the Securities Exchange Act of 1934, as amended ("Exchange Act"). In the event that an active trading market commences, there can be no assurance as to the market price of our shares of common stock, whether the trading market will provide liquidity to investors, or whether any trading market will be sustained.

General Overview

Competition.

In identifying, evaluating, and selecting a target business, we expect to encounter intense competition from other entities having a business objective similar to ours. The Company will remain an insignificant participant among the firms which engage in the acquisition of business opportunities. There are many established venture capital and equity financial concerns which have

significantly greater financial and personnel resources and technical expertise than the Company. In view of the Company's combined extremely limited financial resources and limited management availability, the Company will continue to be at a significant competitive disadvantage compared to the Company's competitors. Many of these entities are well established and have extensive experience identifying and effecting business combinations, either directly or through affiliates. Many if not virtually most of these competitors possess far greater financial, human, and other resources compared to our resources. While we believe that there are numerous potential target businesses that we may identify, our ability to compete in acquiring certain of the more desirable target businesses will be limited by our limited financial and human resources. Our inherent competitive limitations are expected by management to give others an advantage in pursuing the acquisition of a target business that we may identify and seek to pursue. Further, any of these limitations may place us at a competitive disadvantage in successfully negotiating a business combination. Management believes that our status as a reporting public entity with potential access to the United States public equity markets may give us a competitive advantage over certain privately held entities having a similar business objective in acquiring a desirable target business with growth potential on favorable terms.

If we succeed in effecting a business combination, there will be, in all likelihood, intense competition from existing competitors of the business we acquire. In particular, certain industries which experience rapid growth frequently attract an increasingly larger number of competitors, including those with far greater financial, marketing, technical and other resources than the initial competitors in the industry in which we seek to operate. The degree of competition characterizing the industry of any prospective target business cannot presently be ascertained. We cannot assure you that, subsequent to a business combination, we will have the resources to compete effectively, especially to the extent that the target business is in a high-growth industry.

Employees

As of September 16, 2021, we employed a total of 0 full-time employees and 1 consultant. None of our employees are covered by a collective bargaining agreement. The need for employees and their availability will be addressed in connection with the decision whether or not to acquire or participate in specific business opportunities.

Conflicts of Interest.

The Company's management is not required to commit its full time to the Company's affairs. As a result, pursuing new business opportunities may require a longer period of time than if management would devote full time to the Company's affairs. Management is not precluded from serving as an officer or director of any other entity that is engaged in business activities similar to those of the Company. Management has not identified and is not currently negotiating a new business opportunity for us. In the future, management may become associated or affiliated with entities engaged in business activities similar to those we intend to conduct. In such event, management may have conflicts of interest in determining to which entity a particular business opportunity should be presented. In the event that the Company's management has multiple business affiliations, our management may have legal obligations to present certain business opportunities to multiple entities. In the event that a conflict of interest shall arise, management will consider factors such as reporting status, availability of audited financial statements, current capitalization, and the laws of jurisdictions. If several business opportunities or operating entities approach management with respect to a business combination, management will consider the foregoing factors as well as the preferences of the management of the operating company. However, management will act in what we believe will be in the best interests of the shareholders of the Company. The Company shall not enter into a transaction with a target business that is affiliated with management.

Item 1A: Risk Factors

As a smaller reporting company, as defined in Rule 12b-2 of the Exchange Act, we are not required to provide the information called for by Item 304 of Regulation S-K.

RISK FACTORS

The statements contained in or incorporated into this Form 10 that are not historic facts are forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from those set forth in or implied by forward-looking statements. If any of the following risks actually occurs, our business, financial condition, or results of operations could be harmed.

Risks Related to Our Operations

Covid 19.

The coronavirus disease (COVID-19) pandemic has adversely affected, and other events (such as a significant outbreak of variations thereof or other infectious diseases could adversely affect), the economies and financial markets worldwide, and the business of any potential target business with which we consummate an initial business combination could be materially and adversely affected. Furthermore, we may be unable to complete an initial business combination if concerns relating to COVID-19 continue to restrict travel, limit the ability to have meetings with potential investors or the target company's personnel, vendors and services providers are unavailable to negotiate and consummate a transaction in a timely manner. The extent to which COVID-19 impacts our search for an initial business combination will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of COVID-19 and the actions to contain COVID-19 or treat its impact, among others.

If the disruptions posed by COVID-19 continue for an extensive period of time, our ability to consummate an initial business combination, or the operations of a target business with which we ultimately consummate an initial business combination, may be materially adversely affected. In addition, our ability to consummate a transaction may be dependent on our ability to raise additional equity and debt financing which may be impacted by COVID-19 and other events, including as a result of increased market volatility, decreased market liquidity in third-party financing being unavailable on terms acceptable to us or at all.

The Company has not identified a target business.

The Company's effort in identifying a prospective target business will not be limited to a particular industry and the Company may ultimately acquire a business in any industry management deems appropriate. The Company currently has not selected any target business on which to concentrate our search for a business combination. While the Company intends to focus on target businesses in the United States, we are not limited to United States entities and may consummate a business combination with a target business outside of the United States. Accordingly, there is no basis for investors in the Company's common stock to evaluate the possible merits or risks of the target business or the particular industry in which we may ultimately operate. To the extent we effect a business combination with a financially unstable company or an entity in its early stage of development or growth, including entities without established records of sales or earnings, we may be affected by numerous risks inherent in the business and operations of financially unstable and early stage or potential emerging growth companies. In addition, to the extent that we effect a business combination with an entity in an industry characterized by a high level of risk, we may be affected by the currently unascertainable risks of that industry. An extremely high level of risk frequently characterizes many industries which experience rapid growth. In addition, although the Company's management will endeavor to evaluate the risks inherent in a particular industry or target business, we cannot assure you that we will properly ascertain or assess all significant risk factors.

Sources of target businesses.

Management anticipates that target business candidates will be brought to our attention from various unaffiliated sources, including securities broker-dealers, investment bankers, venture capitalists, bankers, and other members of the financial community, who may present solicited or unsolicited proposals. Management may also bring to our attention target business candidates. While we do not presently anticipate engaging the services of professional firms that specialize in business acquisitions on any formal basis, we may engage these firms in the future, in which event we may pay a finder's fee or other compensation in connection with a business combination. In no event, however, will we pay management any finder's fee or other compensation for services rendered to us prior to or in connection with the consummation of a business combination.

Selection of a target business and structuring of a business combination.

In evaluating a prospective target business, management will consider, among other factors, the following:

- financial condition and results of operation of the target company;
- growth potential;

- experience and skill of management and availability of additional personnel;
- capital requirements;
- competitive position;
- stage of development of the products, processes, or services;
- degree of current or potential market acceptance of the products, processes, or services;
- proprietary features and degree of intellectual property or other protection of the products, processes, or services;
- regulatory environment of the industry; and
- costs associated with effecting the business combination.

These criteria are not intended to be exhaustive. Any evaluation relating to the merits of a particular business combination will be based, to the extent relevant, on the above factors as well as other considerations deemed relevant by our management in effecting a business combination consistent with our business objective. In evaluating a prospective target business, we will conduct a due diligence review which will encompass, among other things, meetings with incumbent management and inspection of facilities, as well as review of financial and other information which will be made available to us.

We will endeavor to structure a business combination so as to achieve the most favorable tax treatment to us, the target business and both companies' shareholders. However, there can be no assurance that the Internal Revenue Service or applicable state tax authorities will necessarily agree with the tax treatment of any business combination we consummate.

The time and costs required to select and evaluate a target business and to structure and complete the business combination cannot presently be ascertained with any degree of certainty. Any costs incurred with respect to the identification and evaluation of a prospective target business with which a business combination is not ultimately completed will result in a loss to us.

Future acquisitions could prove difficult to integrate, disrupt our business, dilute stockholder value and strain our resources.

In the future, acquire additional businesses that we believe could complement or expand our business or increase our customer base. Whether we realize the anticipated benefits from these acquisitions and related activities depends, in part, upon our ability to integrate the operations of the acquired business, the performance of the underlying product and service portfolio, and the performance of the management team and other personnel of the acquired operations. Integrating the operations of acquired businesses successfully or otherwise realizing any of the anticipated benefits of acquisitions, including anticipated cost savings and additional revenue opportunities, involves a number of potential challenges. The failure to meet these integration challenges could seriously harm our financial condition and results of operations. Realizing the benefits of acquisitions depends in part on the integration of operations and personnel. These integration activities are complex and time-consuming, and we may encounter unexpected difficulties or incur unexpected costs, including:

- our inability to achieve the operating synergies anticipated in the acquisitions;
- diversion of management attention from ongoing business concerns to integration matters;
- difficulties in consolidating and rationalizing IT platforms and administrative infrastructures;
- complexities associated with managing the geographic separation of the combined businesses and consolidating multiple physical locations where management may determine consolidation is desirable;
- difficulties in integrating personnel from different corporate cultures while maintaining focus on providing consistent, high quality customer service;

- possible cash flow interruption or loss of revenue as a result of change of ownership transitional matters; and

- inability to generate sufficient revenue to offset acquisition costs.

Acquired businesses may have liabilities or adverse operating issues that we fail to discover through due diligence prior to the acquisition, including cyber and other security vulnerabilities. In particular, to the extent that prior owners of any acquired businesses or properties failed to comply with or otherwise violated applicable laws or regulations, or failed to fulfill their contractual obligations to the U.S. Government or other customers, we, as the successor owner, may be financially responsible for these violations and failures and may suffer reputational harm or otherwise be adversely affected. Acquisitions also frequently result in the recording of goodwill and other intangible assets that are subject to potential impairment in the future that could harm our financial results. In addition, if we finance acquisitions by issuing debt or equity securities, our existing stockholders may be diluted, which could affect the market price of our stock. Acquisitions and/or the related equity financings could also impact our ability to utilize our NOL carryforwards. As a result, if we fail to properly evaluate acquisitions or investments, we may not achieve the anticipated benefits of any such acquisitions, and we may incur costs in excess of what we anticipate. Acquisitions frequently involve benefits related to integration of operations. The failure to successfully integrate the operations or to otherwise realize any of the anticipated benefits of the acquisition could seriously harm our financial condition and results of operations. While we believe that we have established appropriate and adequate procedures and processes to mitigate these risks, there is no assurance that these transactions will be successful.

We also evaluate from time to time the potential disposition of assets or business that may no longer meet our growth, return and/or strategic objectives. Divestitures have inherent risks, including the possibility that any anticipated sale will be delayed or will not occur, the potential failure to realize the perceived strategic or financial merits of the divestment, difficulties in the separation of operations, services, information technology, products and personnel, unexpected costs associated with such separation, diversion of management's attention from other business concerns and potential post-closing claims for alleged breaches of related agreements, indemnification or other disputes. A failure to successfully complete a disposition or to otherwise realize any of the anticipated benefits of a disposition could seriously harm our financial condition and results of operations.

If we are unable to manage our growth, our business and financial results could suffer.

Sustaining our growth has placed significant demands on our management, as well as on our administrative, operational and financial resources. For us to continue to manage our growth, we must continue to improve our operational, financial and management information systems and expand, motivate and manage our workforce. Additionally, our future financial results depend in part on our ability to profitably manage our growth on a combined basis with the businesses we have acquired and those we may acquire in the future. If we are unable to manage our growth while maintaining our quality of service and profit margins, or if new systems that we implement to assist in managing our growth do not produce the expected benefits, our business, prospects, financial condition or operating results could be adversely affected.

Probable lack of business diversification.

While we may seek to effect business combinations with more than one target business, it is more probable that we will only have the ability to effect a single business combination, if at all. Accordingly, the prospects for our success may be entirely dependent upon the future performance of a single business. Unlike other entities which may have the resources to complete several business combinations with entities operating in multiple industries or multiple areas of a single industry, it is probable that we will lack the resources to diversify our operations or benefit from the possible spreading of risks or offsetting of losses. By consummating a business combination with only a single entity, our lack of diversification may subject us to numerous economic, competitive, and regulatory developments, any or all of which may have a substantial adverse impact upon the particular industry in which we may operate subsequent to a business combination, and result in our dependency upon the development or market acceptance of a single or limited number of products, processes, or services.

Limited ability to evaluate the target business' management.

We cannot assure you that our assessment of the target business' management will prove to be correct. In addition, we cannot assure you that the future management will have the necessary skills, qualifications, or abilities to manage a public company intending to

embark on a program of business development. Furthermore, the future role of our director, if any, in the target business cannot presently be stated with any certainty.

While it is possible that our director will remain associated in some capacity with the Company following a business combination, it is unlikely that she will devote her full efforts to our affairs subsequent to a business combination. Moreover, we cannot assure you that our director will have significant experience or knowledge relating to the operations of the particular target business.

Following a business combination, we may seek to recruit additional managers to supplement the incumbent management of the target business. We cannot assure you that we will have the ability to recruit additional managers, or that additional managers will have the requisite skills, knowledge, or experience necessary to enhance the incumbent management.

Our auditors have expressed substantial doubt about our ability to continue as a going concern.

Our audited financial statements for the years ended December 31, 2020 and 2019, were prepared using the assumption that we will continue our operations as a going concern. Our independent accountants in their audit report have expressed substantial doubt about our ability to continue as a going concern. Our operations are dependent on our ability to raise sufficient capital or complete business combination as a result of which we become profitable. Our financial statements do not include any adjustments that may result from the outcome of this uncertainty. Although we have some cash on hand, there is not enough cash on hand to fund our administrative expenses and operating expenses for the next twelve months. Therefore, we may be unable to continue operations in the future as a going concern. If we cannot continue as a viable entity, our shareholders may lose some or all of their investment in the Company's shares of common stock.

The Company has a limited operating history and limited resources.

The Company's operations have been limited to seeking a potential business combination and has had no revenues from operations. Investors will have no basis upon which to evaluate the Company's ability to achieve the Company's business objective, which is to effect a merger, capital stock exchange and/or acquire an operating business. The Company will not generate any revenues until, at the earliest, after the consummation of a business combination or acquiring an operating business.

Our auditors have expressed substantial doubt about our ability to continue as a going concern.

As of December 31, 2020, we had $nil in cash and cash equivalents and retained earnings of $187,004. Our audited financial statements for the years ended December 31, 2020 and December 31, 2019 were prepared using the assumption that we will continue our operations as a going concern. Our independent accountants in their audit report have expressed substantial doubt about our ability to continue as a going concern. Our operations are dependent on our ability to raise sufficient capital or complete business combination as a result of which we become profitable. Our financial statements do not include any adjustments that may result from the outcome of this uncertainty.

There may not be enough cash on hand to fund our administrative expenses and operating expenses for the next twelve months. Therefore, we may be unable to continue operations in the future as a going concern. If we cannot continue as a viable entity, our shareholders may lose some or all of their investment in the Company's shares of common stock.

Since the Company has not yet selected a target business with which to complete a business combination, the Company is unable to ascertain the merits or risks associated with any particular business or even the broader target industry.

Since the Company has not yet identified a particular industry or prospective target business, there is no basis for investors to evaluate the possible merits or risks of the target business which the Company may ultimately acquire. If the Company completes a business combination with a financially unstable company or an entity in its development stage, the Company may be affected by numerous risks inherent in the operations of those entities. Although the Company's management intends to evaluate the risks inherent in a particular industry or target business, the Company cannot assure you that we will properly ascertain or assess all of the significant risk factors. There can be no assurance that any prospective business combination will benefit shareholders or prove to be more favorable to shareholders than any other investment that may be made by shareholders and investors.

Unspecified and unascertainable risks.

There is no basis for shareholders to evaluate the possible merits or risks of potential business combination. To the extent that the Company effects a business combination with a financially unstable operating company or an entity that is in its early stage of development or growth, the Company will become subject to numerous risks. If the Company effects a business combination with an entity in a high-risk industry, the Company will become subject to the currently unascertainable risks of that industry. Although management will endeavor to evaluate the risks inherent in a particular business or industry, there can be no assurance that management will properly ascertain or assess all such risks that the Company perceived at the time of the consummation of a business combination.

It is likely that the Company's current sole officer and director will resign upon consummation of a business combination and the Company will have only limited ability to evaluate the management of the target business.

The Company's ability to successfully effect a business combination will be dependent upon the efforts of the Company's management. The future role of management in the target business cannot presently be ascertained. Although it is possible that our management may remain associated with the target business following a business combination, it is likely that only the management of the target business will remain in place. Although the Company intends to closely scrutinize the management of a target business in connection with evaluating the desirability of effecting a business combination, the Company cannot assure you that the Company's assessment of management will prove to be correct.

Dependence on key personnel.

The Company is dependent upon the continued services of management. To the extent that Chen Ren's services become unavailable, the Company will be required to obtain other qualified personnel and there can be no assurance that we will be able to recruit one or more qualified persons upon acceptable terms.

The Company's sole officer may allocate her time to other businesses activities, thereby causing conflicts of interest as to how much time to devote to the Company's affairs. This could have a negative impact on the Company's ability to consummate a business combination in a timely manner, if at all.

Chen Ren, the Company's officer and one or only two directors is not required and does not commit her full time to the Company's affairs, which may result in a conflict of interest in allocating her time between the Company's business and other businesses. The Company does not intend to have any full-time employees prior to the consummation of a business combination. Management of the Company is engaged in other business endeavors and Chen Ren is not obligated to contribute any specific number of her hours per week to the Company's affairs.

If management's other business affairs require her to devote more time to such affairs, it could limit her ability to devote time to the Company's affairs and could have a negative impact on the Company's ability to consummate a business combination. Furthermore, we do not have an employment agreement with Chen Ren.

The Company may be unable to obtain additional financing, if and when required, to complete a business combination or to fund the operations and growth of the business combination target, which could compel the Company to restructure a potential business combination transaction or to entirely abandon a particular business combination.

