

SECURITIES AND EXCHANGE COMMISSION

FORM 10KSB

Annual and transition reports of small business issuers [Section 13 or 15(d), not S-B Item 405]

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FILER

SUNRISE USA INC

CIK: **1253557** | IRS No.: **331041835** | State of Incorporation: **NV**
Type: **10KSB** | Act: **34** | File No.: **000-50370** | Film No.: **05791937**
SIC: **2086** Bottled & canned soft drinks & carbonated waters

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-KSB

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the fiscal year ended 2004

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES
EXCHANGE ACT OF 1934

Commission file number: 000-50370

Sunrise U.S.A. Incorporated

(Name of Small Business Issuer in its charter)

State of Nevada 33-1041835

(State or other jurisdiction of (I.R.S. Employer Identification No.)
Incorporation or organization)

3928 Bowdoin Street Des Moines, IA 50313

(Address of Principal Executive Offices) (Zip Code)

Issuer's telephone number (515) 288-1042

Securities registered under Section 12(b) of the Exchange Act: NONE

Securities registered under Section 12(g) of the Exchange Act:

COMMON STOCK, \$0.0001 PAR VALUE

(Title of Class)

Check whether the issuer (1) has filed all reports required to be filed by
Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding
12 months (or for such shorter period that the registrant was required to file
such reports), and (2) has been subject to such filing requirements for the past
90 days.

Yes No

Check if there is no disclosure of delinquent filers pursuant to Item 405 of
Regulation S-B is not contained in this form, and no disclosure will be
contained, to the best of registrant's knowledge, in definitive proxy or
information statements incorporated by reference in Part III of this Form 10-KSB
or any amendment to Form 10-KSB.

Yes No

State Issuer's revenues for its most recent fiscal year: None.

The aggregate market value of the voting and non-voting common equity held by
non-affiliates computed by reference to the price at which the common equity was
sold, or the average bid and asked price of such common equity, as of a
specified date within the past 60 days.

Aggregate market value of the voting stock held by non-affiliates of the

registrant as of March 31, 2005: \$0

(ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS
DURING THE PRECEDING FIVE YEARS)

Check whether the issuer has filed all documents and reports required to be filed by Sections 12, 13, or 15(d) of the Exchange Act subsequent to the distribution of securities under a plan confirmed by a court.

Yes [] No []

(APPLICABLE ONLY TO CORPORATE REGISTRANTS)

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date:

As of March 31, 2005 there were 44,965,724 shares of common stock issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Documents incorporated by reference: None

Transitional Small Business Disclosure Format (Check one): Yes ; No X

SUNRISE U.S.A. INCORPORATED

INDEX

	Page

PART I	
Item 1. Description of Business	4
Item 2. Description of Property	6
Item 3. Legal Proceedings	6
Item 4. Submission of Matters to a Vote of Security Holders	6
Part II	
Item 5. Market for Common Equity and Related Stockholder Matters	6

Item 6.	Management's Plan of Operation	7
Item 7.	Financial Statements	10
Item 8.	Changes In and Disagreements With Accountants on Accounting and Financial Disclosures	13
Item 8A.	Controls and Procedures	14
PART III		
Item 9.	Directors, Executive Officers, Promoters and Control Persons; Compliance With Section 16(a) of the Exchange Act	15
Item 10.	Executive Compensation	17
Item 11.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	17
Item 12.	Certain Relationships and Related Transactions	19
Item 13.	Exhibits and Reports on Form 8-K	20
Item 14.	Principal Accountant Fees and Services	21

PART I

Item 1. Description of Business

The Company

Sunrise U.S.A Incorporated, (the "Company") was incorporated on July 22, 1999 in the State of Nevada as a wholly owned subsidiary of U.S.A. Sunrise Beverages, Inc. a South Dakota Corporation ("SBI Dakota"). The Company has authorized 99,000,000 shares of \$0.0001 par value voting common stock (the "Common Stock") and 1,000,000 shares of \$0.01 par value preferred stock (the "Preferred Stock").

The Company has assets of nominal value and no revenues and is a shell company. The Company intends to seek to acquire assets or shares of an entity actively engaged in a business that generates revenues, in exchange for securities of the Company. The Company has not identified a particular acquisition target as of the date of this report, and has not entered into any negotiations regarding any such acquisition.

The Company intends to remain a shell corporation until a merger or acquisition is consummated, and it is anticipated that during that time frame the Company's cash requirements will be minimal and that all necessary capital, to the extent required, will be provided by the Company's directors or officers.

The Company has no full time employees. The Company's President has agreed to allocate a portion of his time to the activities of the Company, without compensation. The President anticipates that the business plan of the Company can be implemented by his devoting a portion of his available time to the

business affairs of the Company. The Company does not expect any significant changes in the number of employees.

History of the Company

The business of the Company began July, 1991 (the date of "Inception") with the development and test marketing of "Papaya Sunrise" a fruit drink product (the "Beverage Business") under the name of U.S.A. Sunrise Beverages, Inc., a South Dakota corporation ("SBI Dakota"). On August 14, 2002 the Beverage Business was reincorporated in the state of Nevada by the transfer of all of the assets of SBI Dakota (being the "Beverage Assets") to the Company (the "Recorporation"). The Company was then spun-off of SBI Dakota on September 20, 2002, as a result of SBI Dakota's distribution of 10,615,724 shares (the "Spin-Off Shares") of the Company's common stock (being all of the Company's then issued and outstanding shares of common stock) to SBI Dakota's shareholders on the ratio of one (1) Company share for one (1) SBI Dakota share (the "Spin-Off").

Also during 2002, SBI Dakota entered into several transactions with its creditors and shareholders that provided for the repayment of all of SBI Dakota's debt (and therefore all of the Beverage Business debt) and the transfer of control of SBI Dakota. Specifically, (i) an officer of SBI Dakota received 153,415 shares of SBI Dakota common stock in payment of \$30,000 of unpaid compensation and \$42,779 of unpaid advances, (ii) SBI Dakota issued 90,000 shares of common stock in release of an asserted claim in the amount of \$22,500, (iii) a shareholder of SBI Dakota transferred 25,000 shares of his SBI Dakota common stock to certain note holders in exchange for the holders' release of \$129,335 of SBI Dakota promissory notes, and (iv) the shareholders of SBI Dakota

transferred 10,000,000 shares of SBI Dakota common stock to a private buyer group in exchange for their assumption of \$91,049 of the remaining SBI Dakota unpaid debt. The accompanying financial statements include \$220,384 as an addition to Additional Paid-in-Capital in repayment of the debts paid by a shareholder and assumed by the buyers of the controlling interest in SBI Dakota, being items (iii) and (iv) respectively.

The accompanying financial statements include the accounts of the Company for all periods presented and include the accounts of the Beverage Business, that is the accounts of SBI Dakota, for the period from Inception to August, 2002.

The Company's Beverage Business was undercapitalized and is not in operation. The capitalized cost of the Beverage Assets of approximately \$1,144,500 was written down in 1996 and written off in 1997. The Company maintains and retains possession and ownership of the Beverage Assets. See "Description of Property."

In the fiscal year 2003 the Company considered entering into the production and sale of bottled spring water and entered into a Letter of Intent with the owner of certain water rights and a facility located in Spearfish, South Dakota. The Company paid the owner (a shareholder of the Company) 350,000 shares of its common stock in consideration for entering into the Letter of Intent. The accompanying financial statements include this payment valued at \$1,750 as an expense in the year 2003. The Company permitted the Letter of Intent to expire on March 31, 2004.

Blank Check Company

The Company's assets are of nominal value, the Company's stock is a "penny stock" and the Company intends to locate and consummate a merger or acquisition with a private business entity (a "Business Combination"). As such the Company is a "shell" company and is also defined to be a "blank check company" pursuant to Section 7(b)(3) of the Securities Act of 1933 (the "Act").

On April 7, 2000 in a letter addressed to the National Association of Securities Dealers, the Securities and Exchange Commission issued a clarification with regard to the reporting status under the Securities Exchange Act of 1934 of a non-reporting company after it acquired a reporting "blank check" company. This letter clarified the Commission's position that such company would not be a successor issuer to the reporting obligation of the "blank check" company by virtue of Exchange Act Rule 12g-3(a).

The Securities and Exchange Commission further stated "Nonetheless, we recognized the long-standing availability of the "back door" registration procedure where a going business was acquired, and concluded that if the requester here could provide the same, or at least some minimally acceptable

level of information as issuers do in appropriate Rule 12g-3(a) cases, we would raise no objection to the procedure. The same level of information is the information required by Form 10 or Form 10-SB. A minimally acceptable level of information is complete audited and pro forma financial statements required by those forms. This information must be filed on Form 8-K within 15 days of the succession."

The Company intends that any merger or business combination undertaken would include the filing of audited and pro forma financial statements. See Management's Plan of Operation - Importance of Audited Financial Statements.

5

Item 2. Description of Property

The Company is the owner of the assets previously owned by its former parent, U.S.A Sunrise Beverages, Inc. The assets (the "Beverage Assets") include, among many things; (i) a list of the suppliers, bottlers and distributors who previously produced and sold product for U.S.A Sunrise Beverages, Inc., (ii) secret formulas for the production of fruit juice concentrate and products, and (iii) copyright to a bottle design and the molds for the production of the design in glass bottles in 1.5 liter, 1 liter, 0.5 liter and 16 ounce sizes.

