3700 34th Street, Suite 120, Orlando, Florida 32805-6613
Main-407-977-5112 • Fax 407-977-5116 • Toll Free 1-855-HOUSE-07
http://Rapid-Home-Solutions.com

$1,000,000.00

719,425 Total Shares of Common Stock
Minimum Purchase of $23,980
$1.39 Cents per Share

PRIVATE PLACEMENT OFFERING MEMORANDUM

This Private Placement Offering Memorandum ("PPM" or "Memorandum" or "Offering Memorandum") is issued by Rapid Home Solutions, Inc., a publicly reporting company under the rules promulgated by the United States Securities and Exchange Commission (the "SEC") registered with the State of Florida and doing business at 3700 34th Street, Suite 120, Orlando, Florida, 32805 (the "Company", or "Rapid Home Solutions"). This is a private offering of shares of common stock. The following exhibits are incorporated herein

Exhibit A	Executive Business Summary
Exhibit B	Investor Presentation
Exhibit C	Intentionally Left Blank
Exhibit D	Articles of Incorporation (Amended)
Exhibit D-2	Resolution by the Board of Directors
Exhibit E	Accredited Investor Questionnaire
Exhibit F	Subscription Agreement

Common Stock	**Offering Price**	**Commission**	**Net Proceeds to Company**
Per Share	$1.39	NONE	$1.39 or $1,000,000

The Company is making the Offering to accredited investors, and up to 35 non-accredited investors as defined in Rule 501(a) under the Securities Act of 1933, as amended (the "Securities Act").

This Offering is being made in reliance on exemptions from registration pursuant to Section 4(2) of the Securities Act and Regulation D promulgated thereunder, and applicable state securities laws. The stock will be sold pursuant to the terms of the Subscription Agreement, which contains, among other things, the conversion disclosures.

This Memorandum is furnished on a confidential basis to the person whose name appears on the cover page hereof (the "Offeree"). This Memorandum constitutes an offer only to the Offeree and is provided to the Offeree solely for the purpose of evaluating an investment in the Company offered hereby.

Pending completion of the Offering, all funds representing an investor's purchase may be used by the Company at any time. No public market currently exists for the stock of the Company or any other securities of the Company. The Company cannot provide assurance that a public market for any of those securities will develop in the future. The Company's stock is subject to restrictions on transferability and resale, and may not be resold unless they are subsequently registered under the Securities Act and applicable state securities laws or an exemption from registration is available.

AN INVESTMENT IN THE COMPANY IS SPECULATIVE, INVOLVES A HIGH DEGREE OF RISK, AND SHOULD BE CONSIDERED ONLY BY SOPHISTICATED INVESTORS WHO CAN BEAR THE ECONOMIC RISKS OF THEIR INVESTMENTS FOR AN INDEFINITE PERIOD AND WHO CAN AFFORD TO SUSTAIN A COMPLETE LOSS OF THEIR INVESTMENTS. SEE "RISK FACTORS."

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE PERSON OR ENTITY CREATING THE SECURITIES AND THE TERMS OF THE UNIT OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OR APPLICABLE STATE SECURITIES LAWS. THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION OR OTHER REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THERE FROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

By accepting delivery of this Memorandum, the Offeree agrees (i) to keep confidential the contents of this Memorandum and any other oral or written information provided by the Company (directly or through one of its financial or legal advisors) in connection with the Offering and not to disclose the same to any third party or otherwise use the same for any purpose other than evaluating an investment in the Company, (ii) not to copy, in whole or in part, this Memorandum or any other written information provided by the Company (directly or through one of its financial or legal advisors) in connection herewith and (iii) to return this Memorandum and any such written information to the Company (address above in introductory paragraph) in the event that the Offeree does not subscribe to purchase any Offering, no portion of the Offeree's subscription is accepted or the Company Offering is terminated or withdrawn.

This Memorandum does not constitute an offer to sell, or a solicitation of an offer to buy, any unit offered hereby to any person in any jurisdiction in which it is unlawful to make such an offer or solicitation to such person.

Neither the delivery of this Memorandum nor any sale made hereunder shall under any circumstance create any implication that the information contained herein is correct as of any date subsequent to the date hereof.

The Company reserves the right, in its sole discretion and for any reason whatsoever, to modify, amend, withdraw or terminate the Company Offering, to accept or reject in whole or in part any prospective investment in the stock offered hereby, or to allot to the Offeree fewer than the number of stock the Offeree desires to purchase. The Company shall have no liability whatsoever to the Offeree in the event that any of the foregoing shall occur.

In determining whether to invest in the Company offering, the Offeree must rely upon his, her or its own examination of the Company and the terms of the Company Offering made hereby, including the merits and risks involved. The Company will, prior to the closing of the Offering made hereby, afford prospective investors an opportunity to ask questions of and to receive answers from the Company concerning the terms and conditions of the Company Offering and to obtain any additional relevant information which the Company possesses or can acquire without unreasonable effort or expense. Except as aforesaid, no person is authorized in connection with the Company Offering to give any information or make any representation not contained in this Memorandum and, if given or made, such information or representation must not be relied upon as having been authorized by the Company.

The Company makes no express or implied representation or warranty as to the attainability of any forward looking statements or projections set forth herein or as to the accuracy or completeness of the assumptions from which that projected information is derived. Projections of the Company's future performance are necessarily subject to a high degree of uncertainty, including certain factors set forth in the following risk factors and elsewhere in this Memorandum and actual results may vary materially and adversely from any projections.

It is expected that the Offeree will pursue its own independent investigation with respect to the projected financial information included herein. Any estimates and projections contained herein have been prepared by the management of the Company and involve significant elements of subjective judgment and analysis that may or may not be correct. Neither the Company nor its financial or legal advisors makes any representation or warranty, express or implied, as to the accuracy or completeness of the information contained in this document, and nothing contained herein is, or shall be relied upon as a warranty or representation, whether as to past or future.

EXECUTIVE SUMMARY – RAPID HOME SOLUTIONS, INC.

Rapid Home Solutions, Inc. is an Orlando based company holding a national home manufacturer license, engaged in providing a custom, low-cost, high-quality, affordable housing solution to domestic and international clientele at a high-production rate in efforts to address the ever-growing domestic demand for affordable homeownership, as well as providing relief to international governments with an inordinate demand for emergency housing aid - due to inevitable natural disasters. The Company is a registered National Home Manufacturer licensed in the state of Florida under License No. MFT10412. The Company's operations are located in Orlando, Florida. The Company is a reporting company under the rules promulgated by the SEC and bears the CIK #0001607495.

Rapid Home Solutions was incorporated in the State of Virginia on February 3, 2012 and then later incorporated in the State of Florida on October 2, 2012 as a foreign entity and is a development stage company with minimal revenues.

The Company's goal is to provide a clear path to a custom, low-cost, high-quality, affordable housing solution for low to moderate income families and individuals as well as providing our *rapid home solution* on a global basis. We work to achieve this mission by utilizing our patent pending semi-automated manufacturing processes and pioneering technology that transforms the way homes are constructed, designed and sold, combined with the implementation of a scalable and innovative marketing strategy. We've develop manufacturing hardware and systems that deliver new opportunities and greater convenience as well as safer, more efficient homes through enhanced production capacity. We can be found on the internet at http://www.RapidHomes.org.

Our creed is as follows; The company's mission is to provide hope through homeownership. To inspire independence. To promote self reliant lifestyles. To nurture and mentor financial independence by creating entrepreneurial and employment opportunities. To embrace, restore and preserve functional family lifestyles through healthy & inspirationally conducive living environments & rapid homeownership solutions.

To leave our planet in a better environmental condition than we found it. To create empowering home structures that improve our ecosystem and bless the lives of those that produce them and those that live in them. To proudly raise the bar and set a new standard for corporate responsibility beyond bottom-line/maximum profit ideologies. To boldly assure affordability in homeownership and to defiantly bridge the gap to credit worthiness for all income classes. To create an awakening in our community and a viral culture that inspires occupational, economical, physical, emotional and spiritual health and balance, systemically.

TO COLLECTIVELY CHANGE THE WORLD WE LIVE IN AS WE KNOW IT TODAY, ONE ECO FRIENDLY ACT AT A TIME. ONE TEAM MEMBER AT A TIME. ONE HOMEOWNER AT A TIME.

The Company currently generates revenue by developing custom, low-cost, high-quality, affordable housing, provided to consumers by utilizing pioneering technology via our patent pending semi-automated manufacturing processes. We also offer various services to cure and satisfy any credit issues hindering the consumer from being eligible to become a homeowner and/or customer. The company builds these homes in fully integrated turn-key components at its 60,000 sq ft manufacturing facility located at 1501 Robie Avenue, Mount Dora, FL 32757, which rest on 7.35 acres. The fully integrated turn-key components of the home are delivered to the client's home site for final assembly. In addition to selling individual homes and services, the Company may offer licensing of its technological processes via franchise/dealership opportunities.

The Company's primary product focus is on providing a custom affordable housing solution to a wide range of clients on a high capacity production line. The technologies that it implements are manufacturing-based and ensure highly accurate repeatability via semi-automated robotics. The accurate nature and repeatability of this method allows home construction to move from slab to certificate of occupancy (COO) at approximately 90% faster over the currently marketable conventional stick-built home construction methods. The Company plans on expanding its current customer base from local domestic individuals to participating in domestic and international government contracts including these potential industries, among others:

- Governmental agencies such as Federal Emergency Management Agency (FEMA),
- Non-Federal Agencies;
- Hospitality;
- Emergency disaster relief to international government agencies.
- Commercial construction

A. Industry Overview

New home construction has increased over 15% since 2009 according to the U.S. Bureau of the Census. The U.S. Bureau of the Census of the Department of Commerce announced that residential construction spending during April 2013 was estimated at a seasonally adjusted annual rate of $503.274 billion USD and estimated at a seasonally adjusted annual rate of $953.548 billion USD in April 2014 - a $450.274 billion USD increase (89.46% increase).

NEW RESIDENTIAL CONSTRUCTION IN JANUARY 2015

According to the U.S. Census Bureau News Joint Release U.S. Department of Housing and Urban Development;

❖ **BUILDING PERMITS**

Privately-owned housing units authorized by building permits in January 2015 were at a seasonally adjusted annual rate of 1,053,000. This is 8.1 percent (±2.0%) above the January 2014 estimate of 974,000.

❖ **HOUSING STARTS**

Privately-owned housing starts in January were at a seasonally adjusted annual rate of 1,065,000. This is 18.7 percent (±14.5%) above the January 2014 rate of 897,000.

❖ **HOUSING COMPLETION**

Privately-owned housing completions in January were at a seasonally adjusted annual rate of 930,000. This is 1.3 percent (±7.4%)* above the revised December estimate of 918,000 and is 9.4 percent (±10.4%)* above the January 2014 rate of 850,000.

*90% confidence interval includes zero. The Census Bureau does not have sufficient statistical evidence to conclude that the actual change is different from zero.
(source: http://www.census.gov/construction/nrc/pdf/newresconst.pdf - Released WEDNESDAY, FEBRUARY 18, 2015 AT 8:30 A.M. EST)

TAKE AWAYS:

Mark Zandi, Chief Economist at Moody's Analytics:
"New- and existing-home sales are expected to increase by as much as 20 percent in 2015. Key to this optimism is continued gains in the job market. The market should be tight enough that households will finally enjoy real wage gains."
(source: http://www.inman.com/2015/01/22/5-economists-forecast-the-2015-housing-market/)

The U.S. Census Bureau of the Department of Commerce announced that residential construction spending during April 2013 was estimated at a seasonally adjusted annual rate of $503 billion - roughly 1 million new homes - less than half the market demand. Household growth, along with replacements and second home demand will require production of 1.85 to 2.17 million new homes per year. Despite that, less than 3% of the single family homes produced fell within the national affordability standards. This accounts for almost exactly half of the market demand deficit of 1 million new homes per year. Identifying the problem points directly to the high cost of construction and time-to-build, as well as land cost, have historically proven to be obstacles that could not be overcome, until now.

B. Our Solution

Rapid Home Solutions, Inc., has developed a The **S.T.R.E.A.M.** Building Process, (**Science, Technology, Research, Engineering, Architecture and Mechanics), which allows for home structures to be built in a pre-assembled fashion via a proprietary manufacturing assembly line, similar to that of the Ford Motors assembly line, utilizing robotics and machinery that produces repetious accuracy on a micro level. This new technology allows for homes to be built approx. 90% faster and for 40% less cost, over traditional construction methods.**

(SEE **SECTION D** FOR MANUFACTURING PROCESS)

The walls of the home, or *'wall panels'*, are build in the manufacturing facility on an assembly line which is under continuous motion. Once the wall panels are fully built and sealed, they are loaded into shipping containers and brought to the home site where they are unloaded and placed into a proprietary custom track which would be pre-built into the concrete slab. The track would be previously laid out to fit the home's dimensions and the concrete slab poured around the track. Once the wall panels are slid into the base track, the wall panels are locked into the base track and the walls are locked to each other with the roof locking into the wall panels utilizing a proprietary locking mechanism, providing for a watertight seal from base to ceiling. Kitchen and bathrooms are pre-assembled into component sections which are all installed at the home site along with the wall panels.

As an example of efficiency, this new building process produces enough wall panels for a 1,600 square foot home to be built in about an hour with an assembly time of 24 hours from slab to certificate of occupancy (COO).

C. Our Product

The **S.T.R.E.A.M.** Building Process produces high quality single family custom built residential homes. The products produced are eco-friendly by producing less waste than any other homebuilder in the space. The homes are **energy efficient** by reducing energy consumption by over 50% by implementing hot water on demand and using a high density spray foam with an R-value of 48.8. The homes are airtight and watertight making the structure **water proof** from base to ceiling and **fire proof** by utilizing a fire-retardant exterior and interior spray texture. In addition, the homes are built **hurricane proof** to withstand category 5 hurricane winds. The homes are built with cutting edge accuracy providing for perfect 90 degree angles aiding to a structurally sound home.

D. Manufacturing Process & Facility

The manufacturing facility is a 60,000 square foot building on a 7.35 acre industrial compound located at 1501 Robie Ave, Mount Dora, FL 32757. The facility will serve as the company's *Machinery 'R&D' (Research and Development) Division*, fabricating the equipment and machinery needed for its proprietary and automated manufacturing process.

The facility is complemented with over 7 acres of light manufacturing zoned land. Rapid Home Solutions will be establishing an industrial state-of-the-art 'full scale' testing ground, where turbine wind generators will create winds ranging from gale force winds (39 MPH) to winds well in excess of hurricane category-5 (250 MPH). Additional testing capacity will research both heavy side-ways rain and full scale flooding in its 150'L X 90'W x 20'D full scale flood tank, which can accommodate a full scale single-family home. Blast mitigation as well as tornadic uplift testing and earthquake racking will also be a major part of the structural testing program at the new facility.

The underlying technology is best described as 'Henry Ford meets Bob Vila' and incorporates the precision of robotic technology. Essentially, RHS has taken the craftsmanship of Bob Vila and incorporated with the Ford assembly line, borrowing robotic automation from the automotive industry while implementing new innovations. The STREAM system utilizes advances in material, application and mechanical systems to develop new types of structural components.

E. Programs

Rapid Home Solutions's flagship program, *'Partnership In Homeownership'* is an umbrella comprise the three programs; the Referral Program, Credit Restoration Program and the PLUS Program. These programs all crafted to assist in the viability of the client becoming a homeowner, thus translating to the sale of a home via Rapid Home Solutions. A $500 fee per client is typically associated with enrollment.

❖ Referral Program

The Referral Program allows clients to earn credit towards their down payment and home upgrades by making referrals to would-be homeowners. Each referral must be qualified with initial contact being made by the client. The referral must contact Rapid Home Solutions to discuss the program in further detail.

- **Credit Restoration Program**

The Credit Restoration Program provides the services needed to resolve any derogatory credit issues preventing mortgage approval. The process also helps the client to establish credit lines. A Personal Financial Consultant also provides healthy credit usage, management, maintenance & other methods to continue increasing the client's score.

- **PLUS Program**

The Plus Program provides a path to generating a revenue stream to either subsidize, replace existing income or establish new income as a full or part time affiliate of Rapid Home Solutions' Affiliate Program. Affiliates can earn an unlimited amount of income.

F. Customers and Marketing

America's low to moderate income sector of our economy represents the lion share of the housing market once you factor in rentals, subsidized housing and homelessness. RHS' domestic private sector customer base is made up of a mixed demographic to include residential, commercial, industrial. The government/private sector demographic is comprised of military, agencies and humanitarian aid, caribbean markets, North America, South America, oversea governments.

DOMESTIC PRIVATE SECTOR

- **Residential**
  Private Primary Residence, Spec Investors, Track Home Developers, Custom Builders, Home Brokers.

- **Commercial**
  Real Estate Brokers, Real Estate Investors, Land Developers, Community Planners, Commercial Property Strips, Insurance Company Replacement Units, Insurance Company Replacement Units, Red Cross, Disaster Relief Shelter, Red Cross, Disaster Relief Shelters.

- **Industrial**
  Storage Buildings, Substations, Warehousing & Distribution.

GOVERNMENT SECTOR

- **Military**
  Base Housing, Field Staging Shelters, Storage Units.

- **Agencies and Humanitarian**
  FEMA & Homeland Security disaster, Relief dormitory shelters, Emergency Short Term and long term, Permanent & Non-permanent housing, Housing replacement, Red Cross, United Nations, Staging Shelters.

- **Caribbean Markets**
  - Haiti - 200,000 units,
  - Jamaica - 9,073 units,
  - Puerto Rico - 90,000 units

- **North America**
  - United States -1,500,000 units,
  - Canada - 3,200,000 units

- **South America**
  - Housing shortages over 2.5 million

- **Overseas Governments**
  - Asia - South Asia - 30 million,
  - India - 70 million
  - Africa - 268.5 million homeless, 268.5 million homeless

Marketing

RHS has launched two progressive marketing programs:

1. **The Partnership In Homeownership**
   This program allows a fast-track path from renter to homeowner for citizens that lack either sufficient credit and/or the financial resources to meet all the down payment and closing cost requirements typically associated with purchasing a home. The program will provide all the services necessary to repair credit, establish new credit lines and accumulate the funds required for down payment and closing costs to meet the 'skin in the game' requirements through a commission based referral program to assure that those financial obligations are met; essentially, at no upfront cost to the buyer, while allowing the home buyer to immediately take occupancy of their new home.

2. **Referral Program**
   The Referral Program allows you to earn credit towards your down payment and home upgrades by simply making referrals to would-be homeowners. Each referral must be qualified with initial contact being made by the client. The referral must call Rapid Home Solutions to discuss the program in further detail.

G. Industry, Competition, and Future Operations

The Housing Industry

The housing market has begun to transition from one phase of recovery to the next. First-time buyers, including the record number of 25 to 34-year-old boomerangers who have been living with their parents or grandparents have been the engine to propel growth.

In 2014, construction of rental apartments and condos returned to pre-boom-and-bust levels. But construction of single-family homes made it just halfway back to the normal annual average of 1.3 million starts, says Robert Denk, an economist with the National Association of Home Builders. The NAHB forecasts that single-family-home starts won’t hit the million mark until 2016. Material shortages and price spikes have eased, but skilled labor and buildable land are scarce. The biggest hurdle continues to be access to credit, both for the builders and their buyers. RHS has continued to address these and other industry shortcomings, providing a viable option for future homeowners.

Competition

The Company faces competition from larger companies such as D.R. Horton, PulteGroup, Lennar Group, NVR, Toll Brothers, Taylor Morrison, and KB Homes for home sales. The Company’s competitors may offer or develop products similar to its solutions. However, the Company currently has the only housing solution which can produce homes at the rate of one 1600sf house per hour, which are also built to withstand Category-5 hurricane winds.

The Company believes that there are currently no other companies that compete with it in its current market, but there may be other new entrants in the future. The Company product lines are currently limited to residential home construction with commercial application capabilities of up to 4 floors high. Some of its competition have greater financial resources, and larger customers, and are well-established businesses with substantial capabilities. Furthermore, the Company’s competitors may have technological advantages and may be able to implement new technologies more rapidly than it. Additionally, the market for residential home construction is dependent upon a number of factors beyond our control, which at times cannot be accurately predicted. These factors include the extent of competitive products, new entrants, and overall demand. Other factors include price of material and access to *turnkey-ready* clientele with no credit damage.

