

Integrated Media Holdings, Inc.
Form PRER14C
January 13, 2009

SCHEDULE 14C/A

(Amendment No. 7)

(Rule 14c-101)

INFORMATION REQUIRED IN INFORMATION STATEMENT

SCHEDULE 14C INFORMATION

Information Statement Pursuant to Section 14(c) of the Securities

Exchange Act of 1934

Check the appropriate box:

- Preliminary Information Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14c-5(d)(2))
- Definitive Information Statement

Integrated Media Holdings, Inc.

(Name of Registrant as Specified in its Charter)

Payment of Filing Fee (check the appropriate box):

- No Fee Required.
- Fee computed on table below per Exchange Act Rules 14c-5(g) and 0-11.
- 1) Title of each class of securities to which transaction applies:
 - 2) Aggregate number of securities to which transaction applies:
 - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth amount on which filing fee is calculated and state how it was determined):
 - 4) Proposed maximum aggregate value of transaction:
 - 5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the

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filing for which the offering fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of the filing.

- 1) Amount previously paid:
- 2) Form, Schedule or Registration Statement No.:
- 3) Filing Party:
- 4) Date Filed:

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INTEGRATED MEDIA HOLDINGS, INC.
524 East Weddell Drive
Sunnyvale, CA 94089
Telephone (408) 744-1331– Facsimile (408) 744-1711

NOTICE OF ACTION TAKEN AND TO BE TAKEN PURSUANT TO THE WRITTEN
CONSENT OF THE BOARD OF DIRECTORS AND MAJORITY STOCKHOLDERS IN LIEU OF
A SPECIAL MEETING OF THE DIRECTORS AND STOCKHOLDERS

To Our Stockholders:

NOTICE IS HEREBY GIVEN to inform the holders of record of shares of common stock and preferred stock of Integrated Media Holdings, Inc. (the “Company,” “us,” “we,” or “our”), that on February 8, 2008 (and supplemented on December 15, 2008), our board of directors and stockholders holding a majority of our voting shares voted in favor of the following resolutions:

- A reverse stock split of our common stock outstanding effective on the 20th day after the mailing of this information Statement (the “Effective Date”) on the basis of one post-split share for every thirty (30) pre-split shares (the “Reverse Stock Split”);
- Reincorporation in Nevada and change of our corporate name by merger with and into our wholly-owned Nevada subsidiary, Arrayit Corporation; and
- The Articles of Incorporation of our Nevada subsidiary will become the Articles of Incorporation of the Company on the effective time of the reincorporation and reverse split.

WE ARE NOT ASKING YOU FOR A PROXY

AND YOU ARE REQUESTED NOT TO SEND US A PROXY

The actions have been approved by our board of directors and by shareholders holding 2,926,786 shares of our Series A Preferred Stock, which in aggregate can vote a total of 28,097,155 shares of our voting stock and shareholders holding 100,000 shares of our Series C Preferred Stock, which in aggregate can vote a total of 35,000,000 shares of our voting stock, representing an aggregate of 55,999,443 voting shares or 62.8% of our total voting shares based on 89,096,378 voting shares outstanding (the “Majority Shareholders”). The total of 89,096,378 voting shares outstanding represents 17,499,262 shares of common stock issued and outstanding, which each vote one (1) share on shareholder matters, a total of 3,697,611 shares of Series A Preferred Stock issued and outstanding, which each vote 9.6 shares on shareholder matters, and a total of 103,143 shares of our Series C Preferred Stock issued and outstanding, which each vote 350 shares on shareholder matters..

The accompanying Information Statement is furnished pursuant to Section 14(c) of the Securities Exchange Act of 1934, as amended, and Regulation 14C and Schedule 14C thereunder.

We are mailing the Information Statement on or about _____, 2009 (the “Record Date”) to stockholders of record of the Company at the close of business on the date of mailing.

THIS IS NOT A NOTICE OF A SPECIAL MEETING OF STOCKHOLDERS AND NO STOCKHOLDER MEETING WILL BE HELD TO CONSIDER ANY MATTER WHICH IS DESCRIBED HEREIN, INSTEAD, THE MATTERS DESCRIBED ABOVE WILL BE EFFECTIVE ON THE 20TH DAY AFTER THE MAILING OF THIS INFORMATION STATEMENT WITHOUT ANY FURTHER ACTION.

