

OMB APPROVAL	
OMB Number:	3235-0419
Expires:	February 28, 2006
Estimated average burden hours per response.	33.0

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

FORM 10-SB

**GENERAL FORM FOR REGISTRATION OF SECURITIES
 OF SMALL BUSINESS ISSUERS
 Under Section 12(b) or (g) of The Securities Exchange Act of 1934**

(Name of Small Business Issuer in its charter)

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

(Address of principal executive offices) (Zip Code)

Issuer's telephone number () _____

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

Title of each class to be so registered	Name of each exchange on which each class is to be registered

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

(Title of class)

(Title of class)

**Persons who respond to the collection of information contained in
 this form are not required to respond unless the form displays a
 currently valid OMB control number.**

GENERAL INSTRUCTIONS

A. Use of Form 10-SB.

1. This Form may be used by a “small business issuer,” defined in Rule 12b-2 (§ 240.12b-2) of the Securities Exchange Act of 1934 (the “Exchange Act”), to register a class of securities under Section 12(b) or (g) of the Exchange Act. For further information as to eligibility to use this form see Item 10(a) of Regulation S-B (17 CFR 228.10 et seq.).
2. If the small business issuer is not organized under the laws of any of the states of or the United States of America, it shall at the time of filing this registration statement, file with the Commission a written irrevocable consent and power of attorney or Form F-X [§ 239.42]. Any change to the name or address of the agent for service of the issuer shall be communicated promptly to the Commission through amendment of the requisite form and referencing the file number of the registration statement.

B. Signature and Filing of Registration Statement.

1. File three “complete” copies and five “additional” copies of the registration statement with the Commission and file at least one complete copy with each exchange on which the securities will be registered. A “complete” copy includes financial statements, exhibits and all other papers and documents. An “additional” copy excludes exhibits.
2. Manually sign at least one copy of the report filed with the Commission and each exchange; other copies should have typed or printed signatures.

C. Information to be Incorporated by Reference.

Refer to Rule 12b-23 (§240.12b-23 of this chapter) if information will be incorporated by reference from other documents in answer to partial answer to any item of this Form.

D. [Omitted from text]

E. Alternative Disclosure Formats.

Small business issuers which were not previously subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act may elect any one of the three alternative disclosure models of Part I. Regardless of the disclosure model used, all registrants shall also complete Parts II and III, and furnish the financial statements required by Part F/S. As Alternative 1 is not a “transitional disclosure format,” those small business issuers electing Alternative 1 will not be eligible to use the transitional disclosure formats in Forms 10-KSB, 10-QSB and SB-1.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Alternative 1

Corporate issuers may elect to furnish the information required by Questions 1, 3, 4, 11, 14-20, 28-43, 45, and 47-50 of Model A of Form 1-A.

Alternative 2

Any issuer may elect to furnish the following information required by Items 6-12 of Model B of Form 1-A.

Alternative 3

Any issuer may elect to furnish the following information.

Item 1. Description of Business.

Furnish the information required by Item 101 of Regulation S-B.

Item 2. Management's Discussion and Analysis or Plan of Operation.

Furnish the information required by Item 303 of Regulation S-B.

Item 3. Description of Property.

Furnish the information required by Item 102 of Regulation S-B.

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

Furnish the information required by Item 403 of Regulation S-B.

Item 5. Directors and Executive Officers, Promoters and Control Persons.

Furnish the information required by Item 401 of Regulation S-B.

Item 6. Executive Compensation.

Furnish the information required by Item 402 of Regulation S-B.

Item 7. Certain Relationships and Related Transactions.

Furnish the information required by Item 404 of Regulation S-B.

Item 8. Description of Securities.

Furnish the information required by Item 202 of Regulation S-B.

PART II

Item 1. Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters.

Furnish the information required by Item 201 of Regulation S-B.

Item 2. Legal Proceedings.

If the registrant uses either Alternative 2 or Alternative 3 of this form, furnish the information required by Item 103 of Regulation S-B.

Item 3. Changes in and Disagreements with Accountants.

Furnish the information required by Item 304 of Regulation S-B.

Item 4. Recent Sales of Unregistered Securities.

Furnish the information required by item 701 of Regulation S-B.

Item 5. Indemnification of Directors and Officers.

Furnish the information required by Item 702 of Regulation S-B.

PART F/S

Furnish the information required by Item 310 of Regulation S-B. However, if audited financial statements of the registrant and its predecessors and the financial statements required to be provided for any significant business acquired or to be acquired are not otherwise available for each of the two most recent fiscal years, only the financial statements for the latest fiscal year must be audited.

PART III

Item 1. Index to Exhibits.

- (a) An index to the exhibits should be presented.
- (b) Each exhibit should be listed in the exhibit index according to the number assigned to it in Part III of Form 1-A or Item 2 below.
- (c) The index to exhibits should identify the location of the exhibit under the sequential page numbering system for this Form 10-SB.
- (d) Where exhibits are incorporated by reference, the reference shall be made in the index of exhibits.

Instructions:

- 1. Any document or part thereof filed with the Commission pursuant to any Act administered by the Commission may, subject to the limitations of Rule 24 of the Commission's Rules of Practice, be incorporated by reference as an exhibit to any registration statement.
- 2. If any modification has occurred in the text of any document incorporated by reference since the filing thereof, the issuer shall file with the reference a statement containing the text of such modification and the date thereof.
- 3. Procedurally, the techniques specified in Rule 12b-23 shall be followed.

Item 2. Description of Exhibits.

As appropriate, the issuer should file those documents required to be filed as Exhibit Number 2, 3, 5, 6, and 7 in Part III of Form 1-A. The registrant also shall file

- (12) *Additional exhibits* Any additional exhibits which the issuer may wish to file, which shall be so marked as to indicate clearly the subject matters to which they refer.
- (13) *Form F-X* - Canadian issuers shall file a written irrevocable consent and power of attorney on Form F-X.

SIGNATURES

Pursuant to the requirements of Section 12 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.

(Registrant)

Date: _____ By: _____
(Signature)*

*Print name and title of the signing officer under his signature.