The Current Problem

The current prevailing home building method of today has varied very little in the last 100 years. For the most part, home construction remains a high human capital dependant process requiring the hiring of many labor workers, high salary technicians for various positions including HVAC, electrical, plumbing, etc., adding to the cost to do business. Even with the human capital involved, this traditional home building method typically takes between 3-6 months to completion. Materials are brought to the jobsite and often left subject to weather conditions. Homes are only built to withstand the wind speed requirements of the given state, thus being subject to suffer severe damage or complete destruction once wind, racking and uplift tolerations are exceeded, leaving behind only a slab in the aftermath of a natural disaster. Typically, homes built using traditional building methods are not fireproof and waterproof and are often built without the accuracy of 90 degree cornered angles.

H. Construction Features & Benefits of STREAM Method of Building

The **S.T.R.E.A.M.** Building Process produces high quality single family custom built residential homes. The products produced are eco-friendly by producing less waste than any other homebuilder in the space. The homes are **energy efficient** by reducing energy consumption by over 50% by implementing hot water on demand and using a high density spray foam with an R-value of 48.8. The homes are airtight and watertight making the structure **water proof** from base to ceiling and **fire proof** by utilizing a fire-retardant exterior and interior spray texture. In addition, the homes are built **hurricane proof** to withstand category 5 hurricane winds. The homes are built with cutting edge accuracy providing for perfect 90 degree angles aiding to a structurally sound home.

I. Facilities, Logistics & Employees

Facilities & Logistics

Rapid Home Solutions, Inc. is currently transferring it's 2,500 square foot headquartered operations in Orlando, Florida to a newly acquired 60,000 square foot facility in Deland, FL. The office is divided among the Company's various disciplines: management, finance, customer service, sales, marketing and customer service. The Company's Florida headquarters will house a real estate coordinator, bookkeeper, office manager, Program Developers, Sales teams, and customer service staff.

The company currently occupies a 60,000 square foot leased facility located in Deland, Florida. The facility serves as our Research and Development (R&D) facility. In addition to the 60,000 square foot of industrial manufacturing space, an additional 8,000 square foot of office space will be utilized to support the Machinery R&D Division offices. 5,000 square foot of that office space will be allocated for administrative offices with 3,000 square foot being allocated for manufacturing and production office spaces. The facility is leased at the monthly rate of $9,375.00.

Location	Address	Size	Price
Mount Dora, Florida	1501 Robie Avenue Mount Dora, Florida. 32757	60,000 square feet	$9,375.00/month

The newly-acquired facility will serve as the company's *Machinery 'R&D' (Research and Development) Division*, fabricating the equipment and machinery needed for its proprietary and automated manufacturing process. Additionally the facility will serve as a base of operations for R&D for construction science and material sustainability.. The facility is complete with a rail spur on site, paving opportunity for national distribution.

In addition, the newly acquired facility is complemented with over 7 acres of light manufacturing zoned land to be used for an industrial state-of-the-art 'full scale' testing ground, where turbine wind generators will create winds ranging from gale force winds (39 MPH) to winds well in excess of hurricane category-5 (250 MPH). Additional testing capacity on the property will research both heavy side-ways rain and full scale flooding in its 150'L X 90'W x 20'D full scale flood tank, which can accommodate a full scale single-family home. Blast mitigation as well as tornadic uplift testing and earthquake racking will also be a major part of the structural testing program at the new facility.

Employees

As of July 26, 2014, Rapid Home Solutions, Inc. employs a total of 2 people, both of whom are in and executive position; Rapid Home Solutions, Inc. considers its relationship with its employees to be stable, and anticipates growing its workforce.

J. Directors and Executive Officers, Promoters and Control Persons

Neither the Company, its property, nor any of its directors or officers is a party to any pending legal proceeding, nor have they been subject to a bankruptcy petition filed against them. None of its officers or directors have been convicted in, nor is subject to, any criminal proceeding.

The names and ages of the directors and executive officers of the Company and their positions with the Company are as follows:

Name	Age	Position
Steve Diaz	51	President, Chief Executive Officer, and Chairman of the Board of Directors
Ricardo Diaz	27	Vice President and Member of the Board of Directors

OFFICERS AND DIRECTORS

Steve Diaz, Age 51
Chief Executive Officer, President and Chairman of the Board of Directors.

Mr. Diaz has been a self employed entrepreneur for over 37 years, founding one of the largest residential & commercial landscape design, installation and maintenance company in Long Island, NY, (BMSCC), and was awarded some of the region's largest commercial contracts from major corporations including The Grumman Corporation, ranking #345 of the Forbes Global 2000. In 1996 Mr.Diaz diversified the company, adding home maintenance, remodeling and ultimately home construction to it's list of services.

In 2004, Mr. Diaz grew his company to 110 employees, becoming a prime contractor for Allstate® Insurance Company and State Farm® Insurance Company. Approximately one year later Mr. Diaz relocated his company to the Gulf Coast where he spent the next 36 months providing disaster and humanitarian relief for Hurricane Katrina victims. Home remodeling, tax credit community and levee reconstruction were the primary focus of the business as the need and demand for a housing solution continued to grow. By 2008 Mr. Diaz was fully immersed in formulating a new construction process to address the needs, spending this time conceptualizing the early beginnings of what would become Rapid Home Solutions, Inc.

Mr. Diaz's company currently holds "Class A Unlimited" state certified accreditation credentials in the following categories;

Manufacturer Licence
Florida Department of Business and Professional Regulation, License MFT10412
May 2014 – May 2017

Product Approval License
Florida Department of Business and Professional Regulation, License PDM10302
January 2014 – Present

(BLD) Building Class-A Commercial License
Class-A | Unlimited State Certified Accreditation

(GFC) Gas Fitting Contractor
Class-A | Unlimited State Certified Accreditation

(LPG) Liquefied Petroleum Gas
Class-A | Unlimited State Certified Accreditation

(NGF) Natural Gas Fitting
Class-A | Unlimited State Certified Accreditation

(PLB) Plumbing
Class-A | Unlimited State Certified Accreditation

(WWP) Water well/Water well Pump
Class-A | Unlimited State Certified Accreditation

(RLD) Responsible Land Disturber License
Class-A | Unlimited State Certified Accreditation

In addition to Mr. Diaz's "Class A Unlimited" state certified accreditation credentials, he also gained experience with the following;

- Major Project Experience
- Track home subdivision construction
- Infrastructure development
- Community planning
- Mass land drainage mitigation
- City water levy construction, repair and maintenance
- Tributary construction
- Mold mitigation
- Commercial remodeling
- Experience in Infrastructure Development(1999- 2012)
- Site Prep
- Land clearance
- Storm Drain Pipe exploration and construction
- Water pipe design and construction
- Curb and Gutter retrofitting
- Road Construction and Paving
- Experience in Construction Development (1996 – 2012)
- Preferred contractor status with Allstate® Insurance Company and State Farm® Insurance Company
- Residential single family house design and construction
- Residential Multi-family house design and construction
- Commercial Construction
- Sewer Pipe design and construction

Ricardo Diaz, Age 27
Vice President and Member of the Board of Directors

Ricardo Diaz serves as a Vice President of Rapid Home Solutions, Inc., an emerging home manufacturer that has developed a patent-pending construction process which enables the manufacturing of a 1,600 square foot single-family, waterproof & fireproof home in less than one hour - designed to withstand category-5 hurricane winds (approximately 185 mph). While working his way towards the current vice president position, he served as Program Developer from 2012 to 2013, he was charged with the task of creating efficient programs which focus on affordable housing, philanthropy, awareness and partnerships. His contributions to the development of a pre-market program.. Mr. Diaz has been a self employed entrepreneur successfully launching several advertising, multimedia and Tech companies.

TERMS OF OFFERING

The following summary of the Company Offering made hereby is qualified in its entirety by the more detailed information appearing elsewhere in this Memorandum along with the appropriate investor Subscription Agreement included with this Memorandum.

	List of Terms
THE OFFERING:	Common Stock. The Company is offering 719,425 Shares shares of common stock at $1.39 per share, or an aggregate purchase price of $1,000,000.00. These shares are restricted. Common shareholders are not entitled to receive any earnings and/or assets in the event of liquidation. The Company will be required to seek additional funding in the future through the issuance of equity or debt, either of which is likely to result in dilution to holders of the stock sold herein. Minimum Investment. The Company is offering a minimum investment of $23,980 for 719,425 shares of the common stock, unless otherwise agreed to by the Company.
PURCHASERS:	The Offering is made to "Accredited Investors" only and up to 35 non accredited investors as defined under the Securities Act.
CAPITALIZATION:	Rapid Home Solutions Inc Board of Directors has the authority to call a meeting to vote on the authorization and issuance of additional common shares. As a result of this offering, the Company's total issued and outstanding (fully paid) common stock will be 2,000,000 issued and outstanding which accounts for this offering. As of the date of this Offering, the "Founders," – Steve Diaz (Chairman of the Board and President & CEO, and Chief Financial Officer), and Ricardo Diaz (Vice President & Member of the Board of Directors) hold title to 100% of the issued and outstanding (fully paid) shares of common stock, which constitutes 100% of the total authorized common shares. It is anticipated that the Board of Directors will be approving a 2015 Stock-Based Incentive Plan for non-employee Directors, and an Employee Stock Option Plan, both of which will be discretionary at the Board of Directors level. It is the Company's intention to register all issued and outstanding common stock shortly after the closing of this Offering.
CLOSING OF OFFERING:	This Offering shall expire on October 1, 2015 or on an earlier date if the Board of Directors determines that is in the best interests of the Company. The Company's Board of Directors may extend this offering for an additional ninety (90) days if it determines that doing so is in the best interests of the Company.
PROCEDURES FOR PURCHASING SHARES:	At the request of a purchaser of stock, the Company will submit unaudited financial statements to such purchaser of the Company stock not later than 60 days after the close of each fiscal quarter, including income statements, balance sheets, cash flow statements, and comparisons (if applicable) to forecasts and to corresponding periods in prior years. In addition, not later than 90 days after the start of each fiscal year, upon request of a purchaser, the Company shall provide such purchaser an annual forecast prepared on a quarterly basis and, promptly after preparation, any substantial revisions to such forecasts. The Company will provide other customary information and materials, including, without limitation, reports of adverse developments, and communications with investors, press releases and effective registration statements. The Company bears the CIK# 0001607495

	At the time of purchase, each investor will be required to execute and deliver to us an Investor Questionnaire and Subscription Agreement in the form attached to this Memorandum as Exhibit E and Exhibit F, ("Subscription Agreement") together with a check for the full purchase price of the purchased Shares payable to our account titled: **Our Account Name: Rapid Home Solutions, Inc.** **Bank: TD Bank** **Account #: UPON REQUEST** **ABA #: UPON REQUEST** The shares are being offered on our behalf on a "best efforts" basis by our officers and directors. We reserve the right to offer the shares through one or more broker-dealers or agents and to pay such broker-dealers or agents cash commissions of the purchase price of the shares that they sell. If we use the services of any broker-dealer or agent, we may also agree to pay the broker-dealer or agent an accountable or non-accountable expense allowance and issue the broker-dealer or agent warrants in connection with their sales of shares.
SUBSCRIPTION AGREEMENT:	All Investors in the stock are required to execute the Subscription Agreement attached hereto. The Subscription Agreement sets for the terms and conditions of the Investor's purchase of the stock and should be read carefully by each prospective Investor herein.
INVESTOR SUITABILITY:	An investment in these shares involves a significant degree of risk and is suitable only for persons of adequate financial means who have no need for liquidity with respect to this investment and who can bear the economic risk of a complete loss of their investment. The Offering is made in reliance on exemptions from the registration requirements of the Securities Act and applicable state securities laws and regulations. Prospective investors are encouraged to consult their personal financial and tax advisors to determine whether an investment in the Shares is appropriate. We will require each investor to represent in writing, among other things, that (i) by reason of the investor's business or financial experience, the investor is capable of evaluating the merits and risks of an investment in the shares and of protecting its own interests in connection with the transaction, (ii) the investor is acquiring the shares for its own account, for investment only and not with a view toward the resale or distribution thereof, (iii) the investor is aware that the shares have not been registered under the Securities Act or any state securities laws and that transfer thereof is restricted by the Securities Act and applicable state securities laws, (iv) the investor is aware of the absence of a market for the shares and (v) such investor meets the suitability requirements set forth below.
SUITABILITY CONTINUED:	Offers to purchase will be accepted only from persons that qualify as "accredited investors," and up to 35 non-accredited investors, as such term is defined in Regulation D under the Securities Act. Each "accredited investor" must demonstrate the basis for such qualification. To be an "accredited investor," an investor must fall within any of the following categories at the time of the sale of Shares to that investor: (1) An organization described in Section 501(c)(3) of the Internal Revenue Code, a corporation, a Massachusetts or similar business trust, or a partnership, not formed for the specific purpose of acquiring the Notes, with total assets in excess of $5,000,000; (2) A director or executive officer of the Company; (3) A natural person whose individual net worth, or joint net worth with that person's spouse, at the time of such person's purchase of the Notes exceeds $1,000,000; (4) A natural person who had an individual income in excess of $200,000 in each of the two most recent years or joint income with that person's spouse in excess of $300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year; or

	(5) A trust with total assets in excess of $5,000,000, not formed for the specific purpose of acquiring the Notes, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) of Regulation D.
NON-COMPETE AND NON-SOLICITATION OF EMPLOYEES; NON-DISCLOSURE AGREEMENTS:	The Founders and key employees of the Company intend on entering into agreements (i) not to develop, design, produce, market or sell products or perform services competitive with those developed, designed, produced, marketed or sold or performed by the Company, (ii) not to induce other employees of the Company to terminate their employment with the Company, with certain limited exceptions, (iii) to assign opportunities or assets of the Company unless doing so is to securitize any debt instruments for the benefit of the Company, and (iv) not to disclose confidential information of the Company outside of its course of business. The term of such agreement is anticipated to run from the beginning of their employment to 18 months after the termination of their employment. All other employees and consultants of the Company shall execute standard non-disclosure and assignment of inventions agreements with the Company.

OPERATIONAL AND GENERAL BUSINESS RISK FACTORS

Before you invest in the Company's securities, you should be aware that there are various risks. You should consider carefully these risk factors, together with all of the other information included in this Offering before you decide to purchase our securities. If any of the following risks and uncertainties develops into actual events, our business, financial condition or results of operations could be materially adversely affected. This Offering is suitable only for persons who can afford to risk the loss of the entire amount invested.

Our ability to continue as a going concern might be hindered by unknown factors which might impact our ability to obtain future financing.

Our ability to continue as a going concern is subject to our ability to generate a profit and/or obtain necessary funding from outside sources, including obtaining additional funding from the sale of our securities, increasing sales or obtaining loans and grants from various financial institutions where possible. If we are unable to continue as a going concern, you may lose your entire investment.

We have a limited operating history and, accordingly, you will not have any basis on which to evaluate our ability to achieve our business objectives.

Since we do not have an established operating history or substantial sales yet, you will have no basis upon which to evaluate our ability to achieve our business objectives.

The absence of any significant operating history for us makes forecasting our revenue and expenses difficult, and we may be unable to adjust our spending in a timely manner to compensate for unexpected revenue shortfalls or unexpected expenses.

As a result of the absence of any operating history for us, it is difficult to accurately forecast our future revenue. In addition, we have limited meaningful historical financial data upon which to base planned operating expenses. Current and future expense levels are based on our operating plans and estimates of future revenue. Revenue and operating results are difficult to forecast. As a result, we may be unable to adjust our spending in a timely manner to compensate for any unexpected revenue shortfall, which would result in further substantial losses. We may also be unable to expand our operations in a timely manner to adequately meet demand to the extent it exceeds expectations.

Our limited operating history does not afford investors a sufficient history on which to base an investment decision.

We are currently in the development stages of our business. There can be no assurance that we will operate profitably or will have adequate working capital to meet our obligations as they become due. Investors must consider the risks and difficulties frequently encountered by early stage companies, particularly in rapidly evolving markets. Such risks include the following:

- Competition
- Ability to anticipate and adapt to a competitive market;
- ability to effectively manage expanding operations; amount and timing of operating costs and capital expenditures relating to expansion of our business, operations, and infrastructure; and

- dependence upon key personnel to market and sell our services and the loss of one of our key managers may adversely affect the marketing of our services.

We cannot be certain that our business strategy will be successful or that we will successfully address these risks. In the event that we do not successfully address these risks, our business, prospects, financial condition, and results of operations could be materially and adversely affected and we may not have the resources to continue or expand our business operations.

We have a very short history of operations and have experienced losses since inception and we may not achieve or sustain profitability in the future.

We are a development stage company with minimal revenues. We were incorporated in the State of Virginia on February 3, 2012 and then later incorporated in the State of Florida on October 3, 2012. We currently have approximately 550 customers and we anticipate that our cost of revenues and operating expenses will increase substantially in the foreseeable future as we continue to grow our business and develop our new technologies and building methods. These efforts may prove more expensive than we currently anticipate, and we may not succeed in increasing our revenues sufficiently to offset these higher expenses. Many of our efforts to generate revenues from our business are new, and any failure to increase our revenues or generate revenues from our technological solutions could prevent us from obtaining or increasing profitability. Furthermore, to the extent that we are successful in increasing our customer base, we could also incur increased losses because costs associated with entering into customer contracts are generally incurred up front, while customers are billed over the term of the contract at certain draw points or at completion. We do not expect to be profitable in the foreseeable future and we cannot be certain that we will be able to attain profitability on a quarterly or annual basis, or if we do, that we will sustain profitability.

We have a need to raise additional capital.

Rapid Home Solutions may not be able to fully develop and implement its business plan without additional capital beyond this private offering. Rapid Home Solutions may require additional financing in order to meet the milestones and requirements of its business plan. Additional funding might be required for staffing, marketing, public relations and the necessary research to expand the scope of its business plan on a global scale. Rapid Home Solutions might elect to seek additional funds up to $10,000,000 in 2015 and 2016 through the sale of equity or convertible debt securities. The issuance of these securities could dilute existing shareholders. Rapid Home Solutions funding plans include selling additional capital stock and/or borrowing to fund the aforementioned expenses. Rapid Home Solutions intends to approach Hedge Funds, Venture Capital Groups, Private Investment Groups and other Institutional Investment Groups in its efforts to achieve future funding.

Dependence on our management, without whose services, Rapid Home Solutions' business operations could cease.

At this time, Rapid Home Solutions management is wholly responsible for the development and execution of our business plan. Our management is under no contractual obligation to remain employed by us, although they have no present intent to leave. If our management should choose to leave us for any reason before we have hired additional personnel our operations may fail. Even if we are able to find additional personnel, it is uncertain whether we could find qualified management who could develop our business along the lines described herein or would be willing to work for compensation Rapid Home Solutions could afford. Without such management, Rapid Home Solutions could be forced to cease operations and investors in our common stock or other securities could lose their entire investment.

We do not presently have a traditional credit facility with a financial institution.

We do not presently have a traditional credit facility with a financial institution. The absence of a traditional credit facility with a financial institution could adversely impact our operations. If adequate funds are not otherwise available, we may be required to delay, scale back or eliminate portions of our operations and product development efforts. Without such credit facilities, Rapid Home Solutions could be forced to cease operations and investors in our common stock or other securities could lose their entire investment.

The Residential Home Construction industry is a competitive market with established companies competing for market share.

The Residential Home Construction industry is comprised of several companies that have greater resources than the company. Increased developments in home and commercial construction methods, products, procedures, technology and building processes are an ever growing industry agenda. These factors have increased the number of companies focused on our business and to that end; our competitors may have greater financial resources, and personnel than our company. Due to these constraints, our competitor's actions may likely have a negative effect upon our business and on our financial results.

We may not be able to compete successfully against current and future competitors.

The Company faces competition from larger companies such as D.R. Horton, PulteGroup, Lennar Group, NVR, Toll Brothers, Taylor Morrison, and KB Homes for home sales.

We compete with larger companies such as D.R. Horton, PulteGroup, Lennar Group, NVR, Toll Brothers, Taylor Morrison, and KB Homes in our overall area of focus, however there are more than several hundred smaller home builders that we also compete with and no assurances can be given as to the level of competitiveness we can maintain.