The Beverage Assets are included in the accompanying financial statements at their net historic cost. The Beverage Assets were written down to zero (\$0.00) during the fiscal years ending December 31, 1997 and 1996 from an original cost of \$1,144,500. The Company reduced this value to zero due to substantial doubts about the Company's ability to continue as a going concern and due to the lack of operations to ensure recoverability of the values assigned to formulas and technology.

Office space is provided to the Company by Mr. Barrientos, the Company's President, and it is anticipated that this arrangement will remain until such time as the Company successfully consummates a merger or acquisition. Management believes that this space will meet the Company's needs for the foreseeable future. The accompanying financial statements include an expense of \$300 per quarter for the value of this space and an addition to Additional Paid-In-Capital of an equal amount.

Item 3. Legal Proceedings

None.

Item 4. Submission of Matters to a Vote of Security Holders

PART II

Item 5. Market for Common Equity and Related Stockholder Matters

As of March 31, 2005, no public market exists for the Company's shares. Management does not know if, or when, a market will exist for the Company's shares.

As of March 31, 2005, there were 93 record holders of the Company's common stock with 44,965,724 shares of common stock issued and outstanding.

During the last two fiscal years, no cash dividends have been declared on the Company's common stock and management does not anticipate that dividends will be paid in the foreseeable future.

The Company has not, and does not intend to enter into discussions with broker-dealers or market makers regarding developing a trading market in its stock until a qualified merger or acquisition candidate has been identified. The transferability of the Company's outstanding shares of capital stock is further limited by the terms of an Escrow Agreement and a Lock-Up Agreement.

6

Escrow Agreement

The Company has entered into an Escrow Agreement with its attorney, Charles A. Koenig (the "Escrow Agent"), for the purpose of holding the original certificates of 2,687,064 shares of the Company's common stock to be distributed to its shareholders (other than those certain shareholders having entered into the Lock-Up Agreement) pursuant to the Spin-Off

Pursuant to the terms of the Escrow Agreement, the Escrow Agent will hold all 2,687,064 shares solely for the benefit of the share owners, and will permit no public transfer or other public distribution of the escrowed shares (other than by operation of law) unless and until the Company has consummated the Business Combination. See "Management's Plan of Operation".

While the escrowed shares are held in escrow, the share owners will be entitled to vote their shares at any meetings or for any matters for which common stockholders are permitted to vote, and the share owners will be entitled to receive all dividends, stock splits and other distributions which common stockholders are entitled to. The Escrow Agent may receive compensation for the services he renders under the Escrow Agreement, and the Company will indemnify the Escrow Agent against all claims, losses, costs and other damages which he may incur by reason of his service as the Escrow Agent.

The escrow arrangement covers 2,687,064 shares of the Company's common stock (representing approximately 6% of all issued and outstanding shares of the Company's common stock), of the total of 10,615,724 Spin-Off Shares (see "ITEM 1 Description of Business"). The remaining 7,928,661 Spin-Off Shares are being distributed to shareholders who have executed the Lock-Up Agreement described below.

Lock-Up Agreement

Each of the shareholders described in ITEM 11 hereof, has executed and delivered a "lock-up" letter agreement affirming that they will not sell their respective shares until such time as the Company has successfully consummated a merger or acquisition and the Company is no longer classified as a "shell" company. In order to provide further assurances that no trading will occur in the Company's securities until a Business Combination has been consummated, each shareholder has agreed to place their respective stock certificate with the Company's legal counsel, Charles A. Koenig, Esq., who will not release these respective certificates until a business combination has been successfully consummated. The lock-up agreements cover 42,278,660 shares of the Company's common stock, representing approximately 94% of all shares.

Item 6. Management's Plan of Operations

The following discussion of the results of operations of the Company for the period from inception (July 22, 1999) to December 31, 2004 should be read in conjunction with the financial statements of the Company and related notes included therein.

The Independent Accountant's Report and Note 2 of the Notes to Financial Statements accompanying this report state that substantial doubt has been raised about the Company's ability to continue as a going concern. The ability of the

Company to continue operations as a going concern is dependent upon its success in acquiring a operating business with profitable operations.

Forward Looking Statements

Because the Company intends to take advantage of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, the Company cautions readers regarding forward looking statements found in the following discussion and elsewhere in this registration statement and in any other statement made by, or on the behalf of the Company, whether or not in future filings with the

Securities and Exchange Commission. Forward-looking statements are statements not based on historical information and which relate to future operations, strategies, financial results or other developments. Forward looking statements are necessarily based upon estimates and assumptions that are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond the Company's control and many of which, with respect to future business decisions, are subject to change. These uncertainties and contingencies can affect actual results and could cause actual results to differ materially from those expressed in any forward-looking statements made by or on behalf of the Company. The Company disclaims any obligation to update forward-looking statements.

(a) Results of Operations

The Company is seeking to acquire assets or shares of an entity actively engaged in a business that generates revenues, in exchange for securities of the Company. During this time the Company's cash requirements will be minimal and all necessary capital, to the extent required, will be provided by the Company's directors or officers. The Company does not anticipate that it will have to raise capital during the next twelve months. The Company also does not expect to make any significant capital acquisitions during the next twelve months, unless it is in connection with the aforementioned business combination.

The Company has no full time employees. The Company's President has agreed to allocate a portion of his time to the activities of the Company, without compensation. The President anticipates that the business plan of the Company can be implemented by his devoting a portion of his available time to the business affairs of the Company. The Company does not expect any significant changes in the number of employees.

(b) Plan of Operation

The Company's purpose is to seek, investigate and, if such investigation warrants, acquire an interest in a business opportunity presented to it by persons or firms who or which desire to seek the advantages of an Exchange Act registered corporation. 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.

This discussion of the proposed business is purposefully general and is not meant to be restrictive of the Company's unlimited discretion to search for and enter into a potential business opportunity. 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.

The Company has, and will continue to have, no capital with which to provide the owners of business opportunities with any significant cash or other assets.

However, management believes that the Company will be able to offer owners of acquisition candidates the opportunity to acquire a controlling ownership interest in a publicly registered company without incurring the cost and time required to conduct an initial public offering. The owners of a target company will, however, incur significant legal and accounting costs in connection with a merger or exchange with the Company, including the costs of preparing Form 8-Ks, 10-Ks, 10-KSBs, other SEC required filings, agreements and related reports and documents. The Securities Exchange Act of 1934 (the "34 Act") specifically requires that any merger or acquisition candidate comply with all applicable reporting requirements, which include providing audited financial statements to be included within the numerous filings relevant to complying with the 34 Act.

Evaluation and Suitability

The analysis of a new business opportunity will be undertaken by, or under the supervision of the officers and directors of the Company, none of whom is a professional business analyst. However, the President of the Company was the principal executive officer during the negotiations and consummation of the Company's predecessor, U.S.A. Sunrise Beverages, Inc. in its acquisition of Avid of Canada, Inc. The Company also intends to utilize the experience of Mr. Giordano, an Advisory member of the Company's Board of Directors in analyzing, negotiating and consummating a business combination. See "ITEM 5 Directors and Executive Officers, Promoters and Control Persons."

Many factors will be considered as part of the Company's "due diligence" examination including but not limited to, analyzing such factors as the target

company's available technical, financial and managerial resources, working capital and other financial requirements, history of operations, prospects for the future, government regulation compliance, quality and experience of management, and the potential for growth and profitability. The Company will not acquire or merge with any business entity that cannot provide audited financial statements within the required period of time after closing of the proposed transaction.

It is not anticipated that any outside consultants or advisors, except for the Company's legal counsel and accountants, will be utilized by the Company to effectuate its business purposes. However, if the Company does retain such an outside consultant or advisor, the prospective merger/acquisition candidate will pay any cash fee earned by such party, as the Company has no cash assets with which to pay such obligation. The Company has no contracts or agreements with any outside consultants and none are contemplated.

The Company will not restrict its search for any specific kind of businesses, but may acquire a business entity that is in its preliminary or development stage or is already operating. It is impossible to predict at this time the status of any business in which the Company may become engaged, in that such business may need to seek additional capital, may desire to have its shares publicly traded, or may seek other perceived advantages which the Company may offer. Furthermore, the Company does not intend to seek capital to finance the operation of any acquired business opportunity until such time as the Company has successfully consummated a merger or acquisition.

Shareholder Dilution and Change in Control

The actual terms of a transaction to which the Company may be a party cannot be predicted. The Company may become a party to a merger, consolidation, reorganization, joint venture, or licensing agreement with another corporation or business entity. On the consummation of a merger or exchange it is likely

that the present management and shareholders of the Company will no longer be in control of the Company. In addition, the Company's directors may resign and be replaced by new directors without a vote of the Company's shareholders.

It may be expected that the parties to a transaction with the Company will find it desirable to avoid the creation of a taxable event and thereby seek to structure the transaction for compliance with various provisions of the Internal Revenue Code. Under certain circumstances the owners of the acquired business must own 80% or more of the voting stock of the surviving entity. In such event, the shareholders of the Company would retain 20% or less of the voting stock of the surviving entity, which would result in significant dilution in the equity of the shareholders of the Company.