The Company has not yet identified any prospective target business. The Company believed that there are business opportunities in companies involved with industries that produce resins and polymers and that there is a sustainable market in biodegradable and compostable products. Preliminary discussions had occurred between the majority shareholder with finders and broker-dealers regarding these business opportunities, but no agreements have yet been entered into. If we require funds for a particular business combination, because of the size of the business combination or otherwise, we will be required to seek additional financing, which may or may not be available a terms and conditions satisfactory to the Company, if at all. To the extent that additional financing proves to be unavailable when and if needed to consummate a particular business combination, we would be compelled to restructure the transaction or abandon that particular business combination and seek an alternative target business candidate. In addition, if we consummate a business combination, we may require additional financing to fund the operations or growth of the target business. The failure to secure additional

financing could have a material adverse effect on the continued development or growth of the target business. The Company's officer, director or shareholders are not required to provide any financing to us in connection with or after a business combination.

It is probable that the Company will only be able to enter into one business combination, which will cause us to be solely dependent on such single business and a limited number of products or services.

It is probable that the Company will enter into a business combination with a single operating business. Accordingly, the prospects for the Company's success may be solely dependent upon the performance of a single operating business, or dependent upon the development or market acceptance of a single or limited number of products or services.

In this case, the Company will not be able to diversify the Company's operations or benefit from the possible spreading of risks or offsetting of losses, unlike other entities which may have the resources to complete several business combinations in different industries or different areas of a single industry.

The Company has limited resources and there is significant competition for business combination opportunities. Therefore, the Company may not be able to enter into or consummate an attractive business combination.

The Company expects to encounter intense competition from other entities having a business objective similar to the Company's, including venture capital funds, leveraged buyout funds and operating businesses competing for acquisitions. Many of these entities are well established and have extensive experience in identifying and effecting business combinations directly or through affiliates. Many of these competitors possess greater technical, human, and other resources than the Company does, and the Company's financial resources are limited when contrasted with those of many of these competitors. While the Company believes that there are numerous potential target businesses that we could acquire, the Company's ability to compete in acquiring certain sizable target businesses will be limited by the Company's limited financial resources and the fact that the Company will use its common stock to acquire an operating business. This inherent competitive limitation gives others an advantage in pursuing the acquisition of certain target businesses.

The Company may be unable to obtain additional financing, if required, to complete a business combination or to fund the operations and growth of the target business, which could compel the Company to restructure a potential business transaction or abandon a particular business combination.

We will be required to obtain additional financing. Although we have obtained sources for additional financial accommodations, we cannot assure you that such financing would be available on acceptable terms, if at all. If additional financing proves to be unavailable, we would be compelled to restructure the transaction or abandon that particular business combination and seek an alternative target business. In addition, if we consummate a business combination, we may require additional financing to fund the operations or growth of the target business. The failure to secure additional financing could have a material adverse effect on the continued development or growth of the target business.

Our present management most likely will not remain after we complete a business combination.

A business combination involving the issuance of our common stock will, in all likelihood, result in the shareholders of a private company obtaining a controlling interest in us. Any such business combination may require our management to sell or transfer all or a portion of the Company's common stock held and/or have Chen Ren resign as a member of the Board of Directors. The resulting change in our control would result in a corresponding reduction in or elimination of current management's participation in our future affairs.

Financing requirements to fund operations associated with reporting obligations under the Exchange Act.

The Company has no revenues and is dependent upon the willingness of the Company's management to fund the costs associated with the reporting obligations under the Exchange Act, other administrative costs associated with the Company's corporate existence and expenses related to the Company's business objective. The Company is not likely to generate any revenues until the consummation of a business combination, at the earliest. The Company believes that we will have available sufficient financial resources available from its management to continue to pay accounting and other professional fees and other miscellaneous expenses that may be required until the Company commences business operations following a business combination.

The Company's CEO and majority shareholder is in a position to influence certain actions requiring shareholder vote.

Management has no present intention to call for an annual meeting of shareholders to elect new directors prior to the consummation of a business combination. As a result, our current director will continue in office at least until the consummation of the business combination, subject to the desires of the majority shareholder. If there is an annual meeting of shareholders for any reason, the Company's management has broad discretion regarding proposals submitted to a vote by shareholders as a consequence of the majority shareholder's significant equity interest. Accordingly, the Company's management will continue to exert substantial control at least until the consummation of a business combination.

Broad discretion of management.

Any person who invests in the Company's common stock will do so without an opportunity to evaluate the specific merits or risks of any prospective business combination. As a result, investors will be entirely dependent on the broad discretion and judgment of management in connection with the selection of a prospective business combination. There can be no assurance that determinations made by the Company's management will permit us to achieve the Company's business objectives.

Reporting requirements may delay or preclude a business combination.

Sections 13 and 15(d) of the Exchange Act require companies subject thereto to provide certain information about significant acquisitions, including certified financial statements for the company acquired, covering one, two, or three years, depending on the relative size of the acquisition. The time and additional costs that may be incurred by some target entities to prepare such statements may significantly delay or essentially preclude consummation of an otherwise desirable acquisition by the Company. Acquisition prospects that do not have or are unable to obtain the required audited statements may not be appropriate for acquisition so long as the reporting requirements of the Exchange Act are applicable.

The Company will continue to be required to file quarterly reports on Form 10-Q and annual reports on Form 10-K, which annual report must contain the Company's audited financial statements. As a reporting company under the Exchange Act, following any business combination, we will be required to file a report on Form 8-K (a so-called "Super 8-K' wherein we provide "Form 10 information"). Audited financial statements must be filed with the SEC within five (5) days following the closing of a business combination. While obtaining audited financial statements is typically the responsibility of the acquired company, it is possible that a potential target company may be a non-reporting company with unaudited financial statements. The time and costs that may be incurred by some potential target companies to prepare such audited financial statements may significantly delay or may even preclude consummation of an otherwise desirable business combination. Acquisition prospects that do not have or are unable to obtain the required audited statements may not be appropriate for acquisition because we are subject to the reporting requirements of the Exchange Act.

The Investment Company Act of 1940 creates a situation wherein we would be required to register and could be required to incur substantial additional costs and expenses.

Although we will be subject to regulation under the Exchange Act, management believes the Company will not be subject to regulation under the Investment Company Act of 1940, insofar as we will not be engaged in the business of investing or trading in securities. The Company does not believe that its anticipated principal activities will subject us to the Investment Company Act of 1940. However, in the event we engage in business combination that result in us holding passive investment interests in a number of entities, we could be subject to regulation under the Investment Company Act of 1940. In such event, we would be required to register as an investment company and could be expected to incur significant registration and compliance costs.

At the time we do any business combination, each shareholder will most likely hold a substantially lesser percentage ownership in the Company.

Our current primary plan of operation is based upon a business combination with a private concern that, in all likelihood, would result in the Company issuing securities to shareholders of any such private company. The issuance of our previously authorized and unissued common stock would result in reduction in percentage of shares owned by our present and prospective shareholders and may result in a change in our control or in our management.

General Economic Risks.

The Company's current and future business objectives and plan of operation are likely dependent, in large part, on the state of the general economy and the current Covid 19 pandemic. A continuation of a pandemic or adverse changes in economic conditions may adversely affect the Company's business objective and plan of operation. These conditions and other factors beyond the Company's control include also but are not limited to regulatory changes.

Risks Related to Our Common Stock

Company is a Shell Company with Penny Stock.

At present, the Company is a development stage company with no revenues, nominal assets and no specific business plan or purpose. The Company's business plan is to seek new business opportunities or to engage in a merger or acquisition with an unidentified company. As a result, the Company is a shell company. Rule 405 and 12b-2 of the Exchange Act defines a shell company as an issuer that that has no or nominal operations and either (i) no or nominal assets, (ii) assets consisting solely of cash and cash equivalents; or (iii) assets consisting of any amount of cash and cash equivalents and nominal other assets. A shell issuer may also be a blank check company or a blind pool company, a company in the developmental stage, any company that has no specific business plan or purpose, or a company that has as its business plan to merge with or acquire an unidentified third property.

The Company's common stock is a "penny stock," as defined in Rule 3a51-1 promulgated by the SEC under the Exchange Act. The penny stock rules require a broker-dealer, prior to a transaction in penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document that provides information about penny stocks and the nature and level of risks in the penny stock market. These disclosure rules have the effect of reducing the level of trading activity in the secondary market for a stock that becomes subject to the penny stock rules. So long as the common stock of the Company is subject to the penny stock rules, it may be more difficult to sell the Company's common stock.

As a shell issuer, we lack the availability of the use of Rule 144 by security holders and the lack of liquidity in our stock.

Effect of Amended Rule 15c2-11 on the Company's securities.

The SEC released and published a Final Rulemaking on Publication or Submission of Quotations without Specified Information amending Rule 15c2-11 under the Exchange Act ("Rule 15c2-11," the "Amended Rule 15c2-11"). To be eligible for public quotations on an ongoing basis, Amended Rule 15c2-11's modified the "piggyback exemption" that required that (i) the specified current information about the company is publicly available, and (ii) the security is subject to a one-sided (i.e. a bid or offer) priced quotation, with no more than four business days in succession without a quotation. Under Amended Rule 15c2-11, shell companies like the Company (and formerly suspended securities) may only rely on the piggyback exemption in certain limited circumstances. The Amended Rule 15c2-11 will require, among other requirements, that a broker-dealer has a reasonable basis for believing that information about the issuer of securities is accurate. Our security holders may find it more difficult to deposit common stock with a broker-dealer, and if deposited, more difficult to trade the securities on the Pink Sheets. The Company intends to provide the specified current information under the Exchange Act but there is no assurance that a broker-dealer will accept our common stock or if accepted, that the broker-dealer will rely on our disclosure of the specified current information.

Form S-8

Shell companies are prohibited from using Form S-8 to register securities under the Securities Act. If a company ceases to be a Shell Company, it may use Form S-8 sixty calendar days, provided it has filed all reports and other materials required to be filed under the Exchange Act during the preceding 12 months (or for such shorter period that it has been required to file such reports and materials after the company files "Form 10 information," which is information that a company would be required to file in a registration statement on Form 10 if it were registering a class of securities under Section 12 of the Exchange Act. This information would normally be reported on a current report on Form 8-K reporting the completion of a transaction that caused the company to cease being a Shell Company.

Unavailability of Rule 144 for Resale.

Rule 144(i) "Unavailability to Securities of Issuers With No or Nominal Operations and No or Nominal Non-Cash Assets" provides that Rule 144 is not available for the resale of securities initially issued by an issuer that is a shell company. We have identified our company as a shell company and, therefore, the holders of our securities may not rely on Rule 144 to have the restriction removed from their securities without registration or until the Company is no longer identified as a shell company and has filed all requisite periodic reports under the Exchange Act for the period of twelve (12) months.

As a result of our classification as a shell company, our investors are not allowed to rely on the "safe harbor" provisions of Rule 144, promulgated pursuant to the Securities Act of 1933, as amended ("Securities Act"), so as not to be considered underwriters in connection with the sale of our securities until one year from the date that we cease to be a shell company. This will likely make it more difficult for us to attract additional capital through subsequent unregistered offerings because purchasers of securities in such unregistered offerings will not be able to resell their securities in reliance on Rule 144, a safe harbor on which holders of restricted securities usually rely to resell securities.

Very Limited Liquidity of our Common Stock.

Our common stock occasionally trades on the Pink Sheets and there is a very limited active market in our common stock. As a result, there is only limited liquidity in our common stock.

No public market for the Company's shares may ever develop and as a result, the liquidity of any outstanding shares will be limited.

The Company's securities are not listed or traded on any exchange. There is no assurance, even if such shares are accepted for listing or quotation, that any market will develop or that the Company will locate a broker interested in or qualified in handling the Company's securities. In such event, the ability of any shareholder to sell the Company's shares owned by such shareholder will be limited.

Lack of market and state blue sky laws

Investors may have difficulty in reselling their shares due to the lack of market or state Blue Sky laws. The holders of our shares of Common Stock and persons who desire to purchase them in any trading market that might develop in the future should be aware that there may be significant state law restrictions upon the ability of investors to resell our shares. Accordingly, even if we are successful in having the shares available for trading on the Over-The-Counter ("OTCBB"), investors should consider any secondary market for our securities to be a limited one. We intend to seek coverage and publication of information regarding our Company in an accepted publication which permits a "manual exemption." This manual exemption permits a security to be distributed in a particular state without being registered if the company issuing the security has a listing for that security in a securities manual recognized by the state. However, it is not enough for the security to be listed in a recognized manual. The listing entry must contain (1) the names of issuers, officers, and directors, (2) an issuer's balance sheet, and (3) a profit and loss statement for either the fiscal year preceding the balance sheet or for the most recent fiscal year of operations. We may not be able to secure a listing containing all of this information. Furthermore, the manual exemption is a non-issuer exemption restricted to secondary trading transactions, making it unavailable for issuers selling newly issued securities. Most of the accepted manuals are those published in Standard and Poor's, Moody's Investor Service, Fitch's Investment Service, and Best's Insurance Reports, and many states expressly recognize these manuals. A smaller number of states declare that they "recognize securities manuals" but do not specify the recognized manuals. The following states do not have any provisions and therefore do not expressly recognize the manual exemption: Alabama, Georgia, Illinois, Kentucky, Louisiana, Montana, South Dakota, Tennessee, Vermont, and Wisconsin.

Accordingly, our shares of Common Stock should be considered totally illiquid, which inhibits investors' ability to resell their shares.

Possible classification as a penny stock which may increase reporting obligations for any transaction and additional burden on any potential broker.

In the event a public market develops for the securities of the Company following a business combination, such securities may be classified as penny stock depending upon the market price and the manner in which they are traded. The Securities and Exchange Commission has adopted Rule 15g-9b which establishes the definition of a "penny stock", for purposes relevant to the Company, 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 whose securities are admitted to quotation but do not trade on the NASDAQ Capital Market or a national securities exchange. For any transaction involving a penny stock, unless exempt, the rules require the delivery by the broker of a document to investor, stating the risks of investment in penny stocks, the possible lack of liquidity, commissions paid, current quotation and investors' rights and remedies, a special suitability inquiry, regular reporting to the investor and other requirements.

Implications of Being an Emerging Growth Company

As a company with less than $2.0 billion in revenue during its last fiscal year, we qualify as an "emerging growth company" as defined in the JOBS Act. For as long as a company is deemed to be an emerging growth company, it may take advantage of specified reduced reporting and other regulatory requirements that are generally unavailable to other public companies. These provisions include:

A requirement to have only two years of audited financial statements and only two years of related Management's Discussion and Analysis included in an initial public offering registration statement;

- An exemption to provide less than five years of selected financial data in an initial public offering registration statement;
- An exemption from the auditor attestation requirement in the assessment of our internal controls over financial reporting;
- An exemption from compliance with any new or revised financial accounting standards until they would apply to private companies;
- An exemption from compliance with any new requirement adopted by the Public Company Accounting Oversight Board requiring mandatory audit firm rotation or a supplement to the auditor's report in which the auditor would be required to provide additional information about the audit and the financial statement of the issuer; and reduced disclosure about our executive compensation arrangements

An emerging growth company is also exempt from Section 404(b) of the Sarbanes Oxley Act, which requires that the registered accounting firm shall, in the same report, attest to and report on the assessment on the effectiveness of the internal control structure and procedures for financial reporting. Similarly, as a Smaller Reporting Company we are exempt from Section 404(b) of the Sarbanes-Oxley Act and our independent registered public accounting firm will not be required to formally attest to the effectiveness of our internal control over financial reporting until such time as we cease being a Smaller Reporting Company.

As an emerging growth company, we are exempt from Section 14A (a) and (b) of the Exchange Act which require stockholder approval of executive compensation and golden parachutes.

Section 107 of the JOBS Act provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. In other words, an emerging growth company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to take advantage of the benefits of this extended transition period. Our financial statements may therefore not be comparable to those of companies that comply with such new or revised accounting standards.

We would cease to be an emerging growth company upon the earliest of:

- The first fiscal year following the fifth anniversary of the filing of this Form 10;
- The first fiscal year after our annual gross revenues are $2 billion or more;
- The date on which we have, during the previous three-year period,
- Issues 2 billion in non-convertible debt securities; or
- As of the end of any fiscal year in which the market value of our common stock held
- By non-affiliates exceeded $700 million as of the of the second quarter of that fiscal year.

Your percentage of ownership in us may be diluted in the future.

Your percentage ownership in us may be diluted in the future because of equity issuances for acquisitions, capital market transactions or otherwise, including equity awards that we expect will be granted to our directors, officers and employees.

Certain provisions in our certificate of incorporation and bylaws, as amended, and of Delaware law, may prevent or delay an acquisition of our Company, which could decrease the trading price of our common stock.

Our certificate of incorporation, our bylaws, as amended, and Delaware law contain provisions that are intended to deter coercive takeover practices and inadequate takeover bids by making such practices or bids unacceptably expensive to the raider and to encourage prospective acquirers to negotiate with our board of directors rather than to attempt a hostile takeover. These provisions include, among others:

- the inability of our stockholders to call a special meeting;
- rules regarding how stockholders may present proposals or nominate directors for election at stockholder meetings;
- the right of our board of directors to issue preferred stock without stockholder approval;
- a super-majority requirement to amend our certificate of incorporation or bylaws; and
- the ability of our directors, and not stockholders, to fill vacancies on our board of directors.

Delaware law also imposes some restrictions on mergers and other business combinations between us and any holder of 15% or more of our outstanding common stock.

We believe these provisions may help protect our stockholders from coercive or otherwise unfair takeover tactics by requiring potential acquirers to negotiate with our board of directors and by providing our board of directors with more time to assess any acquisition proposal. These provisions are not intended to make our Company immune from takeovers. In addition, although we believe these provisions collectively provide for an opportunity to receive higher bids by requiring potential acquirers to negotiate with our board of directors, they would apply even if the offer may be considered beneficial by some stockholders. These provisions may also frustrate or prevent any attempts by our stockholders to replace or remove our current management team by making it more difficult for stockholders to replace members of our board of directors, which is responsible for appointing the members of our management.

We do not expect to pay any cash dividends for the foreseeable future.