- Some of our competitors, such as D.R. Horton, PulteGroup, Lennar Group, NVR, Toll Brothers, Taylor Morrison, and KB Homes have greater financial, marketing, and technical resources than we do, allowing them to leverage a larger installed customer base and devote greater resources to the development, promotion and sale of their products and services than we can; and
- Companies may enter our market by expanding their building methods or acquiring a competitor.

Material defects or errors in our components could harm our reputation, result in significant costs to us and impair our ability to sell our products.

We have not experienced any serious material defects on our products, but cannot assure you that we will not encounter any material defects in our products or components in the future. We will rely on different suppliers for our our materials. If our material suppliers ceased production for any reason, we may be forced to halt sales until a new supplier agreement is reached with a new suppliers. Additionally, we could be forced to update our building methods to accommodate the new materials.

If we are unable to maintain or expand our sales and marketing capabilities, we may not be able to generate anticipated revenues.

Increasing our customer base and achieving broader market acceptance of our proprietary residential home construction methods will depend to a significant extent on our ability to expand our sales and marketing operations and activities. We expect to be substantially dependent on our sales force to obtain new customers. Competition for qualified sales personnel is intense, and we may not be able to attract, integrate sufficient highly qualified sales personnel.

We intend to file approximately 14 patents on our products but currently DO NOT hold any officially filed patents. Our business employs proprietary technology and information which may be difficult to protect and may infringe on the intellectual property rights of third parties.

Rapid Home Solutions, Inc. is in the process of filing patents to protect its intellectual property and currently relies on trade secrets, proprietary know-how and technology that we seek to protect, in part, by confidentiality agreements with prospective joint venture partners, employees, partners and consultants. We cannot assure you that these agreements will not be breached, that we will have adequate remedies for any breach, or that our trade secrets and proprietary know-how will not otherwise become known or be independently discovered by others. We currently do not hold patents from the United States Patent and Trademark Office (USPTO) on any of our products we manufacture. Management believes that part of applying for a patent allows competitors to copy our products and would force the company to file lawsuit against the offending parties upon infringement. As a small company, management believes that it is more effective to mitigate this risk by relying on our trade secrets than to file a patent and allow others to review our processes. Therefore, our success depends, in part, on our ability to keep competitors from reverse engineering our products, maintain trade secrecy and operate without infringing on the proprietary rights of third parties. We cannot assure you that the patents of others will not have an adverse effect on our ability to conduct our business, that any of our trade secrets and applications will be protected, that we will develop additional proprietary technology that is defensible against theft or will provide us with competitive advantages or will not be challenged by third parties. Further, we cannot assure you that others will not independently develop similar or superior technologies, duplicate elements of our technology or design around it.

It is possible that we may need to acquire licenses to, or to contest the validity of, issued or pending patents or claims of third parties. We cannot assure you that any license acquired under such patents would be made available to us on acceptable terms, if at all, or that we would prevail in any such contest. In addition, we could incur substantial costs in defending ourselves in suits brought against us for alleged infringement of another party's patents or in defending the validity or enforceability of any patents we may seek in the future, or in bringing patent infringement suits against other parties.

We will need to increase the size of our organization, and may experience difficulties in managing growth.

We are a small company with limited full-time employees. We expect to experience a period of significant expansion in headcount, facilities, infrastructure and overhead and anticipate that further expansion will be required to address potential growth and market opportunities. Future growth will impose significant added responsibilities on members of management, including the need to identify, recruit, maintain and integrate managers. Our future financial performance and its ability to compete effectively will depend, in part, on its ability to manage any future growth effectively.

We are subject to compliance with securities law, which exposes us to potential liabilities, including potential rescission rights.

We may have offered and/or sold our common stock to investors pursuant to certain exemptions from the registration requirements of the Securities Act of 1933, as well as those of various state securities laws. The basis for relying on such exemptions is factual; that is, the applicability of such exemptions depends upon our conduct and that of those persons contacting prospective investors and making the offering. We have not received a legal opinion to the effect that any of our prior offerings were exempt from registration under any federal or state law. Instead, we have relied upon the operative facts as the basis for such exemptions, including information provided by investors themselves.

If any prior offering did not qualify for such exemption, an investor would have the right to rescind its purchase of the securities if it so desired. It is possible that if an investor should seek rescission, such investor would succeed. A similar situation prevails under state law in those states where the securities may be offered without registration in reliance on the partial preemption from the registration or qualification provisions of such state statutes under the National Securities Markets Improvement Act of 1996. If investors were successful in seeking rescission, we would face severe financial demands that could adversely affect our business and operations. Additionally, if we did not in fact qualify for the exemptions upon which it has relied, we may become subject to significant fines and penalties imposed by the SEC and state securities agencies.

We incur costs associated with SEC reporting compliance.

We incur certain costs of compliance with applicable SEC reporting rules and regulations including, but not limited to attorney's fees, accounting and auditing fees, other professional fees, financial printing costs and Sarbanes-Oxley compliance costs. On balance, Rapid Home Solutions has determined that the incurrence of such costs and expenses was preferable to Rapid Home Solutions being in a position where it had very limited access to additional capital funding.

We may need additional capital that could dilute the ownership interest of investors.

We require substantial working capital to fund our business. If we raise additional funds through the issuance of equity, equity-related or convertible debt securities, these securities may have rights, preferences or privileges senior to those of the rights of holders of our common stock and they may experience additional dilution. We cannot predict whether additional financing will be available to us on favorable terms when required, or at all. Since our inception, we have experienced negative cash flow from operations and expect to experience significant negative cash flow from operations in the future. The issuance of additional common stock by Rapid Home Solutions may have the effect of further diluting the proportionate equity interest and voting power of holders of our common stock.

We may not have adequate internal accounting controls. While we have certain internal procedures in our budgeting, forecasting and in the management and allocation of funds, our internal controls may not be adequate.

We are constantly striving to improve our internal accounting controls. While we believe that our internal controls are adequate for our current level of operations, we believe that we may need to employ accounting additional staff as our operations ramp up. Additionally, our board of directors has not designated an Audit Committee and we do not presently have any outside directors. We intend to attract outside directors once Rapid Home Solutions commences full operations, and to designate an Audit Committee from such outside directors. There is no guarantee that such projected actions will be adequate or successful or that such improvements will be carried out on a timely basis. If, in the future, we do not have adequate internal accounting controls, we may not be able to appropriately budget, forecast and manage our funds, we may also be unable to prepare accurate accounts on a timely basis to meet our continuing financial reporting obligations and we may not be able to satisfy our obligations under US securities laws.

We do not intend to pay cash dividends in the foreseeable future.

We currently intend to retain all future earnings for use in the operation and expansion of our business. We do not intend to pay any cash dividends in the foreseeable future but will review this policy as circumstances dictate.

There is currently no market for our securities and there can be no assurance that any market will ever develop or that our common stock will be listed for trading.

Although we have interests in having our stock traded on the OTCBB in the future, Rapid Home Solutions stock has not been approved for trading on the OTCBB or any other exchange and Rapid Home Solutions has not contacted any market makers about applying on behalf of Rapid Home Solutions. Therefore, there has not been any established trading market for our common stock and there is currently no market for our securities. Even if we are ultimately approved for trading on the OTC Bulletin Board ("OTCBB") or other exchange, there can be no assurance as the prices at which our common stock will trade if a trading market develops, of which there can be no assurance.

Our common stock is subject to the penny stock regulations.

Once it commences trading (if ever) our common stock could be subject to the SEC's "penny stock" rules to the extent that the price remains less than $5.00. Those rules, which require delivery of a schedule explaining the penny stock market and the associated risks before any sale, may further limit your ability to sell your shares.

The SEC has adopted regulations which generally define "penny stock" to be an equity security that has a market price of less than $5.00 per share. Our common stock currently has no "market price" and when and if a trading market develops, may fall within the definition of penny stock and subject to rules that impose additional sales practice requirements on broker-dealers who sell such securities to persons other than established customers and accredited investors (generally those with assets in excess of $1,000,000, or annual incomes exceeding $200,000 or $300,000, together with their spouse).

For transactions covered by these rules, the broker-dealer must make a special suitability determination for the purchase of such securities and have received the purchaser's prior written consent to the transaction. Additionally, for any transaction, other than exempt transactions, involving a penny stock, the rules require the delivery, prior to the transaction, of a risk disclosure document mandated by the Commission relating to the penny stock market. The broker-dealer also must disclose the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and, if the broker-dealer is the sole market-maker, the broker-dealer must disclose this fact and the broker-dealers presumed control over the market. Finally, monthly statements must be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks. Consequently, the `penny stock` rules may restrict the ability of broker-dealers to sell our common stock and may affect the ability of investors to sell their common stock in the secondary market.

Our common stock is illiquid and may in the future be subject to price volatility unrelated to our operations.

Our common stock has no market price and, if and when a market price is established, could fluctuate substantially due to a variety of factors, including market perception of our ability to achieve our planned growth, quarterly operating results of other companies in the same industry, trading volume in our common stock, changes in general conditions in the economy and the financial markets or other developments affecting our competitors or us. In addition, the stock market is subject to extreme price and volume fluctuations. This volatility has had a significant effect on the market price of securities issued by many companies for reasons unrelated to their operating performance and could have the same effect on our common stock. Sales of substantial amounts of common stock, or the perception that such sales could occur, could adversely affect the market price of our common stock (if and when a market price is established) and could impair our ability to raise capital through the sale of our equity securities.

We have not voluntarily implemented various corporate governance measures, in the absence of which, shareholders may have more limited protections against interested director transactions, conflicts of interest and similar matters.

Recent Federal legislation, including the Sarbanes-Oxley Act of 2002, has resulted in the adoption of various corporate governance measures designed to promote the integrity of the corporate management and the securities markets. Some of these measures have been adopted in response to legal requirements. Others have been adopted by companies in response to the requirements of national securities exchanges, such as the NYSE or the Nasdaq Stock Market, on which their securities are listed. Among the corporate governance measures that are required under the rules of national securities exchanges are those that address board of directors' independence, audit committee oversight, and the adoption of a code of ethics. We have not yet adopted any of these corporate governance measures and, since our securities are not yet listed on a national securities exchange, we are not required to do so. It is possible that if we were to adopt some or all of these corporate governance measures, stockholders would benefit from somewhat greater assurances that internal corporate decisions were being made by disinterested directors and that policies had been implemented to define responsible conduct. Prospective investors should bear in mind our current lack of corporate governance measures in formulating their investment decisions.

GENERAL INVESTOR RISKS SPECIFIC TO INVESTMENT IN RAPID HOME SOLUTIONS, INC.

While Rapid Home Solutions believes the corporation has considered all material factors that might affect the overall economic performance, there are inherent risks in relying on forecasts. The evaluation of the factors that are considered in the preparation of a forecast is highly subjective. Actual results can differ materially from results forecasted if the assumptions underlying the forecasts prove to be incorrect. Factors that can cause actual performance to vary with that of a forecast include, among others, property sales performance, the effects of competition, including the impact of new supply and assumptions regarding the effects of inflation. No assurance can be given that assumptions will prove correct or that actual results will not differ from the results forecasted. If forecasted results are not achieved, Rapid Home Solutions may not generate positive cash flows to meet our obligations when due.

Many entities, including public and private funds, commercial and investment banks, commercial financing companies, insurance companies and others will compete with us to make the types of investments that Rapid Home Solutions plans to make in this Offering. Many of these competitors are substantially larger, have considerably greater financial, technical and marketing resources than Rapid Home Solutions and offer a wider array of financial services. In addition, some competitors may have higher risk tolerances or different risk assessments, which could allow them to consider a wider variety of investments and establish more relationships. Rapid Home Solutions cannot assure you that the competitive pressures it faces will not have a material adverse effect on its business, financial condition and results of operations. Also, as a result of this competition, Rapid Home Solutions may not be able to take advantage of attractive investment opportunities from time to time, and can offer no assurance that it will be able to identify and make investments that are consistent with its investment objective.

Rapid Home Solutions may have cash deposited in financial institutions which is in excess of the limit imposed by the Federal Deposit Insurance Corporation (“FDIC”).

Management has discretion over the use of proceeds.

Management will exercise all decisions regarding the use of proceeds from the sale of the securities from this Offering. The Company has provided a broad scope of how proceeds from this offering are to be deployed, however; notwithstanding, no person should purchase the securities unless he or she is willing to entrust all aspects of our operations, management and the use of proceeds to our management. Rapid Home Solutions plans to use the proceeds from this Offering for working capital purposes, which include research and development (R&D), rent, hardware, salaries, marketing, and professional fees. Rapid Home Solutions has broad discretion in the application of proceeds and the timing of the expenditure of this Offering. If Rapid Home Solutions fails to invest the net proceeds from this Offering effectively, Rapid Home Solutions may be unsuccessful in implementing its Business Plan and unable to meet its obligations with respect to the stock. In such case, the value of your investment will be negatively impacted. You will not have the opportunity to evaluate all of the economic, financial or other information upon which Rapid Home Solutions bases our decisions.

The offering price of the securities will be set without using any recognized criteria of value.

The offering price for the stock was arbitrarily established by us and should not be considered by you as an indication of the value of the stock or our assets or earnings. Accordingly, the offering price may be excessive in relation to the return on investment. Accordingly, you should not rely on the offering price as an indication of the current or future value of the stock.

If Rapid Home Solutions raises the aggregate offering amount of this offering or incurs additional debt, Rapid Home Solutions may be unable to manage its debt, which could adversely affect its business.

Additional debt may lead to making it difficult for us to satisfy our obligations, including making interest payments on our debt obligations when due, and limit our ability to obtain additional financing to operate our business, if needed. In addition, a substantial portion of our cash flow might be needed for payments on our debt, reducing our ability to use our cash flow to fund working capital, capital expenditures and other general operational requirements. Debt will also limit our flexibility to plan for and react to changes in our business, place us at a competitive disadvantage relative to some of our competitors that have significantly less debt, and increase our vulnerability to general adverse economic and industry conditions, including changes. The occurrence of any one of these events could have a material adverse effect on our business, financial condition and results of operations.

There may be financial and tax implications to an investment in the offering that vary between investors.

The results of our activities may affect individual Investors differently, depending upon their individual financial and tax situations and the jurisdiction where they reside. For instance, the timing of a realization of gain or loss and its characterization as long- or short-term gain or loss may vary from Investor to Investor. Management will endeavor to make decisions in our best interest as a whole, but there can be no assurance that a result will not be more advantageous to us than to a particular Investor. There are a number of tax considerations with respect to an investment in the stock; in particular, investors should be aware that they may be taxed annually on income and realized gains, if any.

Rapid Home Solutions is subject to other risks not identified in this Offering.

Rapid Home Solutions may be subject to unforeseen and other material risks not set forth in this Offering and each Investor should, with the assistance of its legal, tax and financial advisors, make its own analysis of the risks set forth herein. Investors must rely upon their own independent due diligence investigation in considering an investment in the securities. Each prospective Investor is encouraged to carefully analyze the risks and merits of an investment in the securities and should take into consideration when making such analysis, among others, the risk factors discussed herein.

RISKS RELATED TO OUR INDUSTRY

The purchase of the securities involves a high degree of risk including, but not necessarily limited to, the risks described below. Before subscribing, each Investor should consider the general investment risks enumerated elsewhere in this Offering and the following risk factors, as well as the other information contained herein.

Investors must remember that the residential construction industry is an ever-growing and evolving industry. Inherently it comes with special risks that we cannot control, including:

- competition from other residential construction companies or related businesses;
- changes in government regulations, general economic or market conditions or trends in our industry or the economy as a whole and, in particular, in the residential construction industry,
- changes in key personnel;
- entry into new geographic markets;
- actions and announcements by us or our competitors or significant acquisitions, divestitures, strategic partnerships, joint ventures or capital commitments;
- changes in operating performance and stock market valuations of other residential construction and related companies;
- investors' perceptions of our prospects and the prospects of the residential construction industry;
- fluctuations in quarterly operating results, as well as differences between our actual financial and operating results and those expected by investors;
- the public's response to press releases or other public announcements by us or third parties, including our filings with the SEC;
- announcements relating to litigation;
- financial guidance, if any, that we provide to the public, any changes in this guidance or our failure to meet this guidance;
- changes in financial estimates or ratings by any securities analysts who follow our common stock, our failure to meet these estimates or failure of those analysts to initiate or maintain coverage of our common stock;
- the development and sustainability of an active trading market for our common stock;
- future sales of our common stock by our officers, directors and significant stockholders; and
- changes in accounting principles affecting our financial reporting.

These and other factors may lower the market price of your investment, regardless of our actual operating performance.

Rapid Home Solutions has not established any significant revenues or operations to ensure long-term financial stability.

Rapid Home Solutions cannot ensure that it will realize its plans on the projected timetable in order to reach sustainable or profitable operations. Any material deviation from Rapid Home Solutions' timetable could require that Rapid Home Solutions seek additional capital. There can be no assurance that such capital will be available at reasonable cost, or that it would not materially dilute the investment of investors.

Investment in a development stage operating company such as Rapid Home Solutions is inherently subject to many risks, and investors should be prepared to withstand a complete loss of their investment. Rapid Home Solutions only has a limited operating history upon which investors may base an evaluation of its performance; herefore, it is still subject to the entire risks incident to the creation and development of a new business. Rapid Home Solutions plans to conduct closings of sales of common stock as subscriptions are received. If less than $500,000 is received from the sale of the common stock through this Offering, Rapid Home Solutions may have insufficient cash to implement its plans as described herein, and investors who purchase common stock through this Offering shall be at heightened risk of loss from their investments.

There is no minimum offering.

There is no minimum number of shares of common stock that must be sold by Rapid Home Solutions prior to the initial closing, and Rapid Home Solutions expects to accept subscriptions for common stock as they are received. As a result, there can be no assurance that Rapid Home Solutions will raise sufficient funds through this Offering to carry out its Business Plan as currently proposed, or that the net proceeds from the initial subscriptions for common stock will be in an amount sufficient to enable Rapid Home Solutions to continue operations in any meaningful manner.

There is a need for additional financing.

Assuming all common stock in this Offering are sold, Rapid Home Solutions believes that the net proceeds, together with its projected cash flow from operations, shall be sufficient to fund Rapid Home Solutions' operations as currently conducted for at least the next six months. Such belief, however, cannot give rise to an assumption that Rapid Home Solutions' cost estimates are accurate or that unforeseen events would not occur that would require Rapid Home Solutions to seek additional funding to meet its operational needs. In addition, there can be no assurance that Rapid Home Solutions' cash flow generated from operations shall be sufficient to implement Rapid Home Solutions' business objectives. As a result, Rapid Home Solutions may require substantial additional financing in order to implement its business objectives.

There can be no assurances that Rapid Home Solutions shall be able to obtain additional funding when needed, or that such funding, if available, shall be available on terms acceptable to Rapid Home Solutions . In the event that Rapid Home Solutions' operations do not generate sufficient cash flow, or Rapid Home Solutions cannot acquire additional funds if and when needed, Rapid Home Solutions may be forced to curtail or cease its activities which would likely result in the loss to investors of all or a substantial portion of their investments.

Rapid technological changes may adversely affect Rapid Home Solutions' business.

Rapid Home Solutions' ability to remain competitive may depend in part upon its ability to provide new and enhanced methods of residential home construction and/or services and to introduce these products or services in a timely and cost-effective manner. In addition, product and service introductions or enhancements by Rapid Home Solutions' competitors or the use of other technologies could cause a decline in sales or loss of market acceptance of Rapid Home Solutions' existing products and services. The success of Rapid Home Solutions in developing, introducing, selling and supporting new and enhanced products or services depends upon a variety of factors, including timely and efficient completion of service and product design and development, and timely and efficient implementation of product and service offerings. Because new product and service commitments may be made well in advance of sales, new product or service decisions must anticipate changes in the industries served.

There can be no assurances that Rapid Home Solutions shall be successful in selecting, developing, and marketing new products and services or in enhancing its existing products or services. Failure to do so successfully may adversely affect Rapid Home Solutions' business, financial condition and results of operations.

Rapid Home Solutions will likely experience intense competition.

