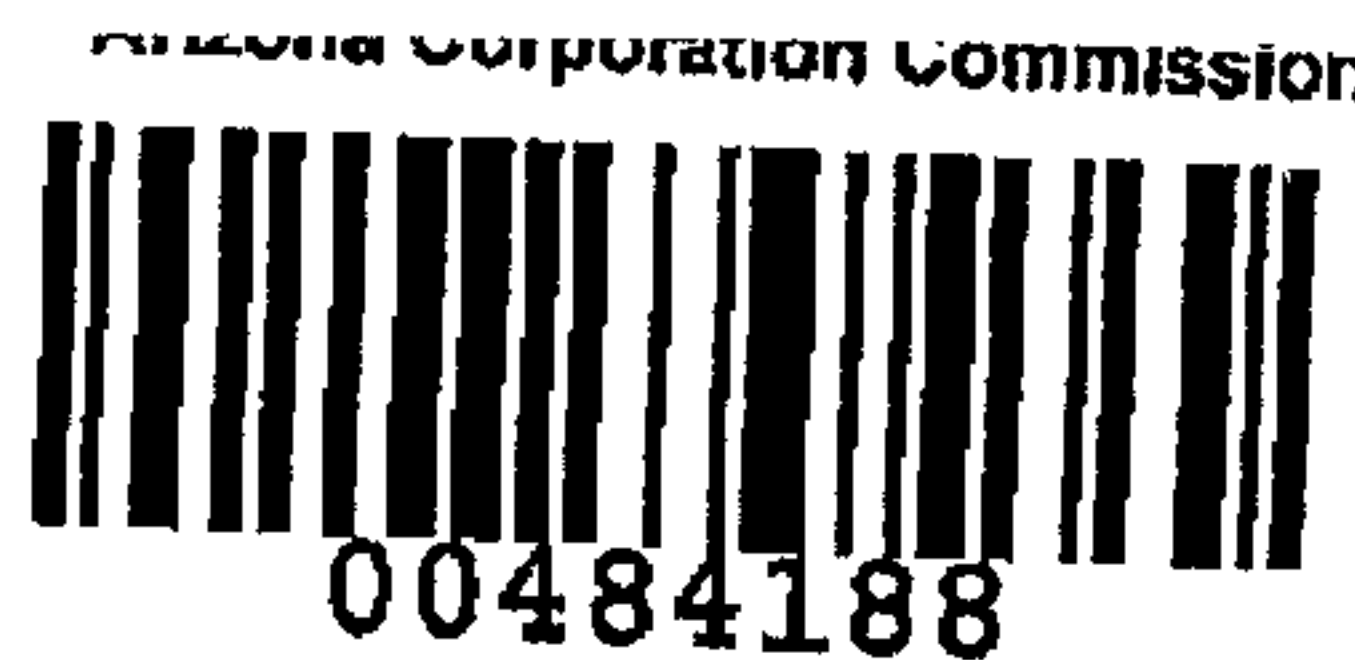


COPY

STATE OF ARIZONA CORPORATION COMMISSION CORPORATION ANNUAL REPORT & CERTIFICATE OF DISCLOSURE EXPEDITED



DUE ON OR BEFORE 05/13/2002

FY01-02

FILING FEE \$45.00

The following information is required by A.R.S. §§10-1622 & 10-11622 for all corporations organized pursuant to Arizona Revised Statutes, Title 10. The Commission's authority to prescribe this form is A.R.S. §§10-121.A. & 10-3121.A. YOUR REPORT MUST BE SUBMITTED ON THIS ORIGINAL FORM. Make changes or corrections where necessary. Information for the report should reflect the current status of the corporation. See instructions for proper format. REFER TO THE INSTRUCTIONS ON PAGE 4.