By Order of the Board of Directors,

Rene' A. Schena, Chairman and Chief Executive Officer
January_____, 2009

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SUMMARY

OVERVIEW	<p>Effective February 21, 2008, TeleChem International, Inc., a Delaware corporation, became a wholly owned, Nevada, subsidiary of the Company by merger into the Company's wholly owned Nevada subsidiary. The three transactions summarized below simultaneously will: (i) reincorporate the Company from Delaware to Nevada, (ii) consolidate ("reverse split") the outstanding shares of the Company's common stock in the ratio of 1 new share for each 30 old shares, without affecting the number of outstanding shares of Series A Preferred Stock or Series C Preferred Stock; and (iii) change the corporate name of the Company to Arrayit Corporation</p> <p>As a result of these actions the holders of the Series C preferred stock will hold 73.1% of the total voting rights and total outstanding common shares upon their conversion. In addition, the number of outstanding shares of Series A preferred stock will not be affected by the reverse stock split, however, the conversion ratio will be reduced from 9.6:1 to .32:1 to reflect the reverse stock split.</p>
TRANSACTION:	Reincorporation in Nevada
PURPOSE:	To provide greater flexibility and simplicity in corporate transactions, reduce taxes and other costs of doing business. The Reincorporation will increase the number of authorized shares of capital stock from 100,000,000 shares of common stock and 5,000,000 shares of preferred stock to 480,000,000 and 20,000,000 shares of preferred stock. For a discussion of the increase in our authorized shares and the cancellations that will occur upon completion of the reincorporation see the question: "After completion of the reincorporation, reverse split and conversion of all shares of convertible stock and outstanding debt, how many shares will be outstanding?"
METHOD:	Merger of the Company with and into our wholly-owned Nevada subsidiary, Arrayit Corporation. See "Reincorporation in Nevada - Principal Features of the Reincorporation."
TRANSACTION:	Reverse Stock Split
PURPOSE:	To increase the market price of our common stock in order to attract more investor interest. To decrease the number of outstanding shares in order to have a sufficient number of common shares to issue upon conversion of the Series C Preferred Stock that were issued because there were not a sufficient number of common shares to satisfy the terms of the merger agreement with TeleChem International, Inc. The Series C Preferred Stock was selected because it could be issued and the merger consummated without shareholder approval.
EXCHANGE RATIOS:	One (1) share of Arrayit common stock will be issued for each 30 of our shares of common stock held as of the Effective Date and cash payment for each fractional share of Arrayit common stock that would otherwise be issued. See "Reincorporation in Nevada – Principal Features of the

Reincorporation.”

One (1) share of Arrayit Series A Preferred Stock will be issued for each one (1) share of our Series A Preferred Stock held as of the Effective Date. As a result of the Reverse Stock Split of our issued and outstanding common stock, the conversion ratio of our Series A Preferred Stock will be automatically reduced to 0.32 shares of common stock for each one (1) share of Series A Preferred Stock converted, which conversion ratio equals the prior conversion ratio, 9.6 divided by 30 in connection with the Reverse Stock Split.

The Company’s outstanding shares of Series C Preferred Stock will not be affected by the reverse stock split and will instead convert into Series C Preferred Stock of Arrayit upon the Effective Date of the reverse split, with substantially similar rights as the Company’s Series C Preferred Stock as amended.

See “Reincorporation in Nevada – Principal Features of the Reincorporation.”

TRANSACTION: Change corporate name to Arrayit Corporation

PURPOSE: A new corporate name to more accurately reflect the business of the Company.

METHOD: Merger of the Company with and into our wholly-owned Nevada subsidiary, Arrayit Corporation.

RECORD DATE: _____, 2009 (the date this information statement is mailed)

EFFECTIVE DATE: _____, 2009 (twenty days after the Record Date)

ADDITIONAL PROVISIONS: Exchange of outstanding certificates representing shares of Company common stock for certificates representing shares of Arrayit common stock. See “Reincorporation in Nevada - How to Exchange Company Certificates for Arrayit Certificates.”

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The beneficial owners of approximately 62.8% of the total voting shares of the Company's capital stock entitled to vote on these matters approved the adoption of the Reverse Stock Split, the Reincorporation, the New Articles and name change, without a meeting dated as of February 8, 2008. This Information Statement is furnished only to inform stockholders of the Company of the above actions which were taken by the Majority Shareholders of the Company before such action can take effect in accordance with the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Because the stockholders holding a majority of the voting rights of all of the outstanding shares of capital stock voted in favor of the foregoing proposals by resolution on February 8, 2008, no other stockholder consents will be solicited in connection with this Information Statement.

The elimination of the need for a special or annual meeting of stockholders to ratify or approve the New Articles to affect the Reverse Stock Split, the Reincorporation and name change is authorized by Section 228(a) of the Delaware General Corporation Law ("DGCL"), which provides that the written consent of stockholders holding at least a majority of the voting power may be substituted for such a special or annual meeting. In order to eliminate the costs and management time involved in holding a special or annual meeting and in order to effect or ratify the Reverse Stock Split and other actions described herein as early as possible in order to accomplish the purposes of the Company as hereafter described, the board of directors of the Company believes it is in the best interests of the shareholders to utilize the written consent of stockholders holding a majority of the voting power of the Company, rather than holding a special meeting of shareholders.

The Company has asked brokers and other custodians, nominees and fiduciaries to forward this Information Statement to the beneficial owners of the common stock held of record by such persons and will reimburse such persons for out-of-pocket expenses incurred in forwarding such material.

This Information Statement will serve as written notice to stockholders pursuant to Section 228(e) of the DGCL.