Rapid Home Solutions' principal competitors in the residential home construction space may have greater financial resources than those available to Rapid Home Solutions and thus in a better position to attract talent, initiate projects and effect broad market distribution of completed projects. There can be no assurances that Rapid Home Solutions consistently shall be able to undertake projects that shall prove profitable to Rapid Home Solutions in view of the intense competition to be encountered by Rapid Home Solutions in all significant phases of its activities. There can be no assurances that competitors many of whom have substantial resources and substantial investments in competing vacation destinations, shall not improve on their offerings to customers that shall prevent, limit or interfere with Rapid Home Solutions' ability to effectively sell its products and or services.

Rapid Home Solutions might experience potential fluctuations in operating results.

Significant annual and quarterly fluctuations in Rapid Home Solutions' results of operations may be caused by, among other factors, the volume of revenues generated by Rapid Home Solutions , the timing of new product or service announcements and releases by Rapid Home Solutions and its competitors in the marketplace, and general economic conditions. There can be no assurances that the level of revenues and profits, if any, achieved by Rapid Home Solutions in any particular fiscal period shall not be significantly lower than in others, including comparable fiscal periods. Rapid Home Solutions' expense levels are based, in part, on its expectations as to future revenues.

As a result, if future revenues are below expectations, net income or loss may be disproportionately affected by a reduction in revenues, as any corresponding reduction in expenses may not be proportionate to the reduction in revenues. As a result, Rapid Home Solutions believes that period-to-period comparisons of its results of operations may not necessarily be meaningful and should not be relied upon as indications of future performance.

Rapid Home Solutions might experience the risk of managing growth.

Rapid Home Solutions expects to expand its operations by increasing its sales and marketing efforts, research into other development opportunities similar to the development of its residential home construction technology and escalating its products and services. The anticipated growth could place a significant strain on Rapid Home Solutions' management, and operational and financial resources. Effective management of the anticipated growth shall require expanding Rapid Home Solutions' management and financial controls, hiring additional appropriate personnel as required, and developing additional expertise by existing management personnel. However, there can be no assurances that these or other measures implemented by Rapid Home Solutions shall effectively increase its capabilities to manage such anticipated growth or to do so in a timely and cost-effective manner. Moreover, management of growth is especially challenging for a company with a short operating history and limited financial resources, and the failure to effectively manage growth could have a material adverse effect on Rapid Home Solutions' operations.

Rapid Home Solutions might require continued investment.

Rapid Home Solutions has invested, and intends to continue to invest, in infrastructure required to increase, expand or update its capabilities, facilities and project. Changes in sales growth beyond currently established capabilities shall require further investment. However, there can be no assurances that Rapid Home Solutions shall generate sufficient funds from operations to finance any required investment or that other sources of funding shall be available. Additionally, there can be no guarantees that any future expansion shall not negatively affect earnings.

Rapid Home Solutions has limited protection of its intellectual property and there are potential costs of enforcement.

Rapid Home Solutions' ability to compete effectively with other companies could depend, in part, on its ability to create and/or maintain the proprietary nature of its intellectual property, e.g., trademarks, service marks and copyrights. Rapid Home Solutions' success shall also depend, in part, on its ability to obtain and/or enforce intellectual property protection for these assets in the United States and other countries. Rapid Home Solutions, Inc., in such circumstances, may file applications for copyrights, service marks and trademarks, as management deems appropriate. There can be no assurances as to the degree of protection offered by any intellectual property issued to or licensed by Rapid Home Solutions.

Rapid Home Solutions is dependent on key personnel.

Rapid Home Solutions is highly dependent on the services of Mr. Steve Diaz, Chief Executive Officer, and Ricardo Diaz, its Vice President; the loss of the services of these individuals could have an adverse effect on the future operations of Rapid Home Solutions.

Rapid Home Solutions needs to continue to attract and retain professional and qualified personnel.

Rapid Home Solutions' ability to realize its objectives shall be dependent on its ability to attract and retain additional, qualified personnel. Competition for such personnel can be intense, and there can be no assurance that Rapid Home Solutions' results shall not be adversely affected by difficulty in attracting and/or retaining qualified personnel. Rapid Home Solutions' management has entered into employment agreements that include non-compete and confidentiality requirements. However, there can be no assurance that such agreements shall fully protect Rapid Home Solutions from competitive injury if any of these individuals leave Rapid Home Solutions .

Rapid Home Solutions might elect to issue warrants and options in the event its Board of Directors deems it necessary.

The exercising of outstanding warrants and options shall also have a dilutive effect on the interests of the purchasers of stock, thus triggering the anti-dilution rights of the Founders. Moreover, in the event Rapid Home Solutions requires additional equity financing pursuant to the shares offered under this Offering, purchasers of the additional shares may experience further dilution to the extent that such shares may be issued for a value less than the price paid for shares offered hereunder.

Rapid Home Solutions will be controlled by existing shareholders after this offering.

Upon the completion of this Offering, and prior to conversion, the directors, executive officers, principal shareholders and investment advisors of Rapid Home Solutions shall own a majority percentage of the authorized and issued common shares. As a result, such entities shall have a significant influence on the affairs and management of Rapid Home Solutions, Inc., as well as on all matters requiring stockholder approval, including electing and removing members of Rapid Home Solutions' board of directors, causing Rapid Home Solutions to engage in transactions with affiliated entities, causing or restricting the sale or merger of Rapid Home Solutions , and changing Rapid Home Solutions' dividend policy. Such concentration of ownership and control could have the effect of delaying, deferring or preventing a change in control of Rapid Home Solutions even when such a change of control would be in the best interests of Rapid Home Solutions' other stockholders.

There are risks inherent in relying on the financial projections stated herein.

The financial projection discussion of Rapid Home Solutions included in this Memorandum is based upon assumptions that Rapid Home Solutions believes to be reasonable. Such assumptions may, however, be incomplete or inaccurate, and unanticipated events and circumstances may occur. For these reasons, actual results achieved during the periods covered may be materially and adversely different.

Even if the assumptions underlying Rapid Home Solutions' plans prove to be correct, there can be no assurances that Rapid Home Solutions shall not incur substantial operating losses in attaining its goals. Rapid Home Solutions' plans are based on the premise that existing and new demand for residential home construction, desired home ownership, affordable home ownership demands, intellectual properties, projects, products and/or services shall continue. However, there can be no assurances that Rapid Home Solutions shall be realized if any of the assumptions underlying its plans prove to be incorrect.

Rapid Home Solutions arbitrarily set the offering prices.

The offering price for the shareholders as noted in this Offering was determined arbitrarily by Rapid Home Solutions based upon a number of factors. Such price is based primarily on the amount of funds sought from this financing and the number of shares the Board is willing to issue in order to raise such funds. Accordingly, there is no relationship between the price of this Offering and the assets, earnings or book value of Rapid Home Solutions, and any other recognized criteria of value. As such, the price does not necessarily indicate the current value of the shares and should not be regarded as an indication of any future market price of Rapid Home Solutions' common stock.

Rapid Home Solutions has not paid any dividends.

Rapid Home Solutions has never paid cash dividends on its common or preferred stock and will not likely do so in the foreseeable future. Rapid Home Solutions intends to retain earnings for use in the operation of its business. Rapid Home Solutions intends to retain appropriate levels of its earnings, if any, to support Rapid Home Solutions' business activities while paying dividends to investors.

Rapid Home Solutions cannot insulate itself completely from legal actions.

Rapid Home Solutions cannot completely eliminate the risk of litigation. From time to time, we may be subject to various legal proceedings and claims, either asserted or unasserted. Any such claims, whether with or without merit, could be time-consuming and expensive to defend and could divert management's attention and resources. While management believes we will have adequate insurance coverage and will accrue loss contingencies for all known matters that are probable and can be reasonably estimated, we cannot assure you that the outcome of future litigation, if any, will not have a material adverse effect on our results of operations.

We may be unable to generate sufficient cash to service our obligations when due.

If our cash flows are not sufficient to make our debt payments when due, we may be required to make such payments from reserves.

Changes in our business strategy or restructuring of our businesses may increase our costs or otherwise affect the profitability of our businesses or segments.

As changes in our business environment occur we may need to adjust our business strategies to meet these changes or we may otherwise find it necessary to restructure our operations or particular businesses or assets. When these changes or events occur, we may incur costs to change our business strategy and may need to write down the value of assets. In any of these events our costs may increase, and we may have significant charges associated with the write-down of assets.

SECURITIES RISK FACTORS AND SUITABILITY DISCLOSURES

INVESTORS SHALL BE REQUIRED TO REPRESENT THAT THEY ARE FAMILIAR WITH AND UNDERSTAND THE TERMS, RISKS AND MERITS OF THE OFFERING DESCRIBED IN THIS MEMORANDUM AND ALL THE ATTACHMENTS HERETO. THE STOCK ARE BEING OFFERED IN A PRIVATE OFFERING TO A LIMITED NUMBER OF INDIVIDUALS OR ENTITIES MEETING CERTAIN SUITABILITY STANDARDS. THIS OFFERING INVOLVES A HIGH DEGREE OF RISK AND PROSPECTIVE INVESTORS SHOULD BE AWARE THAT THEY MAY SUSTAIN A LOSS OF THEIR ENTIRE INVESTMENT (SEE "RISK FACTORS").

EXCLUSIVE NATURE OF THE PRIVATE PLACEMENT MEMORANDUM

NO ENTITY HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS OTHER THAN THOSE CONTAINED IN THIS MEMORANDUM. ANY INFORMATION OR REPRESENTATION NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY. MOREOVER, NEITHER THE DELIVERY OF THIS MEMORANDUM NOR THE SALE OF THE STOCK SHALL UNDER ANY CIRCUMSTANCES CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE MATTERS DISCUSSED IN THIS MEMORANDUM SINCE THE DATE HEREOF; HOWEVER, IN THE EVENT OF ANY MATERIAL CHANGE OCCURRING PRIOR TO THE COMPLETION OF THE OFFERING DESCRIBED HEREIN, THIS MEMORANDUM SHALL BE AMENDED AND REVISED ACCORDINGLY. THE COMPANY DISCLAIMS ANY AND ALL LIABILITIES FOR REPRESENTATIONS OR WARRANTIES EXPRESSED OR IMPLIED, CONTAINED IN, OR OMISSIONS FROM, THIS MEMORANDUM, OR ANY OTHER WRITTEN OR ORAL COMMUNICATION TRANSMITTED OR MADE AVAILABLE TO THE RECIPIENT. EACH INVESTOR SHALL BE ENTITLED TO RELY SOLELY ON THOSE REPRESENTATIONS AND WARRANTIES WHICH MAY BE MADE TO THE INVESTOR IN ANY FINAL PURCHASE OR SUBSCRIPTION AGREEMENT RELATING TO THE STOCK. THE DELIVERY OF THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER IN ANY JURISDICTION TO ANY PERSON TO WHOM SUCH OFFER WOULD BE UNLAWFUL IN SUCH JURISDICTION.

THIS MEMORANDUM DOES NOT PURPORT TO BE ALL-INCLUSIVE OR TO CONTAIN ALL OF THE INFORMATION THAT A PROSPECTIVE INVESTOR MAY DESIRE IN EVALUATING AN INVESTMENT IN THE COMPANY. INVESTORS MUST CONDUCT AND RELY ON THEIR OWN EVALUATIONS OF THE COMPANY AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED IN MAKING AN INVESTMENT DECISION WITH RESPECT TO THE STOCK. SEE "RISK FACTORS" FOR A DISCUSSION OF CERTAIN FACTORS WHICH SHOULD BE CONSIDERED IN CONNECTION WITH THE PURCHASE OF THE STOCK. NEITHER THE DELIVERY OF THIS MEMORANDUM AT ANY TIME, NOR ANY SALE OF THE STOCK HEREUNDER, SHALL UNDER ANY CIRCUMSTANCES CREATE AN IMPLICATION THAT THE INFORMATION CONTAINED IN THIS MEMORANDUM IS CORRECT AS OF ANY TIME SUBSEQUENT TO ITS DATE.

STATEMENT REGARDING FORWARD LOOKING PROJECTIONS

THE STATEMENTS, PROJECTIONS AND ESTIMATES OF FUTURE PERFORMANCE OF THE COMPANY OR VARIOUS ELEMENTS OF THE COMPANY'S BUSINESS CONTAINED IN THIS MEMORANDUM THAT ARE NOT HISTORICAL FACTS ARE FORWARD-LOOKING STATEMENTS. INVESTORS SHOULD EXPECT THAT ANTICIPATED EVENTS AND CIRCUMSTANCES MAY NOT OCCUR, THAT UNANTICIPATED EVENTS AND CIRCUMSTANCES SHALL OCCUR, AND THAT ACTUAL RESULTS SHALL LIKELY VARY FROM THE FORWARD-LOOKING CIRCUMSTANCES. INVESTORS SHOULD BE AWARE THAT A NUMBER OF FACTORS COULD CAUSE THE FORWARD-LOOKING STATEMENTS OR PROJECTIONS CONTAINED IN THIS MEMORANDUM OR OTHERWISE MADE BY OR ON BEHALF OF THE COMPANY TO BE INCORRECT OR TO DIFFER MATERIALLY FROM ACTUAL RESULTS. SUCH FACTORS MAY INCLUDE, WITHOUT LIMITATION, (i) THE ABILITY OF THE COMPANY TO PROVIDE SERVICES AND TO COMPLETE THE DEVELOPMENT OF ITS PRODUCTS IN A TIMELY MANNER, (ii) THE DEMAND FOR AND TIMING OF DEMAND FOR SUCH SERVICES AND PRODUCTS, (iii) COMPETITION FROM OTHER PRODUCTS AND COMPANIES, (iv) THE COMPANY'S SALES AND MARKETING CAPABILITIES, (v) THE COMPANY'S ABILITY TO SELL ITS SERVICES AND PRODUCTS PROFITABLY, (vi) AVAILABILITY OF ADEQUATE DEBT AND EQUITY FINANCING, AND (vii) GENERAL BUSINESS AND ECONOMIC CONDITIONS. THESE IMPORTANT FACTORS AND CERTAIN OTHER FACTORS THAT MIGHT AFFECT THE COMPANY'S FINANCIAL AND BUSINESS RESULTS ARE DISCUSSED IN THIS MEMORANDUM UNDER "RISK FACTORS." THERE CAN BE NO ASSURANCE THAT THE COMPANY SHALL BE ABLE TO ANTICIPATE, RESPOND TO OR ADAPT TO CHANGES IN ANY FACTORS AFFECTING THE COMPANY'S BUSINESS AND FINANCIAL RESULTS.

SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT

WITH THE EXCEPTION OF THE HISTORICAL INFORMATION CONTAINED IN THIS DOCUMENT, THE MATTERS DESCRIBED HEREIN CONTAIN FORWARD-LOOKING STATEMENTS THAT INVOLVE RISK AND UNCERTAINTIES THAT INDIVIDUALLY OR MUTUALLY IMPACT THE MATTERS HEREIN DESCRIBED INCLUDING, BUT NOT LIMITED TO, FINANCIAL PROJECTIONS, PRODUCT DEMAND AND MARKET ACCEPTANCE, THE EFFECT OF ECONOMIC CONDITIONS, THE IMPACT OF COMPETITIVE PRODUCTS AND PRICING, GOVERNMENTAL REGULATIONS, TECHNOLOGICAL DIFFICULTIES AND/OR OTHER FACTORS OUTSIDE THE CONTROL OF THE COMPANY.

DISCLAIMERS

THE STOCK OFFERED HEREBY IN THIS OFFERING MEMORANDUM HAVE NOT BEEN REGISTERED WITH, OR APPROVED, BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION, NOR HAVE SUCH STOCK OR THIS MEMORANDUM BEEN FILED WITH OR REVIEWED BY THE ATTORNEY GENERAL OF ANY STATE OR THE SECURITIES REGULATORY AUTHORITY OF ANY STATE. THIS OFFERING IS BASED ON THE EXEMPTIONS FROM SUCH REGISTRATION AS SET FORTH IN §4(2) AND RULE 506 OF REGULATION D OF THE SECURITIES ACT OF 1933, AS AMENDED.

THE INVESTMENT DESCRIBED IN THIS MEMORANDUM INVOLVES RISKS, AND IS OFFERED ONLY TO INDIVIDUALS WHO CAN AFFORD TO ASSUME SUCH RISK FOR AN INDEFINITE PERIOD OF TIME AND WHO AGREE TO PURCHASE THE STOCK ONLY FOR INVESTMENT PURPOSES AND NOT WITH A VIEW TOWARD THE TRANSFER, RESALE, EXCHANGE OR FURTHER DISTRIBUTION THEREOF. THERE WILL BE NO PUBLIC MARKET FOR THE STOCK ISSUED PURSUANT TO THIS OFFERING MEMORANDUM. THE RESALE OF THE STOCK IS LIMITED BY FEDERAL AND STATE SECURITIES LAWS AND IT IS THEREFORE RECOMMENDED THAT EACH POTENTIAL INVESTOR SEEK COUNSEL SHOULD THEY DESIRE MORE INFORMATION.

THE PRICE OF THE STOCK AS DESCRIBED IN THIS OFFERING MEMORANDUM HAS BEEN ARBITRARILY DETERMINED BY THE SPONSORS OF THIS INVESTMENT, AND EACH PROSPECTIVE INVESTOR SHOULD MAKE AN INDEPENDENT EVALUATION OF THE FAIRNESS OF SUCH PRICE UNDER ALL THE CIRCUMSTANCES AS DESCRIBED IN THE ATTACHED OFFERING MEMORANDUM.

NO PERSON IS AUTHORIZED TO GIVE ANY INFORMATION OR MAKE ANY REPRESENTATION IN CONNECTION WITH THIS MEMORANDUM, EXCEPT SUCH INFORMATION AS IS CONTAINED OR REFERENCED IN THIS MEMORANDUM. ONLY INFORMATION OR REPRESENTATIONS CONTAINED OR REFERENCED HEREIN MAY BE RELIED UPON AS HAVING BEEN MADE BY THE COMPANY. PROSPECTIVE INVESTORS WHO HAVE QUESTIONS CONCERNING THE TERMS AND CONDITIONS OF THIS PRIVATE OFFERING MEMORANDUM OR WHO DESIRE ADDITIONAL INFORMATION OR DOCUMENTATION TO VERIFY THE INFORMATION CONTAINED HEREIN SHOULD CONTACT THE COMPANY. PROJECTIONS OR FORECASTS CONTAINED IN THIS PRIVATE OFFERING MEMORANDUM, OR OTHER MATERIALS, MUST BE VIEWED ONLY AS ESTIMATES. ALTHOUGH ANY PROJECTIONS CONTAINED IN THIS MEMORANDUM ARE BASED UPON ASSUMPTIONS WHICH THE COMPANY BELIEVES TO BE REASONABLE, THE ACTUAL PERFORMANCE OF THE COMPANY MAY DEPEND UPON FACTORS BEYOND THE CONTROL OF THE COMPANY. NO ASSURANCE CAN BE GIVEN THAT THE COMPANY'S ACTUAL PERFORMANCE WILL MATCH ITS INTENDED RESULTS.

JURISDICTIONAL (NASAA) LEGENDS

FOR RESIDENTS OF ALL STATES: THE PRESENCE OF A LEGEND FOR ANY GIVEN STATE REFLECTS ONLY THAT A LEGEND MAY BE REQUIRED BY THAT STATE AND SHOULD NOT BE CONSTRUED TO MEAN AN OFFER OR SALE MAY BE MADE IN A PARTICULAR STATE. IF YOU ARE UNCERTAIN AS TO WHETHER OR NOT OFFERS OR SALES MAY BE LAWFULLY MADE IN ANY GIVEN STATE, YOU ARE HEREBY ADVISED TO CONTACT THE COMPANY. THE SECURITIES DESCRIBED IN THIS MEMORANDUM HAVE NOT BEEN REGISTERED UNDER ANY STATE SECURITIES LAWS (COMMONLY CALLED "BLUE SKY" LAWS). THESE SECURITIES MUST BE ACQUIRED FOR INVESTMENT PURPOSES ONLY AND MAY NOT BE SOLD OR TRANSFERRED IN THE ABSENCE OF AN EFFECTIVE REGISTRATION OF SUCH SECURITIES UNDER SUCH LAWS, OR AN OPINION OF COUNSEL ACCEPTABLE TO THE COMPANY THAT SUCH REGISTRATION IS NOT REQUIRED.