Regardless of the income tax consequences of a given transaction, it is likely that negotiations with a target company will focus on the percentage of the Company which the target company shareholders would acquire in exchange for all of their shareholdings in the target company. Depending upon, among other things, the target company's assets and liabilities, the Company's shareholders will in all likelihood hold a substantially lesser percentage ownership interest in the Company following any merger or acquisition. The percentage ownership may be subject to significant reduction in the event the Company acquires a target company with substantial assets. Any merger or acquisition effected by the Company can be expected to have a significant dilutive effect on the percentage of shares held by the Company's then shareholders.

Importance of Audited Financial Statements

The Company is subject to the reporting requirements of the 34 Act. Included in these requirements is the affirmative duty of the Company to file independent audited target company financial statements as part of the Company's Form 8-K to be filed with the Securities and Exchange Commission upon consummation of a merger, acquisition or business combination, as well as the Company's audited financial statements included in its annual report on Form 10-K (or 10-KSB, as applicable). If such audited target company financial statements are not available at closing, or within the time parameters necessary to insure the Company's compliance with the requirements of the 34 Act, or if the audited financial statements provided do not conform to the representations which may be made by the target company in definitive closing documents, the Company may be delayed or precluded from closing on the merger or acquisition, or if closed, may be required to void or abandon the transaction.

The Securities and Exchange Commission has recently proposed rule changes to the Code of Federal Regulations governing the use of Form 8-K and Form S-8 by shell companies, at 17 CFR Parts 230, 239, 240 and 249. The purpose of the proposed rule changes is to protect investors by deterring fraud and abuse in securities markets that have occurred in the past through the improper use of reporting shell companies. The Company is categorized as a "shell company" as that term is used in the SEC's proposed rule changes. The SEC is concerned that shell companies have been misused in the past by misleading investors with highly speculative securities that trade at low share prices. The Company's securities are and will continue to be highly speculative, and are likely to trade at low prices. The principal rule changes being proposed by the SEC are to prohibit the use of Form S-8 by a shell company, and to amend Form 8-K so as to require a shell company to report the same type of information that would be required if

10

it were filing to register a class of securities under the 34 Act whenever the shell company is reporting the event that caused it to cease being a shell company.

The SEC's concern with the Form S-8 is due to abuses that shell companies have engaged in in the past by effectively issuing securities in capital raising schemes, while circumventing the registration and prospectus delivery requirements of the 33 Act. Because the Form S-8 is intended to be used only to register securities in connection with employee benefit plans, and because shell companies rarely have employees, the use by shell companies of the Form S-8 mechanism has often resulted in abuses. The Company does not intend to have any employees while it is classified as a shell company. The SEC's concern with the Form 8-K is due to what it perceives as the underreporting of necessary information upon completion of the business combination between the shell company and its target. Because Form 8-K does not require the same in depth reporting obligations as does a Form S-1 or Form SB-2 registration and because the Form 8-K permits a delay of up to 71 days in reporting certain of the information required, yet in the view of the SEC the shell company's merger transaction requires the need for most if not all of the information required on Forms S-1 or SB-2 in the same timely manner, the SEC is proposing to increase the reporting requirements under Form 8-K for shell company business combinations. The effect of the proposed rule changes may adversely impact the Company's ability to offer its stock to employees, directors and consultants, and thereby make it more difficult to attract and retain qualified individuals to perform services for the Company, and it will likely increase the costs of registration compliance following the completion of the Company's proposed business combination. For additional information regarding the SEC proposed rule changes, see SEC Release Nos. 33-8407; 34-49566; File no. S7-19-04

Competition

The Company is an insignificant participant among the many firms that engage in the acquisition of business opportunities. There are many established venture capital and financial businesses which have significantly greater financial and personnel resources and technical expertise than the Company. In view of the Company's 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.

There currently is no trading market for the Company's stock and there is no assurance that a trading market will develop which may place the Company at a further competitive disadvantage. Even so, the Company may enter into a business combination with an entity that desires to establish a public trading market for its shares. A target company may desire to avoid what it deems to be adverse consequences of undertaking its own public offering by seeking a business combination with the Company. Such consequences may include, but are not limited to, time delays of the registration process, significant expenses to be incurred in such an undertaking, and loss of voting control to public shareholders.

Government Regulation

Although the Company will be subject to the reporting requirements of the 34 Act, management believes the Company will not be subject to regulation under the Investment Company Act of 1940, as amended, insofar as the Company will not be engaged in the business of investing or trading in securities. In the event the Company engages in business combinations that result in the Company holding passive investment interests in a number of entities, the Company could be subject to regulation under the Investment Company Act of 1940. In such event,

the Company would be required to register as an investment company and could be expected to incur significant registration and compliance costs.

For transactions covered by Rule 15g-9 under the Securities Exchange Act of 1934, a broker-dealer must furnish to all investors in low priced stocks known as "penny stocks" a risk disclosure document required by the rule, and must make a special suitability determination of the purchaser and have received the purchaser's written agreement to the transaction prior to the sale. In order to approve a person's account for transactions in penny stock, the broker or dealer must (i) obtain information concerning the person's financial situation, investment experience and investment objectives; (ii) reasonably determine, based on the information required by paragraph (i) that transactions in penny stock are suitable for the person and that the person has sufficient knowledge and experience in financial matters that the person reasonably may be expected to be capable of evaluating the risks of transactions in penny stock; and (iii) deliver to the person a written statement setting forth the basis on which the broker or dealer made the determination required by paragraph (ii) in this section, stating in a highlighted format that it is unlawful for the broker or dealer to effect a transaction in a designated security subject to the provisions of paragraph (ii) of this section unless the broker or dealer has received, prior to the transaction, a written agreement to the transaction from the person; and stating in a highlighted format immediately preceding the customer signature line that the broker or dealer is required to provide the person with the written statement and the person should not sign and return the written statement to the broker or dealer if it does not accurately reflect the person's financial situation, investment experience and investment objectives and obtain from the person a manually signed and dated copy of the written statement.

A penny stock means any equity security other than a security; (i) registered, or approved for registration upon notice of issuance on a national securities exchange that makes transaction reports available pursuant to 17 CFR 11Aa3-1, (ii) authorized or approved for authorization upon notice of issuance, for quotation on the Nasdaq NMS, (iii) that has a price of five dollars or more, or (iv) whose issuer has net tangible assets in excess of \$2,000,000 demonstrated by financial statements dated less than fifteen months previously that the broker or dealer has reviewed and has a reasonable basis to believe are true and complete in relation to the date of the transaction with the person. Consequently, the rule may affect the ability of broker-dealers to sell the Company's securities.

Federal and state tax consequences will, in all likelihood, be major considerations in any business combination the Company may undertake. Currently, such transactions may be structured so as to result in tax-free treatment to both companies, pursuant to various federal and state tax provisions. The Company intends to structure any business combination so as to minimize the federal and state tax consequences to both the Company and the target entity; however, there can be no assurance that such business combination will meet the statutory requirements of a tax-free reorganization or that the parties will obtain the intended tax-free treatment upon a transfer of stock or assets. A non-qualifying reorganization could result in the imposition of both federal and state taxes that may have an adverse effect on both parties to the transaction.

Limited State Registration

The Company is a shell company and consequently the Company's registration statement was prepared in compliance with the SEC proposed rule on the "Use of Form S-8 and Form 8-K by Shell Companies" (Release Nos. 33-8407; 34-49566; File No. S7-19-04). Because the Company's securities are either escrowed pursuant to an Escrow Agreement or held pursuant to a Lock-Up Agreement Letter (see "ITEM 5 Escrow Agreement" and "ITEM 5 Lock-Up Agreement") whereby all holders of the Company's securities are restricted from making any public transfer or other

public disposition of their shares until consummation of a business combination contemplated by the Company, the Company has decided not to register, at this time, any of the Company's securities under any state blue-sky laws.

Once the Company has entered into an agreement for the contemplated business combination, the Company will consult with its merger or acquisition target to determine the nature and extent of blue-sky compliance to be undertaken by the Company. The decisions regarding in which states and when to register the Company's securities under state blue-sky laws will be made based, in part, on the costs of registration, the residency of the Company's shareholders, the need for permitting the transfer of the Company's securities within specific states and other similar factors. Additionally, the target company may, and likely will, have considerable input into the decisions regarding in which states and when to register the Company's securities, and because these factors are not yet known to the Company, it is uncertain whether any blue-sky registration of the Company's securities will take place.

In any event, because the Company's securities will not be publicly tradable under federal securities laws until consummation of the contemplated business combination, the Company will not take action to permit the public trading of its securities under state blue-sky laws prior to consummation.

Item 7. Financial Statements

Please refer to the pages beginning with F-1.

Item 8. Changes In and Disagreements With Accountants on Accounting and

Financial Disclosure

Comiskey & Company ("Comiskey") resigned as the Company's principal accountants effective October 1, 2004.