We have not declared any cash dividends. We currently intend to retain any future earnings to finance the growth and development of the business and, therefore, we do not anticipate that we will pay any cash dividends on shares of our common stock in the foreseeable future. Any determination to pay dividends or stock buybacks in the future will be at the discretion of our board of directors and will be dependent upon our future financial condition, results of operations and capital requirements, general business conditions and other relevant factors as determined by our board of directors. Accordingly, if you purchase shares in this offering, realization of a gain on your investment will depend on the appreciation of the price of our common stock, which may never occur. Investors seeking cash dividends in the foreseeable future should not purchase our common stock. See “Dividend Policy.”

If securities or industry analysts do not publish research or publish inaccurate or unfavorable research about our business, our stock price and any trading volume could decline.

The trading market for our securities depends in part on the research and reports that industry or financial analysts publish about us or our business. We do not influence or control the reporting of these analysts. If one or more of the analysts who do cover us downgrade or provide a negative outlook on our company or our industry, or the stock of any of our competitors, the price of our common stock could decline. If one or more of these analysts ceases coverage of our company, we could lose visibility in the market, which in turn could cause the price of our common stock to decline.

Rule 144 Risks.

Shareholders who receive the Company's restricted securities in a business combination (and certain of our existing shareholders) will not be able to sell our common stock in reliance on Rule 144 without registration until one year after we have completed our initial business combination. Rule 144 is a non-exclusive safe harbor from the definition of "underwriter" in Section 2(a)(11) of the Securities Act that applies to restricted securities. Restricted securities are securities acquired in unregistered, private sales from the Company or from an affiliate of the Company. Control securities are those held by an affiliate of the Company. An affiliate is a person, such as an executive officer, a director or large shareholder, in a relationship of control with the issuer.

Accordingly, subsection (i) to Rule 144 prohibits or limits the resale (public) of the Company's common stock. Under Rule 144(i), one year needs to pass from the date the Company ceased to be a shell company, files reports under the Exchange Act, and has filed the Form 10 type information on a Form 8-K. Further, shareholders holding restricted securities may not be able to rely on Rule 144 to sell their stock until the Company is current on all reports and other materials required to be filed with its filings for one year.

Item 2. Financial Information

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of our financial condition and results of operations and our financial statements and related notes included elsewhere in this Registration Statement. Some of the information contained in this discussion and analysis or set forth elsewhere in this Registration Statement, including information with respect to our plans and strategy for our business and related financing, includes forward-looking statements that involve risks and uncertainties. See "Cautionary Note Regarding Forward-Looking Statements." Our actual results may differ materially from those described below.

Overview

The Company's current business objective is to seek a business combination with an operating company. We intend to use the Company's limited personnel and financial resources in connection with such activities. The Company will utilize its capital stock, debt or a combination of capital stock and debt, in effecting a business combination. It may be expected that entering into a business combination will involve the issuance of restricted shares of capital stock. The issuance of additional shares of our capital stock may significantly reduce the equity interest of our shareholders, will likely cause a change in control if a substantial number of our shares of capital stock are issued, and most likely will also result in the resignation or removal of our present officer and director; and may adversely affect the prevailing market price for our common stock.

Similarly, if we issued debt securities, it could result in default and foreclosure on our assets if our operating revenues after a business combination were insufficient to pay our debt obligations, acceleration of our obligations to repay the indebtedness even if we have made all principal and interest payments when due if the debt security contained covenants that required the maintenance of certain financial ratios or reserves and any such covenants were breached without a waiver or renegotiations of such covenants, our immediate payment of all principal and accrued interest, if any, if the debt security was payable on demand, and our inability to obtain additional financing, if necessary, if the debt security contained covenants restricting our ability to obtain additional financing while such security was outstanding.

Going Concern.

The Company has only limited capital. Additional financing is necessary for the Company to continue as a going concern. Our independent auditors have unqualified audit opinion for the years ended December 31, 2020 and 2019 with an explanatory paragraph on going concern.

Results of Operations

Six Month Periods Ended June 30, 2021 and 2020

We currently have no assets and no operations. During the six months that ended on June 30, 2021, we realized no revenue and incurred $1,232 in operating expenses. During the six months that ended on June 30, 2020, we realized no revenue and incurred $49,742

in operating expenses. The decline in operating expenses from the first six months of fiscal year 2021 to the first six months of fiscal year 2020 resulted in a decline in payroll expenses.

Years Ended December 31, 2020 and 2019

During the years ended December 31, 2020 and December 31, 2019, we had assets of $nil and $60,897, respectively, and no operations. During the 2020 fiscal year, we realized no revenue and incurred $168,104 in operating expenses. During the 2019 fiscal year, we realized no revenue and incurred $83,100 in operating expenses. The increase in operating expenses from fiscal year 2019 to fiscal year 2020 occurred primarily because we incurred higher consulting fees and audit fees.

Our major expenses consist of fees to consultants, lawyers and accountants incurred in connection with our plans to become an SEC reporting company. We also incur administration expenses attendant to the trading of our common stock and the cost of maintaining our corporate charter. As a result of filing this Registration Statement, we have undertaken the obligation to file periodic reports with the Securities and Exchange Commission, which will entail payment of professional fees to accountants and lawyers. Otherwise, we do not expect the level of our operating expenses to change in the future until we implement a business plan or effect an acquisition.

Liquidity and Capital Resources

At December 31, 2020 we had a working capital deficit of $29,232, as we had no assets and had $29,232 in amounts due a director, accounts payable and accrued expenses. We expect our working capital deficit to continue indefinitely, until we obtain an operating company capable of funding our overhead expenses. However, the Company had retained earnings of $187,004 as of December 31, 2020.

Our operations used no cash during the six months ended June 30, 2020, and used cash in operations of $72,000 and $60,000 for the years ended December 31, 2020 and 2019, respectively.

Chen Ren, our Chief Executive Officer, is financing our operations by making advances of funds to cover our expenses. The advances are repayable upon demand and the obligations do not bear interest. We expect that Chen Ren will continue to fund our operations until he sells his interest in the Company, and that we will continue to require additional financing to maintain our existence as a shell company for the next twelve months. Our management is not required to fund our operations by any contract or other obligation. In the event that we undertake to complete an acquisition that requires financing, we will likely depend on an outside source for such financing. However, we have not identified any debt or equity financing sources that can be relied upon to provide such financing.

It is unlikely that we will be able to raise financing through a public offering of debt or equity.

Critical Accounting Policies

This discussion and analysis of our financial condition and results of operations are based on our consolidated financial statements that have been prepared under accounting principles generally accepted in the United States of America (“GAAP”). The preparation of financial statements in conformity with US GAAP requires our management to make estimates and assumptions that affect the reported values of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported levels of revenue and expenses during the reporting period. Actual results could materially differ from those estimates.

Below is a discussion of accounting policies that we consider critical to an understanding of our financial condition and operating results and that may require complex judgment in their application or require estimates about matters which are inherently uncertain. A discussion of our significant accounting policies, including further discussion of the accounting policies described below, can be found in Note 2, “Summary of Significant Accounting Policies” of our Consolidated Financial Statements.

Basis of presentation

The Company’s financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of

assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that 1) recorded transactions are valid; 2) valid transactions are recorded; and 3) transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented.

Income Taxes

The Company follows FASB ASC Subtopic 740, Income Taxes, for recording the provision for income taxes. Deferred tax assets and liabilities are computed based upon the difference between the financial statement and income tax basis of assets and liabilities using the enacted marginal tax rate applicable when the related asset or liability is expected to be realized or settled.

Deferred income tax expenses or benefits are based on the changes in the asset or liability each period. If available evidence suggests that it is more likely than not that some portion or all of the deferred tax assets will not be realized, a valuation allowance is required to reduce the deferred tax assets to the amount that is more likely than not to be realized. Future changes in such valuation allowance are included in the provision for deferred income taxes in the period of change.

Stock-based Compensation

The Company follows FASB ASC Subtopic 718, Stock Compensation, for accounting for stock-based compensation. The guidance requires that new, modified and unvested share-based payment transactions with employees, such as grants of stock options and restricted stock, be recognized in the consolidated financial statements based on their fair value at the grant date and recognized as compensation expense over their vesting periods. The Company also follows the guidance for equity instruments issued to consultants.

Basic Loss Per Share

FASB ASC Subtopic 260, Earnings Per Share, provides for the calculation of "Basic" and "Diluted" earnings per share. Basic earnings per share is computed by dividing net loss available to common shareholders by the weighted average number of common shares outstanding for the period. All potentially dilutive securities have been excluded from the computations since they would be antidilutive. However, these dilutive securities could potentially dilute earnings per share in the future.

Cash and Cash Equivalents

Cash equivalents consist of highly liquid investments with maturities of three months or less when purchased. Cash and cash equivalents are on deposit with financial institutions without any restrictions. As of June 30, 2021 cash equivalents amounted to $nil.

Item 3. Properties

The company owns no real property.

The Company's corporate headquarters are located at Unit 5B Block 5 Zhonghai Rihui Terrance, Bantian Street Shenzhen 518000 – China.

Item 4. Security Ownership of Certain Beneficial Owners and Management.

Set forth below is information regarding the beneficial ownership of our common stock, our only outstanding class of capital stock, as of September 24, 2021 by (i) each person whom we know owned, beneficially, more than 5% of the outstanding shares of our common stock, and (ii) all of the current directors and executive officers as a group. We believe that, except as otherwise noted below, each named beneficial owner has sole voting and investment power with respect to the shares listed. Unless otherwise indicated herein, beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission, and includes voting or investment power with respect to shares beneficially owned.

Name and Address of Beneficial Owner(1)	Shares (2)	Shares Underlying Convertible Securities (2)	Total Percent of Class (3)
Chen Ren	-	6,181,200,000	29.9%
Jiacheng Tang	-	5,938,800,000	28.7%
All executive officers and directors as a group	-	12,000,000,000	58.6%
	-		
VS Services LLC	800,000,000	-	9.2%
CEDE & CO	5,953,320,406	-	68.7%
National Financial Services LLC	463,540,485	-	5.3%
	7,216,860,891		83.2%

(1) Chen Ren: 5A Central Business Bldg 88 Fu Hua First Rd Futian District, Shenzhen, China Jiacheng Tang: BLK 2 5/F Zhenqi Jingyuan Bldg Qiaocheng East Rd Futian District, Shenzhen 518040, China VS Services LLC: 16192 Coastal Hwy Lewes, DE 19958 United States CEDE & CO: Signature Stock Transfer 14673 Midway Road Ste 220 Addison, TX 75001 United States National Financial Services LLC: 200 LIBERTY ST NEW YORK, NY 10281 United States

(2) Unless otherwise indicated, all shares are owned directly by the beneficial owner.

(3) Based on 8,665,578,306 common shares outstanding as of September 24, 2021, and 220,000 shares of Preferred Stock outstanding, shares of common stock subject to convertible securities currently exercisable or exercisable within 60 days of September 24, 2021, are deemed outstanding for purposes of computing the percentage ownership of the person holding such convertible securities, but are not deemed outstanding for purposes of computing the percentage ownership of any other person.

Chen Ren and Jianchen Tang hold Series B Preferred Stock and Series AA Preferred Stock. The Series B Preferred Stock is convertible at the rate of 6,000 of Common Stock, and the Series AA Preferred Stock is convertible at the rate of 60,000 of Common Stock.

Item 5. Directors and Executive Officers

Our directors, executive officers and significant employees, and their ages as of September 16, 2021, are as follows:

Name	Position	Age
Executive Officers:		
Chen Ren	President, Chief Executive Officer, Secretary and Treasurer, Director	34
Jianchen Tang	Director	

Our sole executive officer and significant employees work full-time for us. There are no family relationships between any director, executive officer or significant employee.

Our sole director will hold office until the next annual meeting of shareholders and until his successor(s) have been duly elected and qualified. Directors are elected at the annual meetings to serve for one-year terms. Officers are elected by, and serve at the discretion of, the board of directors. Our board of directors shall hold meetings on at least a quarterly basis.

Chen Ren has served as our president, chief executive officer, secretary and treasurer since September 25, 2020. Since 2019, Mr. Ren serves as Brand Development and Operations for Zuixiangui Liquor Industry Co. Ltd. Between May 2014 to March 2019, Mr. Ren served as the Operations Manager for Shaanxi Yinhan Culture Media Co. Ltd. Mr. Ren holds a Diploma in Logistics Management Major from the Military Economics College of the Chinese People's Liberation Army.

Jiacheng Tang serves as a director as of September 24, 2021. Since April 2019, Mr Tang has been serving as the Chairman of Guangdong Jialaisi Biotechnology Co. Ltd, as well as Vice-Chairman of Health Industry Committee of China International Rescue Center in Beijing Headquarters. Mr. Tang has also been serving as the Managing Director of Hong Kong Zhicheng Investment Co. Ltd since November 2016. In 2015, Mr. Tang was appointed as the Chairman of Guiling Huimingu Resident Service Co. Ltd and has been serving as the Chairman till present. Mr. Tang holds a Bachelor of Computer Science and Technology from Beijing Institute of Electronics and Information Technology and is currently pursuing Master of Business Administration from EU Business School in Switzerland.

During the past five years, none of the persons identified above has been involved in any bankruptcy or insolvency proceeding or convicted in a criminal proceeding, excluding traffic violations and other minor offenses.

Compliance with Section 16(a) of the Exchange Act

Section 16(a) of the Securities Exchange Act of 1934, as amended, will require our executive officers and directors and persons who own more than 10% of a registered class of our equity securities to file with the Securities and Exchange Commission initial statements of beneficial ownership, reports of changes in ownership and annual reports concerning their ownership of the our common stock and other equity securities, on Form 3, 4 and 5 respectively. Executive officers, directors and greater than 10% shareholders are required by the Securities and Exchange Commission regulations to furnish our company with copies of all Section 16(a) reports they file.

Board Committee

The Company does not have a formal Audit Committee, Nominating Committee and Compensation Committee. As the Company's business expands, the directors will evaluate the necessity of an Audit Committee.

Code of Ethics

The Company has not adopted a code of ethics to apply to its principal executive officer, principal financial officer, principal accounting officer and controller, or persons performing similar functions.

Item 6. Executive Compensation.

SUMMARY COMPENSATION TABLE

The following table summarizes the compensation of each named executive for the fiscal years ended December 31, 2020 and 2019, awarded to or earned by (i) each individual serving as our principal executive officer and principal financial officer of the Company and (ii) each individual that served as an executive officer of the Company at the end of such fiscal years who received compensation in excess of $100,000.

Name and Principal Position	Year	Salary ($)	All Other Compensation ($)	Total ($)
Chen Ren, Chief Executive Officer	2020	$ -	-	-
Chief Executive Officer	2018	-	-	-
Matthew Dwyer,	2020	$ 60,000	-	60,000
Former Chief Executive Officer	2019	$ 60,000	-	60,000

There were no bonuses paid or equity awards outstanding as of September 16, 2021.

Resignation, Retirement, Other Termination, or Change in Control Arrangements

We have no contract, agreement, plan or arrangement, whether written or unwritten, that provides for payments to our directors or executive officers at, following, or in connection with the resignation, retirement or other termination of our directors or executive officers, or a change in control of our company or a change in our directors' or executive officers' responsibilities following a change in control.

Option Grants. No option grants have been exercised by the executive officers or directors.

Aggregated Option Exercises and Fiscal Year-End Option Value.

There have been no stock options exercised by the executive officers or directors.

Long-Term Incentive Plan ("LTIP") Awards.

There have been no awards made to a named executive officers or directors.

Corporate Governance

The Company does not have a compensation committee and it does not have an audit committee financial expert. It does not have a compensation committee because its Board of Directors consists of only two directors and there is no compensation at this time. There is no independent audit committee financial expert because it is believed the cost related to retaining a financial expert at this time is prohibitive in the circumstances of the Company. Further, because there are only development stage operations occurring at the present time, it is believed the services of a financial expert are not warranted.

Employment Agreements

None.

DIRECTOR COMPENSATION

The following table sets forth the compensation paid to each of our directors (who are not also officers of the Company) for the fiscal years ended December 31, 2020 and 2019, in connection with their services to the company. In accordance with the Commission's rules, the table omits columns showing items that are not applicable. Except as set forth in the table, no persons were paid any compensation for director services.

Name and Principal Position	Year	Salary ($)	All Other Compensation ($)	Total ($)
Chen Ren	2020	$ -	-	-
		$	-	-
Matthew Dwyer	2020	$ 60,000	-	60,000
	2019	$ 60,000	-	60,000

All directors receive reimbursement for reasonable out of pocket expenses in attending board of directors' meetings and for promoting our business. From time to time we may engage certain members of the board of directors to perform services on our behalf. In such cases, we intend to compensate the members for their services at rates no more favorable than could be obtained from unaffiliated parties.

Compensation Committee Interlocks and Insider Participation

None of our officers currently serves, or has served during the last completed fiscal year, on the compensation committee or board of directors of any other entity that has one or more officers serving as a member of our board of directors.

Item 7. Certain Relationships and Related Transactions.

We have no relationships or related party transactions to disclose.

Item 8. Legal Proceedings.

There are no legal proceedings material to our business or financial condition pending and, to the best of our knowledge, there are no such legal proceedings contemplated or threatened.

Item 9. Market Price of, and Dividends on, the Registrant's Common Equity and Related Stockholder Matters.

(a) Market for the Common Stock

The Company's common stock is quoted on the OTC Pink Market under the symbol "TGGI". The bid quotations reported on the OTC Pink Market reflect inter-dealer prices without retail markup, markdown or commissions, and may not necessarily represent actual transactions.

The Company's common stock is very thinly traded. It seldom trades more than once or twice in any week, and during many weeks there are no trades. The quoted bid and asked prices for the common stock vary significantly from week to week. An investor holding shares of the Company's common stock may find it difficult to sell the shares and may find it impossible to sell more than a small number of shares at the quoted bid price.

(a-1) Restrictions on Availability of Rule 144 for resale of the Company's shares

Section 5 of the Securities Act forbids the sale of securities in the United States unless accompanied by a prospectus or exempted from the prospectus requirement. A principal exemption relied upon by shareholders is provided by SEC Rule 144, which permits resale of securities by holders who satisfy the requirements of that Rule.