THE PRESENCE OF A LEGEND FOR ANY GIVEN STATE REFLECTS ONLY THAT A LEGEND MAY BE REQUIRED BY THE STATE AND SHOULD NOT BE CONSTRUED TO MEAN AN OFFER OF SALE MAY BE MADE IN ANY PARTICULAR STATE.

1. NOTICE TO ALABAMA RESIDENTS ONLY: THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER THE ALABAMA SECURITIES ACT. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE ALABAMA SECURITIES COMMISSION. THE COMMISSION DOES NOT RECOMMEND OR ENDORSE

THE PURCHASE OF ANY SECURITIES, NOR DOES IT PASS UPON THE ACCURACY OR COMPLETENESS OF THIS PRIVATE PLACEMENT MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

2. NOTICE TO ALASKA RESIDENTS ONLY: THE SECURITIES OFFERED HAVE NOT BEEN REGISTERED WITH THE ADMINISTRATOR OF SECURITIES OF THE STATE OF ALASKA UNDER PROVISIONS OF 3 AAC 08.500-3 AAC 08.504. THE INVESTOR IS ADVISED THAT THE ADMINISTRATOR HAS MADE ONLY A CURSORY REVIEW OF THE REGISTRATION STATEMENT AND HAS NOT REVIEWED THIS DOCUMENT SINCE THE DOCUMENT IS NOT REQUIRED TO BE FILED WITH THE ADMINISTRATOR. THE FACT OF REGISTRATION DOES NOT MEAN THAT THE ADMINISTRATOR HAS PASSED IN ANY WAY UPON THE MERITS, RECOMMENDED, OR APPROVED THE SECURITIES. ANY REPRESENTATION TO THE CONTRARY IS A VIOLATION OF 45.55.170. THE INVESTOR MUST RELY ON THE INVESTOR'S OWN EXAMINATION OF THE PERSON OR ENTITY CREATING THE SECURITIES AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED IN MAKING AN INVESTMENT DECISION ON THESE SECURITIES.

3. NOTICE TO ARIZONA RESIDENTS ONLY: THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE ARIZONA SECURITIES ACT IN RELIANCE UPON AN EXEMPTION FROM REGISTRATION PURSUANT TO A.R.S. SECTION 44-1844 (1) AND THEREFORE CANNOT BE RESOLD UNLESS THEY ARE ALSO REGISTERED OR UNLESS AN EXEMPTION FROM REGISTRATION IS AVAILABLE.

4. NOTICE TO ARKANSAS RESIDENTS ONLY: THESE SECURITIES ARE OFFERED IN RELIANCE UPON CLAIMS OF EXEMPTION UNDER THE ARKANSAS SECURITIES ACT AND SECTION 4(2) OF THE SECURITIES ACT OF 1933. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE ARKANSAS SECURITIES DEPARTMENT OR WITH THE SECURITIES AND EXCHANGE COMMISSION. NEITHER THE DEPARTMENT NOR THE COMMISSION HAS PASSED UPON THE VALUE OF THESE SECURITIES, MADE ANY RECOMMENDATIONS AS TO THEIR PURCHASE, APPROVED OR DISAPPROVED THIS OFFERING OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

5. FOR CALIFORNIA RESIDENTS ONLY: THE SALE OF THE SECURITIES WHICH ARE THE SUBJECT OF THIS OFFERING HAS NOT BEEN QUALIFIED WITH COMMISSIONER OF CORPORATIONS OF THE STATE OF CALIFORNIA AND THE ISSUANCE OF SUCH SECURITIES OR PAYMENT OR RECEIPT OF ANY PART OF THE CONSIDERATION THEREFORE PRIOR TO SUCH QUALIFICATIONS IS UNLAWFUL, UNLESS THE SALE OF SECURITIES IS EXEMPT FROM QUALIFICATION BY SECTION 25100, 25102, OR 25104 OF THE CALIFORNIA CORPORATIONS CODE. THE RIGHTS OF ALL PARTIES TO THIS OFFERING ARE EXPRESSLY CONDITIONAL UPON SUCH QUALIFICATIONS BEING OBTAINED, UNLESS THE SALE IS SO EXEMPT.

6. FOR COLORADO RESIDENTS ONLY: THE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE COLORADO SECURITIES ACT OF 1991 BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE OFFERING. THESE SECURITIES CANNOT BE RESOLD, TRANSFERRED OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS SUBSEQUENTLY REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE COLORADO SECURITIES ACT OF 1991, IF SUCH REGISTRATION IS REQUIRED.

7. NOTICE TO CONNECTICUT RESIDENTS ONLY: SHARES ACQUIRED BY CONNECTICUT RESIDENTS ARE BEING SOLD AS A TRANSACTION EXEMPT UNDER SECTION 36-409(b)(9)(A) OF THE CONNECTICUT, UNIFORM SECURITIES ACT. THE SHARES HAVE NOT BEEN REGISTERED UNDER SAID ACT IN THE STATE OF CONNECTICUT. ALL INVESTORS SHOULD BE AWARE THAT THERE IS CERTAIN RESTRICTIONS AS TO THE TRANSFERABILITY OF THE SHARES.

8. NOTICE TO DELAWARE RESIDENTS ONLY: IF YOU ARE A DELAWARE RESIDENT, YOU ARE HEREBY ADVISED THAT THESE SECURITIES ARE BEING OFFERED IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE DELAWARE SECURITIES ACT. THE SECURITIES CANNOT BE SOLD OR TRANSFERRED EXCEPT IN A TRANSACTION WHICH IS EXEMPT UNDER THE ACT OR PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE ACT OR IN A TRANSACTION WHICH IS OTHERWISE IN COMPLIANCE WITH THE ACT.

9. NOTICE TO DISTRICT OF COLUMBIA RESIDENTS ONLY: THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES BUREAU OF THE DISTRICT OF COLUMBIA NOR HAS THE COMMISSIONER PASSED UPON THE ACCURACY OR ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

10. NOTICE TO FLORIDA RESIDENTS ONLY: THE SHARES DESCRIBED HEREIN HAVE NOT BEEN REGISTERED WITH THE FLORIDA DIVISION OF SECURITIES AND INVESTOR PROTECTION UNDER THE FLORIDA SECURITIES ACT. THE SHARES REFERRED TO HEREIN WILL BE SOLD TO, AND ACQUIRED BY THE HOLDER IN A TRANSACTION EXEMPT UNDER SECTION 517.061 OF SAID ACT. THE SHARES HAVE NOT BEEN REGISTERED UNDER SAID ACT IN THE STATE OF FLORIDA. IN ADDITION, ALL OFFEREES WHO ARE FLORIDA RESIDENTS SHOULD BE AWARE THAT SECTION

517.061(11)(a)(5) OF THE ACT PROVIDES, IN RELEVANT PART, AS FOLLOWS: "WHEN SALES ARE MADE TO FIVE OR MORE PERSONS IN [FLORIDA], ANY SALE IN [FLORIDA] MADE PURSUANT TO [THIS SECTION] IS VOIDABLE BY THE PURCHASER IN SUCH SALE EITHER WITHIN 3 DAYS AFTER THE FIRST

TENDER OF CONSIDERATION IS MADE BY THE PURCHASER TO THE ISSUER, AN AGENT OF THE ISSUER OR AN ESCROW AGENT OR WITHIN 3 DAYS AFTER THE AVAILABILITY OF THAT PRIVILEGE IS COMMUNICATED TO SUCH PURCHASER, WHICHEVER OCCURS LATER." THE AVAILABILITY OF THE PRIVILEGE TO VOID SALES PURSUANT TO SECTION 517.061(11) IS HEREBY COMMUNICATED TO EACH FLORIDA OFFEREE. EACH PERSON ENTITLED TO EXERCISE THE PRIVILEGE TO AVOID SALES GRANTED BY SECTION 517.061 (11) (A)(5) AND WHO WISHES TO EXERCISE SUCH RIGHT, MUST, WITHIN 3 DAYS AFTER THE TENDER OF ANY AMOUNT TO THE COMPANY OR TO ANY AGENT OF THE COMPANY (INCLUDING THE SELLING AGENT OR ANY OTHER DEALER ACTING ON BEHALF OF THE PARTNERSHIP OR ANY SALESMAN OF SUCH DEALER) OR AN ESCROW AGENT CAUSE A WRITTEN NOTICE OR TELEGRAM TO BE SENT TO THE COMPANY AT THE ADDRESS PROVIDED IN THIS CONFIDENTIAL EXECUTIVE SUMMARY. SUCH LETTER OR TELEGRAM MUST BE SENT AND, IF POSTMARKED, POSTMARKED ON OR PRIOR TO THE END OF THE AFOREMENTIONED THIRD DAY. IF A PERSON IS SENDING A LETTER, IT IS PRUDENT TO SEND SUCH LETTER BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, TO ASSURE THAT IT IS RECEIVED AND ALSO TO EVIDENCE THE TIME IT WAS MAILED. SHOULD A PERSON MAKE THIS REQUEST ORALLY, HE MUST ASK FOR WRITTEN CONFIRMATION THAT HIS REQUEST HAS BEEN RECEIVED.

11. NOTICE TO GEORGIA RESIDENTS ONLY: THESE SECURITIES ARE OFFERED IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE GEORGIA SECURITIES ACT PURSUANT TO REGULATION 590-4-5-04 AND -01. THE SECURITIES CANNOT BE SOLD OR TRANSFERRED EXCEPT IN A TRANSACTION WHICH IS EXEMPT UNDER THE ACT OR PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE ACT OR IN A TRANSACTION WHICH IS OTHERWISE IN COMPLIANCE WITH THE ACT.

12. NOTICE TO HAWAII RESIDENTS ONLY: NEITHER THIS OFFERING NOR THE SECURITIES DESCRIBED HEREIN HAVE BEEN APPROVED OR DISAPPROVED BY THE COMMISSIONER OF SECURITIES OF THE STATE OF HAWAII NOR HAS THE COMMISSIONER PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFERING.

13. NOTICE TO IDAHO RESIDENTS ONLY: THESE SECURITIES EVIDENCED HEREBY HAVE NOT BEEN REGISTERED UNDER THE IDAHO SECURITIES ACT IN RELIANCE UPON EXEMPTION FROM REGISTRATION PURSUANT TO SECTION 30-14-203 OR 302(c) THEREOF AND MAY NOT BE SOLD, TRANSFERRED, PLEDGED OR HYPOTHECATED EXCEPT IN A TRANSACTION WHICH IS EXEMPT UNDER SAID ACT OR PURSUANT TO AN EFFECTIVE REGISTRATION UNDER SAID ACT.

14. NOTICE TO ILLINOIS RESIDENTS: THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECRETARY OF THE STATE OF ILLINOIS NOR HAS THE STATE OF ILLINOIS PASSED UPON THE ACCURACY OR ADEQUACY OF THE OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

15. NOTICE TO INDIANA RESIDENTS ONLY: THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER SECTION 23-2-1-2 OF THE INDIANA SECURITIES LAW AND HAVE NOT BEEN REGISTERED UNDER SECTION 23-2-1-3. THEY CANNOT THEREFORE BE RESOLD UNLESS THEY ARE REGISTERED UNDER SAID LAW OR UNLESS AN EXEMPTION FORM REGISTRATION IS AVAILABLE. A CLAIM OF EXEMPTION UNDER SAID LAW HAS BEEN FILED, AND IF SUCH EXEMPTION IS NOT DISALLOWED SALES OF THESE SECURITIES MAY BE MADE. HOWEVER, UNTIL SUCH EXEMPTION IS GRANTED, ANY OFFER MADE PURSUANT HERETO IS PRELIMINARY AND SUBJECT TO MATERIAL CHANGE.

16. NOTICE TO IOWA RESIDENTS ONLY: IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE PERSON OR ENTITY CREATING THE SECURITIES AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED; THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

17. NOTICE TO KANSAS RESIDENTS ONLY: IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION 81-5-6 OF THE KANSAS SECURITIES ACT AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

18. NOTICE TO KENTUCKY RESIDENTS ONLY: IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER RULE 808 OF THE KENTUCKY SECURITIES ACT AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

19. NOTICE TO LOUISIANA RESIDENTS ONLY: IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER RULE 1 OF THE LOUISIANA SECURITIES LAW AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

20. NOTICE TO MAINE RESIDENTS ONLY: THE ISSUER IS REQUIRED TO MAKE A REASONABLE FINDING THAT THE SECURITIES OFFERED ARE A SUITABLE INVESTMENT FOR THE PURCHASER AND THAT THE PURCHASER IS FINANCIALLY ABLE TO BEAR THE RISK OF LOSING THE ENTIRE AMOUNT INVESTED. THESE SECURITIES ARE OFFERED PURSUANT TO AN EXEMPTION UNDER §16202(15) OF THE MAINE UNIFORM SECURITIES ACT AND ARE NOT REGISTERED WITH THE SECURITIES ADMINISTRATOR OF THE STATE OF MAINE. THE SECURITIES OFFERED FOR SALE MAY BE RESTRICTED SECURITIES AND THE HOLDER MAY NOT BE ABLE TO RESELL THE SECURITIES UNLESS: (1) THE SECURITIES ARE REGISTERED UNDER STATE AND FEDERAL SECURITIES LAWS, OR (2) AN EXEMPTION IS AVAILABLE UNDER THOSE LAWS.

21. NOTICE TO MARYLAND RESIDENTS ONLY: IF YOU ARE A MARYLAND RESIDENT AND YOU ACCEPT AN OFFER TO PURCHASE THESE SECURITIES PURSUANT TO THIS MEMORANDUM, YOU ARE HEREBY ADVISED THAT THESE SECURITIES ARE BEING SOLD AS A TRANSACTION EXEMPT UNDER SECTION 11-602(9) OF THE MARYLAND SECURITIES ACT. THE SHARES HAVE NOT BEEN REGISTERED UNDER SAID ACT IN THE STATE OF MARYLAND. ALL INVESTORS SHOULD BE AWARE THAT THERE ARE CERTAIN RESTRICTIONS AS TO THE TRANSFERABILITY OF THE SHARES.

22. NOTICE TO MASSACHUSETTS RESIDENTS ONLY: THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE MASSACHUSETTS UNIFORM SECURITIES ACT, BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THIS OFFERING. THESE SECURITIES CANNOT BE SOLD, TRANSFERRED, OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS THEY ARE SUBSEQUENTLY REGISTERED OR AN EXEMPTION FROM REGISTRATION IS AVAILABLE.

23. NOTICE TO MICHIGAN RESIDENTS ONLY: THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER SECTION 451.701 OF THE MICHIGAN UNIFORM SECURITIES ACT (THE ACT) AND MAY BE TRANSFERRED OR RESOLD BY RESIDENTS OF MICHIGAN ONLY IF REGISTERED PURSUANT TO THE PROVISIONS OF THE ACT, OR IF AN EXEMPTION FROM REGISTRATION IS AVAILABLE. THE INVESTMENT IS SUITABLE IF IT DOES NOT EXCEED 10% OF THE INVESTOR'S NET WORTH.

24. NOTICE TO MINNESOTA RESIDENTS ONLY: THESE SECURITIES BEING OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER CHAPTER 80A OF THE MINNESOTA SECURITIES LAWS AND MAY NOT BE SOLD, TRANSFERRED, OR OTHERWISE DISPOSED OF EXCEPT PURSUANT TO REGISTRATION, OR AN EXEMPTION THEREFROM.

25. NOTICE TO MISSISSIPPI RESIDENTS ONLY: THE SHARES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER THE MISSISSIPPI SECURITIES ACT. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE MISSISSIPPI SECRETARY OF STATE OR WITH THE SECURITIES AND EXCHANGE COMMISSION. NEITHER THE SECRETARY OF STATE NOR THE COMMISSION HAS PASSED UPON THE VALUE OF THESE SECURITIES, OR APPROVED OR DISAPPROVED THIS OFFERING. THE SECRETARY OF STATE DOES NOT RECOMMEND THE PURCHASE OF THESE OR ANY OTHER SECURITIES. EACH PURCHASER OF THE SECURITIES MUST MEET CERTAIN SUITABILITY STANDARDS AND MUST BE ABLE TO BEAR AN ENTIRE LOSS OF THIS INVESTMENT. THE SECURITIES MAY NOT BE TRANSFERRED FOR A PERIOD OF ONE (1) YEAR EXCEPT IN A TRANSACTION WHICH IS EXEMPT UNDER THE MISSISSIPPI SECURITIES ACT OR IN A TRANSACTION IN COMPLIANCE WITH THE MISSISSIPPI SECURITIES ACT.

26. FOR MISSOURI RESIDENTS ONLY: THE SECURITIES OFFERED HEREIN WILL BE SOLD TO, AND ACQUIRED BY, THE PURCHASER IN A TRANSACTION EXEMPT UNDER SECTION 4.G OF THE MISSOURI SECURITIES LAW OF 1953, AS AMENDED. THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER SAID ACT IN THE STATE OF MISSOURI. UNLESS THE SECURITIES ARE SO REGISTERED, THEY MAY NOT BE OFFERED FOR SALE OR RESOLD IN THE STATE OF MISSOURI, EXCEPT AS A SECURITY, OR IN A TRANSACTION EXEMPT UNDER SAID ACT.

27. NOTICE TO MONTANA RESIDENTS ONLY: IN ADDITION TO THE INVESTOR SUITABILITY STANDARDS THAT ARE OTHERWISE APPLICABLE, ANY INVESTOR WHO IS A MONTANA RESIDENT MUST HAVE A NET WORTH (EXCLUSIVE OF HOME, FURNISHINGS AND AUTOMOBILES) IN EXCESS OF FIVE (5) TIMES THE AGGREGATE AMOUNT INVESTED BY SUCH INVESTOR IN THE SHARES.

28. NOTICE TO NEBRASKA RESIDENTS ONLY: IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER CHAPTER 15 OF THE NEBRASKA SECURITIES LAW AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

29. NOTICE TO NEVADA RESIDENTS ONLY: IF ANY INVESTOR ACCEPTS ANY OFFER TO PURCHASE THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION 49:3-60(b) OF THE NEVADA SECURITIES LAW. THE INVESTOR IS HEREBY ADVISED THAT THE ATTORNEY GENERAL OF THE STATE OF NEVADA HAS NOT PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING AND THE FILING OF THE OFFERING WITH THE BUREAU OF SECURITIES DOES NOT CONSTITUTE APPROVAL OF THE ISSUE, OR SALE THEREOF, BY THE BUREAU OF SECURITIES OR THE DEPARTMENT OF LAW AND PUBLIC SAFETY OF THE STATE OF NEVADA. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL. NEVADA ALLOWS THE SALE OF SECURITIES TO 25 OR FEWER COMPANY PURCHASERS IN THE STATE WITHOUT REGISTRATION. HOWEVER, CERTAIN CONDITIONS APPLY, I.E., THERE CAN BE NO GENERAL ADVERTISING OR SOLICITATION AND COMMISSIONS ARE LIMITED TO LICENSED BROKER-DEALERS. THIS EXEMPTION IS GENERALLY USED WHERE THE PROSPECTIVE INVESTOR IS ALREADY KNOWN AND HAS A PRE-EXISTING RELATIONSHIP WITH THE COMPANY. (SEE NRS 90.530.11.)