Comiskey's audit reports on the Company's financial statements as of and for the years ended December 31, 2003 and 2002 did not contain an adverse opinion or a disclaimer of opinion and were not qualified or modified as to audit scope. The audit reports were qualified as to uncertainty as to the Company continuing as a going concern.

During the Company's two most recent fiscal years ended December 31, 2003 and the subsequent interim period through the date of Comiskey's resignation, (i) there were no disagreements with Comiskey on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedures, which disagreements, if not resolved to Comiskey's satisfaction, would have caused Comiskey to make reference to the subject matter of the disagreement(s) in connection with its report, and (ii) there were no "reportable events" as such term is defined in Item 304(a)(1)(v) of Regulation S-K.

Item 8A. Controls and Procedures

The Company maintains a system of disclosure controls and procedures that is designed to provide reasonable assurance that information, which is required to be disclosed by the Company in the reports that it files or submits under the Securities and Exchange Act of 1934, as amended, is accumulated and communicated to management in a timely manner. The Company's President (the principal executive and chief financial officer of the Company) has evaluated this system of disclosure controls and procedures as of the end of the period covered by this quarterly report, and believe that the system is operating effectively to ensure appropriate disclosure.

There has been no change in the Company's internal control over financial reporting that occurred during the last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART III

Item 9. Directors, Executive Officers, Promoters and Control Persons;

Compliance With Section 16(a) of the Exchange Act.

The officers and directors of the Company are as follows:

Omar G. Barrientos	President, Treasurer and Director since 1999
Gene Fairchild	Secretary and Director since 1999
Christopher Giordano	Board of Directors Advisory Member

The directors of the Company are elected to serve until the next annual shareholders' meeting or until their respective successors are elected and qualified. Officers of the Company hold office until the meeting of the Board of Directors immediately following the next annual shareholders' meeting or until removal by the Board of Directors. Interim replacements for resigning directors and officers are appointed by the Board of Directors. As of March 31, 2004, directors of the Company received no compensation solely for their service as directors. Set forth below are brief descriptions of the recent employment and business experience of the Company's officers and directors.

Omar G. Barrientos - Mr. Barrientos is President, Treasurer and Chairman of the Board of Directors of the Company. He was the President, treasurer and a director of U.S.A. Sunrise Beverages Inc., (the Company's former parent company) from August 13, 1990, until September 23, 2002. During the last twelve years, he has researched all aspects of the beverage industry, including concentrate components, production and sales, cost calculations, distribution systems and bottling requirements. Mr. Barrientos is not currently employed in any capacity or position outside the Company and devotes 100% of his time and effort to the Company's business. Mr. Barrientos received his license as a Real Estate Mortgage Broker under the South Dakota Banking Commission in 1981 and is the owner of Omar Financial Services, Rapid City SD. From 1986 to 1990, Mr. Barrientos served as president of Mexico U.S.A. (a chain of Mexican restaurants) located in Rapid City, SD.

Gene Fairchild - Mr. Fairchild is Secretary and a director of the Company. He was the vice president, secretary and a director of U.S.A. Sunrise Beverages

Inc., (the Company's former parent company) from March 1996, until September 23, 2002. Mr. Fairchild has extensive background in marketing, management, news media and the insurance field. From 1986 to the present, Mr. Fairchild has been the vice president, treasurer and a stockholder of Agents of Insurance, Rapid City SD, an insurance agency located in South Dakota. Mr. Fairchild has been in the insurance field since 1973, starting as a co owner of McKinney-Weddell Insurance, predecessor of Agents of Insurance.

Chris Giordano - Mr. Giordano is an Advisory Board Director and held a similar position with the Company's former parent company. Mr. Giordano is a principal of Birchwood Capital Advisors, Inc., and previously served as a consultant with William Scott & Company, both of which companies engage in the business of raising investment capital. From 1983 to 1990, Mr. Giordano was in the asset management department of both Paine Webber and Smith Barney. Subsequently, Mr. Giordano owned Manchester Rhone Securities, a stock brokerage firm, until its sale in 1991. Mr. Giordano also served as the director of corporate finance at M.S. Farrell & Company in 1992 and 1993.

Conflicts of Interest -----

Members of the Company's management are associated with other firms involved in a range of business activities. Consequently, there are potential inherent

15

conflicts of interest in their acting as officers and directors of the Company. Insofar as the officers and directors are engaged in other business activities, management anticipates they will devote as much time to the Company's affairs as is reasonably needed.

The officers and directors of the Company are now and may in the future become shareholders, officers or directors of other companies that may be formed for the purpose of engaging in business activities similar to those conducted by the Company. Accordingly, additional direct conflicts of interest may arise in the future with respect to such individuals acting on behalf of the Company or other entities. Moreover, additional conflicts of interest may arise with respect to opportunities which come to the attention of such individuals in the performance of their duties or otherwise. The Company does not currently have a right of first refusal pertaining to opportunities that come to management's attention insofar as such opportunities may relate to the Company's business operations.

The officers and directors are, so long as they are officers or directors of the Company, subject to the restriction that all opportunities contemplated by the Company's plan of operation which come to their attention, either in the performance of their duties or in any other manner, will be considered opportunities of, and be made available to the Company and the companies that they are affiliated with on an equal basis. A breach of this requirement will be a breach of the fiduciary duties of the officer or director. If the Company or the companies in which the officers and directors are affiliated with both desire to take advantage of an opportunity, then said officers and directors would abstain from negotiating and voting upon the opportunity. However, all directors may still individually take advantage of opportunities if the Company should decline to do so. Except as set forth above, the Company has not adopted any other conflict of interest policy with respect to such transactions.

The Company does not have any standing audit, nominating, or compensation committees of the Board of Directors.

Section 16(A) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's officers and directors, and persons who own more than 10% of a registered class of the Company's equity securities, to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Officers, directors and greater than 10% percent shareholders are required by SEC regulation to furnish the Company with copies of all Section 16(a) forms they file. Messrs. Barrientos, Fairchild and Giordano were each required to file an Initial Statement of Beneficial Ownership of Securities on Form 3 at the time of the registration of the Company's securities under Section 12(g) of the Exchange Act. To the best knowledge and belief of the Company, none of such persons made a timely filing of Form 3. None of such persons filed a report on Form 5 during the fiscal year ended December 31, 2003. To the best of the Company's knowledge, with the exception of those persons disclosed at ITEM 11 hereof, no reports have been filed by any other persons who claim ownership of 10% or more of the Company's equity securities.

Item 10. Executive Compensation

The following table sets certain information with respect to annual compensation paid in 2002 and 2003 to the Company's only executive officers.

Name and Principal Position	Year	Annual Compensation	Awards	Payouts	All Other Compensation
Omar G. Barrientos	2003	None	None	N/A	N/A
President	2004	\$15,000	None	N/A	N/A
Gene Fairchild	2003	None	None	N/A	N/A
Secretary	2004	None	None	N/A	N/A

(b) Compensation Pursuant to Plans

The Company currently has no plans for compensation, bonus compensation, key man insurance, pension, or stock option or stock appreciation rights plans.

Item 11. Security Ownership of Certain Beneficial Owners and Management and

Related Stockholder Matters

The following table sets forth information, as of March 31, 2005, with respect to the beneficial ownership of the Company's common stock by each person known by the Company to be the beneficial owner of more than five percent of the outstanding common stock and by directors and officers of the Company, both individually and as a group.

(a) Security ownership of certain beneficial owners

<TABLE>

<CAPTION>

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Owner	Percent of Class
Common (2)	Hugo Barrientos 9376 Prairie Ave. Prairie City, IA 50228	285,000 shares	0.63%
Common (2)	Omar A. Barrientos 1512 Marston Ave. Ames, IA 50010	285,000 shares	0.63%
Common (2)	Elizabeth Schroeder 6778 Rosefield Dr. San Diego, CA 92115	285,000 shares	0.063%
Common (2)	Elizabeth Schroeder and Isabel Barrientos (JT) 6778 Rosefield Dr. San Diego, CA 92115	6,007,644 shares	13.36%
Common (3)	Michael and Elisa Giordano 7841 NE 46St Lauderhill, FL 30068	120,000 shares	0.13%

Common (3)	Michael Giordano III 232 Overmount Ave. # 18 West Paterson, NJ 07424	30,000 shares	0.07%
Common (3)	Nicholas E. Giordano 232 Overmount Ave. # 18 West Paterson, NJ 07424	30,000 shares	0.07%

</TABLE>

(b) Security ownership of management

<TABLE>

<CAPTION>

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Owner	Percent of Class
-----	-----	-----	-----
<S>	<C>	<C>	<C>
Common (2)	Omar G. Barrientos 3928 Bowdoin St. Des Moines, IA 50313	16,016,015 shares	35.62%
Common	Gene Fairchild 1807 Spade Ct. Rapid City, SD 57701	51,000 shares	0.11%
Common (3) (4)	Christopher Giordano 232 Overmount Ave. # 18 West Paterson, NJ 07424	16,240,000 shares	36.12%
Common (4)	Birchwood Capital Advisors Group, Inc. 264 Union Blvd., 1st Flr Totowa, NJ 07424	450,000 shares	1.00%
All directors and officers as a group		32,757,015 shares	72.85%

<FN>

(1) No shares of Preferred Stock have been issued.