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QUESTIONS AND ANSWERS

This Information Statement is first being sent to stockholders on or about _____, 2009. The following questions and answers are intended to respond to frequently asked questions concerning the reincorporation of Integrated Media Holdings, Inc. a Delaware corporation into a Nevada corporation. These questions do not, and are not intended to, address all the questions that may be important to you. You should carefully read the entire Information Statement, as well as its appendices and the documents incorporated by reference in this Information Statement.

Q: WHY IS THE COMPANY REINCORPORATING TO NEVADA?

A: Nevada imposes no income taxes or franchise taxes on Nevada corporations. We believe that we will be able to save tax expenses in Nevada levied on our profitable operation.

Q: WHY ISN'T THE COMPANY HOLDING A MEETING OF STOCKHOLDERS TO APPROVE THE REINCORPORATION?

A: The board of directors has already approved the reincorporation plan and have received the written consent of our shareholders who are officers and directors, and the shareholders which represent a majority of our outstanding voting shares. Under Delaware General Corporation Law and our Certificate of Incorporation this transaction may be approved by the written consent of a majority of the shares entitled to vote. Since we already have received confirmation that a majority of our voting shares have approved the transactions discussed herein, a formal shareholders meeting is not necessary and represents a substantial and avoidable expense.

Q: WHAT ARE THE PRINCIPAL FEATURES OF THE REINCORPORATION?

A: The reincorporation will be accomplished by a merger of the Company with and into our wholly owned subsidiary, Arrayit Corporation, a Nevada corporation ("Arrayit"). One fully paid and non-assessable shares of Arrayit will be issued for each 30 outstanding shares of our common stock. Our Series A Preferred Stock and Series C Preferred Stock will not take part in the reverse split, and as such, one fully paid and non-assessable share of Arrayit's Series A Preferred Stock and Series C Preferred Stock will be issued for each one outstanding share of our Series A Preferred Stock and Series C Preferred Stock that are held by our Series A Preferred Stock and Series C Preferred Stock shareholders, respectively. In addition, cash will be paid for any fractional share that would be issuable to any holder of our common stock based upon the closing price of the fraction of one share of our common stock as reported on the Electronic Bulletin Board for the last trading day prior to the Effective Date. Additionally, as a result of the Reverse Stock Split of our issued and outstanding common stock, the conversion ratio of our Series A Preferred Stock will be automatically reduced to 0.32 shares of common stock for each one (1) share of Series A Preferred Stock converted, which conversion ratio equals the prior conversion ratio, 9.6 divided by 30 in connection with the Reverse Stock Split. The shares of the Company will cease to trade on the over-the-counter bulletin board market and the shares of Arrayit will begin trading in their place beginning on the Effective Date of the reincorporation, under a new trading symbol and new CUSIP number that has not yet been assigned. Other securities of the Company, such as options, warrants, other rights to purchase common stock, and securities exchangeable for or convertible into our common stock will also be exchanged for similar securities issued by Arrayit, adjusted in connection with the Reverse Stock Split.

Q: HOW WILL THE REINCORPORATION AFFECT THE NUMBER OF SHARES OF COMMON STOCK AND PREFERRED STOCK WE ARE AUTHORIZED TO ISSUE?

A: Upon completion of the reincorporation, the number of common shares we are authorized to issue will increase from 100 million to 480 million and the number of preferred shares we are authorized to issue will increase from 5

million to 20 million.

Q: AFTER COMPLETION OF THE REINCORPORATION, REVERSE SPLIT AND CONVERSION OF ALL SHARES OF CONVERTIBLE STOCK AND OUTSTANDING DEBT, HOW MANY SHARES WILL BE OUTSTANDING?

A: After completion of the actions described in this Information Statement, the 17,499,262 outstanding shares of the Company's common stock will convert into 583,309 shares of Arrayit's common stock (not including any fractional shares of common stock purchased in connection with the Reverse Stock Split), the 3,697,611 outstanding shares of Series A Preferred Stock will be convertible into 3,697,611 outstanding shares of Arrayit's Series A Preferred Stock, and the 103,143 outstanding shares of the Company's Series C Preferred Stock will automatically convert into 103,143 shares of Arrayit's Series C Preferred Stock. The reincorporation will also enable the forgiveness of a total of \$1,993,450 of principal outstanding debt of the Company along with various accrued and unpaid interest, and the cancellation of 2,926,787 shares of Series A Preferred Stock shares and the cancellation of 593,314 pre-Reverse Stock Split shares (19,778 post Reverse Stock Split shares) of our common stock by various unrelated shareholders pursuant to individual agreements between such shareholders, the holders of the Company's debt and the Company for the issuance of 12,478,357 newly issued post-Reverse Stock Split shares of our common stock (collectively the "Cancellations"). Therefore, subsequent to the Reverse Stock Split and after the Cancellations, the total number of outstanding shares of common stock the Company will be 13,041,888 (the 593,314 post-Reverse Stock Split shares minus the 19,778 cancelled common shares as a result of the Cancellations); the total number of Series A Preferred Stock shares will be 770,824 shares (the 3,697,611 original shares minus the 2,926,787 cancelled Series A Preferred Stock shares as a result of the Cancellations), and the total number of Series C Preferred Stock shares outstanding will remain at 103,143 shares.