30. NOTICE TO NEW HAMPSHIRE RESIDENTS ONLY: NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENSE UNDER THIS CHAPTER HAS BEEN FILED WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY, OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER, OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

31. NOTICE TO NEW JERSEY RESIDENTS ONLY: IF YOU ARE A NEW JERSEY RESIDENT AND YOU ACCEPT AN OFFER TO PURCHASE THESE SECURITIES PURSUANT TO THIS MEMORANDUM, YOU ARE HEREBY ADVISED THAT THIS MEMORANDUM HAS NOT BEEN FILED WITH OR REVIEWED BY THE ATTORNEY GENERAL OF THE STATE OF NEW JERSEY PRIOR TO ITS ISSUANCE AND USE. THE ATTORNEY GENERAL OF THE STATE OF NEW JERSEY HAS NOT PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

32. NOTICE TO NEW MEXICO RESIDENTS ONLY: THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES DIVISION OF THE NEW MEXICO DEPARTMENT OF BANKING NOR HAS THE SECURITIES DIVISION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PRIVATE PLACEMENT MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

33. NOTICE TO NEW YORK RESIDENTS ONLY: THIS DOCUMENT HAS NOT BEEN REVIEWED BY THE ATTORNEY GENERAL OF THE STATE OF NEW YORK PRIOR TO ITS ISSUANCE AND USE. 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. THE COMPANY HAS TAKEN NO STEPS TO CREATE AN AFTERMARKET FOR THE SHARES OFFERED HEREIN AND HAS MADE NO ARRANGEMENTS WITH BROKERS OF OTHERS TO TRADE OR MAKE A MARKET IN THE SHARES. AT SOME TIME IN THE FUTURE, THE COMPANY MAY ATTEMPT TO ARRANGE FOR INTERESTED BROKERS TO TRADE OR MAKE A MARKET IN THE SECURITIES AND TO QUOTE THE SAME IN A PUBLISHED QUOTATION MEDIUM, HOWEVER, NO SUCH ARRANGEMENTS HAVE BEEN MADE AND THERE IS NO ASSURANCE THAT ANY BROKERS WILL EVER HAVE SUCH AN INTEREST IN THE SECURITIES OF THE COMPANY OR THAT THERE WILL EVER BE A MARKET THEREFORE.

34. NOTICE TO NORTH CAROLINA RESIDENTS ONLY: IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE PERSON OR ENTITY CREATING THE SECURITIES AND THE TERMS OF THE OFFERING, INCLUDING MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED ACCURACY OR DETERMINED ADEQUACY OF THIS DOCUMENT. REPRESENTATION

TO THE CONTRARY IS UNLAWFUL. THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

35. NOTICE TO NORTH DAKOTA RESIDENTS ONLY: THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES COMMISSIONER OF THE STATE OF NORTH DAKOTA NOR HAS THE COMMISSIONER PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

36. NOTICE TO OHIO RESIDENTS ONLY: IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION 107.03(2) OF THE OHIO SECURITIES LAW AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

37. NOTICE TO OKLAHOMA RESIDENTS ONLY: THESE SECURITIES ARE OFFERED FOR SALE IN THE STATE OF OKLAHOMA IN RELIANCE UPON AN EXEMPTION FROM REGISTRATION FOR PRIVATE OFFERINGS. ALTHOUGH A PRIOR FILING OF THIS MEMORANDUM AND THE INFORMATION HAS BEEN MADE WITH THE OKLAHOMA SECURITIES COMMISSION, SUCH FILING IS PERMISSIVE ONLY AND DOES NOT CONSTITUTE AN APPROVAL, RECOMMENDATION OR ENDORSEMENT, AND IN NO SENSE IS TO BE REPRESENTED AS AN INDICATION OF THE INVESTMENT MERIT OF SUCH SECURITIES. ANY SUCH REPRESENTATION IS UNLAWFUL.

38. NOTICE TO OREGON RESIDENTS ONLY: THE SECURITIES OFFERED HAVE BEEN REGISTERED WITH THE CORPORATION COMMISSION OF THE STATE OF OREGON UNDER PROVISIONS OF OAR 815 DIVISION 36. THE INVESTOR IS ADVISED THAT THE COMMISSIONER HAS MADE ONLY A CURSORY REVIEW OF THE REGISTRATION STATEMENT AND HAS NOT REVIEWED THIS DOCUMENT SINCE THE DOCUMENT IS NOT REQUIRED TO BE FILED WITH THE COMMISSIONER. THE INVESTOR MUST RELY ON THE INVESTOR'S OWN EXAMINATION OF THE COMPANY CREATING THE SECURITIES, AND THE TERMS OF THE OFFERING INCLUDING THE MERITS AND RISKS INVOLVED IN MAKING AN INVESTMENT DECISION ON THESE SECURITIES.

39. NOTICE TO PENNSYLVANIA RESIDENTS ONLY: EACH PERSON WHO ACCEPTS AN OFFER TO PURCHASE SECURITIES EXEMPTED FROM REGISTRATION BY SECTION 203(d), DIRECTLY FROM THE ISSUER OR AFFILIATE OF THIS ISSUER, SHALL HAVE THE RIGHT TO WITHDRAW HIS ACCEPTANCE WITHOUT INCURRING ANY LIABILITY TO THE SELLER, UNDERWRITER (IF ANY) OR ANY OTHER PERSON WITHIN TWO (2) BUSINESS DAYS FROM THE DATE OF RECEIPT BY THE ISSUER OF HIS WRITTEN BINDING CONTRACT OF PURCHASE OR, IN THE CASE OF A TRANSACTION IN WHICH THERE IS NO BINDING CONTRACT OF PURCHASE, WITHIN TWO (2) BUSINESS DAYS AFTER HE MAKES THE INITIAL PAYMENT FOR THE SECURITIES BEING OFFERED. IF YOU HAVE ACCEPTED AN OFFER TO PURCHASE THESE SECURITIES MADE PURSUANT TO A OFFERING WHICH CONTAINS A NOTICE EXPLAINING YOUR RIGHT TO WITHDRAW YOUR ACCEPTANCE PURSUANT TO SECTION 207(m) OF THE PENNSYLVANIA SECURITIES ACT OF 1972 (70 PS § 1-207(m), YOU MAY ELECT, WITHIN TWO (2) BUSINESS DAYS AFTER THE FIRST TIME YOU HAVE RECEIVED THIS NOTICE AND A OFFERING TO WITHDRAW FROM YOUR PURCHASE AGREEMENT AND RECEIVE A FULL REFUND OF ALL MONEYS PAID BY YOU. YOUR WITHDRAWAL WILL BE WITHOUT ANY FURTHER LIABILITY TO ANY PERSON. TO ACCOMPLISH THIS WITHDRAWAL, YOU NEED ONLY SEND A LETTER OR TELEGRAM TO THE ISSUER (OR UNDERWRITER IF ONE IS LISTED ON THE FRONT PAGE OF THE OFFERING) INDICATING YOUR INTENTION TO WITHDRAW. SUCH LETTER OR TELEGRAM SHOULD BE SENT AND POSTMARKED PRIOR TO THE END OF THE AFOREMENTIONED SECOND BUSINESS DAY. IF YOU ARE SENDING A LETTER, IT IS PRUDENT TO SEND IT BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, TO ENSGTI THAT IT IS RECEIVED AND ALSO EVIDENCE THE TIME WHEN IT WAS MAILED. SHOULD YOU MAKE THIS REQUEST ORALLY, YOU SHOULD ASK WRITTEN CONFIRMATION THAT YOUR REQUEST HAS BEEN RECEIVED. NO SALE OF THE SECURITIES WILL BE MADE TO RESIDENTS OF THE STATE OF PENNSYLVANIA WHO ARE NON-ACCREDITED INVESTORS IF THE AMOUNT OF SUCH INVESTMENT IN THE SECURITIES WOULD EXCEED TWENTY (20%) OF SUCH INVESTOR'S NET WORTH (EXCLUDING PRINCIPAL RESIDENCE, FURNISHINGS THEREIN AND PERSONAL AUTOMOBILES). EACH PENNSYLVANIA RESIDENT MUST AGREE NOT TO SELL THESE SECURITIES FOR A PERIOD OF (12) MONTHS AFTER THE DATE OF PURCHASE, EXCEPT IN ACCORDANCE WITH WAIVERS ESTABLISHED BY RULE OR ORDER OF THE COMMISSION. THE SECURITIES HAVE BEEN ISSUED PURSUANT TO AN EXEMPTION FROM THE REGISTRATION REQUIREMENT OF THE PENNSYLVANIA SECURITIES ACT OF 1972. NO SUBSEQUENT RESALE OR OTHER DISPOSITION OF THE SECURITIES MAY BE MADE WITHIN 12 MONTHS FOLLOWING THEIR INITIAL SALE IN THE ABSENCE OF AN EFFECTIVE REGISTRATION, EXCEPT IN ACCORDANCE WITH WAIVERS ESTABLISHED BY RULE OR ORDER OF THE COMMISSION, AND THEREAFTER ONLY PURSUANT TO AN EFFECTIVE REGISTRATION OR EXEMPTION.

40. NOTICE TO RHODE ISLAND RESIDENTS ONLY: THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE DEPARTMENT OF BUSINESS REGULATION OF THE STATE OF RHODE ISLAND NOR HAS THE DIRECTOR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

41. NOTICE TO SOUTH CAROLINA RESIDENTS ONLY: THESE SECURITIES ARE BEING OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER THE SOUTH CAROLINA UNIFORM SECURITIES ACT. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE SOUTH CAROLINA SECURITIES COMMISSIONER. THE COMMISSIONER DOES NOT RECOMMEND OR ENDORSE THE PURCHASE OF ANY SECURITIES, NOR DOES IT PASS UPON THE ACCURACY OR COMPLETENESS OF THIS PRIVATE PLACEMENT MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

42. NOTICE TO SOUTH DAKOTA RESIDENTS ONLY: THESE SECURITIES ARE BEING OFFERED FOR SALE IN THE STATE OF SOUTH DAKOTA PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SOUTH DAKOTA BLUE SKY LAW, CHAPTER 47-31, WITH THE DIRECTOR OF THE DIVISION OF SECURITIES OF THE DEPARTMENT OF COMMERCE AND REGULATION OF THE STATE OF SOUTH DAKOTA. THE EXEMPTION DOES NOT CONSTITUTE A FINDING THAT THIS MEMORANDUM IS TRUE, COMPLETE, AND NOT MISLEADING, NOR HAS THE DIRECTOR OF THE DIVISION OF SECURITIES PASSED IN ANY WAY UPON THE MERITS OF, RECOMMENDED, OR GIVEN APPROVAL TO THESE SECURITIES. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

43. NOTICE TO TENNESSEE RESIDENT ONLY: IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD. EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISK OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

44. NOTICE TO TEXAS RESIDENTS ONLY: THE SECURITIES OFFERED HEREUNDER HAVE NOT BEEN REGISTERED UNDER APPLICABLE TEXAS SECURITIES LAWS AND, THEREFORE, ANY PURCHASER THEREOF MUST BEAR THE ECONOMIC RISK OF THE INVESTMENT FOR AN INDEFINITE PERIOD OF TIME BECAUSE THE SECURITIES CANNOT BE RESOLD UNLESS THEY ARE SUBSEQUENTLY REGISTERED UNDER SUCH SECURITIES LAWS OR AN EXEMPTION FROM SUCH REGISTRATION IS AVAILABLE. FURTHER, PURSUANT TO §109.13 UNDER THE TEXAS SECURITIES ACT, THE COMPANY IS REQUIRED TO APPRISE PROSPECTIVE INVESTORS OF THE FOLLOWING: A LEGEND SHALL BE PLACED, UPON ISSUANCE, ON CERTIFICATES REPRESENTING SECURITIES PURCHASED HEREUNDER, AND ANY PURCHASER HEREUNDER SHALL BE REQUIRED TO SIGN A WRITTEN AGREEMENT THAT HE WILL NOT SELL THE SUBJECT SECURITIES WITHOUT REGISTRATION UNDER APPLICABLE SECURITIES LAWS, OR EXEMPTIONS THEREFROM.

45. NOTICE TO UTAH RESIDENTS ONLY: THESE SECURITIES ARE BEING OFFERED IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE UTAH SECURITIES ACT. THE SECURITIES CANNOT BE TRANSFERRED OR SOLD EXCEPT IN TRANSACTIONS WHICH ARE EXEMPT UNDER THE ACT OR PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE ACT OR IN A TRANSACTION WHICH IS OTHERWISE IN COMPLIANCE WITH THE ACT.

46. NOTICE TO VERMONT RESIDENTS ONLY: THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES DIVISION OF THE STATE OF VERMONT NOR HAS THE COMMISSIONER PASSED UPON THE ACCURACY OR ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

47. NOTICE TO VIRGINIA RESIDENTS ONLY: IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION UNDER SECTION 13.1-514 OF THE VIRGINIA SECURITIES ACT AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

48. NOTICE TO WASHINGTON RESIDENTS ONLY: THE ADMINISTRATOR OF SECURITIES HAS NOT REVIEWED THE OFFERING OR PRIVATE PLACEMENT MEMORANDUM AND THE SECURITIES HAVE NOT BEEN REGISTERED IN RELIANCE UPON THE SECURITIES ACT OF WASHINGTON, CHAPTER 21.20 RCW, AND THEREFORE, CANNOT BE RESOLD UNLESS THEY ARE REGISTERED UNDER THE SECURITIES ACT OF WASHINGTON, CHAPTER 21.20 RCW, OR UNLESS AN EXEMPTION FROM REGISTRATION IS MADE AVAILABLE.

49. NOTICE TO VIRGINIA RESIDENTS ONLY: IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION 15.06(b)(9) OF THE THE VIRGINIA SECURITIES LAW AND MAY NOT BE REOFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

50. NOTICE TO WISCONSIN RESIDENTS ONLY: IN ADDITION TO THE INVESTOR SUITABILITY STANDARDS THAT ARE OTHERWISE APPLICABLE, ANY INVESTOR WHO IS A WISCONSIN RESIDENT MUST HAVE A NET WORTH (EXCLUSIVE OF HOME, FURNISHINGS AND AUTOMOBILES) IN EXCESS OF THREE AND ONE-THIRD (3 1/3) TIMES THE AGGREGATE AMOUNT INVESTED BY SUCH INVESTOR IN THE SHARES OFFERED HEREIN.

51. FOR WYOMING RESIDENTS ONLY: ALL WYOMING RESIDENTS WHO SUBSCRIBE TO PURCHASE SHARES OFFERED BY THE COMPANY MUST SATISFY THE FOLLOWING MINIMUM FINANCIAL SUITABILITY REQUIREMENTS IN ORDER TO PURCHASE SHARES: (1) A NET WORTH (EXCLUSIVE OF HOME, FURNISHINGS AND AUTOMOBILES) OF TWO HUNDRED FIFTY THOUSAND DOLLARS ($250,000); AND (2) THE PURCHASE PRICE OF SHARES SUBSCRIBED FOR MAY NOT EXCEED TWENTY PERCENT (20%) OF THE NET WORTH OF THE SUBSCRIBER; AND (3) "TAXABLE INCOME" AS DEFINED IN SECTION 63 OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, DURING THE LAST TAX YEAR AND ESTIMATED "TAXABLE INCOME" DURING THE CURRENT TAX YEAR SUBJECT TO A FEDERAL INCOME TAX RATE OF NOT LESS THAN THIRTY-THREE PERCENT (33%). IN ORDER TO VERIFY THE FOREGOING, ALL SUBSCRIBERS WHO ARE WYOMING RESIDENTS WILL BE REQUIRED TO REPRESENT IN THE SUBSCRIPTION AGREEMENT THAT THEY MEET THESE WYOMING SPECIAL INVESTOR SUITABILITY REQUIREMENTS.

ANTI-MONEY LAUNDERING REGULATIONS

The Company may require a detailed verification of your identity and the source of the payment for the stock. Depending on the circumstances, a detailed verification might not be required where (a) you are regulated by a recognized regulatory authority, or (b) the Subscription is made through an intermediary who is regulated by a recognized regulatory authority. In this situation, The Company may rely on a written assurance from the intermediary that the requisite identification procedures in respect of the subscriber have been carried out. These exceptions will only apply if you or intermediary referred to above are within a country recognized as having sufficient anti-money laundering regulations.

The Company reserve the right to request such information as is necessary to verify your identity. In the event of delay or failure to produce any information required for verification purposes, The Company may refuse to accept the Subscription Agreement and the Subscription monies relating thereto. If any person has a suspicion that a payment to us (by way of Subscription or otherwise) contains the proceeds of criminal conduct or has a suspicion obtained in the course of business that any other person is engaged in money laundering that person is required to report such suspicion and such report shall not be treated as a breach of any restriction upon disclosure of information imposed by any enactment or otherwise.

USA PATRIOT ACT

In addition to the foregoing requirements, you will be required to comply with the additional verification requirements set forth in the Subscription Agreement for the stock, as required by the USA PATRIOT Act and applicable regulations. The Company may in the future request additional information and/or representations to comply with the PATRIOT Act and regulations.

DURING THE COURSE OF THE OFFERING AND PRIOR TO ANY SALE, EACH OFFEREE OF THE SHARES AND HIS OR HER PROFESSIONAL ADVISOR(S), IF ANY, ARE INVITED TO ASK QUESTIONS CONCERNING THE TERMS AND CONDITIONS OF THE OFFERING AND TO OBTAIN ANY ADDITIONAL INFORMATION NECESSARY TO VERIFY THE ACCURACY OF THE INFORMATION SET FORTH HEREIN. SUCH INFORMATION WILL BE PROVIDED TO THE EXTENT THE COMPANY POSSESS SUCH INFORMATION OR CAN ACQUIRE IT WITHOUT UNREASONABLE EFFORT OR EXPENSE.

EACH PROSPECTIVE INVESTOR WILL BE GIVEN AN OPPORTUNITY TO ASK QUESTIONS OF, AND RECEIVE ANSWERS FROM, MANAGEMENT OF THE COMPANY CONCERNING THE TERMS AND CONDITIONS OF THIS OFFERING AND TO OBTAIN ANY ADDITIONAL INFORMATION, TO THE EXTENT THE COMPANY POSSESSES SUCH INFORMATION OR CAN ACQUIRE IT WITHOUT UNREASONABLE EFFORTS OR EXPENSE, NECESSARY TO VERIFY THE ACCURACY OF THE INFORMATION CONTAINED IN THIS MEMORANDUM. IF YOU HAVE ANY QUESTIONS WHATSOEVER REGARDING THIS OFFERING, OR DESIRE ANY ADDITIONAL INFORMATION OR DOCUMENTS TO VERIFY OR SUPPLEMENT THE INFORMATION CONTAINED IN THIS MEMORANDUM, PLEASE WRITE OR CALL:

Steve Diaz
RAPID HOME SOLUTIONS, Inc.
Chairman of the Board
3700 34th Street, Suite 120
Orlando, FL 32766
(407) 977-5112 ext. 100 - Direct Office
(407) 334-4752 - Cell
SteveD@Rapid-Home-Solutions.com

EXHIBIT A – EXECUTIVE BUSINESS SUMMARY

Rapid Home Solutions, Inc. is an Orlando based company holding a national home manufacturer license, engaged in providing a custom, low-cost, high-quality, affordable housing solution to domestic and international clientele at a high-production rate in efforts to address the ever-growing domestic demand for affordable homeownership, as well as providing relief to international governments with an inordinate demand for emergency housing aid - due to inevitable natural disasters.

The Company's primary product focus is on providing a custom affordable housing solution to a wide range of clients on a high capacity production line. The technologies that it implements are manufacturing-based and ensure highly accurate repeatability via semi-automated robotics. The accurate nature and repeatability of this method allows home construction to move from slab to certificate of occupancy (COO) at approximately 90% faster over the currently marketable conventional stick-built home construction methods. The Company plans on expanding its current customer base from local domestic individuals to participating in domestic and international government contracts including these potential industries, among others:

- Governmental agencies such as Federal Emergency Management Agency (FEMA),
- Non-Federal Agencies;
- Hospitality;
- Emergency disaster relief to international government agencies.
- Commercial construction

Our Solution

Rapid Home Solutions, Inc., has developed a The **S.T.R.E.A.M.** Building Process, (**S**cience, **T**echnology, **R**esearch, **E**ngineering, **A**rchitecture and **M**echanics), which allows for home structures to be built in a pre-assembled fashion via a proprietary manufacturing assembly line, similar to that of the Ford Motors assembly line, utilizing robotics and machinery that produces repetious accuracy on a micro level. This new technology allows for homes to be built approx. 90% faster and for 40% less cost, over traditional construction methods.

The walls of the home, or *'wall panels'*, are build in the manufacturing facility on an assembly line which is under continuous motion. Once the wall panels are fully built and sealed, they are loaded into shipping containers and brought to the home site where they are unloaded and placed into a proprietary custom track which would be pre-built into the concrete slab. The track would be previously laid out to fit the home's dimensions and the concrete slab poured around the track. Once the wall panels are slid into the base track, the wall panels are locked into the base track and the walls are locked to each other with the roof locking into the wall panels utilizing a proprietary locking mechanism, providing for a watertight seal from base to ceiling. Kitchen and bathrooms are pre-assembled into component sections which are all installed at the home site along with the wall panels.As an example of efficiency, this new building process produces enough wall panels for a 1,600 square foot home to be built in about an hour with an assembly time of 24 hours from slab to certificate of occupancy (COO).