(2) Hugo Barrientos, Omar A. Barrientos and Elizabeth Schroeder are the adult children and Isabel Barrientos is the wife of Omar G. Barrientos, the Company's President. Mr. Barrientos disclaims any beneficial ownership in the shares of the Company's common stock owned by his adult children and his wife.

(3) Christopher Giordano is an Advisory non-voting member of the Company's Board of Directors. Michael and Elisa Giordano are the parents of Christopher Giordano and Michael Giordano III, and Nicholas E. Giordano are his non-resident minor children. Mr. Giordano disclaims any beneficial ownership in the shares of the Company's common stock owned by these persons. However, Mr. Giordano may vote his non-resident minor children's shares and also may vote the shares owned by three (3) private investment companies for an aggregate of 240,000 shares

(4) Birchwood Capital Advisors Group, Inc. is wholly-owned by Christopher Giordano.

</FN>

</TABLE>

(c) Changes in control

The Company's Plan of Operation is to identify, negotiate and consummate a business combination with another business. Management anticipates that any such business combination will likely result in a change in the control of the Company. See "Plan of Operation."

Item 12. Certain Relationships and Related Transactions

Other than as disclosed below, none of the present directors, officers or principal shareholders of the Company, nor any family member of the foregoing, have or have had any material interest, direct or indirect, in any transaction,

within the two years prior to the date of this report, or in any proposed transaction which has materially affected or will materially affect the Company. Management believes the following transactions are as fair to the Company and similar to terms that could be obtained from unrelated third parties.

Omar G. Barrientos, the Company's President and a member of the Company's Board of Directors and Christopher Giordano an Advisory Member of the Company's Board of Directors each received 16,000,000 shares of the Company's common stock for services rendered to the Company at a value of \$0.005 per share for total value of \$80,000 each. These amounts have been recognized as an expense for the fiscal year ending December 31, 2002.

Charles A. Koenig, legal counsel to the Company and John E. Rayl, a consultant to the Company received 1,500,000 and 500,000 shares respectively, of the Company's common stock for services rendered to the Company at a value of \$0.005 per share for total value of \$8,500 and \$2,500 respectively. These amounts have been recognized as an expense for the fiscal year ending December 31, 2002. The accompanying financial statements also include an expense of \$17,500 and \$22,500 for the services performed by these individuals for the period ending December 31, 2004.

Paul Miller Sr. is the trustee and beneficiary of the Paul Miller Sr. Trust and the owner of Paul Miller & Company. Mr. Miller, the Trust and his Company are each shareholders of the Company owning 128,832 shares, 240,169 shares and 350,000 shares of the Company's common stock respectively for a total of 719,001 shares representing approximately 1.6% of the Company's voting common stock. Paul Miller & Company acquired 350,000 shares on March 31, 2003 as consideration for the Trust's execution of the Letter of Intent valued at \$0.005 per share and \$1,750 has been recognized as an expense for the fiscal year ending December 31, 2002.

Item 13. Exhibits and Reports on Form 8-K

(a) Exhibits

Exhibit Number	EXHIBIT
3(i)	Certificate of Incorporation (1)
3(ii)	Articles of Incorporation-ByLaws (1)
3(iii)	Amendments to Articles of Incorporation (1)
3(iv)	Amendments to the Articles of Incorporation October 30, 2003 (2)
4.1	Description of Securities (1)
4.1(i)	Sample Common Stock Share Certificate (1)
4.1(ii)	Description of Securities (2)
4.1(iii)	Sample \$0.0001 par value Common Stock Share Certificate (2)
4.1(iv)	Share Escrow Agreement (2)
4.1(iv)(a)	Share Escrow Agreement with signatures (4)
4.1(v)	Form of Lock-Up Agreement (2)
4.1(v)(a)	Lock-Up Agreement of Hugo Barrientos(4)
4.1(v)(b)	Lock-Up Agreement of Omar A. Barrientos(4)
4.1(v)(c)	Lock-Up Agreement of Omar G. Barrientos
4.1(v)(d)	Lock-Up Agreement of Elizabeth Schroeder & Isabel Barrientos(4)
4.1(v)(e)	Lock-up Agreement of Elizabeth Schroeder(4)
4.1(v)(f)	Lock-Up Agreement of Gene Fairchild(4)
4.1(v)(g)	Lock-Up Agreement of Charles A. Koenig(4)

4.1(v)(h) Lock-Up Agreement of John E. Rayl(4)
4.1(v)(i) Lock-Up Agreement of Elisa Giordano(4)
4.1(v)(j) Lock-Up Agreement of Christopher H. Giordano(4)
4.1(v)(k) Lock-Up Agreement of Michael Giordano(4)
4.1(v)(l) Lock-Up Agreement of Nicholas Giordano(4)
4.1(v)(m) Lock-Up Agreement of Birchwood Capital Advisors, Inc. (4)
4.2 Resolution of Board of Directors dated May 31, 1997 re: rights of Preferred Stock of USA Sunrise Beverages, inc. (3)
4.5(i) Payment Agreement Omar Barrientos (1)
4.5(ii) Payment Agreement Chris Giordano (1)
4.5(iii) Payment Agreement John E. Rayl (1)
4.5(iv) Payment Agreement Charles A. Koenig (1)
4.6(i) Resolution to Issue Stock to Omar Barrientos (1)
4.6(ii) Resolution to Issue Stock to Chris Giordano (1)
4.6(iii) Resolution to Issue Stock to John E. Rayl (1)
4.6(iv) Resolution to Issue Stock to Charles A. Koenig (1)
4.7(i) Subscription Agreement Omar Barrientos (1)
4.7(ii) Subscription Agreement Chris Giordano (1)
4.7(iii) Subscription Agreement John E. Rayl (1)
4.7(iv) Subscription Agreement Charles A. Koenig (1)
5.0 Opinion of Counsel dated August 7, 2003 (1)
10.1 Letter of Intent with Paul Miller Sr. Trust Dated March 31, 2003 (1)
10.2 Stock Purchase Agreement Among The Purchasers Executing This Agreement and Omar Barrientos and Other Stockholders of USA Sunrise Beverage, Inc. dated September 23, 2002(4)

20

10.2.a Stock Purchase Agreement Among The Purchasers Executing This Agreement and Omar Barrientos and Other Stockholders of USA Sunrise Beverage, Inc. dated September 23, 2002 with Schedule I, Appendix A and Exhibit A thereto (5) Quit Claim Deed and Release dated August 18, 1998 between Dakota Mining and Construction, Inc. and USA Sunrise Beverages, Inc. (3)
10.6 Loan Agreement between Omar Barrientos and USA Sunrise Beverages, Inc. dated January 1, 1994 (3)
10.9 Note Agreement between Dr. Neil Kurti and USA Sunrise Beverages, Inc. dated November 11, 1995 (3)
10.9(i) Note Satisfaction and Release between Dr. Neil Kurti and USA Sunrise Beverages, Inc. dated September 6, 2002 (4)
10.9(ii) Agreement For Satisfaction and Release between Paul Miller Sr. Trust and USA Sunrise Beverages, Inc. dated September 4, 2002. (4)
10.9(iii) Satisfaction of Judgment of Dr. Vincent E. Eilers dated January 19, 2004(4)
10.9(iv) Satisfaction and Release between Tesoro Corporation and USA Sunrise Beverages, Inc. executed June, 2002
*31 Rule 13a-14(a)/15d-14(a) Certifications
*32 Section 1350 Certifications

* Filed herewith

- (1) Incorporated by reference to the Registration Statement of Sunrise USA, Incorporated on Form 10-SB filed with the United States Securities and Exchange Commission (the "Commission") on August 19, 2003 (File #000-50370) (the "Form 10-SB")
- (2) Incorporated by reference to the Registration Statement of Sunrise USA, Incorporated on Form 10-SB Amendment No. 1 filed with the Commission on June 4, 2004 (File #000-50370) (the "Form 10-SB/A1")
- (3) Incorporated by reference to the Registration Statement of USA Sunrise Beverages, Inc. on Form 10-SB filed with the Commission on April 29, 1999 (File #000-24965).
- (4) Incorporated by reference to the Registration Statement of Sunrise USA, Incorporated on Form 10-SB Amendment No. 2 filed with the Commission on November 15, 2004 (File #000-50370) (the "Form 10-SB/A2")
- (5) Incorporated by reference to the Registration Statement of Sunrise USA, Incorporated on Form 10-SB Amendment No. 3 filed with the Commission on March 11, 2005 (File #000-50370) (the "Form 10-SB/A3")

Item 14. Principal Accountant Fees and Services

For the year ended	2004	2003
Audit Fees	\$ 2,000	6,647
Audit-Related Fees	0	0
Tax Fees	0	0
All Other Fees	0	0

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SUNRISE U.S.A. INCORPORATED

Dated: By: /s/ OMAR G. BARRIENTOS

Omar G. Barrientos
President and Treasurer
Principal Executive Officer and
Principal Financial and Accounting
Officer

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/s/ OMAR G. BARRIENTOS

Omar G. Barrientos

President, Treasurer and
Director (Principal Executive
Officer and Principal Financial
and Accounting Officer)