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Q: HOW WILL THE REINCORPORATION AFFECT OUR OWNERS, OFFICERS, DIRECTORS AND EMPLOYEES?

A: Our officers, directors and employees will become the officers, directors and employees of Arrayit on the Effective Date of the reincorporation. Arrayit will continue our business at the same locations and with the same assets.

Q: HOW WILL THE ACTIONS DESCRIBED HERE AFFECT MY SECURITIES AND PERCENTAGE OF OWNERSHIP OF THE COMPANY?

A: After the Telechem merger and before any of the actions described in this Information Statement, the outstanding security holders of the Company's common stock represent 19.6% of the Company's total voting shares, the outstanding security holders of the Company's Series A Preferred Stock represent 39.8% of the Company's total voting shares, and the holders of the Company's Series C Preferred Stock represent 40.5% of the Company's total voting shares. Following the Effective Date of the reincorporation, increase in authorized shares, name change, reverse split, and Cancellations, subject only to insignificant differences relating to the purchase of fractional shares, all of the Company's current common stockholders will hold in aggregate 26.4% of the Company's total voting shares, the Company's Series A Preferred Stock shareholders will hold in aggregate 0.5% of the Company's total voting shares, and the Company's Series C Preferred Stock shareholders will hold 73.1% of the Company's voting shares.

Q: HOW DOES THE REINCORPORATION, REVERSE SPLIT AND REINCORPORATION RELATE TO OUR MERGER WITH TELECHEM?

A: The actions described in this information statement are an integral part of the reorganization and recapitalization of the Company in order to move forward as a modern life sciences company incorporated in a more friendly corporate tax jurisdiction, with an appropriate name and capital structure.

Q: HOW DO I EXCHANGE COMPANY CERTIFICATES FOR CERTIFICATES OF ARRAYIT?

A: Enclosed with this Information Statement is a letter of transmittal and instructions for surrendering certificates representing our shares. If you are a record stockholder, you should complete the letter of transmittal and send it with certificates representing our shares to the address set forth in the letter. Upon surrender of a certificate for cancellation with a duly executed letter of transmittal, Arrayit will issue a new certificate representing the number of whole shares of Arrayit as soon as practical after the Effective Date of the reincorporation. If you hold our stock in street name or in a brokerage account, we encourage you to request that certificate be issued to you so that you can exchange it for a certificate representing shares of Arrayit.

Q: WHAT HAPPENS IF I DO NOT SURRENDER MY COMPANY CERTIFICATES?

A: You are not required to surrender your certificates representing Company shares to receive shares of Arrayit. However, until you receive your shares of Arrayit you are entitled to receive notice of or vote at stockholder meetings and receive dividends or other distributions on the shares of Arrayit.

Q: WHAT IF I HAVE LOST MY COMPANY CERTIFICATES?

A: If you have lost your Company certificates, you should contact our transfer agent as soon as possible to have a new certificate issued. You may be required to post a bond or other security to reimburse us for any damages or costs if the certificate is later delivered for conversion.

Q: CAN I REQUIRE THE COMPANY TO PURCHASE MY STOCK?

A: No. Under the General Corporation Law of the State of Delaware, you are not entitled to appraisal and purchase of your stock as a result of the reincorporation.

Q: WHO WILL PAY THE COSTS OF REINCORPORATION?

A. Arrayit will pay all of the costs of reincorporation in Nevada, including distributing this Information Statement and the cost of exchanging certificates representing shares of the Company for certificates representing shares of Arrayit. We may also pay brokerage firms and other custodians for their reasonable expenses for forwarding information materials to the beneficial owners of our common stock. We do not anticipate contracting for other services in connection with the reincorporation.

Q: WILL I HAVE TO PAY TAXES ON THE NEW CERTIFICATES?

A: We believe that the reincorporation is not a taxable event and that you will be entitled to the same basis in the shares of Arrayit that you had in our common stock. **EVERYONE'S TAX SITUATION IS DIFFERENT AND YOU SHOULD CONSULT WITH YOUR PERSONAL TAX ADVISOR REGARDING THE TAX EFFECT OF THE REINCORPORATION.**