The Company is a shell company because it has no operations and no assets. Section "(i)" of Rule 144 states that Rule 144 is not available for resale of securities issued by a company that is or ever has been a shell, unless the issuer is no longer a shell, has filed all required periodic reports with the SEC, and has at least 12 months prior to the resale filed with the SEC "Form 10 information" indicating that the issuer has ceased to be a shell company. Because Section "(i)" of Rule 144 applies to the Company, holders of the Company's common stock will not be able to rely on Rule 144 to resell their shares until at least 12 months after the Company files information with the SEC demonstrating that it has ceased to be a shell and then only if the Company is compliant with the SEC's periodic reporting requirements. This restriction could significantly limit the liquidity of the common stock held by the Company's shareholders.

(b) Derivative Securities

There are no outstanding securities that are convertible into the Company's common stock or that provide the holder a right to purchase shares of the Company's common stock or any other security issued by the Company.

(c) Shareholders of Record

As of the date of this registration statement, there were 67 holders of record of the Company's common stock.

(d) Dividends

The Company has never paid or declared any cash dividends on its Common Stock and does not plan to do so in the foreseeable future. The Company intends to retain any future earnings for the operation and expansion of the business. Any decision as to future

payment of dividends will depend on the available earnings, the capital requirements of the Company, its general financial condition and other factors deemed pertinent by the Board of Directors.

(e) Securities Authorized for Issuance Under Equity Compensation Plans

The Board of Directors of the Company has not adopted any equity compensation plan for the Company.

Item 10. Recent Sales of Unregistered Securities.

Within the past two years, we have issued and sold the unregistered securities set forth in the table below.

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date 12/31/2018 Common: 7,865,578,306 Preferred: 1,200,000									
Date of Transaction	**Transaction type (e.g. new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issued (or cancelled)**	**Class of Securities**	**Value of shares issued ($/ per share) at Issuance**	**Were the shares issued at a discount to market price at the time of issuance? (Yes/No)**	**Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).**	**Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided**	**Restricted or Unrestricted as of this filing.**	**Exemption or Registration Type.**
01/30/20	Exchange	1,200,000 old for 200,000 New Series AA Preferred	Preferred	$0	NO	Matthew Dwyer (1)	Exchange, Old Series AA for New Series AA	Restricted	Section 4(a)(2)
09/20/20	New issuance	800,000,000	Common	$77,730.75	NO	VS Services, LLC	Conversion from Note and accrued interest	Unrestricted	144 Exempt
09/25/20	New issuance	20,000	Series B Preferred Stock	$0	NO	Chen Ren	Serving as President, Chief Executive Officer, Secretary and Treasurer	Restricted	Section 4(a)(2)

Shares Outstanding on Date of This Report: Ending Balance: Date 09/15/2021 Common: 8,665,578,306 Preferred: 220,000	

(1) Transferred to Chen Ren on September 25, 2020.

Item 11. Description of Registrant's Securities to be Registered.

Our authorized capital stock consists of Common Stock, $0.0001 par value, 12,000,000,000 shares authorized, issued and outstanding, and Preferred Stock $0.0001 par value, 1,500,000 shares authorized, of which 200,000 is designated Series AA, and 20,000 is designated Series B, all of are issued and outstanding.

The following is a summary of the rights of our capital stock as provided in our articles of incorporation and bylaws. For more detailed information, please see our articles of incorporation and bylaws, which have been filed as exhibits to this registration statement.

Common Stock

Voting Rights. The holders of the common stock are entitled to one vote for each share held of record on all matters submitted to a vote of the shareholders. Arizona law provides for cumulative voting for the election of directors. As a result, any shareholder may cumulate his or her votes by casting them all for any one director nominee or by distributing them among two or more nominees. This may make it easier for minority shareholders to elect a director.

Dividends. Subject to preferences that may be granted to any then outstanding preferred stock, holders of common stock are entitled to receive ratably such dividends as may be declared by the board of directors out of funds legally available therefor as well as any distributions to the shareholders. The payment of dividends on the common stock will be a business decision to be made by our board of directors from time to time based upon results of our operations and our financial condition and any other factors that our board of directors considers relevant. Payment of dividends on the common stock may be restricted by loan agreements, indentures and other transactions entered into by us from time to time.

Liquidation Rights. In the event of our liquidation, dissolution or winding up, holders of common stock are entitled to share ratably in all of our assets remaining after payment of liabilities and the liquidation preference of any then outstanding preferred stock.

Absence of Other Rights or Assessments. Holders of common stock have no preferential, preemptive, conversion or exchange rights. There are no redemption or sinking fund provisions applicable to the common stock. When issued in accordance with our articles of incorporation and law, shares of our common stock are fully paid and not liable to further calls or assessment by us.

Preferred Stock

Series AA

Voting Rights. The holders of the Series AA Preferred Stock are entitled to 60,000 votes for each share held of record on all matters submitted to a vote of the shareholders, and shall vote as a group with and on the same basis as holders of common stock.

Dividends. None.

Liquidation Rights. In the event of our liquidation, dissolution or winding up, holders of Series AA Preferred Stock are entitled to a liquidation preference of $0.0001 per share, before any payment or distribution to the holders of common stock.

Protective Provisions. The approval of the holders of a majority of the outstanding shares of Series AA Preferred Stock is required to (i) change the rights, preferences or privileges of the Series AA Preferred Stock, (ii) do any act which would result in taxation of the Series AA Preferred Stock.

Conversion Rights. The *S*eries AA Preferred Stock is convertible into common stock at the rate of 60,000 shares of common stock for each share of Series AA Preferred Stock.

Series B

Voting Rights. None.

Dividends. None.

Liquidation Rights. The holders of Series B Preferred Stock shall have no liquidation preference but shall participate with holders of common stock in any liquidation, dissolution, or winding up of the Company, on an as converted basis.

Protective Provisions. The approval of the holders of a majority of the outstanding shares of Series B Preferred Stock is required to (i) change the rights, preferences or privileges of the Series B Preferred Stock, (ii) do any act which would result in taxation of the Series B Preferred Stock.

Conversion Rights. The *S*eries AA Preferred Stock is convertible into common stock at the rate of 6,000 shares of common stock for each share of Series AA Preferred Stock.

We had no Stock Option Plan or stock options granted to date.

Transfer Agent and Registrar

Signature Stock Transfer, Inc. is the transfer agent and registrar for our common stock.

Item 12. Indemnification of Directors and Officers.

Our directors and officers are indemnified as provided by the Delaware corporate law and our Bylaws. We have agreed to indemnify each of our directors and certain officers against certain liabilities, including liabilities under the Securities Act of 1933. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to our directors, officers and controlling persons pursuant to the provisions described above, or otherwise, we have been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than our payment of expenses incurred or paid by our director, officer or controlling person 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, we will, unless in the opinion of our counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether 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.

Item 13. Financial Statements and Supplementary Data.

The Company is a smaller reporting company in accordance with Regulation S-X. The financial statements of the Company are filed under this Item, beginning on page F-1.

Item 14. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

In its two most recent fiscal years, the Company has had no disagreements with its independent accountants.

Item 15. ***Financial Statements and Exhibits***.

(a) Financial Statements and Schedule

(a) List separately all financial statements filed as part of the registration statement.(b) Furnish the exhibits required by Item 601 of Regulation S-K (§229.601 of this chapter).

We have filed the following documents as part of this Registration Statement on Form 10:

Financial Statements

Our financial statements are included beginning on page F-1 of this Registration Statement.

Annual Financial Statements (audited):

Interim Financial Statements (unaudited)

Financial Statement Schedules

All schedules have been omitted because they are not required, not applicable, not present in amounts sufficient to require submission of the schedule, or the required information is otherwise included in our financial statements and related notes.

(b) Exhibits

Exhibit Number	Description
3.1	Restated Certificate of Incorporation
3.2	By-Laws *

SIGNATURES

Pursuant to the requirements of Section12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

TRANS GLOBAL GROUP, INC.

Date: January 4, 2022

By: */s/ Chen Ren*
Chen Ren, Chief Executive Officer

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Trans Global Group, Inc.

Opinion on the Financial Statements

We have audited the accompanying balance sheet of Trans Global Group, Inc (the "Company") as of December 31, 2020, the related statements of income, comprehensive income, shareholders' equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements and schedule (collectively, the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2020, and the results of its operations and its cash flows for the years ended December 31, 2020, in conformity with accounting principles generally accepted in the United States of America.

Going Concern

As discussed in Note 3 to the financial statements the accompanying consolidated financial statements and notes have been prepared assuming that the Company will continue as a going concern.

The Company incurred a net loss of $168,104 during the financial year ended December 31, 2020 and had working a capital deficiency of $29,232 as at December 31, 2020. These factors indicate the existence of a material uncertainty which may cast significant doubt over the Company's ability to continue as a going concern.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

/s/ Assentsure PAC

We have served as the Company's auditor since 2019.

Singapore

08/30/2021

Trans Global Group Inc.
Balance Sheets

	As at December 31, 2020	As at December 31, 2019
ASSETS		
TOTAL NON-CURRENT ASSET	**$ -**	**$ 3,050**
Property, plant and equipment	-	3,050
TOTAL CURRENT ASSET	**-**	**57,847**
Other receivables	-	57,847
TOTAL ASSETS	**-**	**60,897**
LIABILITIES		
TOTAL CURRENT LIABILITIES	**13,232**	**216,295**
Amount due to a director	12,000	16,064
Trade payables	1,232	2,500
Other payables and accruals	16,000	197,731
TOTAL LIABILITIES	**29,232**	**216,295**
NET LIABILITIES	**$ (29,232)**	**$ (155,398)**
EQUITY		
Common stock	866,558	786,558
Preferred stock	22	1,275
Additional paid-in capital	(1,082,816)	(1,298,339)
Opening retained earnings	355,108	438,208
Loss for the year	(168,104)	(83,100)
TOTAL EQUITY	**$ (29,232)**	**$ (155,398)**

The accompanying notes are an integral part of these financial statements.

Trans Global Group Inc.
Profit & Loss Statement

	For the year ended December 31,	
	2020	2019
Revenue	$ -	$ -
Cost of sales	-	-
Gross Profit	-	-
Other Income	-	-
Operating Expenses	**168,104**	**83,100**
Consulting expense	65,347	16,800
Payroll expenses	60,000	60,000
Rent	3,000	6,000
Signature stock transfer	4,600	300
Interest expense	11,607	-
OTC Markets Group Inc.	4,500	-
Audit fee	16,000	-
Depreciation expenses	3,050	-
Finance Costs	-	-
Loss Before Taxation	**$** (168,104)	**$** (83,100)
Income Tax Expenses	-	-
Loss After Taxation	(168,104)	(83,100)
Other Comprehensive Income	-	-
Total Comprehensive Loss for The Year	**$ (168,104)**	**$ (83,100)**

The accompanying notes are an integral part of these financial statements.

Trans Global Group Inc.
Statements of Shareholders' Equity

	Preferred Stock		Common Stock		Additional Paid in	Retained	Total
	Shares	Amount	Shares	Amount	Capital	earnings	Equity
		USD		USD	USD	USD	USD
Balance as at December 31, 2018	**1,200,000**	**$ 1,275**	**7,865,578,306**	**$ 786,558**	**$(1,298,339)**	**$ 438,208**	**$ (72,298)**
Net loss for the year	-	-	-	-	-	(83,100)	(83,100)
Balance as at December 31, 2019	**1,200,000**	**$ 1,275**	**7,865,578,306**	**$ 786,558**	**$(1,298,339)**	**$ 355,108**	**$(155,398)**
New issuance of Series B Preferred Stock	20,000	2	-	-	(2)	-	-

Exchange, Old Series AA for New Series AA	(1,000,000)	(1,255)	-	-	1,255	-	-
New issuance of Common Stock by Debt conversion	-	-	800,000,000	80,000	214,270	-	294,270
Net loss for the year	-	-	-	-	-	(168,104)	(168,104)
Balance as at December 31, 2020	**220,000**	**$ 22**	**8,665,578,306**	**$ 866,558**	**$(1,082,816)**	**$ 187,004**	**$ (29,232)**

The accompanying notes are an integral part of these financial statements.

Trans Global Group Inc.
Statement of Cash Flows

	For the year ended December 31,	
	2020	**2019**
Cash Flows from Operating Activities		
Net Loss	$ (168,104)	$ (83,100)
Adjustments to reconcile net loss to net cash used in operations:		
Depreciation	3,050	-
Organization cost	57,847	-
Changes in operating assets and liabilities:		
Trade payables	3,232	300
Other Payables and accruals	31,975	22,800
Net cash used in Operating Activities	(72,000)	(60,000)
Cash Flows from Financing Activities		
Amount due to a director	72,000	60,000
Net cash provided by Financing Activities	72,000	60,000
Net increase in cash	$ -	$ -
Cash at end of period	-	-
Supplemental Disclosure of Interest and Income Taxes Paid:		
Interest paid during the year	$ -	$ -
Income taxes paid during the year	$ -	$ -
Non-Cash Investing and Financing Activities:		
Issuance of common stock for conversion of convertible note and accrued interest	$ 80,000	$ -

The accompanying notes are an integral part of these financial statements.

Trans Global Group, Inc.
Notes to Financial Statements
For the year ended December 31, 2020

NOTE 1 - ORGANIZATION AND OPERATIONS

Trans Global Group, Inc. (the "Company") was formed in the State of Delaware on December 31, 1993 as Teletek, Inc. On October, 2007, the Company changed its name to Trans Global Group, Inc., its current name. The Company is an investment company planning to acquire companies in Liquor Industry in China.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that 1) recorded transactions are valid; 2) valid transactions are recorded; and 3) transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented.

Income Taxes

The Company follows FASB ASC Subtopic 740, Income Taxes, for recording the provision for income taxes. Deferred tax assets and liabilities are computed based upon the difference between the financial statement and income tax basis of assets and liabilities using the enacted marginal tax rate applicable when the related asset or liability is expected to be realized or settled.

Deferred income tax expenses or benefits are based on the changes in the asset or liability each period. If available evidence suggests that it is more likely than not that some portion or all of the deferred tax assets will not be realized, a valuation allowance is required to reduce the deferred tax assets to the amount that is more likely than not to be realized. Future changes in such valuation allowance are included in the provision for deferred income taxes in the period of change.

Stock-based Compensation

The Company follows FASB ASC Subtopic 718, Stock Compensation, for accounting for stock-based compensation. The guidance requires that new, modified and unvested share-based payment transactions with employees, such as grants of stock options and restricted stock, be recognized in the consolidated financial statements based on their fair value at the grant date and recognized as compensation expense over their vesting periods. The Company also follows the guidance for equity instruments issued to consultants.

Basic Loss Per Share

FASB ASC Subtopic 260, Earnings Per Share, provides for the calculation of "Basic" and "Diluted" earnings per share. Basic earnings per share is computed by dividing net loss available to common shareholders by the weighted average number of common shares outstanding for the period. All potentially dilutive securities have been excluded from the computations since they would be antidilutive. However, these dilutive securities could potentially dilute earnings per share in the future.

Cash and Cash Equivalents

Cash equivalents consist of highly liquid investments with maturities of three months or less when purchased. Cash and cash equivalents are on deposit with financial institutions without any restrictions. As of December 31, 2020, cash equivalents amounted to $nil.

NOTE 3 - GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As reflected in the accompanying financial statements, the Company had retained earnings as of December 31, 2020 of $187,004.

While the Company is attempting to commence operations and generate revenues, the Company's cash position may not be significant enough to support the Company's daily operations. Management intends to raise additional funds by way of a public or private offering. Management believes that the actions presently being taken to further implement its business plan and generate revenues provide the opportunity for the Company to continue as a going concern. While the Company believes in the viability of its strategy to generate revenues and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company's ability to further implement its business plan and generate revenues.

The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 4 - STOCKHOLDERS' EQUITY

Authorized Capital Stock

Common Stock

The Company is authorized to issue 12,000,000,000 shares of common stock with a par value of $0.0001 per share. As of December 31, 2020, 8,665,578,306 shares were issued and outstanding.

Preferred Stock

The Company is authorized to issue 1,500,000 shares of preferred stock with a par value of $0.0001 per share. As of December 31, 2020, 200,000 shares of series AA preferred stock and 20,000 shares of series B preferred stock were issued and outstanding.

Capital Stock Issued

On January 30, 2020, the Company exchanged 1,200,000 shares of old series AA preferred stock for 200,000 shares of new series AA preferred stock. On September 20, 2020, the Company issued 800,000,000 shares of common stock to VS Services, LLC for conversion of note and accrued interests. On September 22, 2020, the Company issued 20,000 series B preferred stock to Chen Ren.

NOTE 5 - RELATED PARTY TRANSACTIONS

None

NOTE 6 - SUBSEQUENT EVENTS

The Company's management evaluated subsequent events through the date the financial statements were available to be issued and there were no subsequent events to report.

Trans Global Group Inc.
Balance Sheets

	As at June 30	
	2021	**2020**

ASSETS

TOTAL NON-CURRENT ASSET	**$-**	**$ 128,155**
Property, plant and equipment	-	108
Other non-current assets		128,047
TOTAL CURRENT ASSET	**-**	**540,000**
Other current assets	-	540,000
TOTAL ASSETS	**-**	**668,155**
LIABILITIES		
TOTAL CURRENT LIABILITIES	**47,995**	**323,054**
Amount due to a director	29,520	51,432
Trade payables	2,475	4,200
Other payables and accruals	16,000	267,421
TOTAL LIABILITIES	**47,995**	**323,054**
NET LIABILITIES/ASSETS	**$ (47,995)**	**$ 345,101**
EQUITY		
Common stock	866,558	786,558
Preferred stock	22	1,275
Additional paid-in capital	(1,082,816)	(714,858)
Opening retained earnings	187,004	355,108
Loss for the year	(18,763)	(82,982)
TOTAL EQUITY	**$ (47,995)**	**$ 345,101**

The accompanying notes are an integral part of these financial statements.