/s/ GENE FAIRCHILD

Gene Fairchild

Secretary, Director

SUNRISE U.S.A. INCORPORATED
(A DEVELOPMENT STAGE COMPANY)

I N D E X

Report of Independent Registered Public Accounting Firm	F-2
Balance Sheet December 31, 2004	F-3
Statement of Operations For the Years Ended December 31, 2004 and 2003 and from inception (August 13, 1990) to December 31, 2004.	F-4
Statement of Stockholder's Equity For the Years Ended December 31, 2004 and 2003 and from inception (August 13, 1990) to December 31, 2004	F-5
Statement of Cash Flow For the Years Ended December 31, 2004 and 2003 and from inception (August 13, 1990) to December 31, 2004	F-6 to F-10
Notes to the Financial Statements	F-11 to F-16

F-1

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors
SUNRISE USA INCORPORATED

We have audited the accompanying balance sheet of Sunrise USA Incorporated [a development stage company] as of December 31, 2004 and the related statements of operations, stockholders' equity (deficit) and cash flows for the year ended December 31, 2004 and for the period from inception on August 13, 1990 through December 31, 2004. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. The financial statements of Sunrise USA Incorporated as of and for the year ended December 31, 2003 and for the period from inception on August 13, 1990 through December 31, 2003 were audited by other auditors whose report, dated October 20, 2004, expressed an unqualified opinion on these financial statements and included an explanatory paragraph expressing concern about the Company's ability to continue as a going concern. The financial statements as of December 31, 2003 reflect an accumulated deficit of \$2,313,295. The other auditors' report has been furnished to us, and our opinion, insofar as it relates to the amounts included for such prior periods, is based solely on the report of the other auditors.

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

In our opinion, based on our audit and the report of the other auditors, the financial statements audited by us present fairly, in all material respects, the financial position Sunrise USA Incorporated [a development stage company] as of December 31, 2004 and the results of its operations and its cash flows for the year ended December 31, 2004 and for the period from inception on August 13, 1990 through December 31, 2004, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has incurred losses since its inception, has current liabilities in excess of current assets and has no on-going operations. These factors raise substantial doubt about the ability of the Company to continue as a going concern. Management's plans in regards to these matters are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of these uncertainties.

PRITCHETT, SILER & HARDY, P.C.

Salt Lake City, Utah
March 31, 2005

Sunrise U.S.A. Incorporated
(A Development Stage Company)
Balance Sheet

December 31,
2004
=====

ASSETS

CURRENT ASSETS

Cash \$ 73

Total current assets 73

Total assets \$ 73
=====

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES

Accounts payable \$ 40,000
Accounts payable - related party 17,093

Accrued officer's compensation 15,000

Notes payable -

Total current liabilities 72,093

Total liabilities 72,093

Commitments and Contingencies -

STOCKHOLDERS' EQUITY

Preferred stock, \$0.01 par value, 100,000 shares authorized,
no shares issued and outstanding -

Common stock, \$0.0001 par value, 99,000,000 shares authorized,
44,965,724 shares issued and outstanding 4,497

Additional paid-in capital 2,302,052

Deficit accumulated during the development stage (2,378,569)

(72,020)

Total liabilities and stockholders' equity \$ 73
=====

The accompanying notes are an integral part of
these financial statements

F-3

<TABLE>
<CAPTION>

Sunrise U.S.A. Incorporated
(A Development Stage Company)
Statement of Operations
For the Years Ended December 31, 2004 and 2003 and
From Inception (August 13, 1990) to December 31, 2004

	Inception to 31-Dec 2004 =====	Year Ended December 31, 2004 =====	Year Ended December 31, 2003 =====
<S>	<C>	<C>	<C>
Revenues	\$ 247,066	\$ -	\$ -
Cost of sales	180,668 -----	- -----	- -----
Gross profit (loss)	66,398	-	-
Selling, general and administrative expenses	1,798,854	65,274	9,146

Net income (loss) from operations	(1,732,456)	(65,274)	(9,146)
Other expense			
Interest expense	(214,372)	-	-
Loss on disposal of assets	(2,143)	-	-
Compensation and services	(171,750)	-	-
Net loss before taxes and extraordinary item	(2,120,721)	(65,274)	(9,146)
Income tax benefit	24,500	-	-
Net loss before extraordinary item	(2,096,221)	(65,274)	(9,146)
Extraordinary item			
Foreclosure gain, net of tax of \$24,500	47,652	-	-
Net Loss	\$ (2,048,569)	\$ (65,274)	\$ (9,146)
Basic net loss per share before extraordinary item	\$ (0.04666)	(0.00145)	(0.00020)
Basic net income from extraordinary item	0.00106	-	-
Basic net loss per share	\$ (0.04556)	(0.00145)	(0.00020)
Weighted average shares outstanding	44,965,724	44,965,724	44,965,724

</TABLE>

The accompanying notes are an integral part of
these financial statements

F-4

<TABLE>
<CAPTION>

Sunrise U.S.A. Incorporated
(A Development Stage Company)
Statement of Cash Flow
For the Years Ended December 31, 2004 and 2003 and
From Inception (August 13, 1990) to December 31, 2004

	Inception to December 31, 2004	Year Ended December 31, 2004	Year Ended December 31, 2003
	=====	=====	=====
CASH FLOWS FROM OPERATING ACTIVITIES			
<S>	<C>	<C>	<C>
Net loss	(2,048,569)	(65,274)	(9,146)
Adjustments to reconcile net loss to net cash flows from operating activities			
Depreciation and amortization	66,672	-	-
Stock issued for services	410,648	-	-
Services provided at no charge to the company	471,229	-	-
Interest rolled into notes	12,681	-	-
Writeoff of formulas and technology	3,669	-	-
Gain on foreclosure, before tax effect	(53,214)	-	-
Expenses incurred by shareholders on behalf of the Company	17,393	12,432	4,661
Rent contributed to capital	2,400	1,200	1,200
Changes in items of working capital:			
Accounts payable	90,293	40,000	-
Accrued officer's compensation	15,000	15,000	-
Accrued interest	69,746	-	-

Net cash flows from operating activities	(942,052)	(3,358)	(3,285)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of fixed assets for cash	(10,140)	-	-
Net cash flows from investing activities	(10,140)	-	-
CASH FLOWS FROM FINANCING ACTIVITIES			
Issuance of promissory notes	522,341	-	-
Cash advanced by shareholders	153,073	(3,700)	3,700
Payments on notes payable	(109,737)	-	-
Common stock	386,142	-	-
Capital contributions	446	-	-
Net cash flows from financing activities	952,265	(3,700)	3,700
Net increase (decrease) in cash	73	(342)	415
CASH, BEGINNING OF PERIOD			
	-	415	-
CASH, END OF PERIOD			
	73	73	415

</TABLE>

The accompanying notes are an integral part of these financial statements

F-5

<TABLE>
<CAPTION>

Sunrise U.S.A., Incorporated
(A Development Stage Company)
Statements of Stockholder's Equity
From Inception (August 13, 1990) to December 31, 2004

	Preferred Stock		Common Stock		Additional	Deficit	Total
	Number of	Amount	Number of	Amount	Paid-in	Accumulated	Stock-
	Shares		Shares		Capital	in the	holders'
						Development	Equity
						Stage	
<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Issuance of stock for cash, August 1990, \$0.005 per share	-	\$ -	2,850,000	\$ 28,500	\$ 65,798	\$ -	\$ 94,298
Services rendered by a shareholder at no charge to the Company	-	-	-	-	20,047	-	20,047
Net loss	-	-	-	-	-	(20,047)	(20,047)
Balance, December 31, 1990	-	\$ -	2,850,000	\$ 28,500	\$ 85,845	\$ (20,047)	\$ 94,298
Issuance of stock for cash, January through November 1991, at an average price per share of \$0.35	-	-	64,000	640	21,625	-	22,265
Services rendered by shareholder at no charge to the Company	-	-	-	-	60,000	-	60,000
Net loss	-	-	-	-	-	(60,026)	(60,026)
Balance, December 31, 1991	-	\$ -	2,914,000	\$ 29,140	\$ 167,470	\$ (80,073)	\$ 116,537

Services rendered by shareholder at no charge to the Company	-	-	-	-	60,000	-	60,000
Net loss	-	-	-	-	-	(185,756)	(185,756)
<hr/>							
Balance, December 31, 1992	-	\$ -	2,914,000	\$ 29,140	\$ 227,470	\$ (265,829)	\$ (9,219)
Issuance of stock for cash, January 1993, \$2.21 per share	-	-	89,000	890	195,360	-	196,250
Issuance of stock in settlement of account payable, February 1993, \$0.10 per share	-	-	300,000	3,000	-	-	3,000
Issuance of stock for assignment of land option, March 1993, \$0.01 per share	-	-	10,000	100	-	-	100