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OUTSTANDING SHARES AND VOTING RIGHTS AT DECEMBER 15, 2008

As of December 15, 2008, date of the consent authorizing the actions described in this Information Statement the Company's authorized capitalization consisted of 100,000,000 shares of common stock, \$.001 par value per share, of which 17,499,262 shares were issued and outstanding, and 5,000,000 shares of preferred stock, \$.001 par value per share, of which 1,000 shares had been designated as Series A Preferred Stock, 100,000 had been designated as Series B Preferred Stock, and 103,143 had been designated as Series C Preferred Stock. A total of 3,697,611 shares of Series A Preferred Stock, no shares of Series B Preferred Stock, and 103,143 shares of Series C Preferred Stock were issued and outstanding. Each share of Series A Preferred Stock entitles its holder to 9.6 votes (based upon the 9.6-to-1 conversion ratio) on each matter submitted to the stockholders and each share of Series C Preferred Stock entitles its holder to 350 votes on each matter submitted to the stockholders (based upon the 350-to-1 conversion ratio). Holders of common stock of the Company have no preemptive rights to acquire or subscribe to any of the additional shares of common stock. Each share of common stock entitles its holder to one vote on each matter submitted to the stockholders. Therefore, as December 15, 2008, the common stock shareholders were able to vote 17,499,262 voting shares, the Series A Preferred Stock shareholders were able to vote a total of 35,497,066 voting shares, and the Series C Preferred Stock shareholders were able to vote 36,100,050 voting shares, which in aggregate represented 89,096,378 total voting shares.

The following table sets forth a description of any substantial interest, direct or indirect of each person who has been a director or executive officer of the registrant at any time since the beginning of the last fiscal year. The address of each person, unless otherwise noted, is 524 East Weddell Drive, Sunnyvale, California 94089. Additionally we have included information about persons more than 5% of the total voting rights.

Name and Address of Beneficial Owner	Common Stock	Total Voting Percentage of Common Stock	Series A Preferred Stock	Total Voting Percentage of Series A Preferred Stock	Series A Preferred Stock Able to Vote	Series C Preferred Stock	Total Voting Percentage of Series C Preferred Stock	Total Shares of Series C Preferred Stock Able to Vote	Total Voting Shares Based on All Voting Shares Outstanding	Total %
Officers and Directors										
Rena' A Schena, Chief Executive Officer, Chief Financial Officer and Director	0	0.00%	0	0.00%	0	42,857	41.60%	14,999,950	14,999,950	16.8
Mark Schena, Director	0	0.00%	0	0.00%	0	14,286	13.90%	5,000,100	5,000,100	5.6
William L. Sklar, Director	19,996	0.10%	98,807	2.67%	948,543	0	0.00%	0	968,539	1.1
	0	0.00%	0	0.00%	0	28,571	27.70%	9,999,850	9,999,850	11.2

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Todd Martinsky, Director											
Paul K. Haje Director of Advertising and Public Relations	0	0.00%	0	0.00%	0	14,286	13.90%	5,000,100	5,000,100	5.6	
Greater Than 5% Shareholders											
WV Fiber, LLC (2)	4,055,448	23.20%	0	0.00%	0	0	0.00%	0	4,055,448	4.6	
Mashrua Shipping & Transport Ltd. (3)	1,000,000	5.70%	0	0.00%	0	0	0.00%	0	1,000,000	1.1	
WEM Equity Capital Investments, Ltd. 3111 Rosemary Park Lane Houston, Texas 77082(4)	71,946(1)	0.40%	355,505	9.61%	3,412,851	0	0.00%	0	3,484,797	3.9	
Briarpatch, Ltd. 2038 Albans, Houston, Texas 77005(5)	71,946(1)	0.40%	355,505	9.61%	3,412,851	0	0.00%	0	3,484,797	3.9	
Donald Sapaugh 12000 Westheimer Suite 340 Houston, Texas 77077	44,003(1)	0.30%	217,432	5.88%	2,087,349	0	0.00%	0	2,131,352	2.4	
Hunter Carr 12000 Westheimer Suite 340 Houston, Texas 77077	43,452(1)	0.20%	214,707	5.81%	2,061,187	0	0.00%	0	2,104,639	2.4	
First Sage Equity, Inc. (6)	50,137(1)	0.30%	247,739	6.70%	2,378,293	0	0.00%	0	2,428,430	2.7	

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227 Edgewood Friendswood, Texas 77546 Phillip Johnson 12000 Westheimer Suite 340 Houston, Texas 77077 Jukka Tolonen Fairfield Financing, Inc. (7) 221 West Exchange Ave. Suite 221 Ft. Worth, Texas 76184	41,781(1)	0.20%	206,449	5.58%	1,981,911	0	0.00%	0	2,023,691	2.3
All of the Officers and Directors as a Group (5 Persons)	19,996	0.10%	98,807	2.67%	948,543	100,000	97.00%	35,000,000	35,968,539	40.4

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The table above does not include the shares issuable upon conversion of the Company's outstanding convertible notes. The note holders and the Company have agreed, based upon privately negotiated agreements, to accept 10,711,812 shares of common stock in exchange for all currently outstanding convertible debt 1,766,545 shares of common stock in conversion of Series A preferred stock owned by holders of the convertible debt, for a total common share issuance of 12,478,357. The conversion and exchange is referred to as the "Cancellations." A requirement of the negotiation of the transactions contemplated in connection with the Cancellations was that the ownership of the shares of common stock issuable upon conversion of convertible notes would rest in the name of the individuals and entities who are the owners and holders of such notes.