Trans Global Group Inc.
Profit & Loss Statement

	For the six months ended June 30,	
	2021	**2020**
Revenue	$ -	$ -
Cost of sales	-	-
Gross Profit	-	-
Other Income	-	-
Operating Expenses	**18,763**	**82,982**

Consulting expense	10,788	-
Payroll expenses	-	60,000
Rent	-	2,000
Signature stock transfer	2,475	8,350
OTC Markets Group Inc.	5,500	-
Depreciation expenses	-	2,942
Interest expenses	-	9,690
Finance Costs	**-**	**-**
Loss Before Taxation	**$ (18,763)**	**$ (82,982)**
Income Tax Expenses	-	-
Loss After Taxation	(18,763)	(82,982)
Other Comprehensive Income	-	-
Total Comprehensive Loss for The period	**$ (18,763)**	**$ (82,982)**

The accompanying notes are an integral part of these financial statements.

Trans Global Group Inc.
Statements of Shareholders' Equity

For the six months ended June 30, 2020

	Preferred Stock		Common Stock		Additional Paid-in	Retained	Total
	Shares	Amount	Shares	Amount	Capital	earnings	Equity
		USD		USD	USD	USD	USD
Balance as at December 31, 2019	**1,200,000**	**$ 1,275**	**7,865,578,306**	**$ 786,558**	**$(1,298,339)**	**$ 355,108**	**$(155,398)**
Net loss for the period	-	-	-	-	-	(82,982)	(82,982)
Debt adjustment	-	-	-	-	583,481	-	583,481
Balance as at June 30, 2020	**1,200,000**	**$ 1,275**	**7,865,578,306**	**$ 786,558**	**$ (714,858)**	**$ 272,126**	**$ 345,101**

For the six months ended June 30, 2021

	Preferred Stock		Common Stock		Additional Paid-in	Retained	Total
	Shares	Amount	Shares	Amount	Capital	earnings	Equity
		USD		USD	USD	USD	USD
Balance as at December 31, 2020	**220,000**	**$ 22**	**8,665,578,306**	**$ 866,558**	**$(1,082,816)**	**$ 187,004**	**$ (29,232)**
Net loss for the period	-	-	-	-	-	(18,763)	(18,763)

Balance as at June 30, 2021	**220,000**	**22**	**8,665,578,306**	**$ 866,558**	**$(1,082,816)**	**$ 168,241**	**$ (47,995)**

The accompanying notes are an integral part of these financial statements.

Trans Global Group Inc.
Statement of Cash Flows

	For the six months ended June 30,	
	2021	**2020**
Cash Flows from Operating Activities		
Net Loss	$ (18,763)	$ (82,982)
Adjustments to reconcile net loss to net cash used in operations:		
Depreciation	-	2,942
Changes in operating assets and liabilities:		
Trade payables	-	6,982
Other Payables and accruals	-	2,4690
Net cash used in Operating Activities	(18,763)	(48,368)
Cash Flows from Financing Activities		
Amount due to a director	18,763	48,368
Net cash provided by Financing Activities	18,763	48,368
Net increase in cash	$ -	$ -
Cash at end of period	-	-
Supplemental Disclosure of Interest and Income Taxes Paid:		
Interest paid during the period	$ -	$ -
Income taxes paid during the period	$ -	$ -
Non-Cash Investing and Financing Activities:		
Issuance of common stock for conversion of convertible note and accrued interest	$ -	$ -

The accompanying notes are an integral part of these financial statements.

Trans Global Group, Inc.
Notes to Financial Statements
For the six months ended June 30, 2021

NOTE 1 - ORGANIZATION AND OPERATIONS

Trans Global Group, Inc. (the “Company”) was formed in the State of Delaware on December 31, 1993 as Teletek, Inc. On October, 2007, the Company changed its name to Trans Global Group, Inc., its current name. The Company is an investment company planning to acquire companies in Liquor Industry in China.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that 1) recorded transactions are valid; 2) valid transactions are recorded; and 3) transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented.

Income Taxes

The Company follows FASB ASC Subtopic 740, Income Taxes, for recording the provision for income taxes. Deferred tax assets and liabilities are computed based upon the difference between the financial statement and income tax basis of assets and liabilities using the enacted marginal tax rate applicable when the related asset or liability is expected to be realized or settled.

Deferred income tax expenses or benefits are based on the changes in the asset or liability each period. If available evidence suggests that it is more likely than not that some portion or all of the deferred tax assets will not be realized, a valuation allowance is required to reduce the deferred tax assets to the amount that is more likely than not to be realized. Future changes in such valuation allowance are included in the provision for deferred income taxes in the period of change.

Stock-based Compensation

The Company follows FASB ASC Subtopic 718, Stock Compensation, for accounting for stock-based compensation. The guidance requires that new, modified and unvested share-based payment transactions with employees, such as grants of stock options and restricted stock, be recognized in the consolidated financial statements based on their fair value at the grant date and recognized as compensation expense over their vesting periods. The Company also follows the guidance for equity instruments issued to consultants.

Basic Loss Per Share

FASB ASC Subtopic 260, Earnings Per Share, provides for the calculation of "Basic" and "Diluted" earnings per share. Basic earnings per share is computed by dividing net loss available to common shareholders by the weighted average number of common shares outstanding for the period. All potentially dilutive securities have been excluded from the computations since they would be antidilutive. However, these dilutive securities could potentially dilute earnings per share in the future.

Cash and Cash Equivalents

Cash equivalents consist of highly liquid investments with maturities of three months or less when purchased. Cash and cash equivalents are on deposit with financial institutions without any restrictions. As of June 30, 2021, cash equivalents amounted to $nil.

NOTE 3 - GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As reflected in the accompanying financial statements, the Company had retained earnings as of June 30, 2021 of $168,241.

While the Company is attempting to commence operations and generate revenues, the Company's cash position may not be significant enough to support the Company's daily operations. Management intends to raise additional funds by way of a public or private offering. Management believes that the actions presently being taken to further implement its business plan and generate revenues provide the opportunity for the Company to continue as a going concern. While the Company believes in the viability of its strategy to generate revenues and in its ability to raise additional funds, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon the Company's ability to further implement its business plan and generate revenues.

The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 4 - STOCKHOLDERS' EQUITY

Authorized Capital Stock

Common Stock

The Company is authorized to issue 12,000,000,000 shares of common stock with a par value of $0.0001 per share. As of June 30, 2021, 8,665,578,306 shares were issued and outstanding.

Preferred Stock

The Company is authorized to issue 1,500,000 shares of preferred stock with a par value of $0.0001 per share. As of June 30, 2021, 200,000 shares of series AA preferred stock and 20,000 shares of series B preferred stock were issued and outstanding.

Capital Stock Issued

On January 30, 2020, the Company exchanged 1,200,000 shares of old series AA preferred stock for 200,000 shares of new series AA preferred stock. On September 20, 2020, the Company issued 800,000,000 shares of common stock to VS Services, LLC for conversion of note and accrued interests. On September 22, 2020, the Company issued 20,000 series B preferred stock to Chen Ren.

NOTE 5 - RELATED PARTY TRANSACTIONS

None

NOTE 6 - SUBSEQUENT EVENTS

The Company's management evaluated subsequent events through the date the financial statements were available to be issued and there were no subsequent events to report.

Exhibit 3.1

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A FLORIDA CORPORATION UNDER THE NAME OF "CANNABIS CONSORTIUM, INC." TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "CANNABIS CONSORTIUM, INC." TO "TRANS GLOBAL GROUP, INC.",FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF SEPTEMBER, A.D. 2017, AT 11:31 O`CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

6547224 8100F
SR# 20176202002

Authentication: 203241162
Date: 09-18-17

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:31 AM 09/18/2017
FILED 11:31 AM 09/18/2017
SR 20176202002 - File Number 6547224

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE CORPORATION
TO A DELAWARE CORPORATION
PURSUANT TO SECTION 265 OF THE
DELAWARE GENERAL CORPORATION LAW

1.) The jurisdiction where the Non-Delaware Corporation first formed is Nevada.

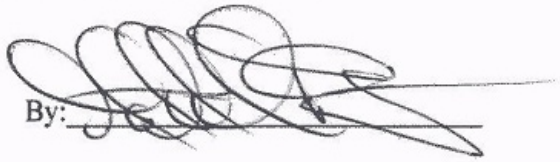
2.) The jurisdiction immediately prior to filing this Certificate is Florida.

3.) The date the Non-Delaware Corporation first formed is 03/17/1993.

4.) The name of the Non-Delaware Corporation immediately prior to filing this Certificate is Cannabis Consortium, Inc.

5.) The name of the Corporation as set forth in the Certificate of Incorporation is Trans Global Group, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation have executed this Certificate on the 18 day of September, A.D. 2017.

By: 

Name: Matthew Dwyer
Print or Type

Title: President
Print or Type

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "TRANS GLOBAL GROUP, INC." FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF SEPTEMBER, A.D. 2017, AT 11:31 O`CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

6547224 8100F
SR# 20176202002

Authentication: 203241162
Date: 09-18-17

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:31 AM 09/18/2017
FILED 11:31 AM 09/18/2017
SR 20176202002 - File Number 6547224

STATE OF DELAWARE

CERTIFICATE OF INCORPORATION

A STOCK CORPORATION

ARTICLE I

The name if this corporation is:

TRANS GLOBAL GROUP, INC.

ARTICLE II

Its registered office in the State of Delaware is to be located at 251 Little Falls Drive, in the City of Wilmington, County of New Castle, Zip Code 19808

The registered agent in charge thereof is Corporation Service Company.

Offices for the transaction of any business of the Corporation, and where meeting of the Board of Directors and of Shareholders may be held, may be established and maintained in any part of the State of Delaware, or in any other state, territory, or possession of the United States.

ARTICLE III

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Delaware. This Corporation shall have perpetual existence.

ARTICLE IV

This Corporation is authorized to issue Seven Billion Eight Hundred and Ninety Million (7,890,000,000) in two classes of shares of stock to be designated as "Common Stock" and "Preferred Stock". The total number of shares of Common Stock which this Corporation is authorized to issue is Seven Billion Eight Hundred and Eighty Eight Million Five Hundred Thousand (7,888,500,000) shares, par value $0.0001 per share. The total number of shares of Preferred Stock which this Corporation is authorized to issue is One Million Five Hundred Thousand (1,500,000) shares, $.0001 par value per share.

The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation (the "Board of Directors") is expressly authorized to provide for the issue of all or any of the shares of Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designations, preferences, and relative, participating, options, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issue of such shares (a "Preferred Stock Designation") and as may be permitted by the General Corporation Law of the State of Delaware. The Board of Directors is also expressly authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series. In case the

number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

Designation of Series AA Preferred Stock

Of the 1,500,000 shares of Preferred Stock, par value $.0001 per share, authorized pursuant to the Articles of Incorporation, 1,500,000 of such shares are hereby designated as "Series AA Preferred Stock." The powers, designations, preferences, rights, privileges, qualifications, limitations and restrictions applicable to the Series AA Preferred Stock are as follows:

A. ***Designation.*** There is hereby designated a series of Preferred Stock denominated as "Series AA Preferred Stock," consisting of 1,500,000 shares, $.0001 par value per share, having the powers, preferences, rights and limitations set forth below.

B. ***Liquidation Rights.*** The holders of the Series AA Preferred Stock shall have liquidation rights as follows (the "Liquidation Rights"):

1. Payments. In the event of any liquidation, dissolution or winding up of the Company, holders of shares of Series AA Preferred Stock are entitled to receive, out of legally available assets, a liquidation preference of $0.0001 per share, and no more, before any payment or distribution is made to the holders of the Corporation's common stock (the "Common Stock"). But the holders of Series AA Preferred Stock will not be entitled to receive the liquidation preference of such shares until the liquidation preferences of any series or class of the Corporation's stock hereafter issued that ranks senior as to liquidation rights to the Series AA Preferred Stock ("senior liquidation stock") has been paid in full. The holders of Series AA Preferred Stock and all other series or classes of the Corporation's stock hereafter issued that rank on a parity as to liquidation rights with the Series AA Preferred Stock are entitled to share ratably, in accordance with the respective preferential amounts payable on such stock, in any distribution (after payment of the liquidation preference of the senior liquidation stock) which is not sufficient to pay in full the aggregate of the amounts payable thereon. After payment in full of the liquidation preference of the shares of Series AA Preferred Stock, the holders of such shares will not be entitled to any further participation in any distribution of assets by the Corporation.

2. Corporation Action. Neither a consolidation, merger or other business combination of the Corporation with or into another corporation or other entity, nor a sale or transfer of all or part of the Corporation's assets for cash, securities or other property will be considered a liquidation, dissolution or winding upon the Corporation.

C. ***Conversion.*** The holders of the Series AA Preferred Stock shall have the right to convert their Series AA Preferred Stock into Common Stock at the rate of 10,000 shares of Common Stock for each share of Series AA Preferred Stock outstanding. Such conversion right may be exercised at any time during which the Series AA Preferred Stock is outstanding. Notwithstanding the foregoing, the Series AA Preferred Stock may not be converted into Common Stock except to the extent that, at the time of conversion, there are a sufficient number of authorized but unissued and unreserved shares of Common Stock available to permit conversion. Any holder of Series AA Preferred Stock desiring to convert its Series AA Preferred Stock shall provide a written notice of conversion to the Company specifying the

number of shares to be converted, accompanied by the certificate evidencing the Series AA Preferred Stock to be converted, as well as a duly executed stock power with signature medallion guaranteed ("Conversion Notice"). In the event that, at the time of its receipt of the Conversion Notice, the Company does not have a sufficient number of authorized but unissued and unreserved shares of Common Stock to permit conversion of all outstanding shares of Series AA Preferred Stock, it shall, within five (5) business days following its receipt of the Conversion Notice, provide written notice of its receipt of the Conversion Notice to all holders of Series AA Preferred Stock (the "Company Notice"). Each holder of Series AA Preferred Stock shall then have a period of five (5) business days from the date of the Company Notice in which to provide written notice to the Company of such holder's election to convert its Series AA Preferred Stock into its pro-rata portion of the authorized but unissued and unreserved Common Stock issuable pursuant to the Conversion Notice. The Company shall issue Common Stock upon conversion of the Series AA Preferred Stock based upon the Conversion Notice and responses to the Company Notice, if any. The first Conversion Notice received by the Company shall govern the issuance of Common Stock to all holders of Series AA Preferred Stock and the Company shall not recognize any other Conversion Notice until the issuance of Common Stock based upon the initial Conversion Notice has been completed. Future Conversion Notices shall be governed by the process set forth in this paragraph.

D. ***Voting Rights.*** The holders of the Series AA Preferred Stock shall have 10,000 votes per share of Series AA Preferred Stock, and shall be entitled to vote on any and all matters brought to a vote of stockholders of Common Stock, and shall vote as a group with and on the same basis as holders of Common Stock. Holders of Series AA Preferred Stock shall be entitled to notice of all stockholder meetings or written consents with respect to which they would be entitled to vote, which note would be provided pursuant to the Corporation's By-Laws and applicable statutes. Except as otherwise set forth herein, and except as otherwise required by law, holders of Series AA Preferred Stock shall have not have class voting rights on any matter.

E. ***Protective Provisions.*** So long as shares of Series AA Preferred Stock are outstanding, the Corporation shall not, without first obtaining the approval (by voting or written consent, as provided by Delaware law) of the holders of at least a majority of the then outstanding shares of Series AA Preferred Stock:

- Alter or change the rights, preferences or privileges of the shares of Series AA Preferred Stock so as to affect adversely the holders of Series AA Preferred Stock; or

- Do any act or thing not authorized or contemplated by this Designation which would result in taxation of the holders of shares of the Series AA Preferred Stock under Section 305 of the Internal Revenue Code of 1986, as amended (or any comparable provision of the Internal Revenue Code as hereafter from time to time amended).

F. ***Preferences.*** Nothing contained herein shall be construed to prevent the Board of Directors of the Corporation from issuing one or more series of preferred stock with such preferences as may be determined by the Board of Directors, in its discretion.

G. ***Amendments.*** Subject to Section E above, the designation, number of, and voting powers, designations, preferences, limitations, restrictions and relative rights of the Series AA Preferred Stock may be amended by a resolution of the Board of Directors. At any time there are no shares of Series AA

Preferred Stock outstanding, the Board of Directors may eliminate the Series AA Preferred Stock by amendment to these Articles of Amendment.

H. ***Adjustments.*** The outstanding shares of Series AA Preferred Stock shall be proportionately adjusted to reflect any forward split or reverse split of the Corporation's Common Stock occurring after the issuance of Series AA Preferred Stock.

ARTICLE V

The Board of Directors shall consist of at least one (1) and not more than ten (10) persons, as determined from time to time by the Board of Directors. The directors of this Corporation need not be shareholders.

ARTICLE VI

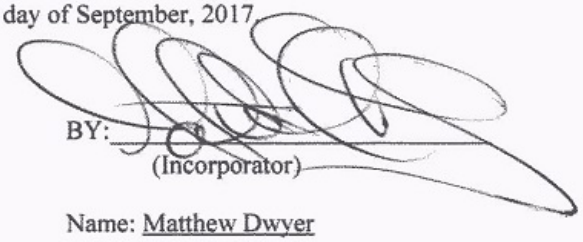
To the fullest extent permitted by the law, no director or officer of the Corporation shall be personally liable to the Corporation of its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. To the fullest extent permitted by the State of Delaware, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation, provided that such person is or was at the time a director of the Corporation; or (iii) is or was serving at the request of the Corporation as an officer of another Corporation, provided that such person is or was at the time a director of the corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the State of Delaware, and the except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party any action, suit, or proceeding by reason of the fact such person is or was any officer, employee or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE VII

The name and mailing address of the incorporator are as follows:

Matthew Dwyer, 6810 N state Road 7, Coconut Creek, FL 33073

I, THE Undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 18th day of September, 2017.



BY: _____
(Incorporator)

Name: Matthew Dwyer

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of Trans Global Group Inc. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "ARTICLE IV" so that, as amended, said Article shall be and read as follows:

See attached Exhibit A

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 1st day of December, 20 21.