Our Product

The **S.T.R.E.A.M.** Building Process produces high quality single family custom built residential homes. The products produced are eco-friendly by producing less waste than any other homebuilder in the space. The homes are **energy efficient** by reducing energy consumption by over 50% by implementing hot water on demand and using a high density spray foam with an R-value of 48.8. The homes are airtight and watertight making the structure **water proof** from base to ceiling and **fire proof** by utilizing a fire-retardant exterior and interior spray texture. In addition, the homes are built **hurricane proof** to withstand category 5 hurricane winds. The homes are built with cutting edge accuracy providing for perfect 90 degree angles aiding to a structurally sound home.

Manufacturing Process

The manufacturing facility is a 60,000 square foot building on a 7.35 acre industrial compound located at 1501 Robie Ave, Mount Dora, FL 32757. The facility will serve as the company's *Machinery 'R&D' (Research and Development) Division*, fabricating the equipment and machinery needed for its proprietary and automated manufacturing process.

The facility is complemented with over 7 acres of light manufacturing zoned land. Rapid Home Solutions will be establishing an industrial state-of-the-art ‘full scale’ testing ground, where turbine wind generators will create winds ranging from gale force winds (39 MPH) to winds well in excess of hurricane category-5 (250 MPH). Additional testing capacity will research both heavy side-ways rain and full scale flooding in its 150’L X 90’W x 20’D full scale flood tank, which can accommodate a full scale single-family home. Blast mitigation as well as tornadic uplift testing and earthquake racking will also be a major part of the structural testing program at the new facility.

The underlying technology is best described as 'Henry Ford meets Bob Vila' and incorporates the precision of robotic technology. Essentially, RHS has taken the craftsmanship of Bob Vila and incorporated with the Ford assembly line, borrowing robotic automation from the automotive industry while implementing new innovations. The STREAM system utilizes advances in material, application and mechanical systems to develop new types of structural components.

Benefits of STREAM Method of Building

The **S.T.R.E.A.M.** Building Process produces high quality single family custom built residential homes. The products produced are eco-friendly by producing less waste than any other homebuilder in the space. The homes are **energy efficient** by reducing energy consumption by over 50% by implementing hot water on demand and using a high density spray foam with an R-value of 48.8. The homes are airtight and watertight making the structure **water proof** from base to ceiling and **fire proof** by utilizing a fire-retardant exterior and interior spray texture. In addition, the homes are built **hurricane proof** to withstand category 5 hurricane winds. The homes are built with cutting edge accuracy providing for perfect 90 degree angles aiding to a structurally sound home.

Rapid Home Solutions, Inc. is anticipating expanding this technology to many important markets.

USE OF FUNDS

Rapid Home Solutions, Inc will fund its expansion through our private offering. If the full $1,000,000 of the offering is raised, Rapid Home Solutions will seek to utilize these funds towards the following areas, but not limited to these areas: **$1,000,000**

Facility	Vender	Months	Manual Line Cost
~~Security Deposit~~	~~Broker~~		~~$15,000.00~~
Lease Payment (TYP)	$9,375.00	5.999	$56,240.63
~~Electric Deposit (2 months)~~	~~Utility~~		~~$5,000.00~~
Electric Consumption	Utility	5.999	$2,500.00
Phone/Internet	Bright house	5.999	$600.00
~~Phone/Internet Consumption~~	~~Bright house~~		~~$150.00~~
Project Room Furnishing	Office Depot		$500.00
Fax/Copy/Scan/Printer	Office Depot		$200.00
Category Total			**$80,190.63**

Line/Building Product Handling, Infrastructure & Legal	Vender		Manual Line Cost
Patent Launague Update/International & Maintenance/Other legal Services	Attorneys		$10,000.00
A Frame	RHS/Wood		$10,000.00
Under-Over Conveyor	Pac-line/Straight Track		$7,000.00
Gravity Conveyer	EBay/Used Gravity		$3,000.00
Bridge Crain	-		-
Gantry Crane	-		-
Packing Station	-		-
Category Total			**$30,000.00**

Tooling (Machine Shop)	Vender		Manual Line Cost
Lathe, milling, surface Grinding			
Bench Grinder/ Belt Sander	Used		$750.00
Cut off Saw	Used		$500.00
Vices, Fixtures	Used		$1,000.00
Blocking, Strapping	Used		$500.00
Tooling	Used		$500.00
Category Total			**$3,250.00**

Tooling (Fabrication)	Vender		Manual Line Cost
Welding & Cutting Equipment	Used		$10,000.00
Clamps, Straps and Rigging	Used		$1,000.00
Grinders, Drills, Hand Tools	Used		$2,000.00
Fork Truck	Lease		$6,500.00
Category Total			**$19,500.00**

Manufacturing line	Vender		Manual Line Cost
Measuring System	-		-
Sub-Component Nailer	-		-
Sub-Component Table	Panel Plus		$7,950.00
Framing Table	Used		$15,000.00
Sheathing Station (E)	RHS		$15,000.00
Utility Installation Platform Lift	Bendpac		$15,000.00
Sheathing Station (I)	RHS		$20,000.00
Router Station (5 Axis)	Used/Handle Bar		$500.00
Insulation Station	Used Polyfoam		$4,500.00
Spray Booth	Used		$5,000.00
Window Installation (E)	-		-
Window Installation (I)	-		-
Trim out Station Platform Lift (E)	Bendpac		$15,000.00
Trim out Station Platform Lift (I)	Bendpac		$15,000.00
Proprietary Locking Mechanisms	Simex		$44,100.00
Category Total			**$157,050.00**

— CHART CONTINUED ON NEXT PAGE —

*Material Supply/Consumables (TYP Based on 1600 SF, EA)	Cost EA	Units	Manual Line Cost
Slab Pour	$8,800.00		$8,800.00
Proprietary WCC Locking Mechanisms Product	$200.00	25	$5,000.00
Proprietary WTW Locking Mechanisms Product	$1,200.00	4	$4,800.00
Proprietary WTB Locking Mechanisms Product	$1,200.00	4	$4,800.00
Proprietary Roof Truss Bracket Product	$2.50	50	$125.00
Proprietary FloorTruss Bracket Product	$5.00	50	$250.00
Proprietary Slab Female Bracket Product	$2,500.00	4	$10,000.00
Construction Lumber	$10.50	1600	$16,800.00
Texture Material Components	$1.00	4544	$4,544.00
Insulation Material Components	$1.85	1632	$3,019.20
Fasteners	$1.00	50	$50.00
Category Total			**$58,188.20**

Shipping Containers	Vender		Manual Line Cost
20' High Cube Container	Used		$2,500.00
Retrofit	RHS		$1,500.00
Roller Conveyor	EBay/Used Gravity		$3,500.00
Paint/Branding	RHS		-
Labor 20 MH @ $15 PH	W2/ RHS		$300.00
Category Sub-Total			$7,800.00
Minimum Number of Required Units	2		
Category Total			**$15,600.00**

Transportation	Rate	Units	Manual Line Cost
Penski/Enterprise, Highway Tractor, (Fleet lease)	$1,100.00	1	$1,100.00
Container Trailer	$850.00	1	$850.00
Category Sub-Total			$1,950.00
Number of Months		4	$7,800.00
Category Total			**$11,700.00**

Labor	8,466 MH's @ $20 PMH		$169,320.00
Sub-Total For Manual Production Line (10 house per month)			$317,290.63
Contingency	10%		$55,188.82
Total			**$599,987.65**

The chart below represents an automated line.

Facility	Vender	Unit's	Automated Line Cost
Security Deposit (2 months)	Paid		~~$15,000.00~~
Lease Payment (TYP Monthly)	$9,375.00	12	$112,500.00
Electric Deposit (2 months)	Utility		$5,000.00
Electric Consumption	$4,500.00	12	$54,000.00
Phone/Internet Hookup	$200.00	1	$200.00
Phone/Internet Consumption	$200.00	12	$2,400.00
Project Room Furnishing	$1,500.00	1	$1,500.00
Fax/Copy/Scan/Printer	$200.00	1	$200.00
Category Total			**$175,800.00**

Line/Building Product Handling, Infrastructure & Legal	Vender		Automated Line Cost
Patent Language Update/International & Maintenance/Other legal Services	Attorney		$100,000.00
A Frame	RHS/Steel		$50,000.00
Under-Over Conveyor	Pac-Line		$80,000.00
Slat Conveyor	Omni		$182,500.00
Bridge Crane	eBay		$137,500.00
Gantry Crane	eBay		$15,000.00
Packing Station	Rails		$20,000.00
Category Total			**$585,000.00**

Tooling (Machine Shop)	Vender		Automated Line Cost
Lathes, milling Machines, Surface Grinding, Hydrilic Press etc.	New		$50,000.00
Bench Grinder/ Belt Sander	New		$3,000.00
Cut off Saw	New		$5,000.00
Vices, Fixtures	New		$10,000.00
Blocking, Strapping	New		$5,000.00
Tooling (Vices, Work Benches etc)	New		$10,000.00
Category Total			**$83,000.00**

Tooling (Fabrication)	Vender		Automated Line Cost
Cutting Equipment	New		$10,000.00
Clamps, Straps and Rigging	New		$5,000.00
Grinders, Drills, Hand Tools	New		$5,000.00
Fork Truck	Lease		$20,000.00
Category Total			**$40,000.00**

— CHART CONTINUED ON NEXT PAGE —

Manufacturing line	Vender		Automated Line Cost
Measuring System	Hains		$9,000.00
Sub-Component Nailer	Hains		$20,000.00
Sub-Component Table	Panel Plus		$7,950.00
Framing Table	Panel Plus		$89,500.00
Sheathing Station (E)	RHS/DTI		$228,500.00
Utility Installation Platform Lift	Bendpac		$15,000.00
Sheathing Station (I)	RHS/DTI		$228,500.00
Router Station (5 Axis)	DMS CNC		$600,000.00
Insulation Station	RHS		$100,000.00
Spray Booth	Vortex Spray		$55,000.00
Window Installation (E)	BBS		$125,000.00
Window Installation (I)	BBS		$125,000.00
Trim out Station Platform Lift (E)	Bendpac		$15,000.00
Trim out Station Platform Lift (I)	Bendpac		$15,000.00
Proprietary Locking Mechanisms Tooling	Simex		$44,100.00
Category Total			**$1,677,550.00**

*Material Supply/Consumables (TYP Based on 1600 SF, EA)	Vender	Unit's	Automated Line Cost
Slab Pour	$8,800.00		$8,800.00
Proprietary WCC Locking Mechanisms Product	$200.00	25	$5,000.00
Proprietary WTW Locking Mechanisms Product	$1,200.00	4	$4,800.00
Proprietary BMW Locking Mechanisms Product	$1,200.00	4	$4,800.00
Proprietary Roof Truss Bracket Product	$2.50	50	$125.00
Proprietary Floor Truss Bracket Product	$5.00	50	$250.00
Proprietary Slab Female Bracket Product	$2,500.00	4	$10,000.00
Construction Lumber	$10.50	1600	$16,800.00
Texture Material Components	$1.00	4544	$4,544.00
Insulation Material Components	$1.85	1632	$3,019.20
Fasteners	$1.00	50	$50.00
Category Total			**$58,188.20**

Shipping Containers	Vender		Automated Line Cost
40' High Cube Container	New Open Source		$8,500.00
Retrofit	RHS		$1,500.00
Roller Conveyor	Open Source		$5,000.00
Paint/Branding	RHS		$250.00
Labor 20 MH @ $15 PH	W2/ RHS		$300.00
Category Sub-Total			$15,550.00
Minimum Number of Required Units	100		
Category Total			**$31,100.00**

— CHART CONTINUED ON NEXT PAGE —

Transportation	Rate	Units	Automated Line Cost
Penski/International/Mack Tractor	$1,100.00	5	$5,500.00
Container Trailer	$850.00	5	$4,250.00
Category Sub-Total			$9,750.00
Number of Months		12	$117,000.00
Category Total			**$136,500.00**

Labor	52,000 MH's @ $20 PMH	Units	$1,040,000.00
Sub-Total Fully Automated Production Line, (20 houses per day)			$3,827,138.20
Contingency	20%		$765,427.64
Total Single Line		**1**	**$4,592,565.84**
Per Line Copy Cost			**$1,677,550.00**
Total additional Lines (Count on D94 and total in E94 include original line shown on E92)		**7**	**$16,335,415.84**

Rapid-Home-Solutions.com

BUILDING HOPE THROUGH HOMEOWNERSHIP

Rapid Home Solutions, Inc. is an Orlando based company holding a national home manufacturer license, engaged in providing a custom, low-cost, high-quality, affordable housing solution to domestic and international clientele at a high-production rate in efforts to address the ever-growing domestic demand for affordable homeownership, as well as providing relief to international governments with an inordinate demand for emergency housing aid - due to inevitable natural disasters.

Our Opportunity

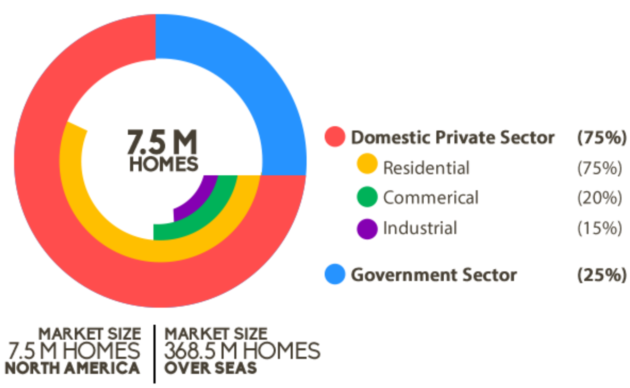
PROBLEM WORTH SOLVING

Home building method of today has varied very little in the last 100 years. Traditional home building methods typically take arrpx. 3-6 months to completion. Costs and waste remain high.

OUR SOLUTION

The S.T.R.E.A.M. Building Process produces high quality eco-friendly single family custom built residential homes. Homes are built hurricane category 5 proof. Our new building process produces enough wall panels for a 1,600 square foot home to be built in about an hour with an assembly time of 24 hours from slab to certificate of occupancy (COO).

TARGET MARKET



COMPETITORS

Larger companies such as D.R. Horton, PulteGroup, Lennar Group, NVR, Toll Brothers, Taylor Morrison, and KB Homes.

OUR ADVANTAGE

Our new technology allows for homes to be built approx. 90% faster and for 40% less cost, over traditional construction methods.

FUNDING NEEDED **$500K**

Fabrication of the manual manufacturing line. Sustain overhead for machinery R & D division.

Sales & Marketing

SALES CHANNELS

Rapid Home Solutions, Inc. focuses on sales to prospective home buyers and will be licensing to home builder competitors directly.

MARKETING ACTIVITIES

Rapid Home Solutions, Inc. has launched a fast-track home ownership program along with a Referral program which, combined, address credit and downpayment needs.

Executive Bios

Steve Diaz

Chief Executive Officer, President and Chairman of the Board of Directors.

Mr. Diaz has been a self employed entrepreneur for over 37 years, founding one of the largest residential & commercial landscape design, installation and maintenance company in Long Island, NY, (BMSCC), and was awarded some of the region's largest commercial contracts from major corporations including The Grumman Corporation, ranking #345 of the Forbes Global 2000. In 1996 Mr.Diaz diversified the company, adding home maintenance, remodeling and ultimately home construction to it's list of services.

In 2004, Mr. Diaz grew his company to 110 employees, becoming a prime contractor for Allstate® Insurance Company and State Farm® Insurance Company. Approximately one year later Mr. Diaz relocated his company to the Gulf Coast where he spent the next 36 months providing disaster and humanitarian relief for Hurricane Katrina victims. Home remodeling, tax credit community and levee reconstruction were the primary focus of the business as the need and demand for a housing solution continued to grow. By 2008 Mr. Diaz was fully immersed in formulating a new construction process to address the needs, spending this time conceptualizing the early beginnings of what would become Rapid Home Solutions, Inc.

Mr. Diaz's company currently holds "Class A Unlimited" state certified accreditation credentials.

Ricardo Diaz

Vice President and Member of the Board of Directors

Ricardo Diaz serves as a Vice President of Rapid Home Solutions, Inc., an emerging home manufacturer that has developed a patent-pending construction process which enables the manufacturing of a 1,600 square foot single-family, waterproof & fireproof home in less than one hour - designed to withstand category-5 hurricane winds (approximately 185 mph).

While working his way towards the current vice president position, he served as Program Developer from 2012 to 2013, he was charged with the task of creating efficient programs which focus on affordable housing, philanthropy, awareness and partnerships. His contributions to the development of a pre-market program, which has since been coined the 'Partnership In Homeownership' Program, led to generating approximately $80 million in pre-sold homes. Mr. Diaz has been a self employed entrepreneur successfully launching several advertising, multimedia and Tech companies.

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Commonwealth of Virginia

State Corporation Commission

CERTIFICATE OF GOOD STANDING

I Certify the Following from the Records of the Commission:

That Rapid Home Solutions Inc. is duly incorporated under the law of the Commonwealth of Virginia;

That the date of its incorporation is February 3, 2012;

That the period of its duration is perpetual; and

That the corporation is in existence and in good standing in the Commonwealth of Virginia as of the date set forth below.

Nothing more is hereby certified.

FILED
12 OCT -3 PM 4:05
SECRETARY OF STATE
TALLAHASSEE

Signed and Sealed at Richmond on this Date:
October 2, 2012

Joel H. Peck

Joel H. Peck, Clerk of the Commission

CISECOM
Document Control Number: 1210025694

EXHIBIT D-2 – RESOLUTION OF THE BOARD OF DIRECTORS

RESOLUTIONS OF THE BOARD OF DIRECTORS OF RAPID HOME SOLUTIONS, INC.

Present: Steve Diaz
Ricardo Diaz

Date: April 1, 2015

The Board of Directors for Rapid Home Solutions Inc., a Virginia corporation (the "Corporation") having called a special telephonic meeting with notice being waived by unanimous vote of those present, hereby consent to the following resolutions:

RESOLVED, unanimously, that as part of the Corporation's 2015 capital raising efforts, Counsel for the Corporation is hereby directed to take any and all necessary action to authorize a total of 2,000,000 shares of common stock (restricted) for offering consistent with a Rule 506 private placement offering, and any other action deemed necessary to fulfill the capital raising efforts set forth in the Confidential Business Summary dated April 2015, and as amended from time to time in the future.

RESOLVED, unanimously, that the holders of shares of common stock shall be entitled to resale registration at the time the Corporation files its Form S-1 Registration Statement.

RESOLVED that all action taken by this Board herein and at all times prior hereto, including but not limited to these resolutions, are authorized, approved, ratified and confirmed in all respects, and that any specific resolutions required for the purpose of carrying out these resolutions are hereby deemed adopted and may be certified as having been adopted by the directors as of the date hereof.

RESOLVED:

/s/ Steve Diaz
STEVE DIAZ
CHAIRMAN OF THE BOARD

/s/ Ricardo C. Diaz
RICARDO C. DIAZ
VICE PRESIDENT & DIRECTOR

EXHIBIT E – ACCREDITED INVESTOR QUESTIONNAIRE

This Questionnaire is intended to assess interest in participation in the offering of the common stock of the Company. We ask that you please complete and return this Questionnaire regardless of whether you wish to participate in the Offering. This questionnaire is not intended to be, and does not constitute, an offer to sell or the solicitation of an offer to buy any security. No binding agreement or obligation of any kind shall be created by this questionnaire.