- (1) Held under the terms of a custodian agreement that grants exclusive voting, dispositive and any other economic rights to the beneficial owners named in the agreements and provides that no beneficial owner is affiliated with any other beneficial owner and the beneficial owners are not acting and will not act as a group.
- (2) The Company is not aware of the individual with investment authority over the shares beneficially owned by WV Fiber, LLC, which entity is currently in Bankruptcy.
- (3) The Company is not aware of the individual with investment authority over the shares beneficially owned by Mashrua Shipping & Transport Ltd.
- (4) The natural person with dispositive authority over securities of the company is William E. McIlwain at the above address.
- (5) The natural person with dispositive authority over securities of the company is Brad Fleming at the above address.
- (6) The natural person with dispositive authority over securities of the company is Joe Wiley.
- (7) The natural person with dispositive authority over securities of the company is O. Preston Smith.

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INFORMATION REGARDING BENEFICIAL OWNERSHIP OF PRINCIPAL
SHAREHOLDERS, DIRECTORS AND MANAGEMENT
FOLLOWING THE REVERSE STOCK SPLIT AND REINCORPORATION

The following table sets forth certain information regarding the beneficial ownership of our common and preferred stock immediately after the Effective Date of the reincorporation of the Company, taking into account the Reverse Stock Split and Cancellations, with respect to (i) each director of the Company; (ii) each executive officer; (iii) all executive officers and directors of the Company as a group; and (iv) each party known by us to be the beneficial owner of more than 5% of our capital voting stock. Unless otherwise indicated, the mailing address for each party listed below is c/o Integrated Media Holdings, Inc., 524 East Weddell Drive, Sunnyvale, CA 94089. This table is based upon information supplied by current and former officers, directors and principal stockholders. Unless otherwise indicated in the footnotes to this table and subject to community property laws where applicable, we believe that the stockholders named in this table have sole voting and investment power with respect to the shares indicated as beneficially owned. Applicable percentages are based on 13,041,888 shares of our common stock outstanding immediately after the reverse split. Subsequent to the Reverse Stock Split and after the Cancellations, the total number of outstanding shares of common stock the Company will be 13,041,888 (the 593,314 post-Reverse Stock Split shares minus the 19,778 cancelled common shares as a result of the Cancellations); the total number of Series A Preferred Stock shares will be 770,824 shares (the 1,183,236 shares minus the 2,926,787 cancelled Series A Preferred Stock shares as a result of the Cancellations), and the total number of Series C Preferred Stock shares outstanding will remain 103,143 shares.

The number and percentage of shares beneficially owned is determined in accordance with Rule 13d-3 of the Securities Exchange Act and the information is not necessarily indicative of beneficial ownership for any other purpose. Under that rule, beneficial ownership includes any shares as to which the individual or entity has voting power or investment power and any shares that the individual has the right to acquire within 60 days through the exercise of any stock option or other right. Unless otherwise indicated in the footnotes or table, each person or entity has sole voting and investment power, or shares such powers with his or her spouse, with respect to the shares shown as beneficially owned.

	Total Voting Percentage of Common Stock (1)	Total Voting Percentage of Common Stock (9)	Total Voting Percentage of Series A Preferred Stock (9)	Total Voting Percentage of Series A Preferred Stock (9)	Total Voting Percentage of Series C Preferred Stock (9)	Total Voting Percentage of Series C Preferred Stock (9)	Total Voting Percentage of Series C Preferred Stock (9)	Total Voting Percentage of Series C Preferred Stock (9)	Total Voting Percentage of Series C Preferred Stock (9)	Total Voting Percentage of Series C Preferred Stock (9)
Officers and Directors										
Rena' A Schena, Chief Executive Officer, Chief Financial Officer and Director	0	0.0%	0	0%	0	42,857	0%	14,999,950	14,999,950	30.4%

524 East Weddell Drive Sunnyvale, California 94089											
Mark Schena, Director 524 East Weddell Drive Sunnyvale, California 94089	0	0.0%	0	0%	0	14,286	0%	5,000,100	5,000,100	10.1%	
William L. Sklar, Director 524 East Weddell Drive Sunnyvale, California 94089	125,000	1%	0	0%	0	0	0%	0	125,000	0.3%	
Todd Martinsky, Director 524 East Weddell Drive Sunnyvale, California 94089	0	0.0%	0	0%	0	28,571	0%	9,999,850	9,999,850	20.2%	
Paul K. Haje Director of Advertising and Public Relations 524 East Weddell Drive Sunnyvale, California 94089	0	0.0%	0	0%	0	14,286	0%	5,000,100	5,000,100	10.1%	