By:_____
Authorized Officer

Title:_____

Name: _____
Print or Type

EXHIBIT A

ARTICLE IV

This Corporation is authorized to issue One Hundred Billion (100,000,000,000) in two classes of shares of stock to be designated as "Common Stock" and "Preferred Stock". The total number of shares of Common Stock which this Corporation is authorized to issue is Ninety-Nine Billion Nine Hundred Ninety-Five Million (99,995,000,000) shares, par value $0.0001 per share. The total number of shares of Preferred Stock which this Corporation is authorized to issue is Five Million (5,000,000) shares, $.0001 par value per share.

The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation (the "Board of Directors") is expressly authorized to provide for the issue of all or any of the shares of Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designations, preferences, and relative, participating, options, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issue of such shares (a "Preferred Stock Designation") and as may be permitted by the General Corporation Law of the State of Delaware. The Board of Directors is also expressly authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

Designation of Series AA Preferred Stock

Of the 5,000,000 shares of Preferred Stock, par value $.0001 per share, authorized pursuant to the Articles of Incorporation, 1,500,000 of such shares are hereby designated as "Series AA Preferred Stock." The powers, designations, preferences, rights, privileges, qualifications, limitations and restrictions applicable to the Series AA Preferred Stock are as follows:

A. *Designation.* There is hereby designated a series of Preferred Stock denominated as "Series AA Preferred Stock," consisting of 1,500,000 shares, $.0001 par value per share, having the powers, preferences, rights and limitations set forth below.

B. *Liquidation Rights.* The holders of the Series AA Preferred Stock shall have liquidation rights as follows (the "Liquidation Rights"):

1. Payments. In the event of any liquidation, dissolution or winding up of the Company, holders of shares of Series AA Preferred Stock are entitled to receive, out of legally available assets, a liquidation preference of $0.0001 per share, and no more, before any payment or distribution is made to the holders of the Corporation's common stock (the "Common Stock"). But the holders of Series AA Preferred Stock will not be entitled to receive the liquidation preference of such shares until the liquidation preferences of any series or class of the Corporation's stock hereafter issued that ranks senior as to liquidation rights to the Series AA Preferred Stock ("senior liquidation stock") has been paid in full. The holders of Series AA Preferred Stock and all other series or classes of the Corporation's stock hereafter issued that rank on a parity as to liquidation rights with the Series AA Preferred Stock are entitled to share ratably, in accordance with the respective preferential amounts payable on such stock, in any distribution (after payment of the liquidation preference of the senior liquidation stock) which is not sufficient to pay in full the aggregate of the amounts payable thereon. After payment in full of the liquidation preference of the shares of Series AA Preferred Stock, the holders of such shares will not be entitled to any further participation in any distribution of assets by the Corporation.

2. Corporation Action. Neither a consolidation, merger or other business combination of the Corporation with or into another corporation or other entity, nor a sale or transfer of all or part of the Corporation's assets for cash, securities or other property will be considered a liquidation, dissolution or winding upon the Corporation.

C. *Conversion.* The holders of the Series AA Preferred Stock shall have the right to convert their Series AA Preferred Stock into Common Stock at the rate of 10,000 shares of Common Stock for each share of Series AA Preferred Stock outstanding. Such conversion right may be exercised at any time during which the Series AA Preferred Stock is outstanding. Notwithstanding the foregoing, the Series AA Preferred Stock may not be converted into Common Stock except to the extent that, at the time of conversion, there are a sufficient number of authorized but unissued and unreserved shares of Common Stock available to permit conversion. Any holder of Series AA Preferred Stock desiring to convert its Series AA Preferred Stock shall provide a written notice of conversion to the Company specifying the number of shares to be converted, accompanied by the certificate evidencing the Series AA Preferred Stock to be converted, as well as a duly executed stock power with signature medallion guaranteed ("Conversion Notice"). In the event that, at the time of its receipt of the Conversion Notice, the Company does not have a sufficient number of authorized but unissued and unreserved shares of Common Stock to permit conversion of all outstanding shares of Series AA Preferred Stock, it shall, within five (5) business days following its receipt of the Conversion Notice, provide written notice of its receipt of the Conversion Notice to all holders of Series AA Preferred Stock (the "Company Notice''). Each holder of Series AA Preferred Stock shall then have a period of five (5) business days from the date of the Company Notice in which to provide written notice to the Company of such holder's election to convert its Series AA Preferred Stock into its pro-rata portion of the authorized but unissued and unreserved Common Stock issuable pursuant to the Conversion Notice. The Company shall issue Common Stock upon conversion of the Series AA Preferred Stock based upon the Conversion Notice and responses to the Company Notice, if any. The first Conversion Notice received by the Company shall govern the issuance of Common Stock to all holders of Series AA Preferred Stock and the Company shall not recognize any other Conversion Notice until the issuance of Common Stock based upon the initial Conversion Notice has been completed. Future Conversion Notices shall be governed by the process set forth in this paragraph.

D. *Voting Rights.* The holders of the Series AA Preferred Stock shall have 10,000 votes per share of Series AA Preferred Stock, and shall be entitled to vote on any and all matters brought to a vote of stockholders of Common Stock, and shall vote as a group with and on the same basis as holders of Common Stock. Holders of Series AA Preferred Stock shall be entitled to notice of all stockholder meetings or written consents with respect to which they would be entitled to vote, which note would be provided pursuant to the Corporation's By-Laws and applicable statutes. Except as otherwise set forth herein, and except as otherwise required by law, holders of Series AA Preferred Stock shall have not have class voting rights on any matter.

E. *Protective Provisions.* So long as shares of Series AA Preferred Stock are outstanding, the Corporation shall not, without first obtaining the approval (by voting or written consent, as provided by Delaware law) of the holders of at least a majority of the then outstanding shares of Series AA Preferred Stock:

- Alter or change the rights, preferences or privileges of the shares of Series AA Preferred Stock so as to affect adversely the holders of Series AA Preferred Stock; or

- Do any act or thing not authorized or contemplated by this Designation which would result in taxation of the holders of shares of the Series AA Preferred Stock under Section 305 of the Internal Revenue Code of 1986, as amended (or any comparable provision of the Internal Revenue Code as hereafter from time to time amended).

F. *Preferences.* Nothing contained herein shall be construed to prevent the Board of Directors of the Corporation from issuing one or more series of preferred stock with such preferences as may be determined by the Board of Directors, in its discretion.

G. *Amendments.* Subject to Section E above, the designation, number of, and voting powers, designations, preferences, limitations, restrictions and relative rights of the Series AA Preferred Stock may be amended by a resolution of the Board of Directors. At any time there are no shares of Series AA Preferred Stock outstanding, the Board of Directors may eliminate the Series AA Preferred Stock by amendment to these Articles of Amendment.

H. ***Adjustments,*** The outstanding shares of Series AA Preferred Stock shall be proportionately adjusted to reflect any forward split or reverse split of the Corporation's Common Stock occurring after the issuance of Series AA Preferred Stock.

Designation of Series B Preferred Stock

Of the 5,000,000 shares of Preferred Stock, par value $.0001 per share, authorized pursuant to the Articles of Incorporation, 20,000 of such shares are hereby designated as "Series B Preferred Stock." The powers, designations, preferences, rights, privileges, qualifications, limitations and restrictions applicable to the Series B Preferred Stock are as follows:

A. ***Designation.*** There is hereby designated a series of Preferred Stock denominated as "Series B Preferred Stock," consisting of 20,000 shares, $1.00 par value per share, having the powers, preferences, rights and limitations set forth below.

B. ***Liquidation Rights.*** The Series B Preferred Stock shall not have any preferences in the event of any liquidation, dissolution or winding up of the Corporation, either voluntarily or involuntarily, a merger or consolidation of the Corporation wherein the Corporation is not the surviving entity, or a sale of all or substantially all of the assets of the Corporation (each, a "Liquidation Event"), but shall participate with the Common Stock on any distributions made to the Common Stock in connection with any Liquidation Event on an as converted basis, assuming that such shares of Series B Preferred Stock had been converted into shares of Common Stock immediately prior to the payment of such dividend or distribution and notwithstanding any limitations on such conversion as set forth herein, unless and until such shares of Series B are converted to Common Stock as set forth herein.

C. ***Conversion.*** The holders of the Series B Preferred Stock shall have the right to convert their Series B Preferred Stock into Common Stock at the rate of 6,000 shares of Common Stock for each share of Series B Preferred Stock outstanding. Such conversion right may be exercised at any time during which the Series B Preferred Stock is outstanding. Notwithstanding the foregoing, the Series B Preferred Stock may not be converted into Common Stock except to the extent that, at the time of conversion, there are a sufficient number of authorized but unissued and unreserved shares of Common Stock available to permit conversion. Any holder of Series B Preferred Stock desiring to convert its Series B Preferred Stock shall provide a written notice of conversion to the Company specifying the number of shares to be converted, accompanied by the certificate evidencing the Series B Preferred Stock to be converted, as well as a duly executed stock power with signature medallion guaranteed ("Conversion Notice"). In the event that, at the time of its receipt of the Conversion Notice, the Company does not have a sufficient number of authorized but unissued and unreserved shares of Common Stock to permit conversion of all outstanding shares of Series B Preferred Stock, it shall, within five (5) business days following its receipt of the Conversion Notice, provide written notice of its receipt of the Conversion Notice to all holders of Series B Preferred Stock (the "Company Notice"). Each holder of Series B Preferred Stock shall then have a period of five (5) business days from the date of the Company Notice in which to provide written notice to the Company of such holder's election to convert its Series B Preferred Stock into its pro-rata portion of the authorized but unissued and unreserved Common Stock issuable pursuant to the Conversion Notice. The Company shall issue Common Stock upon conversion of the Series B Preferred Stock based upon the Conversion Notice and responses to the Company Notice, if any. The first Conversion Notice received by the Company shall govern the issuance of Common Stock to all holders of Series B Preferred Stock and the Company shall not recognize any other Conversion Notice until the issuance of Common Stock based upon the initial

Conversion Notice has been completed. Future Conversion Notices shall be governed by the process set forth in this paragraph.

D. ***Voting Rights.*** Holders of Series B Preferred Stock shall have no voting power prior to conversion into Common Stock. After conversion into Common Stock, holders of Series B Preferred Stock will have the same per-share voting power as other Common Stock holders, relative to the number of shares of Common Stock the Series B Preferred Stock holders hold post conversion.

E. ***Protective Provisions.*** So long as shares of Series B Preferred Stock are outstanding, the Corporation shall not, without first obtaining the approval (by voting or written consent, as provided by Delaware law) of the holders of at least a majority of the then outstanding shares of Series B Preferred Stock:

- Alter or change the rights, preferences or privileges of the shares of Series B Preferred Stock so as to affect adversely the holders of Series B Preferred Stock; or
- Do any act or thing not authorized or contemplated by this Designation which would result in taxation of the holders of shares of the Series B Preferred Stock under Section 305 of the Internal Revenue Code of 1986, as amended (or any comparable provision of the Internal Revenue Code as hereafter from time to time amended).

F. ***Preferences.*** Nothing contained herein shall be construed to prevent the Board of Directors of the Corporation from issuing one or more series of preferred stock that are junior to or pari passu with the Series B Preferred Stock.

Exhibit 3.2

BYLAWS
of
Trans Global Group, Inc.,
a Nevada corporation

ARTICLE I
DEFINITIONS

1.1. Certain Defined Terms. As used in these Bylaws, unless the context otherwise requires, the following terms shall have the following meanings:

(a) "Articles of Incorporation" means the Articles of Incorporation of the Company, as further amended, supplemented, or restated from time to time.

(b) "Assistant Secretary" means an Assistant Secretary of the Company.

(c) "Assistant Treasurer" means an Assistant Treasurer of the Company.

(d) "Board" means the Board of Directors of the Company.

(e) "Bylaws" means these Bylaws of the Company, as further amended from time to time.

(f) "Chairman" means the Chairman of the Board of Directors of the Company, if any.

(g) "Chief Executive Officer" means the Chief Executive Officer of the Company.

(h) "Company" means Trans Global Group, Inc.., a Nevada corporation.

(i) "Directors" means members of the Board.

(j) "Entire Board" means all then authorized Directors of the Company.

(k) "Exchange Act" means the Securities Exchange Act of 1934, as amended, or any successor statute thereto, and the rules and regulations promulgated thereunder.

(l) "Office of the Company" means the executive office of the Company.

(m) "President" means the President of the Company.

(n) "Revised Statutes" means Chapter 78 of the Nevada Revised Statutes, as amended, or any successor statute thereto.

(o) "SEC" means the United States Securities and Exchange Commission or any governmental authority that may be the successor thereto.

(p) "Secretary" means the Secretary of the Company.

(q) "Securities Act" means the Securities Act of 1933, as amended, or any successor statute thereto, and the rules and regulations promulgated thereunder.

(r) "Stockholders" means stockholders of the Company.

(s) "Treasurer" means the Treasurer of the Company.

(t) "Vice President" means a Vice President of the Company.

1.2. Other Defined Terms. Unless the context otherwise requires, all other capitalized terms shall have the meanings set forth in the other Articles and Sections of these Bylaws.

ARTICLE II
OFFICES

2.1. Registered Office and Registered Agent. The location of the registered office and the name of the registered agent of the Company in the State of Nevada shall be determined from time to time by the Board and on file in the appropriate office of the State of Nevada pursuant to applicable provisions of law. Unless otherwise permitted by law, the address of the registered office of the Company and the address of the business office of the registered agent shall be identical.

2.2. Other Offices. The Company may also have offices at such other places both within and without the State of Nevada as the Board may from time to time determine or the business of the Company may require. The Office of the Company may be fixed and so designated from time to time by the Board, but the location or residence of the Company in Nevada shall be deemed for all purposes to be in the county in Nevada in which its registered office is maintained.

ARTICLE III
STOCKHOLDERS

3.1. Place of Meetings. Every meeting of Stockholders may be held at such place, within or without the State of Nevada, as may be designated by resolution of the Board from time to time. The Board may, in its sole discretion, determine that the meeting of Stockholders shall not be held at any place, but may instead be held solely by means of remote communication in accordance with Nevada law.

3.2. Annual Meeting. A meeting of Stockholders shall be held annually for the election of Directors at such date and time as may be designated by resolution of the Board from time to time. Any other business may be transacted at the annual meeting.

3.3. Special Meetings. Special meetings of Stockholders may be called only by (a) the Chief Executive Officer, or (b) a majority of the members of the Board, and may not be called by any other person or persons. Business transacted at any special meeting of Stockholders shall be limited to the purpose stated in the notice for such meeting.

3.4 Action Without Meeting. Any action required or permitted to be taken at any meeting of the Stockholders of the Company may be taken without a meeting, without prior notice, and without a vote, if the holders of outstanding stock of the Company having not less than the minimum number of votes that would be necessary to take such action at a duly convened meeting of the Stockholders consent in writing or by electronic transmission (to the extent permitted by law) to such action, and the writings or electronic transmissions are filed with the minutes of proceedings of the Stockholders. Such filings shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

3.5. Fixing Record Date. For the purpose of (A) determining the Stockholders entitled (1) to notice of or to vote at any meeting of Stockholders or any adjournment thereof or (2) to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion, or exchange of stock; or (B) any other lawful action, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date was adopted by the Board and which record date shall not be (i) in the case of clause (A)(1) above, more than sixty (60) days nor less than ten (10) days before the date of such meeting, and (ii) in the case of clause (A)(2) or (B) above, more than sixty (60) days prior to such action. If no such record date is fixed:

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

(b) The record date for determining Stockholders for any purpose other than those specified in Section 3.5(a) hereof shall be at the close of business on the day on which the Board adopts the resolution relating thereto. When a determination of Stockholders of record entitled to notice of or to vote at any meeting of Stockholders has been made as provided in this Section 3.5, such determination shall apply to any adjournment thereof unless the Board fixes a new record date for the adjourned meeting.

3.6. Notice of Meetings of Stockholders. Whenever under the provisions of applicable law, the Articles of Incorporation, or these Bylaws, Stockholders are required or permitted to take any action at a meeting, notice shall be given stating the place, if any, date, and hour of the meeting, the means of remote communication, if any, by which Stockholders and proxy holders may be deemed to be present in person and vote at such meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Notice of any meeting shall be given, not less than ten (10) nor more than sixty (60) days before the date of the meeting, to each Stockholder entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage prepaid, directed to the Stockholder at his or her address as it appears on the records of the Company. An affidavit of the Secretary, the Assistant Secretary, or the transfer agent of the Company that the notice required by this Section 3.6 has been given shall, in the absence of fraud, be prima facie evidence of the facts stated therein. Any meeting of Stockholders, annual or special, may adjourn from time to time to reconvene at the same or some other place. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted at the meeting as originally called. If, however, the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Stockholder of record entitled to vote at the meeting.

3.7. Waivers of Notice. Waiver of a notice required to be given to a Stockholder in a writing signed by such Stockholder shall constitute a waiver of notice of the meeting, whether executed and/or delivered before or after such meeting. Attendance by a Stockholder at a meeting shall constitute a waiver of notice of such meeting except when the Stockholder attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the ground that the meeting has not been lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Stockholders need be specified in any waiver of notice.

3.8. List of Stockholders. The Secretary shall prepare and make, or cause to be prepared and made, at least ten (10) days before every meeting of Stockholders, a complete list of the Stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each Stockholder and the number of shares registered in the name of each Stockholder. Such list shall be open to the examination of any Stockholder, such Stockholder's agent, or attorney, at such Stockholder's expense, for any purpose germane to the meeting, for a period of at least ten (10) days prior to the meeting, during ordinary business hours at the Office of the Company, or on a reasonably accessible electronic network as provided by applicable law. If the meeting is to be held at a place other than the Office of the Company, the list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any Stockholder who is present. If the meeting is held solely by means of remote communication, the list shall also be open for examination as provided by applicable law. Upon the willful neglect or refusal of the Directors to produce such a list at any meeting for the election of Directors, they shall be ineligible for election to any office at such meeting. Except as provided by applicable law, the Company's stock ledger shall be the only evidence as to who are the Stockholders entitled to examine the Company's stock ledger, the list of Stockholders, or the books of the Company, or to vote in person or by proxy at any meeting of Stockholders.