F-6

Issuance of stock for cash, April through July 1993, \$4.58 per share	-	-	12,000	120	54,880	-	55,000
Issuance of stock to acquire formulas and brands, \$0.01 per share	-	-	152,600	1,526	-	-	1,526
Issuance of stock for cash, August through November 1993, \$6.33 per share	-	-	7,670	77	48,442	-	48,519
Issuance of stock for cash and services rendered, October 1993 \$0.004 per share	-	-	2,029,239	20,292	13,708	-	34,000
Services rendered by shareholders at no charge to the Company	-	-	-	-	60,000	-	60,000
Net loss	-	-	-	-	-	(247,991)	(247,991)
<hr/>							
Balance, December 31, 1993	-	\$ -	5,514,509	\$ 55,145	\$ 599,860	\$ (513,820)	\$ 141,185
Issuance of stock for reduction of debt, December 1994, \$0.10 per share	-	-	250,000	2,500	22,500	-	25,000
Services rendered by a shareholder at no charge to the Company	-	-	-	-	60,000	-	60,000
Net loss	-	-	-	-	-	(128,049)	(128,049)
<hr/>							
Balance, December 31, 1994	-	-	5,764,509	\$ 57,645	\$ 682,360	\$ (641,869)	\$ 98,136
Issuance of stock for debt reduction, June 1995, \$0.102 per share	-	-	201,460	2,015	18,579	-	20,594
Issuance of stock for financing incentives and for services rendered, August 1995, \$1.00 per share	-	-	75,000	750	74,250	-	75,000
Surrender and cancellation of shares, August 1995	-	-	(729,239)	(7,292)	7,292	-	-
Issuance of stock for cash upon exercise of warrants, December 1995, \$0.13 per share	-	-	101,900	1,019	12,227	-	13,246

F-7

Services rendered by a shareholder at no charge to the Company	-	-	-	-	60,000	-	60,000
Net loss	-	-	-	-	-	(217,505)	(217,505)
Balance, December 31, 1995	-	\$ -	5,413,630	\$ 54,137	\$ 854,708	\$ (859,374)	\$ 49,471
Issuance of stock for cash and services upon exercise of warrants, January 1996, \$0.30 per share	-	-	89,422	894	26,088	-	26,982
Services rendered by a shareholder at no charge to the Company	-	-	-	-	60,000	-	60,000
Net loss	-	-	-	-	-	(322,213)	(322,213)
Balance, December 31, 1996	-	\$ -	5,503,052	\$ 55,031	\$ 940,796	\$ (1,181,587)	\$ (185,760)
Exchange of common stock for preferred stock	400,000	4,000	(1,800,000)	(18,000)	14,000	-	-
Services rendered by a shareholder at no charge to the Company	-	-	-	-	60,000	-	60,000
Dividend on preferred stock	-	-	-	-	-	(60,000)	(60,000)
Net loss	-	-	-	-	-	(175,299)	(175,299)
Balance, December 31, 1997	400,000	\$ 4,000	3,703,052	\$ 37,031	\$ 1,014,796	\$ (1,416,886)	\$ (361,059)
Issuance of stock for debt reduction, May 1998, \$0.50 per share	-	-	46,948	469	23,005	-	23,474
Services rendered by a shareholder at no charge to the Company	-	\$ -	-	-	60,000	\$ -	\$ 60,000
Dividend on preferred stock	-	-	-	-	-	(60,000)	(60,000)
Net loss	-	-	-	-	-	(88,558)	(88,558)
Balance, December 31, 1998	400,000	\$ 4,000	3,750,000	\$ 37,500	\$ 1,097,801	\$ (1,565,444)	\$ (426,143)
Issuance of stock for debt reduction and services performed, September 1999, \$0.01 per share	-	-	710,809	7,108	-	-	7,108
Services rendered by a shareholder at no charge to the Company	-	-	-	-	60,000	-	60,000
Dividend on preferred stock	-	-	-	-	-	(60,000)	(60,000)
Net loss	-	-	-	-	-	(106,546)	(106,546)
Balance, December 31, 1999	400,000	\$ 4,000	4,460,809	\$ 44,608	\$ 1,157,801	\$ (1,731,990)	\$ (525,581)
Issuance of stock for debt reduction and services performed, March 2000, \$0.25 per share	-	-	1,186,500	11,865	284,760	-	296,625
Issuance of stock for legal and consulting services performed,							

F-8

March 2000, \$0.50 per share	-	-	25,000	250	12,250	-	12,500
Issuance of stock in satisfaction of accrued dividends							
December 2000, \$0.25 per share	-	-	240,000	2,400	57,600	-	60,000
Services rendered by a shareholder at no charge to the Company	-	-	-	-	60,000	-	60,000
Dividend on preferred stock	-	-	-	-	-	(60,000)	(60,000)
Net loss	-	-	-	-	-	(104,080)	(104,080)
Balance, December 31, 2000	400,000	\$ 4,000	5,912,309	\$ 59,123	\$ 1,572,411	\$(1,896,070)	\$ (260,536)
Services rendered by a shareholder at no charge to the Company	-	-	-	-	31,182	-	31,182
Issuance of stock in satisfaction of accrued dividends							
December 2001, \$0.25 per share	-	-	240,000	2,400	57,600	-	60,000
Services rendered by a shareholder at no charge to the Company	-	-	-	-	60,000	-	60,000
Dividend on preferred stock	-	-	-	-	-	(60,000)	(60,000)
Net loss	-	-	-	-	-	(105,484)	(105,484)
Balance, December 31, 2001	400,000	\$ 4,000	6,152,309	\$ 61,523	\$ 1,721,193	\$(2,061,554)	\$ (274,838)
Conversion of Preferred shares and accumulated dividends	(400,000)	(4,000)	4,120,000	41,200	(7,200)	(30,000)	-
Issuance of \$0.01 par value common stock:							
Settlement of claim	-	-	90,000	900	21,600	-	22,500
F-9							
Officers account payable	-	-	133,415	1,334	41,465	-	42,799
Officers compensation	-	-	120,000	1,200	28,800	-	30,000
Contributions to capital:							
Repayment of debt by a shareholder	-	-	-	-	129,335	-	129,335
Repayment of debt from sale of SBI Dakota	-	-	-	-	91,049	-	91,049
	-	-	10,615,724	106,157	2,026,242	-	
Reincorporation in Nevada and reduction of Common stock par value to \$0.0001	-	-	-	(105,095)	105,095	-	-
Issuance of \$0.0001 par value common stock:							
Water rights letter of intent	-	-	350,000	35	1,715	-	1,750
Legal and consulting fees	-	-	2,000,000	200	9,800	-	10,000
Officer and directors compensation	-	-	32,000,000	3,200	156,800	-	160,000
Net loss	-	-	-	-	-	(212,595)	(212,595)
Balance, December 31, 2002	-	\$ -	44,965,724	\$ 4,497	\$ 2,299,652	\$(2,304,149)	\$ (0)
Rent contributed to capital	-	-	-	-	1,200	-	1,200
Net Loss	-	-	-	-	-	(9,146)	(9,146)
Balance, December 31, 2003	-	\$ -	44,965,724	\$ 4,497	\$ 2,300,852	\$(2,313,295)	\$ (7,946)
Rent contributed to capital	-	-	-	-	1,200	-	1,200

Net loss	-	-	-	-	-	(65,274)	(65,274)
Balance, December 31, 2004	-	\$ -	44,965,724	\$ 4,497	\$ 2,302,052	\$ (2,378,569)	\$ (72,020)
	=====	=====	=====	=====	=====	=====	=====

</TABLE>

The accompanying notes are an integral part of these financial statements

F-10

Sunrise U.S.A., Incorporated
(A Development Stage Company)
NOTES TO FINANCIAL STATEMENTS

1. Summary of significant accounting policies:

Industry:

Sunrise U.S.A. Incorporated (the Company), (a development stage company), a Company incorporated in the state of Nevada as of July 22, 1999 plans to locate and negotiate with a business entity for the combination of that target company with the Company. The combination will normally take the form of a merger, stock-for-stock exchange or stock-for-assets exchange. In most instances the target company will wish to structure the business combination to be within the definition of a tax-free reorganization under Section 351 or Section 368 of the Internal Revenue Code of 1986, as amended. No assurances can be given that the Company will be successful in locating or negotiating with any target company.

The Company was formed for the purpose of changing the state of incorporation of U.S.A. Sunrise Beverages, Inc. (SBI Dakota) a South Dakota corporation to the state of Nevada. The business of SBI Dakota was transferred to the Company on August 14, 2002. The business consisted of the development and test marketing of a fruit drink product under the name "Papaya Sunrise" (the "Beverage Business"). Prior to the transfer of the Beverage Business, SBI Dakota made provision for the payment of all of its debts and obligations such that the Beverage Business was transferred to the Company without debt.

The Company is the owner of the all of the assets associated with the Beverage Business (the "Beverage Assets") including, among many things; (i) a list of the suppliers, bottlers and distributors who previously produced and sold product for SBI Dakota, (ii) secret formulas for the production of fruit juice concentrate and products, and (iii) copyright to a bottle design and the molds for the production of the design in glass bottles in 1.5 liter, 1 liter, 0.5 liter and 16 ounce sizes.

The Beverage Assets are included in the accompanying financial statements at their net historic cost. The Beverage Assets were written down to zero (\$0.00) during the fiscal years ending December 31, 1997 and 1996 from an original cost of \$1,144,500. The Company reduced this value to zero due to substantial doubts about the Company's ability to continue as a going concern and due to the lack of operations to ensure recoverability of the values assigned to formulas and technology.