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Greater than 5% Shareholders WEM Equity Capital Investments, Ltd. 3111 Rosemary Park Lane Houston, Texas 77082(10)	2,000,000(1)	15.3%	515,115	13.93%	0	0	0%	4,945,104	2,000,000	4.0%
Briarpatch, Ltd. 2038 Albans, Houston, Texas 77005(11)	2,000,000(2)	15.3%	515,115	13.93%	0	0	0%	4,945,104	2,000,000	4.0%
Donald Sapaugh 12000 Westheimer Suite 340 Houston, Texas 77077	1,100,000(3)	8.4%	259,313	7.01%	0	0	0%	2,489,405	1,100,000	2.2%
Hunter Carr 12000 Westheimer Suite 340 Houston, Texas 77077	1,100,000(4)	8.4%	259,313	7.01%	0	0	0%	2,489,405	1,100,000	2.2%
Phillip Johnson 12000 Westheimer Suite 340 Houston, Texas 77077	1,100,000(5)	8.4%	259,313	7.01%	0	0	0%	0	1,100,000	2.2%
Jukka Tolonen Fairfield	1,000,000(6)	7.7%	257,558	6.97%	0	0	0%	0	1,000,000	2.0%
Financing, Inc. (12) 221 West Exchange Ave. Suite 221	1,300,000(7)	10.0%	247,739	6.70%	0	0	0%	0	1,300,000	2.6%

Ft. Worth, Texas 76184										
Kickapoo Kapital (13) 12000 Westheimer Suite 340 Houston, TX 77077	700,000(8)	5.4%	230,631	6.24%	0	0	0%	0	700,000	1.4%
All of the Officers and Directors as a Group (5 Persons)	125,000	1.0%	0	0%	0	100,000	97.0%	35,000,000	35,125,000	71.1%

* Less than 1%.

(1) Represents 1,831,688 upon conversion of debt, 164,837 upon conversion of Series A preferred and 3,475 post reverse common shares.

(2) Represents 1,831,688 upon conversion of debt, 164,837 upon conversion of Series A preferred and 3,475 post reverse common shares..

(3) Represents 1,015,270 upon conversion of debt, 82,980 upon conversion of Series A preferred and 1,750 post reverse common shares.

(4) Represents 1,015,270 upon conversion of debt, 82,980 upon conversion of Series A preferred and 1,750 post reverse common shares.

(5) Represents 1,015,270 upon conversion of debt, 82,980 upon conversion of Series A preferred and 1,750 post reverse common shares.

(6) Represents 968,250 upon conversion of debt, 31,094 upon conversion of Series A preferred and 656 post reverse common shares.

(7) Represents 1,258,495 upon conversion of debt, 40,647 upon conversion of Series A preferred and 858 post reverse common shares.

(8) Represents shares upon conversion of debt, upon conversion of Series A preferred and post reverse common shares.

(9) The Company is not aware of who the beneficial owners of its Series A Preferred Stock will be following the Reverse Stock Split and Cancellations, but does not believe that such information is material, since in aggregate, such holders will only hold a total of approximately 0.50% of the voting power of the Company post Reverse Stock Split and post-Cancellations due to the fact that the Conversion Ratio (which determines the number of voting shares each Series A Preferred Stock share can vote) of the Series A Preferred Stock will be reduced from 9.6 shares of common stock for each share of Series A Preferred Stock held to 0.32 shares for each Series A Preferred Stock held (9.6/30) as a result of the Reverse Stock Split, which affects the Conversion Ratio of the Series A Preferred Stock due to the recent amendments to the Series A Preferred Stock.

(10) The natural person with dispositive authority over securities of the company is William E. McIlwain at the above address.

(11) The natural person with dispositive authority over securities of the company is Brad Fleming at the above address.

(12) The natural person with dispositive authority over securities of the company is O. Preston Smith.

(13) The natural person with dispositive authority over securities of the company is Joanna Hoover, the company's controlling officer.

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Supplemental Information Related to the amount of Debt to be converted

	Principal	Accrued Interest	Total
Officers and Directors			
Rena' A Schena, Chief Executive Officer, Chief Financial Officer and Director			
Mark Schena, Director			
William L. Sklar, Director	\$ 69,650	\$ 50,000	\$ 119,650
Todd Martinsky, Director			
Paul K. Haje Director of Advertising and Public Relations			
Greater than 5% Shareholders			
WEM Equity Capital Investments, Ltd. 3111 Rosemary Park Lane Houston, Texas 77082(10)	\$ 265,000	\$ 193,000	\$ 458,000
Briarpatch, Ltd. 2038 Albans, Houston, Texas 77005(11)	\$ 265,000	\$ 193,000	\$ 458,000
Donald Sapaugh 12000 Westheimer Suite 340 Houston, Texas 77077	\$ 136,300	\$ 127,000	\$ 263,300
Hunter Carr 12000 Westheimer Suite 340 Houston, Texas 77077	\$ 135,000	\$ 125,000	\$ 260,000
Phillip Johnson 12000 Westheimer Suite 340 Houston, Texas 77077	\$ 135,000	\$ 115,000	\$ 250,000
Jukka Tolonen	\$ 129,000	\$ 111,250	\$ 240,250
Fairfield Financing, Inc. (12) 221 West Exchange Ave. Suite 221 Ft. Worth, Texas 76184	\$ 150,000	\$ 150,000	\$ 300,000
Kickapoo Kapital (13) 12000 Westheimer Suite 340 Houston, Texas 77077	\$ 119,000	\$ 90,000	\$ 209,000

* The information presented above is subject to the February 25, 2008 agreement expiring on February 29, 2009.