3.9. Quorum of Stockholders; Adjournment. At each meeting of Stockholders, the presence in person or by proxy of the holders of a majority in voting power of all outstanding shares of stock entitled to vote at the meeting of Stockholders shall constitute a quorum for the transaction of any business at such meeting, except that, where a separate vote by a class or series or classes or series is required, a quorum shall consist of no less than a majority in voting power of the shares of such class or series or classes or series. When a quorum is present to organize a meeting of Stockholders and for purposes of voting on any matter, the quorum for such meeting or matter is not broken by the subsequent withdrawal of any Stockholders. In the absence of a quorum, the holders of a majority in voting power of the shares of stock present in person or represented by proxy at any meeting of Stockholders, including an adjourned meeting, whether or not a quorum is present, may adjourn such meeting to another time and place. Shares of its own stock belonging to the Company or to another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation is held, directly or indirectly, by the Company, shall neither be entitled to vote nor be counted for quorum purposes; provided, however, that the foregoing shall not limit the right of the Company to vote stock, including but not limited to its own stock, held by it in a fiduciary capacity.

3.10. Voting; Proxies. Subject to any voting rights that may be granted to a holder of shares of a series of the Company's preferred stock then outstanding, every Stockholder entitled to vote at any meeting of Stockholders shall be entitled to one (1) vote for each share of stock held by such Stockholder which has voting power upon the matter in question. At any meeting of Stockholders, all matters, except as otherwise provided by any provision of the Articles of Incorporation or these Bylaws requiring a different proportion, the rules and regulations of any stock exchange or stock quotation system applicable to the Company, applicable law, or pursuant to any rules or regulations applicable to the Company or its securities, shall be decided by the affirmative vote of a majority in voting power of shares of stock present in person or represented by proxy and entitled to vote thereon. At all meetings of Stockholders for the election of Directors, a plurality of the votes cast shall be sufficient to elect a Director. Each Stockholder entitled to vote at a meeting of Stockholders may authorize another person or persons to act for such Stockholder by proxy, but no such proxy shall be voted or acted upon after six (6) months from its date unless the proxy provides for a longer period not to exceed seven (7) years. A proxy shall be irrevocable if it states that it is irrevocable and if, and only so long as, it is coupled with an interest sufficient in law to support an irrevocable power. A Stockholder may revoke any proxy that is not irrevocable by attending the meeting and voting in person or by delivering to the Secretary a revocation of the proxy or by delivering a new proxy bearing a later date.

3.11. Voting Procedures and Inspectors of Election at Meetings of Stockholders. The Board, in advance of any meeting of Stockholders, may appoint one (1) or more inspectors, who may be employees of the Company, to act at the meeting and make a written report thereof. The Board may designate one (1) or more persons as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate is able to act at a meeting, the person presiding at the meeting may appoint one (1) or more inspectors to act at the meeting. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his or her ability. The inspectors shall (a) ascertain the number of shares outstanding and the voting power of each, (b) determine the shares represented at the meeting and the validity of proxies and ballots, (c) count all votes and ballots, (d) determine and retain for a reasonable period a record of the disposition of any challenges made to any determination by the inspectors, and (e) certify their determination of the number of shares represented at the meeting and their count of all votes and ballots. The inspectors may appoint or retain other persons or entities to assist the inspectors in the performance of their duties. Unless otherwise provided by the Board, the date and time of the opening and the closing of the polls for each matter upon which the Stockholders will vote at a meeting shall be determined by the person presiding at the meeting and shall be announced at the meeting. No ballot, proxies, or votes, or any revocation thereof or change thereto, shall be accepted by the inspectors after the closing of the polls unless any court properly applying jurisdiction over the Company upon application by a Stockholder shall determine otherwise. In determining the validity and counting of proxies and ballots cast at any meeting of Stockholders, the inspectors may consider such information as is permitted by applicable law. No person who is a candidate for office at an election may serve as an inspector at such election.

3.12. Conduct of Meetings; Organization; Director Nominations; and Other Stockholder Proposals.

(a) The Board may adopt by resolution such rules and regulations for the conduct of the meeting of Stockholders as it shall deem appropriate. At each meeting of Stockholders, the Chairman, or if there is no Chairman or if there be one and the Chairman is absent, the Chief Executive Officer, or in the absence of the Chief Executive Officer, the President, or in the absence of the President, a Vice President, and in case more than one (1) Vice President shall be present, that Vice President designated by the Board (or in the absence of any such designation, the most senior Vice President, based on age, present), shall preside over the meeting. Except to the extent inconsistent with such rules and regulations as are adopted by the Board, the person presiding over any meeting of Stockholders shall have the right and authority to convene and to adjourn the meeting, to prescribe such rules, regulations, and procedures, and to do all such acts as, in the judgment of such person, are appropriate for the proper conduct of the meeting. Such rules, regulations, or procedures, whether adopted by the Board or prescribed by the presiding officer of the meeting, may include, without limitation, the following: (i) the establishment of an agenda or order of business for the meeting, (ii) rules and procedures for maintaining order at the meeting and the safety of those present, (iii) limitations on attendance at or participation in the meeting applicable to Stockholders of record of the Company, their duly authorized and constituted proxies, or such other persons as the person presiding over the meeting shall determine, (iv) restrictions on entry to the meeting after the time fixed for the commencement thereof, and (v) limitations on the time allotted to questions or comments by participants. The presiding officer at any meeting of Stockholders, in addition to making any other determinations that may be appropriate to the conduct of the meeting, shall, if the facts warrant, determine and declare to the meeting that a matter or business was not properly brought before the meeting, and if such presiding officer should so determine, such person shall so declare to the meeting and any such matter or business not properly brought before the meeting shall not be transacted or considered. Unless and to the extent determined by the Board or the person presiding over the meeting, meetings of Stockholders shall not be required to be held in accordance with the rules of parliamentary procedure. The Secretary, or in his or her absence,

one of the Assistant Secretaries, shall act as secretary of the meeting. In case none of the officers above designated to act as the person presiding over the meeting or as secretary of the meeting, respectively, shall be present, a person presiding over the meeting or a secretary of the meeting, as the case may be, shall be designated by the Board, and in case the Board has not so acted, in the case of the designation of a person to act as secretary of the meeting, the person to act as secretary of the meeting shall be designated by the person presiding over the meeting.

(b) Only persons who are nominated in accordance with the following procedures shall be eligible for election as Directors. Nominations of persons for election to the Board may be made at an annual meeting or special meeting of Stockholders only (i) by or at the direction of a majority of the Entire Board, (ii) by a committee of the Board specifically authorized to nominate Directors, or (iii) by any Stockholder of the Company who was a Stockholder of record of the Company at the time the notice provided for in this Section 3.12 is delivered to the Secretary, who is entitled to vote for the election of Directors at the meeting, and who complies with the applicable provisions of Section 3.12(d) hereof (persons nominated in accordance with (iii) above are referred to herein as "Stockholder Nominees").

(c) At any annual meeting of Stockholders, only such business shall be conducted as shall have been properly brought before the meeting. To be properly brought before an annual meeting of Stockholders, (i) business must be specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board, (ii) otherwise properly brought before the meeting by or at the direction of the Board, or (iii) otherwise properly brought before the meeting by a Stockholder who was a Stockholder of record of the Company at the time the notice provided for in this Section 3.12 is delivered to the Secretary, who is entitled to vote at the meeting, and who complies with the applicable provisions of Section 3.12(d) hereof (business brought before the meeting in accordance with (iii) above is referred to as "Stockholder Business").

(d) At any annual or special meeting of Stockholders (i) all nominations of Stockholder Nominees must be made by timely written notice given by or on behalf of a Stockholder of record of the Company (the "Notice of Nomination"), and (ii) all proposals of Stockholder Business must be made by timely written notice given by or on behalf of a Stockholder of record of the Company (the "Notice of Business"). To be timely, the Notice of Nomination or the Notice of Business, as the case may be, must be delivered personally to, or mailed to, and received at the Office of the Company, addressed to the attention of the Secretary, (i) in the case of the nomination of a person for election to the Board, or business to be conducted, at an annual meeting of Stockholders, not less than ninety (90) days nor more than one hundred and twenty (120) days prior to the first anniversary of the date of the prior year's annual meeting of Stockholders or (ii) in the case of the nomination of a person for election to the Board at a special meeting of Stockholders, not more than one hundred and twenty (120) days prior to and not less than the later of (A) ninety (90) days prior to such special meeting or (B) the tenth (10th) day following the day on which the notice of such special meeting was made by mail or Public Disclosure; provided, however, that in the event that (1) the annual meeting of Stockholders is advanced by more than thirty (30) days, or delayed by more than seventy (70) days, from the first anniversary of the prior year's annual meeting of Stockholders, (2) no annual meeting was held during the prior year, or (3) in the case of the Company's first annual meeting of Stockholders as a corporation with a class of equity security registered under the Securities Act, notice by the Stockholder, to be timely, must be received (x) no earlier than one hundred and twenty (120) days prior to such annual meeting and (y) no later than the later of ninety (90) days prior to such annual meeting or ten (10) days following the day the notice of such annual meeting was made by mail or Public Disclosure, regardless of any postponement, deferral, or adjournment of the meeting to a later date. In no event shall the Public Disclosure of an adjournment or postponement of an annual or special meeting commence a new time period (or extend any time period) for the giving of the Notice of Nomination or Notice of Business, as applicable.

Notwithstanding anything in the immediately preceding paragraph to the contrary, in the event that the number of directors to be elected to the Board at an annual meeting is increased and there is no public announcement by the Company naming the nominees for the additional directorships at least one hundred (100) days prior to the first anniversary of the preceding year's annual meeting, a Notice of Nomination shall also be considered timely, but only with respect to nominees for the additional directorships, if it shall be delivered at the Office of the Company, addressed to the attention of the Secretary, not later than the close of business on the tenth (10th) day following the day on which such public announcement is first made by the Company.

The Notice of Nomination shall set forth (i) the name and record address of the Stockholder and/or beneficial owner proposing to make nominations, as they appear on the Company's books, (ii) the class and number of shares of stock held of record and beneficially by such Stockholder and/or such beneficial owner, (iii) a representation that the Stockholder is a holder of record of stock of the Company entitled to vote at the meeting and intends to appear in person or by proxy at the meeting to propose such nomination, (iv) all information regarding each Stockholder Nominee that would be required to be set forth in a definitive proxy statement filed with the SEC pursuant to Section 14 of the Exchange Act, and as well as the written consent of each such Stockholder Nominee to be named in a proxy statement as a nominee and to serve if elected, and (v) all other information that would be required to be filed with the SEC if the person proposing such nominations were a participant in a solicitation subject to Section 14 of the Exchange Act. The Company may require any Stockholder Nominee to furnish such other information as it may reasonably require to determine the eligibility of such Stockholder Nominee to serve as a Director of the Company. The person presiding at the meeting shall, if the facts warrant, determine and declare to the meeting that any proposed nomination of a Stockholder Nominee was not made in accordance with the foregoing procedures and, if he or she should so determine, the defective nomination shall be disregarded.

The Notice of Business shall set forth (i) the name and record address of the Stockholder and/or beneficial owner proposing such Stockholder Business, as they appear on the Company's books, (ii) the class and number of shares of stock held of record and beneficially by such Stockholder and/or such beneficial owner, (iii) a representation that the Stockholder is a holder of record of stock of the Company entitled to vote at the meeting and intends to appear in person or by proxy at the meeting to propose such business, (iv) a brief description of the Stockholder Business desired to be brought before the annual meeting, the text of the proposal (including the text of any resolutions proposed for consideration), and, in the event that such business includes a proposal to amend the Bylaws, the language of the proposed amendment, and the reasons for conducting such Stockholder Business at the annual meeting, (v) any material interest of the Stockholder and/or beneficial owner in such Stockholder Business, and (vi) all other information that would be required to be filed with the SEC if the person proposing such Stockholder Business were a participant in a solicitation subject to Section 14 of the Exchange Act. Notwithstanding anything in these Bylaws to the contrary, no business shall be conducted at the annual meeting of Stockholders except in accordance with the procedures set forth in this Section 3.12(d), provided, however, that nothing in this Section 3.12(d) shall be deemed to preclude discussion by any Stockholder of any business properly brought before the annual meeting in accordance with said procedure. Nevertheless, it is understood that Stockholder Business may be excluded if the exclusion of such Stockholder Business is or would be permitted by the applicable regulations of the SEC (whether or not the Company is subject to such regulations). Only such business shall be conducted at a special meeting of Stockholders as shall have been brought before the meeting pursuant to the Company's notice of meeting. The person presiding over the meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting in accordance with the foregoing procedures and, if he or she should so determine, any such business not properly brought before the meeting shall not be transacted.

Notwithstanding the foregoing provisions of this Section 3.12, if the Stockholder (or a qualified representative of the Stockholder) does not appear at the annual or special meeting of Stockholders to present the Stockholder Nominee or the Stockholder Business, as applicable, such nomination shall be disregarded and such business shall not be transacted, notwithstanding that proxies in respect of such vote may have been received by the Company.

For purposes of this Section 3.12, "Public Disclosure" shall be deemed to be first made when disclosure of such date of the annual or special meeting of Stockholders, as the case may be, is first made in a press release issued through PR Newswire, Business Wire, or comparable news service, or in a document publicly filed by the Company with the SEC pursuant to Sections 13, 14, or 15(d) of the Exchange Act.

Notwithstanding the foregoing, a Stockholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth in this Section 3.12. Nothing in this Section 3.12 shall be deemed to affect any rights of the holders of any series of preferred stock of the Company pursuant to any applicable provision of the Articles of Incorporation.

3.13. Order of Business. The order of business at all meetings of Stockholders shall be as determined by the person presiding over the meeting.

ARTICLE IV
DIRECTORS

4.1. General Powers. The business and affairs of the Company shall be managed by, or under the direction of, the Board. The Board may adopt such rules and regulations, not inconsistent with the Articles of Incorporation, these Bylaws, or applicable law, as it may deem proper for the conduct of its meetings and the management of the Company.

4.2. Number; Qualification; Term of Office. The total number of Directors constituting the Entire Board shall initially be two (2). Unless the Articles of Incorporation provide otherwise, the number of Directors constituting the entire Board may be determined from time to time by resolution of the Board. Directors need not be Stockholders. Each Director shall hold office until a successor is duly elected and qualified or until the Director's earlier death, resignation, disqualification, or removal. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term expires.

4.3. Election. Directors shall be elected by a plurality of the votes cast at a meeting of Stockholders by the holders of shares present in person or represented by proxy at the meeting and entitled to vote in the election.

4.4. Newly Created Directorships and Vacancies. Subject to the rights of the holders of any series of Preferred Stock then outstanding, any newly created Directorships resulting from any increase in the authorized number of Directors or any vacancies in the Board resulting from death, resignation, retirement, disqualification, removal from office, or other cause may be filled by a majority vote of the remaining Directors then in office although less than a quorum, or by a sole remaining Director, and a Director so chosen shall hold office until the next election of Directors or until his or her successor is duly elected and qualified. No decrease in the number of Directors constituting the Board shall shorten the term of any incumbent Director. When any Director shall give notice of resignation effective at a future date, the Board may fill such vacancy to take effect when such resignation shall become effective in accordance with the Revised Statutes.

4.5. Resignation. Any Director may resign at any time upon notice given in writing or by electronic transmission to the Company. Such resignation shall take effect at the time therein specified, and, unless otherwise specified in such resignation, the acceptance of such resignation shall not be necessary to make it effective.

4.6. Removal. Except for such Directors, if any, as are elected by the holders of any series of Preferred Stock, as provided for or fixed pursuant to the provisions of Article IV(A) of the Articles of Incorporation, any Director, or the Entire Board, may be removed from office at any time, with or without cause, by the affirmative vote of at least a majority of the total voting power of the outstanding shares of stock of the Company entitled to vote at a meeting of stockholders called for that purpose, and the vacancy of the Board caused by any such removal may be filled by the stockholders at such meeting.

4.7. Compensation. Each Director, in consideration of his or her service as such, shall be entitled to receive from the Company such amount per annum or such fees for attendance at Directors' meetings, or both, as the Board, or an authorized committee thereof, may from time to time determine, together with reimbursement for the reasonable out-of-pocket expenses, if any, incurred by such Director in connection with the performance of his or her duties. Each Director who shall serve as a member of any committee of Directors, including as chairperson of such committee of Directors, in consideration of serving as such shall be entitled to such additional amount per annum or such fees for attendance at committee meetings, or both, as the Board, or an authorized committee thereof, may from time to time determine, together with reimbursement for the reasonable out-of-pocket expenses, if any, incurred by such Director in the performance of his or her duties. Nothing contained in this Section 4.7 shall preclude any Director from serving the Company or its subsidiaries in any other capacity and receiving proper compensation therefor.

4.8. Regular Meetings. Regular meetings of the Board may be held without notice at such times and at such places within or without the State of Nevada as shall from time to time be determined by the Board.

4.9. Special Meetings. Special meetings of the Board may be held at any time or place, within or without the State of Nevada, whenever called by the Chairman, Chief Executive Officer, President, or Secretary, or by any two (2) or more Directors then serving as Directors, on at least twenty-four (24) hours' notice to each Director given by one of the means specified in Section 4.12 hereof other than by mail, or on at least three (3) days' notice if given by mail. Special meetings shall be called by the Chairman, Chief Executive Officer, President, or Secretary in like manner and on like notice on the written request of any two (2) or more of the Directors then serving as Directors.

4.10. Telephone Meetings. Directors or members of any committee designated by the Board may participate in a meeting of the Board or of such committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 4.10 shall constitute presence in person at such meeting.

4.11. Adjourned Meetings. A majority of the Directors present at any meeting of the Board, including an adjourned meeting, whether or not a quorum is present, may adjourn such meeting to another time and place. At least twenty-four (24) hours' notice of any adjourned meeting of the Board shall be given to each Director whether or not present at the time of the adjournment, if such notice shall be given by one of the means specified in Section 4.12 hereof other than by mail, or at least three (3) days' notice if by mail. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting as originally called.