RECEIVED

MAY 13 2002

ARIZONA CORP. COMMISSION CORPORATIONS DIVISION

1. -0875333-0 WHITEHAT.COM, INC. % THOMAS CASTELLANOS 1950 E WATKINS #160 PHOENIX, AZ 85034

Rodney Jaffe 420 S Smith Rd Tempe AZ 85281

AD-DISSOLVED-FILE ANNUAL REPORT 03/20/2002; CONTACT THE COMMISSION AT 542-32851

Business Phone: (Business phone is optional)

State of Domicile: ARIZONA Type of Corporation: BUSINESS

2. Arizona Statutory Agent: THOMAS CASTELLANOS Street Address: 1950 E WATKINS #160 PHOENIX, AZ 85034 City, State, Zip:

Rodney Jaffe 420 S Smith Rd Tempe AZ 85281

ACC USE ONLY 5-7 Fee \$45 Penalty \$ Reinstatement \$ Expedite \$ Resubmit \$

Use this box only if appointing a new Statutory Agent If appointing a new statutory agent, the new agent MUST consent to that appointment by signing below. I, (individual) or We, (corporation or limited liability company) having been designated the new Statutory Agent, do hereby consent to this appointment until my removal or resignation pursuant to law. Signature of new Statutory Agent

3. Secondary Address:

(Foreign Corporations are REQUIRED to complete this section.)

4. Check the one category below which best describes the CHARACTER OF BUSINESS of your corporation.

- BUSINESS CORPORATIONS: 1. Accounting, 2. Advertising, 3. Aerospace, 4. Agriculture, 5. Architecture, 6. Banking/Finance, 7. Barbers/Cosmetology, 8. Construction, 9. Contractor, 10. Credit/Collection, 11. Education, 12. Engineering, 13. Entertainment, 14. General Consulting, 15. Health Care, 16. Hotel/Motel, 17. Import/Export, 18. Insurance, 19. Legal Services, 20. Manufacturing, 21. Mining, 22. News Media, 23. Pharmaceutical, 24. Publishing/Printing, 25. Ranching/Livestock, 26. Real Estate, 27. Restaurant/Bar, 28. Retail Sales, 29. Science/Research, 30. Sports/Sporting Events, 31. Technology(Computers), 32. Technology(General), 33. Television/Radio, 34. Tourism/Convention Services, 35. Transportation, 36. Utilities, 37. Veterinary Medicine/Animal Care, 38. Other email marketing. NON-PROFIT CORPORATIONS: 1. Charitable, 2. Benevolent, 3. Educational, 4. Civic, 5. Political, 6. Religious, 7. Social, 8. Literary, 9. Cultural, 10. Athletic, 11. Science/Research, 12. Hospital/Health Care, 13. Agricultural, 14. Animal Husbandry, 15. Homeowner's Association, 16. Professional, commercial industrial or trade association, 17. Other

CAPITALIZATION: (Business Corporations and Business Trusts are **REQUIRED** to complete this section.)

Business trusts must indicate the number of transferable certificates held by trustees evidencing their beneficial interest in the trust estate.

Number of Shares/Certificates Authorized 25,000,000 Class Common Series Within Class (if any)

Number of Shares/Certificates Issued 12,600,000 Class Common Series Within Class (if any)

6. SHAREHOLDERS: (Business Corporations and Business Trusts are **REQUIRED** to complete this section.)

List shareholders holding more than 20% of any class of shares issued by the corporation, or having more than a 20% beneficial interest in the corporation. **PLEASE TYPE OR PRINT CLEARLY.**

Name: Rodney & Robyn Joffe Revocable Trust Name: _____

NONE

Name: _____ Name: _____

7. OFFICERS PLEASE TYPE OR PRINT CLEARLY.

Name: Rodney Joffe

Title: CEO

Address: 4627 E Sanna
Phoenix AZ 85028

Date taking office: 5-1-99

Name: _____

Title: _____

Address: _____

Date taking office: _____

Name: Barbara Rudin

Title: V.P. - Operations

Address: 7557 N Dreamy Drive #277
Phoenix AZ 85020

Date taking office: 5-15-00

Name: _____

Title: _____

Address: _____

Date taking office: _____

8. DIRECTORS PLEASE TYPE OR PRINT CLEARLY.

Name: _____

Address: _____

Date taking office: _____

Name: _____

Address: _____

Date taking office: _____

SEE ATTACHED

Name: _____

Address: _____

Date taking office: _____

Name: _____

Address: _____

Date taking office: _____

8. Directors

Rodney Joffe, 4627 E Sanna, Phoenix, AZ 85028. Date taking office:

William Kilburg, 9002 E. Caribbean Lane, Scottsdale, AZ 85260. Date taking office:

Paul Vixie, 11400 La Honda Road, Star Route Box 159A, Woodside, CA 94062. Date taking office:

John Levine, 24 Washington Street, Trumansburg, NY 14886-0727. Date taking office:

Barbara Rudin, 7557 North Dreamy Draw Drive, #277, Phoenix, AZ 85020. Date taking office:

Ray Everett-Church, 4355 Renaissance Drive, #306, San Jose, CA 95134-1559. Date taking office:

Corporation Name: Whitelat.com, Inc.

FINANCIAL DISCLOSURE (A.R.S. §§10-1622.B & 10-11622.A.9)

Nonprofit corporations **must attach** a financial statement (balance sheet including assets, liabilities and equity). All other forms of corporations are exempt from filing a financial disclosure.

9A. MEMBERS (A.R.S. § 10-11622.A.6) Nonprofit Corporations Only

This corporation **does** **does not** have members.

10. CERTIFICATE OF DISCLOSURE (A.R.S. §§10-1622.A.8 & 10-11622.A.7)

Has ANY person serving either by election or appointment as an officer, director, trustee, incorporator and person controlling or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been: **[Underlined portion pertains to profit corporations only]**

1. Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate?
2. Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven year period immediately preceding execution of this certificate?
3. Or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven year period immediately preceding execution of this certificate where such injunction, judgment, decree or permanent order involved the violation of:
 - (a) fraud or registration provisions of the securities laws of that jurisdiction, or
 - (b) the consumer fraud laws of that jurisdiction, or
 - (c) the antitrust or restraint of trade laws of that jurisdiction?

One box **must** be marked:

YES

NO

If "YES", the following information must be submitted as an attachment to this report for each person subject to one or more of the actions stated in Items 1. through 3. above.

- | | |
|---|---|
| 1. Full name and prior names used. | 5. Date and location of birth. |
| 2. Full birth name. | 6. Social Security Number |
| 3. Present home address. | 7. The nature and description of each conviction or judicial action; the date and location; the court and public agency involved, and the file or cause number of the case. |
| 4. Prior addresses (for immediate preceding 7 year period). | |

11. STATEMENT OF BANKRUPTCY (A.R.S. §§10-202.D.2 & 10-3202.02)

Has ANY person serving either by election or appointment as an officer, director, trustee, incorporator and person controlling or holding more than 20% of the issued and outstanding common shares or 20% of any other proprietary, beneficial or membership interest in the corporation served in such capacity or held a 20% interest in any other corporation during the bankruptcy, receivership, or charter revocation of the other corporation? **[Underlined portion pertains to profit corporations only]**

One box **must** be marked:

YES

NO

Chapter _____ Date Filed _____ Case Number _____

If "YES", the following information must be submitted as an attachment to this report for each person subject to the statement above: 1) The names and addresses of each corporation and the person or persons involved. 2) The state in which each corporation was a) incorporated b) transacted business. 3) The dates of corporate operation.

12. SIGNATURES

CAUTION: Annual Reports must be signed by a duly authorized officer. Annual Reports submitted with incorrect signatures will be rejected.

I DECLARE, UNDER PENALTY OF LAW, THAT ALL CORPORATE INCOME TAX RETURNS REQUIRED BY TITLE 43 OF THE ARIZONA REVISED STATUTES HAVE BEEN FILED WITH THE ARIZONA DEPARTMENT OF REVENUE.

I further declare under penalty of law that I (we) have examined this report and the certificate, including any attachments, and to the best of my (our) knowledge and belief they are true, correct and complete.

Name Rodney Jaffe Date 5-9-02 Name _____ Date _____

Signature [Signature] Signature _____

Title CEO Title _____

(Signator(s) must be duly authorized corporate officer(s) listed in section 7 of this report.)