1. Print Name of Potential Investor:

   ____

2. Please select one of the following options:
   (a) Participation Interest
   If you are interested in participating in the Offering, please indicate the maximum dollar amount you are interested in investing:
   Maximum Amount of Desired Investment:

   $______________________

   (b) No Participation Interest

   If you are **NOT** interested in participating the Offering, please place an

“X” here: ______

3. **Participation in the Offering is available only to “accredited investors.”** Please refer to the definitions below. Please place an “X” in the appropriate box below to indicate your status (ONLY ONE BOX NEEDS TO BE CHECKED; CONTACT THE COMPANY IF NONE IS APPLICABLE):

   “Accredited investor” means any person who comes within any of the following categories:

   (1) Any natural person whose individual net worth or joint net worth with that person's spouse, at the time of the purchase exceeds $1,000,000. **[_______]**

   (2) Any natural person who had an individual income in excess of $200,000 in each of the two most recent years or joint income with that person's spouse in excess of $300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year. **[_______]**

   (3) Any bank as defined in Section 3(a)(2) of the Securities Act of 1933, as amended (the “Act”), or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Act whether acting in its individual or fiduciary capacity; any broker dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934; any insurance company as defined in Section 2(13) of the Act; any investment company registered under the Investment Company Act of 1940 or a business development company as defined in Section 2(a)(48) of that Act; any Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if such plan has total assets in excess of $5,000,000; any employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974, if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such Act, which is either a bank, savings and loan association, insurance company, or registered investment advisor, or if the employee benefit plan has total assets in excess of $5,000,000, or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors. **[_______]**

   (4) Any private business development company as defined in Section 202(a)(22) of the Investment Advisors Act of 1940. **[_______]**

   (5) Any organization described in Section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, or Company, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of $5,000,000. **[_______]**

(6) Any director, executive officer, or Company of the issuer of the securities being offered or sold, or any director, executive officer, or Company of a Company of that issuer. **[_______]**

(7) Any trust with total assets in excess of $5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii). **[_______]**

(8) Any entity in which all of the equity owners are accredited investors. **[_______]**

4. **Reliance**. I understand you will be relying on my representations. If there is any material change in the information provided to you prior to your acceptance of the Subscription Agreement, I will immediately provide you with information regarding such change. Furthermore, the Executive Summary will be provided upon completion of this Questionnaire, and once produced will be incorporated herein.

   Please note that because the amount of the Offering is limited, we cannot assure you that you will be able to participate in the Offering at your desired investment level, or at all. Allocation of the available Offering amount will be made by Company, in its sole and absolute discretion.

5. **Signature**. The undersigned has executed this Investor Questionnaire on ____________ _____, 2015.

______________________________	______________________________
Print Name of Potential Investor	Signature
______________________________	______________________________
Email	Phone

____
Address:

if the Investor is an entity, also complete the following:

______________________________	______________________________
Name of Signatory	Title

EXHIBIT F – SUBSCRIPTION AGREEMENT

SUBSCRIPTION AGREEMENT FOR PURCHASE OF RESTRICTED COMMON STOCK

This Subscription Agreement (this "Agreement"), with an effective date of _____________ _____, 2015, by and between Rapid Home Solutions, Inc., a Virginia corporation, (the "Company"), and the signatory on the signature page hereto ("Subscriber").

WHEREAS, the Company and the Subscriber are executing and delivering this Agreement in reliance upon an exemption from securities registration afforded by the provisions of Section 4(2), Section 4(6) and/or Regulation D ("Regulation D") as promulgated by the United States Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "1933 Act"); and

WHEREAS, the parties desire that, upon the terms and subject to the conditions contained herein, the Company shall issue and sell to the Subscriber, and the Subscriber shall subscribe to and purchase shares of restricted common stock in the Company (the "Stock").

NOW, THEREFORE, in consideration of the mutual covenants and other agreements contained in this Agreement the Company and the Subscriber hereby agree as follows:

1. Purchase and Sale. The Company has offered for sale, and the undersigned Subscriber hereby tenders this subscription and applies for the purchase of, the applicable number of the Stock at the applicable purchase price (the "Purchase Price") all as set forth on the signature page hereto (the "Signature Page"). Together with this Subscription Agreement, the Subscriber is delivering to the Company the full amount of the Purchase Price for the Stock subscribed for. This subscription may be rejected by the Company in its sole discretion in whole or in part. THE SIGNATURE OF THE UNDERSIGNED ON THE SIGNATURE PAGE CONSTITUTES THE EXECUTION OF THIS SUBSCRIPTION AGREEMENT.

2. Closing. The consummation of the transactions contemplated herein shall take place at the offices of the Company, or at any other location in which the Company or its authorized agents are conducting business, as soon as practicable following the satisfaction or waiver of all conditions to closing set forth in this Agreement (the "Closing Date"). Subject to the satisfaction or waiver of the terms and conditions of this Agreement, on the Closing Date, Subscriber shall purchase and the Company shall sell to Subscriber the applicable number of Stock for the applicable Purchase Price.

3. Conditions to Closing. As a condition precedent to closing, the Subscriber shall approve, consent to and agree to be bound by the terms, conditions and other provisions of the Company's Bylaws, which the Subscriber acknowledges receipt hereof.

4. Subscriber's Representations and Warranties. Subscriber hereby represents and warrants to and agrees with the Company that:

   (a) Subscriber is duly organized, validly existing and in good standing under the laws of the jurisdiction of its organization.

   (b) Subscriber has the requisite power and authority to enter into and perform this Agreement and to purchase the Stock being sold to it hereunder. The execution, delivery and performance of this Agreement by Subscriber and the consummation by it of the transactions contemplated hereby and thereby have been duly authorized by all necessary action, and no further consent or authorization of such Subscriber is required. This Agreement has been duly authorized, executed and delivered by Subscriber and constitutes, or shall constitute when executed and delivered, a valid and binding obligation of the Subscriber enforceable against the Subscriber in accordance with the term hereof.

   (c) The execution, delivery and performance of this Agreement and the consummation by Subscriber of the transactions contemplated hereby or relating hereto do not and will not (i) result in a violation of such Subscriber's charter documents or bylaws or other organizational documents or (ii) conflict with, or constitute a default (or an event which with notice or lapse of time or both would become a default) under, or give to others any rights of termination, amendment, acceleration or cancellation of any agreement, indenture or instrument or obligation to which Subscriber is a party or by which its properties or assets are bound, or result in a violation of any law, rule, or regulation, or any order, judgment or decree of any court or governmental agency applicable to Subscriber or its properties (except for such conflicts, defaults and violations as would not, individually or in the aggregate, have a material adverse effect on Subscriber). Subscriber is not required to obtain any consent, authorization or order of, or make any filing or registration with, any court or governmental agency in order for it to execute, deliver or perform any of its obligations under this Agreement or to purchase the Stock in accordance with the terms hereof, provided that for purposes of the representation made in this sentence, Subscriber is assuming and relying upon the agreements of the Company herein.

(d) The Subscriber has received in writing from the Company such information concerning its operations, financial condition and other matters as the Subscriber has requested in writing (such information is collectively, the "Company Information"), and considered all factors the Subscriber deems material in deciding on the advisability of investing in the Securities.

(e) The Subscriber is, and will be on the Closing Date, an "accredited investor", as such term is defined in Regulation D promulgated by the Commission under the 1933 Act, is experienced in investments and business matters, has made investments of a speculative nature and has purchased securities of United States privately-owned companies in private placements in the past and, with its representatives, has such knowledge and experience in financial, tax and other business matters as to enable the Subscriber to utilize the information made available by the Company to evaluate the merits and risks of and to make an informed investment decision with respect to the proposed purchase of the Stock, which represents a speculative investment. The Subscriber is able to bear the risk of such investment for an indefinite period and to afford a complete loss thereof. The information set forth on the signature page hereto regarding the Subscriber is accurate.

(f) The Subscriber understands and agrees that the Stock is "restricted stock" and has not been registered under the 1933 Act or any applicable state securities laws, by reason of their issuance in a transaction that does not require registration under the 1933 Act (based in part on the accuracy of the representations and warranties of Subscriber contained herein), and that the Stock must be held indefinitely unless a subsequent disposition is registered under the 1933 Act or any applicable state securities laws or is exempt from such registration. Notwithstanding anything to the contrary contained in this Agreement, Subscriber may transfer (without restriction and without the need for an opinion of counsel) the Stock to its Affiliates (as defined below) provided that each such Affiliate is an "accredited investor" under Regulation D and such Affiliate agrees to be bound by the terms and conditions of this Agreement. For the purposes of this Agreement, an "Affiliate" of any person or entity means any other person or entity directly or indirectly controlling, controlled by or under direct or indirect common control with such person or entity. Affiliate when employed in connection with the Company includes each Subsidiary as defined in Section 4(a) of this Agreement. For purposes of this definition, "control" means the power to direct the management and policies of such person or firm, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise.

(g) The Stock issued upon the consummation of the transactions contemplated by herein shall bear the following legend:

"THE SECURITIES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED. THE SECURITIES MAY NOT BE SOLD, TRANSFERRED OR ASSIGNED IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT FOR THE SECURITIES UNDER SAID ACT, OR AN OPINION OF COUNSEL IN FORM, SUBSTANCE AND SCOPE CUSTOMARY FOR OPINIONS OF COUNSEL IN COMPARABLE TRANSACTIONS, THAT REGISTRATION IS NOT REQUIRED UNDER SAID ACT UNLESS SOLD PURSUANT TO RULE 144 OR REGULATION S UNDER SAID ACT."

(h) The offer to sell the Stock was directly communicated to the Subscriber by the Company. At no time was the Subscriber presented with or solicited by any leaflet, newspaper or magazine article, radio or television advertisement, or any other form of general advertising or solicited or invited to attend a promotional meeting otherwise than in connection and concurrently with such communicated offer.

(i) The Subscriber represents and warrants that he/she/it acknowledges and agrees that the shares being purchased are shares of preferred stock that do not carry with it voting rights or any other rights associated with common shareholders of the Company.

5. No Governmental Review. Subscriber understands that no United States federal or state agency or any other governmental or state agency has passed on or made recommendations or endorsement of the Stock or the suitability of the investment in the Stock nor have such authorities passed upon or endorsed the merits of the offering of the Stock.

6. Correctness of Representations. Subscriber represents that the foregoing representations and warranties are true and correct as of the date hereof and, unless such Subscriber otherwise notifies the Company prior to the Closing Date shall be true and correct as of the Closing Date.

7. Survival. The foregoing representations and warranties shall survive the Closing Date for a period of one year after the Closing Date.

8. Company Representations and Warranties. The Company represents and warrants to and agrees with Subscriber that:

(a) The Company is a corporation incorporated, validly existing and in good standing under the laws of the jurisdiction of its formation and has the requisite corporate power to own its properties and to carry on its business as it is currently conducted. For purposes of this Agreement, "Subsidiary" means, with respect to any entity at any date, any corporation, limited or general Company, limited liability company, trust, estate, association, joint venture or other business entity) of which more than 50% of (i) the outstanding capital stock having (in the absence of contingencies) ordinary voting power to elect a majority of the board of directors or other managing body of such entity, (ii) in the case of a Company or limited liability company, the interest in the capital or profits of such Company or limited liability company or (iii) in the case of a trust, estate, association, joint venture or other entity, the beneficial interest in such trust, estate, association or other entity business is, at the time of determination, owned or controlled directly or indirectly through one or more intermediaries, by such entity.

(b) All issued and outstanding stock of the Company have been duly authorized and validly issued and are fully paid and non-assessable, and all such stock of the Company have been issued in compliance with all applicable federal and state securities laws.

(c) This Agreement and any other agreements delivered together with this Agreement or in connection herewith (collectively "Transaction Documents") have been duly authorized, executed and delivered by the Company and are valid and binding agreements enforceable against the Company in accordance with their respective terms, subject to bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium and similar laws of general applicability relating to or affecting creditors' rights generally and to general principles of equity. The Company has full corporate power and authority necessary to enter into and deliver the Transaction Documents and to perform its obligations thereunder.

(d) No consent, approval, authorization or order of any court, governmental agency or body or arbitrator having jurisdiction over the Company, or any of its Affiliates, nor the Company's Members is required for the execution by the Company of the Transaction Documents and compliance and performance by the Company of its obligations under the Transaction Documents, including, without limitation, the issuance and sale of the Stock.

(e) Assuming the representations and warranties of the Subscriber in Section 5 are true and correct, neither the issuance and sale of the Stock nor the performance of the Company's obligations under this Agreement and all other agreements entered into by the Company relating thereto by the Company will violate, conflict with, result in a breach of, or constitute a default (or an event which with the giving of notice or the lapse of time or both would be reasonably likely to constitute a default in any material respect) under (i) the articles of incorporation of the Company, (ii) to the Company's knowledge, any decree, judgment, order, law, treaty, rule, regulation or determination applicable to the Company of any court, governmental agency or body, or arbitrator having jurisdiction over the Company or over the properties or assets of the Company or any of its Affiliates, (iii) the terms of any bond, debenture, note or any other evidence of indebtedness, or any agreement, unit option or other similar plan, indenture, lease, mortgage, deed of trust or other instrument to which the Company or any of its Affiliates is a party, by which the Company or any of its Affiliates is bound, or to which any of the properties of the Company or any of its Affiliates is subject, or (iv) the terms of any "lock-up" or similar provision of any underwriting or similar agreement to which the Company, or any of its Affiliates is a party.

(f) Except as described in the Company Information, there is no pending or, to the best knowledge of the Company, basis for or threatened action, suit, proceeding or investigation before any court, governmental agency or body, or arbitrator having jurisdiction over the Company, or any of its Affiliates to which the Company or any of its Affiliates is a party or which could adversely affect the Company or any of its Subsidiaries or the business conducted or proposed to be conducted by any of them.

9. Regulation D Offering. The offer, issuance and sale of the Stock to the Subscriber is being made pursuant to the exemption from the registration provisions of the 1933 Act afforded by Section 4(2) or Section 4(6) of the 1933 Act and/or Rule 506 of Regulation D promulgated thereunder.

10. Broker's Commission. The Company may have reserved the right to retain a FINRA broker dealer as placement agent to represent this offering. If the Company executes any agreement with a FINRA broker dealer(s), those parties would be entitled to receive commissions, and or warrants, or similar payments in connection with the offering described in this Agreement.

11. Legal Fees. Each party shall pay their own legal fees incurred in connection with the transaction contemplated herein, including, but not limited to, the drafting and negotiation of the Transaction Documents.

12. Covenants of the Company. The Company covenants and agrees with the Subscriber as follows:

(a) The proceeds of this offering will be utilized in accordance with the Use of Proceeds, as described in broad detail in the Company's Private Placement Memorandum for the purpose of working capital and general administrative expenses and professional fees.

(b) No press release notice, disclosure or any other publicity concerning the transactions set forth herein shall be issued, given or disseminated by either party without the approval of the other party.

(c) The Company agrees to indemnify, hold harmless, reimburse and defend the Subscriber, the Subscriber's officers, directors, agents, Affiliates, control persons, and principal shareholders, against any claim, cost, expense, liability, obligation, loss or damage (including reasonable legal fees) of any nature, incurred by or imposed upon the Subscriber or any such person which results, arises out of or is based upon (i) any misrepresentation by Company or breach of any warranty by Company in this Agreement or in any Schedules attached hereto, or other agreement delivered pursuant hereto; or (ii) after any applicable notice and/or cure periods, any breach or default in performance by the Company of any covenant or undertaking to be performed by the Company hereunder, or any other agreement entered into by the Company and Subscriber relating hereto.

13. Covenants of the Subscriber. Subscriber agrees to indemnify, hold harmless, reimburse and defend the Company and each of the Company's officers, directors, agents, Affiliates, control persons against any claim, cost, expense, liability, obligation, loss or damage (including reasonable legal fees) of any nature, incurred by or imposed upon the Company or any such person which results, arises out of or is based upon (i) any misrepresentation by such Subscriber in this Agreement or in any Schedule attached hereto, or other agreement delivered pursuant hereto; or (ii) after any applicable notice and/or cure periods, any breach or default in performance by such Subscriber of any covenant or undertaking to be performed by such Subscriber hereunder, or any other agreement entered into by the Company and Subscriber, relating hereto.

14. Miscellaneous.

(a) All notices, demands, requests, consents, approvals, and other communications required or permitted hereunder shall be in writing and, unless otherwise specified herein, shall be (i) personally served, (ii) deposited in the mail, registered or certified, return receipt requested, postage prepaid, (iii) delivered by reputable air courier service with charges prepaid, or (iv) transmitted by hand delivery, telegram, or facsimile, addressed as set forth below or to such other address as such party shall have specified most recently by written notice. Any notice or other communication required or permitted to be given hereunder shall be deemed effective (i) upon hand delivery or delivery by facsimile, with accurate confirmation generated by the transmitting facsimile machine, at the address or number designated below (if delivered on a business day during normal business hours where such notice is to be received), or the first business day following such delivery (if delivered other than on a business day during normal business hours where such notice is to be received) or (ii) on the second business day following the date of mailing by express courier service, fully prepaid, addressed to such address, or upon actual receipt of such mailing, whichever shall first occur. The addresses for such communications shall be: (i) if to the Company, to: ScanSys, Inc. at the address first stated hereinabove.

(b) This Agreement and the Transaction Documents delivered in connection herewith represent the entire agreement between the parties hereto with respect to the subject matter hereof and may be amended only by a writing executed by both parties. Neither the Company nor the Subscriber has relied on any representations not contained or referred to in this Agreement and the documents delivered herewith. No right or obligation of the Company shall be assigned except to an Affiliate without prior notice to and the written consent of the Subscriber.

(c) This Agreement may be executed in any number of counterparts and by the different signatories hereto on separate counterparts, each of which, when so executed, shall be deemed an original, but all such counterparts shall constitute but one and the same instrument. This Agreement may be executed by facsimile signature and delivered by facsimile transmission.

(d) This Agreement shall be governed by and construed in accordance with the laws of the State of Virginia without regard to conflicts of laws principles that would result in the application of the substantive laws of another jurisdiction. Any action brought by either party against the other concerning the transactions contemplated by this Agreement shall be brought only in the civil or state courts of Virginia or in the federal courts located in the City of Harrisonburg, State of Virginia.
THE PARTIES AND THE INDIVIDUALS EXECUTING THIS AGREEMENT AND OTHER AGREEMENTS REFERRED TO HEREIN OR DELIVERED IN CONNECTION HEREWITH ON BEHALF OF THE COMPANY AGREE TO SUBMIT TO THE JURISDICTION OF SUCH COURTS AND WAIVE TRIAL BY JURY. The prevailing party shall be entitled to recover from the other party its reasonable attorney's fees and costs. In the event that any provision of this Agreement or any other agreement delivered in connection herewith is invalid or unenforceable under any applicable statute or rule of law, then such provision shall be deemed inoperative to the extent that it may conflict therewith and shall be deemed modified to conform with such statute or rule of law. Any such provision which may prove invalid or unenforceable under any law shall not affect the validity or enforceability of any other provision of any agreement.

(e) To the extent permitted by law, the Company and Subscriber acknowledge and agree that irreparable damage would occur in the event that any of the provisions of this Agreement were not performed in accordance with their specific terms or were otherwise breached. It is accordingly agreed that the parties shall be entitled to one or more preliminary and final injunctions to prevent or cure breaches of the provisions of this Agreement and to enforce specifically the terms and provisions hereof, this being in addition to any other remedy to which any of them may be entitled by law or equity. Subject to Section 10(d) hereof, each of the Company, Subscriber and any signator hereto in his personal capacity hereby waives, and agrees not to assert in any such suit, action or proceeding, any claim that it is not personally subject to the jurisdiction in Virginia of such court, that the suit, action or proceeding is brought in an inconvenient forum or that the venue of the suit, action or proceeding is improper. Nothing in this Section shall affect or limit any right to serve process in any other manner permitted by law.

(f) Nothing contained herein or in any document referred to herein or delivered in connection herewith shall be deemed to establish or require the payment of a rate of interest or other charges in excess of the maximum permitted by applicable law. In the event that the rate of interest or dividends required to be paid or other charges hereunder exceed the maximum permitted by such law, any payments in excess of such maximum shall be credited against amounts owed by the Company to the Subscriber and thus refunded to the Company.

[SIGNATURES ON NEXT PAGE]

Please acknowledge your acceptance of the foregoing Subscription Agreement by signing and returning a copy to the undersigned whereupon it shall become a binding agreement between us.

Rapid Home Solutions, Inc.

By: ________________________________
Name: Steve Diaz
Its: CEO

Dated: _____________ _____, 2015

APPENDIX A

SUBSCRIBER	**PURCHASE PRICE**	**SHARES ACQUIRED**
________________________________ By: Its: Address:	$_________________	_________________ Shares of Common Stock