4.12. Notice Procedure. Subject to Sections 4.8 and 4.9 hereof, whenever notice is required to be given by the Company to any Director, such notice shall be deemed given effectively if given in person or by telephone, by mail addressed to such Director at such Director's address as it appears on the records of the Company, with postage thereon prepaid, or by telegram, telex, telecopy, e-mail, or other means of electronic transmission.

4.13. Waiver of Notice. Waiver by a Director in writing of notice of a Director's meeting shall constitute a waiver of notice of the meeting, whether executed and/or delivered before or after such meeting. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting except when the Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the ground that the meeting has not been lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Directors or a committee of Directors need be specified in any written waiver of notice.

4.14. Organization. At each meeting of the Board, the Chairman, or in the absence of the Chairman, the Chief Executive Officer, or in the absence of the Chief Executive Officer, the President, or in the absence of the President, a chairman chosen by a majority of the Directors present, shall preside. The Secretary shall act as secretary at each meeting of the Board. In case the Secretary shall be absent from any meeting of the Board, the Assistant Secretary shall perform the duties of secretary at such meeting, and in the absence from such meeting of the Secretary and all the Assistant Secretaries, the person presiding at the meeting may appoint any person to act as secretary of the meeting.

4.15. Quorum of Directors. The presence in person of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board.

4.16. Action by Majority Vote. Except as otherwise expressly required by applicable law, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

4.17. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if all Directors or members of such committee, as the case may be, consent thereto in writing or by electronic transmission (to the extent permitted by law) before or after the meeting, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

ARTICLE V
COMMITTEES OF THE BOARD

The Board may, by resolution, designate one (1) or more committees, each committee to consist of at least one (1) Director of the Company. The Board may adopt charters for any of such committees. The Board may designate one (1) or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of such committee. If a member of a committee shall be absent from any meeting, or disqualified from voting thereat, the remaining member or members present at the

meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may, by a unanimous vote, appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent permitted by applicable law and to the extent provided in the resolution of the Board designating such committee or the charter for such committee, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Company, and may authorize the seal of the Company to be affixed to all papers that may require it. The Board may remove any Director from any committee at any time, with or without cause. Unless otherwise specified in the resolution of the Board designating a committee or the charter for such committee, at all meetings of such committee, a majority of the then authorized members of the committee shall constitute a quorum for the transaction of business, and the vote of a majority of the members of the committee present at any meeting at which there is a quorum shall be the act of the committee. Each committee shall keep regular minutes of its meetings. Unless the Board otherwise provides, each committee designated by the Board may make, alter, and repeal rules for the conduct of its business. In the absence of such rules each committee shall conduct its business in the same manner as the Board conducts its business pursuant to Article IV of these Bylaws.

ARTICLE VI
OFFICERS

6.1. Positions. The officers of the Company shall be a Chief Executive Officer, a President, a Secretary, a Treasurer, and such other officers as the Board may elect, including one (1) or more Vice Presidents, who shall exercise such powers and perform such duties as shall be determined from time to time by resolution of the Board. The Board may elect one (1) or more Vice Presidents as Executive Vice Presidents and may use descriptive words or phrases to designate the standing, seniority, or areas of special competence of the Vice Presidents elected or appointed by it. Any number of offices may be held by the same person.

6.2. Appointment of Officers. The Board shall appoint officers of the Company, except such officers as may be appointed by the Chief Executive Officer in accordance with these bylaws.

6.3. Subordinate Officers. The Board may appoint, or empower the Chief Executive Officer (or other designated officer) to appoint, such other officers and agents as the business of the Company may require, each such officer to hold office for such period of time and have such authority, and perform such duties, as are provided in these Bylaws or as the Board may from time to time determine.

6.4. Term of Office. Each officer of the Company shall hold office for the term for which he or she is elected and until such officer's successor is elected and qualifies or until such officer's earlier death, resignation, or removal. Any officer may resign at any time upon written notice to the Company. Such resignation shall take effect at the date of receipt of such notice or at such later time as is therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. The resignation of an officer shall be without prejudice to the contract rights of the Company, if any. Any officer may be removed at any time, with or without cause, by the Board. Any vacancy occurring in any office of the Company may be filled by the Board. The removal of an officer, with or without cause, shall be without prejudice to the officer's contract rights, if any. The election or appointment of an officer shall not of itself create contract rights.

6.5. Fidelity Bonds. The Company may secure the fidelity of any or all of its officers or agents by bond or otherwise.

6.6. Chief Executive Officer. The Chief Executive Officer shall have general supervision over the business of the Company, subject, however, to the control of the Board and of any duly authorized committee of the Board. The Chief Executive Officer may sign and execute in the name of the Company deeds, mortgages, bonds, contracts, and other instruments, except in cases in which the signing and execution thereof shall be expressly delegated by resolution of the Board or by these Bylaws to some other officer or agent of the Company or shall be required by applicable law otherwise to be signed or executed, and, in general, the Chief Executive Officer shall perform all duties incident to the office of Chief Executive Officer of a corporation and such other duties as may from time to time be assigned to the Chief Executive Officer by resolution of the Board.

6.7. President. At the request of the Chief Executive Officer, or, in the Chief Executive Officer's absence, at the request of the Board, the President shall perform all of the duties of the Chief Executive Officer and, in so performing, shall have all the powers of, and be subject to all restrictions upon, the Chief Executive Officer. The President may sign and execute in the name of the Company deeds, mortgages, bonds, contracts, and other instruments, except in cases in which the signing and execution thereof shall be expressly delegated by resolution of the Board or by these Bylaws to some other officer or agent of the Company or shall be required by applicable

law otherwise to be signed or executed, and, in general, the President shall perform all duties incident to the office of President of a corporation and such other duties as may from time to time be assigned to the President by resolution of the Board.

6.8. Vice Presidents. At the request of the President, or, in the President's absence, at the request of the Board, the Vice Presidents shall (in such order as may be designated by the Board, or, in the absence of any such designation, in order of seniority based on title) perform all of the duties of the President and, in so performing, shall have all the powers of, and be subject to all restrictions upon, the President. Any Vice President may sign and execute in the name of the Company deeds, mortgages, bonds, contracts, and other instruments, except in cases in which the signing and execution thereof shall be expressly delegated by resolution of the Board or by these Bylaws to some other officer or agent of the Company, or shall be required by applicable law otherwise to be signed or executed, and each Vice President shall perform such other duties as from time to time may be assigned to such Vice President by resolution of the Board or by the President.

6.9. Secretary. The Secretary shall attend all meetings of the Board and of the Stockholders, shall record all the proceedings of the meetings of the Board and of the Stockholders in a book to be kept for that purpose, and shall perform like duties for committees of the Board, when requested or required. The Secretary shall give, or cause to be given, notice of all special meetings of the Board and of the Stockholders and shall perform such other duties as may be prescribed by the Board or by the President, under whose supervision the Secretary shall be. The Secretary shall have custody of the corporate seal of the Company, and the Secretary or Assistant Secretary shall have authority to affix the same on any instrument requiring it, and when so affixed, the seal may be attested by the signature of the Secretary. The Board may, by resolution, give general authority to any other officer to affix the seal of the Company and to attest the same by such officer's signature. The Secretary or Assistant Secretary may also attest all instruments signed by the Chief Executive Officer, President, or any Vice President. The Secretary shall keep the Company's stock ledger, shall have charge of all the books, records, and papers of the Company relating to its organization and management, shall see that the reports, statements, and other documents required by applicable law are properly kept and filed, and, in general, shall perform all duties incident to the office of Secretary of a corporation and such other duties as may from time to time be assigned to the Secretary by resolution of the Board or by the Chief Executive Officer or President.

6.10. Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds, securities, and notes of the Company; receive and give receipts for moneys due and payable to the Company from any sources whatsoever; deposit all such moneys and valuable effects in the name and to the credit of the Company in such depositaries as may be designated by the Board; against proper vouchers, cause such funds to be disbursed by checks or drafts on the authorized depositaries of the Company signed in such manner as shall be determined by the Board and be responsible for the accuracy of the amounts of all moneys so disbursed; regularly enter or cause to be entered in books or other records maintained for the purpose full and adequate account of all moneys received or paid for the account of the Company; have the right to require from time to time reports or statements giving such information as the Treasurer may desire with respect to any and all financial transactions of the Company from the officers or agents transacting the same; render to the Chief Executive Officer, President, or the Board, whenever the Chief Executive Officer, President, or the Board shall request or require the Treasurer so to do, an account of the financial condition of the Company and of all financial transactions of the Company; disburse the funds of the Company as ordered by the Board; and, in general, perform all duties incident to the office of Treasurer of a corporation and such other duties as may from time to time be assigned to the Treasurer by resolution of the Board or by the Chief Executive Officer or President.

6.11 Assistant Secretaries and Assistant Treasurers. Assistant Secretaries and Assistant Treasurers shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by resolution of the Board or by the Chief Executive Officer or President.

ARTICLE VII
CHAIRMAN

7.1. Chairman. From its members, the Board may appoint a Chairman. The Chairman shall perform all duties incident to the position of Chairman of a corporation and such other duties as may from time to time be assigned to the Chairman by resolution of the Board.

7.2. Removal. The Chairman may be removed from the position of Chairman, with or without cause, at any time by resolution of the Board.

7.3. Resignation. The Chairman may resign from the position of Chairman at any time by giving written notice of his resignation to another member of the Board, the Chief Executive Officer, the President, or the Secretary. Such resignation shall take effect at the date of receipt of such notice or at such later time as is therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

7.4. Vacancy. A vacancy in the office of the Chairman due to death, resignation, removal, disqualification, or any other cause may be filled for the unexpired portion of the term thereof by a resolution adopted by a majority of the remaining members of the Board.

7.5. Compensation. The compensation, if any, to be received by the Chairman shall be fixed by the Board.

ARTICLE VIII
LIMITATION OF LIABILITY

To the fullest extent permitted under the Revised Statutes, as amended from time to time, no Director or officer of the Company shall be personally liable to the Company or its stockholders for monetary damages for any act or omission as a Director or officer, provided that this provision shall not eliminate or limit the liability of a Director or officer for any breach of such person's fiduciary duty to the Company or its stockholders, which breach involves intentional misconduct, fraud, or a knowing violation of law. If the Revised Statutes are hereafter amended to authorize corporate action further eliminating or limiting the personal liability of Directors or officers, then the liability of a Director or officer of the Company shall be eliminated or limited to the fullest extent permitted by the Revised Statutes as so amended. Any amendment, repeal, or modification of the foregoing provision shall not adversely affect any right or protection of a Director or officer of the Company hereunder in respect of any act or omission occurring prior to the time of such amendment, repeal, or modification.

ARTICLE IX
INDEMNIFICATION

9.1. Right to Indemnification.

(a) The Company shall indemnify and hold harmless, to the fullest extent permitted by, and in accordance with procedures set forth in, applicable law as it presently exists or may hereafter be amended, any person (a "Covered Director") who was or is made or is threatened to be made a party to, or is otherwise involved in, any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a Director of the Company or, while a Director of the Company, is or was serving at the request of the Company as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity (an "Other Entity"), including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Director. Notwithstanding the preceding sentence, except as otherwise provided in Section 9.3, the Company shall be required to indemnify a Covered Director in connection with a Proceeding (or part thereof) commenced by such Covered Director only if the commencement of such Proceeding (or part thereof) by the Covered Director was authorized by the Board of Directors.

(b) The Company may indemnify and hold harmless, to the fullest extent permitted by, and in accordance with procedures set forth in, applicable law as it presently exists or may hereafter be amended, any person (a "Covered Officer") who was or is made or is threatened to be made a party to, or is otherwise involved in, any Proceeding, by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was an officer of the Company or, while an officer of the Company, is or was serving at the request of the Company as a director, officer, employee, or agent of an Other Entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Officer. Notwithstanding the preceding sentence, except as otherwise provided in Section 9.3, the Company may only indemnify a Covered Officer in connection with a Proceeding (or part thereof) commenced by such Covered Officer if the commencement of such Proceeding (or part thereof) by the Covered Officer was authorized by the Board of Directors.

9.2. Prepayment of Expenses.

(a) The Company shall pay the expenses (including attorneys' fees) actually and reasonably incurred by a Covered Director in defending any Proceeding in advance of its final disposition; provided, however, that, to the extent required by applicable law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Covered Director to repay all amounts advanced if it ultimately should be determined that the Covered Director is not entitled to be indemnified under this Article IX or otherwise.

(b) The Company may pay the expenses (including attorneys' fees) actually and reasonably incurred by a Covered Officer in defending any Proceeding in advance of its final disposition; provided, however, that, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Covered Officer to repay all amounts advanced if it ultimately should be determined that the Covered Officer is not entitled to be indemnified under this Article IX or otherwise.

9.3. Claims. If a claim for indemnification or advancement of expenses under this Article IX is not paid in full within thirty (30) days after a written claim therefor by the Covered Director or Covered Officer (each a "Covered Person") has been received by the Company, the Covered Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim.

9.4. Nonexclusivity of Rights. The rights conferred on any Covered Person by this Article IX shall not be exclusive of any other rights that such Covered Person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, these Bylaws, agreement, vote of stockholders, or disinterested directors or otherwise.

9.5. Other Sources. The Company's obligation, if any, to indemnify or to advance expenses to any Covered Person who was or is serving at its request as a director, officer, employee, or agent of an Other Entity shall be reduced by any amount such Covered Person may collect as indemnification or advancement of expenses from such Other Entity.

9.6. Insurance. The Company may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, including but not limited to an employee benefit plan, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Company would have the power to indemnify him or her against such liability under the provisions of this Article IX.

9.7. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article IX shall not adversely affect any right or protection hereunder of any Covered Person in respect of any act or omission occurring prior to the time of such repeal or modification.

9.8. Other Indemnification and Prepayment of Expenses. This Article IX shall not limit the right of the Company, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other than Covered Persons when and as authorized by appropriate corporate action.

ARTICLE X
STOCK AND RECORDS

10.1. Certificates Representing Shares; Uncertificated Shares. The shares of the Company shall be represented by a certificate signed by or in the name of the Company by the Chairman, if any, or the Chief Executive Officer, President, or a Vice President and by the Secretary or Treasurer certifying the number of shares owned by such Stockholder in the Company. Any or all of the signatures upon a certificate may be facsimiles. In case any officer, transfer agent, or registrar who has signed, or whose facsimile signature has been placed upon, any certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, such certificate may be issued by the Company with the same effect as if such person were such officer, transfer agent, or registrar at the date of issue. Notwithstanding the foregoing, the Board may provide by resolution that some or all of any or all classes or series of the shares of the Company's stock shall be uncertificated shares. Within a reasonable amount of time after the issuance or transfer of uncertificated shares,

the Company will send written notice to the registered holder of such shares containing information that would otherwise be contained on certificates for such shares.

10.2. Transfer and Registry Agents. The Company may from time to time maintain one (1) or more transfer offices or agents and registry offices or agents at such place or places as may be determined from time to time by the Board.

10.3. Lost, Stolen, or Destroyed Certificates. The Company may issue a new certificate of stock in the place of any certificate alleged to have been lost, stolen, or destroyed, and the Company may require the owner of the lost, stolen, or destroyed certificate, or his legal representative, to give the Company a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft, or destruction of any such certificate or the issuance of such new certificate.

10.4. Form of Records. Any records maintained by the Company in the regular course of its business, including its stock ledger, books of account, and minute books, may be kept on, or by means of, or be in the form of, any information storage device or method, provided that the records so kept can be converted into clearly legible paper form within a reasonable time. The Company shall so convert any records so kept upon the request of any person entitled to inspect such records pursuant to applicable law.

ARTICLE XI
DIVIDENDS

The Board may from time to time declare, and the Company may pay, dividends on its outstanding shares of stock in the manner and upon the terms and conditions provided in the Articles of Incorporation and the Revised Statutes.

ARTICLE XII
SEAL

A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the Company. Nevertheless, if in any instance a corporate seal is used, the same shall have the name of the Company inscribed thereon and shall be in such form as may be approved from time to time by the Board. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

ARTICLE XIII
MISCELLANEOUS

13.1. Fiscal Year. The fiscal year of the Company shall be determined from time to time by resolution of the Board, and shall initially be the calendar year.

13.2. Checks, Drafts. All checks, drafts, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange and insurance certificates shall be signed or endorsed (except endorsements for collection for the account of the Company or for deposit to its credit, which shall be governed by the provisions of Section 13.3) by such officer or officers or agent or agents of the Company and in such manner as shall from time to time be determined by resolution of the Board.

13.3. Deposits. All funds of the Company not otherwise employed shall be deposited from time to time to the credit of the Company or otherwise as the Board, the Chief Executive Officer, the President, or the Treasurer shall direct in general or special accounts at such banks, trust companies, savings and loan associations, or other depositories as the Board or such persons may select or as may be selected by any other officer or officers or agent or agents of the Company to whom power in that respect has been delegated by the Board. For the purpose of deposit and for the purpose of collection for the account of the Company, checks, drafts and other orders for the payment of money which are payable to the order of the Company may be endorsed, assigned, and delivered by any officer or agent of the Company. The Board may make such special rules and regulations with respect to such accounts, not inconsistent with the provisions of these Bylaws, as it may deem expedient.

13.4. Proxies in Respect of Stock or Other Securities of Other Companies. Unless otherwise provided by resolution adopted by the Board, the Chief Executive Officer, the President, the Treasurer, or any Vice President may exercise in the name and on behalf of the Company the powers and rights which the Company may have as the holder of stock or other securities in any other corporation, including without limitation the right to vote or consent with respect to such stock or other securities.

ARTICLE XIV
AMENDMENTS

Subject to the rights of holders of shares of any series of the Company's preferred stock then outstanding, these Bylaws may be altered, amended, or repealed and new Bylaws may be adopted either (i) by a majority of the Board, or (ii) by the affirmative vote of at least a majority of the voting power of the shares of then outstanding voting stock of the Company, voting together as a single class.