

SHORT FORM PROSPECTUS

(NAME AND ADDRESS OF ISSUER) _____ N.Y. # _____

The above named issuer by this short form prospectus hereby offers bona fide residents of the State of New York the dollar amount of the securities set forth below. These are highly speculative securities and their purchase involve a considerable degree of risk of total loss with limited possibilities of success. THE ATTORNEY GENERAL OF THE STATE OF NEW YORK HAS NOT PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

1. Issuer is an existing; a proposed; corporation;
 general partnership; limited partnership; trust;
 other (specify) _____ organized on _____

The organizational documents were prepared by _____
 with offices at _____

These documents may be examined at the office of the issuer.

2. The business of the issuer is: (describe briefly) _____

3. The issuer has the following business facilities: _____

4. Total dollar amount of offering: \$ _____ Minimum Unit \$ _____
 Maximum amount acceptable from any subscriber: \$ _____ Total estimated
 offering expenses: \$ _____ Consisting of: Legal: \$ _____
 Accounting: \$ _____ Printing: \$ _____ Filing Fees: \$ _____
 Selling Commissions \$ _____ Miscellaneous Expenses \$ _____ Net Proceeds \$ _____

5. All proceeds of the offering will be held in trust in a special account in the _____
 Bank at _____
 If less than \$ _____ are obtained by _____ all funds will be returned
 in full. If more than the minimum sum is obtained, after payment of offering expenses as set forth
 above, the proceeds of the offering will be used only as follows, and in this order of priority:

6. This is an offering of Shares of stock; Notes; Partnership Interests;
 Other (specify) _____. A specimen form of the security is attached hereto. Some
 of the risks of investing in this type of security are: _____

7. The date of this prospectus is _____ It may not be used after _____

8. The officers, directors and principals of the issuer are:

NAME	TITLE	HOME ADDRESS
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

CHECK IF CONTINUED ON SEPARATE SHEET

There are no other promoters or principals of this issuer.

9. The business background for the past 5 years of each officer, director and principal is as follows:

NAME	BUSINESS BACKGROUND
_____	_____
_____	_____
_____	_____
_____	_____

CHECK IF CONTINUED ON SEPARATE SHEET

10. Have any of the officers, directors or principals of the issuer ever been convicted of a crime, been adjudged a bankrupt, made a general assignment for benefit of creditors or been a principal of any company adjudged a bankrupt, been reorganized in bankruptcy or made an assignment for benefit of creditors? yes no. If yes, state details on separate sheet.

11. Set forth below is the compensation to be paid each officer, director and principal, the amount they are investing in this company and the percent of their time they will devote to the business of the issuer:

NAME	PERSONAL INVESTMENT	ANNUAL COMPENSATION	PERCENT OF TIME TO BE DEVOTED TO ISSUER'S BUSINESS
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

12. The statement below set forth what each of the promoters, officers and directors is receiving for promoting this company, in addition to what is stated above.

13. The offering price of these securities has been arbitrarily determined and there is very little likelihood that there will ever be a public market for these securities.

14. Attached are the financial statements of the issuer.

15. A high percentage of small or new businesses fail or discontinue business with a total loss to investors. If the business is not successful, the promoters may just walk away from the company without personal liability.

16. The books and records of the issuer will be maintained in accordance with the New York Intra-state Financing Act and regulations thereunder.

17. The issuer will provide annual reports to all investors which reports will contain the information called for by the New York Intrastate Financing Act and the regulations issued thereunder, which reports will include a balance sheet and profit and loss statement prepared in accordance with generally accepted accounting principles. The fiscal year of the issuer ends _____ . Financial reports will will not be audited by an independent certified public accountant.

18. In the event the issuer fails to live up to its obligations to purchasers of their securities, it is not the function of any governmental agency to enforce the rights of any purchaser. These rights can only be enforced by private litigation which may be expensive and time consuming.

19. The following is a brief summary of the nature of the organization of the issuer and the rights and priorities of the securities being offered by this prospectus:

20. The issuer is involved in the following lawsuits (if none, so indicate):

21. The following additional information is material:

22. Each of the officers, directors and principals of this issuer believes the offering to be fair, just and equitable and that the foregoing information is true, accurate and complete as stated.

SUBSCRIPTION AGREEMENT:

Instructions: Please read the attached short form prospectus, discuss same with your attorney and, if you determine to make the investment, complete three copies of this subscription agreement. You are to retain one copy and provide two copies to the issuer. This subscription agreement cannot be accepted unless all of the information is provided.

NAME: _____ DATE: _____

ADDRESS: _____

HOME PHONE: _____ OFFICE PHONE: _____ AGE: _____

SOCIAL SECURITY NUMBER: _____ OCCUPATION: _____

Subject to acceptance by you, in writing, the undersigned hereby offers to subscribe to _____ units of _____ consisting of _____ for a total consideration of \$ _____.

The undersigned each warrants that he is over the age of 21, able to read and understand the English language, and a bona fide resident of the State of New York. Each of the undersigned further warrants that he has read and understood the attached prospectus, that he is purchasing these securities for his own account and not with a view towards resale to others and that no portion thereof is for the account of another. The undersigned further warrants that his financial security will in no way be jeopardized should he lose his entire investment.

The undersigned heard about this investment as follows:

The undersigned has the following business or personal relationships with the promoters of this venture (indicate names, length of time and nature of relationship; if none, so indicate):

Attached find my check to the order of _____ Special Trust Account in the sum of \$ _____.

The agreements and representation herein are made by each person signing this agreement, if more than one.

Use if Single Ownership { (Signature) _____
(Print full name) _____

IF JOINT OWNERSHIP WITH RIGHT OF SURVIVORSHIP

Use if Joint Ownership { (SIGNATURE) _____ and _____ (SIGNATURE) _____
(PRINT FULL NAME) _____ and _____ (PRINT FULL NAME) _____
(PRINT ADDRESS) _____ and _____ (PRINT ADDRESS) _____

Accepted:
Receipt acknowledged of Check for \$ _____

SIGNATURE DATE