The Company has adopted its fiscal year end to be December 31.

Basis of Reporting:

The accompanying financial statements include the accounts of the Company for all periods presented and include the accounts of the Beverage Business, that is

Results of Operations and Ongoing Entity:

The Company is considered to be an ongoing entity. The Company's shareholders fund any shortfalls in The Company's cash flow on a day-to-day basis during the time period that The Company is in the development stage.

Liquidity and Capital Resources:

In addition to the stockholder funding capital shortfalls; The Company anticipates interested investors that intend to fund the Company's growth once a business is located.

Cash and Cash Equivalents:

The Company considers cash on hand and amounts on deposit with financial institutions that have original maturities of three months or less to be cash and cash equivalents.

Basis of Accounting:

The Company's financial statements are prepared in accordance with generally accepted accounting principles and the Company records income and expenses on the accrual method.

Income Taxes:

The Company utilizes the asset and liability method to measure and record deferred income tax assets and liabilities. Deferred tax assets and liabilities reflect the future income tax effects of temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and are measured using enacted tax rates that apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax assets are reduced by a valuation allowance when in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. At this time, The Company has set up an allowance for deferred taxes as there is no company history to indicate the usage of deferred tax assets and liabilities.

Fair Value of Financial Instruments:

The Company's financial instruments may include cash and cash equivalents, short-term investments, accounts receivable, accounts payable and liabilities to banks and shareholders. The carrying amount of long-term debt to banks approximates fair value based on interest rates that are currently available to the Company for issuance of debt with similar terms and remaining maturities. The carrying amounts of other financial instruments approximate their fair value because of short-term maturities.

Concentrations of Credit Risk:

Financial instruments that potentially expose the Company to concentrations of credit risk consist principally of operating demand deposit accounts. The Company's policy is to place its operating demand deposit accounts with high credit quality financial institutions. At this time the Company has no deposits that are at risk.

Stock Basis:

Shares of common stock issued for other than cash have been assigned amounts equivalent to the fair value of the service or assets received in exchange.

Impairment or Disposal of Long-Lived Assets:

In August 2001, FASB issued Statement No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets" ("FAS 144"). A FA 144 clarifies the accounting for the impairment of long-lived assets and for long-lived assets to be disposed of, including the disposal of business segments and major lines of business. Long-lived assets are reviewed when facts and circumstances indicate that the carrying value of the asset may not be recoverable. When necessary, impaired assets are written down to their estimated fair value based on the best information available. The Company has implemented FAS 144 for this fiscal year.

Recently Enacted Accounting Standards:

Statement of Financial Accounting Standards ("SFAS") No. 151, "Inventory Costs - an amendment of ARB No. 43, Chapter 4", SFAS No. 152, "Accounting for Real Estate Time-Sharing Transactions - an amendment of FASB Statements No. 66 and 67", SFAS No. 153, "Exchanges of Nonmonetary Assets - an amendment of APB Opinion No. 29", and SFAS No. 123 (revised 2004), "Share-Based Payment", were recently issued. SFAS No. 151, 152, 153 and 123 (revised 2004) have no current applicability to the Company or their effect on the financial statements would not have been significant.

2. Going Concern:

The accompanying financial statements have been prepared in conformity with generally accepted accounting principles in the United States of America which contemplate continuation of the Company as a going concern. However, the Company has incurred losses since its inception and has no on-going operations. Further, the Company has current liabilities in excess of current assets. These factors raise substantial doubt about the ability of the Company to continue as a going concern. In this regard, management is proposing to raise additional funds through loans or through additional sales of its common stock or through the acquisition of other companies. There is no assurance that the Company will be successful in raising this additional capital or in achieving profitable operations. These financial statements do not include any adjustments that might result from the outcome of these uncertainties.

3. Accounts Receivable, Customer Deposits and Other Assets:

The Company has no accounts receivable or customer deposits at this time.

4. Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimated.

F-13

5. Revenue and Cost Recognition:

The Company uses the accrual basis of accounting in accordance with generally accepted accounting principles for financial statement reporting.

6. Accrued Expenses:

Accrued expenses consist of accrued legal, accounting and office costs during this stage of the business.

7. Operating Lease Agreements:

The Company has no agreements at this time.

8. Stockholder's Equity:

Common Stock:

Common Stock includes 99,000,000 shares authorized at a par value of \$0.0001, Of which 44,965,724 is issued and outstanding as of the date of these financial statements.

Preferred Stock:

Preferred Stock includes 1,000,000 shares authorized at a par value of \$0.01, Of which none is issued and outstanding as of the date of these financial

statements.

9. Required Cash Flow Disclosure for Interest and Taxes Paid:

The company has paid no amounts for federal income taxes and interest.

10. Earnings Per Share:

Basic earnings per share ("EPS") is computed by dividing earnings available to common shareholders by the weighted-average number of common shares outstanding for the period as required by the Financial Accounting Standards Board (FASB) under Statement of Financial Accounting Standards (SFAS) No. 128, "Earnings per Shares". Diluted EPS reflects the potential dilution of securities that could share in the earnings. Dilutive loss per share was not presented, as the Company had no common stock equivalent shares for all periods presented that would affect the computation of diluted loss per share.

F-14

The following data show the amounts used in computing loss per share for the periods presented:

	Inception to December 31, 2004	Year Ended December 31, 2004	Year Ended December 31, 2003
Loss from continuing operations available to common shareholders (numerator)	(2,048,569)	(65,274)	(9,146)
Weighted average number of common shares outstanding used in loss per share for the period (denominator)	44,965,724	44,965,724	44,965,724

11. Income Taxes:

The Company accounts for income taxes in accordance with Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes". SFAS No. 109 requires the Company to provide a net deferred tax asset/liability equal to the expected future tax benefit/expense of temporary reporting differences between book and tax accounting methods and any available operating loss or tax credit carryforwards. At December 31, 2004 the Company has available unused operating loss carryforwards of approximately \$59,700, which may be applied against future taxable income and which expire in various years through 2024.

The amount of and ultimate realization of the benefits from the operating loss carryforwards, for income tax purposes is dependent, in part, upon the tax laws in effect, the future earnings of the Company, and other future events, the effects of which cannot be determined. Because of the uncertainty surrounding the realization of the loss carryforwards, the Company has established a valuation allowance equal to the tax effect of the loss carryforwards and, therefore, no deferred tax asset has been recognized for the loss carryforwards. The net deferred tax assets are approximately \$9,000 as of December 31, 2004, and \$1,400 as of December 31, 2003 with an offsetting valuation allowance of the same amount, resulting in a change in the valuation allowance of approximately \$7,600 for the year ended December 31, 2004.

12. Related Party Transactions

Officers and directors of the Company own a total of 32,250,000 shares of the Company's common stock, representing approximately 71.7% of the total of the Company's issued and outstanding shares of voting common stock.

Officers are compensated for all out-of-pocket expenses. Management has advanced funds to the Company from time to time in the form of non-interest bearing advances. At December 31, 2004 Management had advanced a total of \$17,093.

F-15

The President of the Company provides office space to the Company valued at \$100 per month at no charge to the Company. The accompanying financial statements include an expense of \$1,200 for the value of this space and an addition to Additional Paid-In-Capital of an equal amount.

The accompanying financial statements include \$15,000 as compensation payable to the President of the Company for the year ending December 31, 2004.

In 2002, the Board of Directors authorized the issuance of 16,000,000 shares of the Company's common stock to the President of the Company and 16,000,000 shares to an advisory member of the Company's Board of Directors for services performed valued at \$80,000 each. Compensation expense in the amount of \$169,000 was recorded for the year ended December 31, 2002.

Shareholders of the Company provide legal and consulting services to the Company. The Company issued 2,000,000 shares of common stock in March 2002 valued in payment for \$10,000 of services performed. The accompanying financial statements include an expense of \$10,000 for the period ending December 31, for the value of professional services performed. During the year ended December 31, 2004 the Company recorded an accounts payable for \$40,000 for legal and consulting services rendered by related parties.

A shareholder of the Company entered into a Letter of Intent with the Company for the development of a spring water bottling facility. The shareholder received 350,000 shares of the Company's common stock as compensation for entering into the Letter of Intent valued at \$1,750 during 2002. The accompanying financial statements include \$1,750 of expense for the year ending December 31, 2002. The Letter of Intent was permitted to expire on March 31, 2004.

F-16

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
AND CHIEF FINANCIAL OFFICER

I, Omar Barrientos, certify that:

1. I have reviewed this annual report on Form 10-KSB of Sunrise U.S.A., Inc.;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
4. The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the small business issuer and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small

business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: April 29, 2005

By: /s/ OMAR G. BARRIENTOS

Omar G. Barrientos
Chief Executive Officer
Chief Financial Officer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350

In connection with the accompanying Annual Report of Small Business Issuers of Sunrise U.S.A. Incorporated (the Company) on Form 10-KSB filed with the Securities and Exchange Commission on the date hereof (the Report), I, Omar G. Barrientos, President of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ OMAR G. BARRIENTOS

Omar G. Barrientos
President
Sunrise U.S.A. Incorporated

Date: April 29, 2005