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REVERSE STOCK SPLIT

General

The board of directors and the Majority Shareholders of the Company have approved a Reverse Stock Split pursuant to a written consent dated February 8, 2008 and supplemented, to revise the Record Date and Effective Date, on December 15, 2008. The Reverse Stock Split was authorized by unanimous written consent of the board of directors and written consent of the Majority Shareholders because the parties believe the corporate actions are in the best interests of the Company and its stockholders.

No additional Vote Required

Adoption of the Reverse Stock Split requires approval by holders of at least a majority of the outstanding voting shares of the Company's stock who are present, or represented, and entitled to vote thereon, at a special or annual meeting of stockholders. Section 228(a) of the DGCL provides that the written consent of stockholders holding at least a majority of the voting power may be substituted for such a special or annual meeting.

Our board of directors fixed the close of business on, the date of mailing this information statement as the Record Date for determining the stockholders entitled to notice of the above described actions.

The actions were authorized by the Majority Shareholders (as described above) who collectively possess the power to authorize the corporate actions without the concurrence of any of our other stockholders.

Distribution and Costs

We will pay all costs associated with the distribution of this information statement, including the costs of printing and mailing. In addition, we will only deliver one information statement to multiple stockholders sharing an address, unless we have received contrary instructions from one or more of the stockholders. Also, we will promptly deliver a separate copy of this information statement and future stockholder communication documents to any stockholder at a shared address to which a single copy of this information statement was delivered, or deliver a single copy of this information statement and future stockholder communication documents to any stockholder or stockholders sharing an address to which multiple copies are now delivered, upon written request to us at our address noted above.

Stockholders may also address future requests regarding delivery of information statements and/or annual reports by contacting us at the address noted above.

Dissenters' Right of Appraisal

No action will be taken in connection with the proposed corporate actions by our board of directors or the voting stockholders for which the DGCL, our Amended and Restated Certificate of Incorporation or the Company's bylaws provide a right of a stockholder to dissent and obtain appraisal of or payment for such stockholder's shares.

Effect of the Reverse Stock Split

The Reverse Stock Split will not affect the registration of our common stock under the Securities Exchange Act of 1934, as amended, nor will it change our periodic reporting and other obligations thereunder.

The number of stockholders of record would not be affected by the Reverse Stock Split except shareholders entitled to less than one share will be eliminated. The authorized number of shares of our common stock and the par value of our common stock under our Articles of Incorporation that will become our Articles of Incorporation because of the reincorporation, will remain the same following the Effective Date of the Reverse Stock Split.

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Common Stock

The number of shares of our common stock issued and outstanding as of the Effective Date of the Reverse Stock Split, will be reduced on the Effective Date of the Reverse Stock Split in accordance with the following formula: every thirty (30) shares of our common stock owned by a stockholder will automatically be changed into and become one new share of our common stock.

After affecting the Reverse Stock Split and the reincorporation, the Company will have a total of approximately 583,309 shares of common stock issued and outstanding (which amount does not take into account the Cancellations). Subsequent to the Cancellations, the Company will have 13,041,888 shares of common stock issued and outstanding, which number includes the 583,309 shares of common stock outstanding immediately following the Reverse Stock Split minus the 19,788 post-Reverse Stock Split shares which certain shareholders have agreed to cancel in connection with the Cancellations and the issuance of an aggregate of 12,478,357 shares of common stock to certain shareholders in consideration for the cancellations.

Preferred Stock

Our Series A Preferred Stock, as amended, contains a provision that adjusts the conversion ratio in the event of a reverse stock split or combination. Accordingly, the number of common shares issuable upon conversion of the Series A Preferred Stock will be reduced by the Reverse Stock Split. Our Series C Preferred Stock does not contain such a provision and will not therefore be affected by the Reverse Stock Split.

After affecting the Reverse Stock Split and the reincorporation and the Cancellations, the Company will have a total of approximately 770,824 shares of Series A Preferred Stock issued and outstanding. Due to the reduction in the Conversion Ratio of the Series A Preferred Stock from 9.6 shares for each share of Series A Preferred Stock to 0.32 shares for each share of Series A Preferred Stock converted, the total number of shares which the post-Cancellation number of Series A Preferred Stock will be eligible to be converted into will be reduced to approximately 246,663 shares of common stock.

After affecting the Reverse Stock Split and reincorporation, the Company will still have 103,143 shares of Series C Preferred Stock issued and outstanding, as such shares of Series C Preferred Stock are not affected by the Reverse Stock Split or the reincorporation.

As described herein, all fractional common stock share amounts resulting from the Reverse Stock Split will be paid for in cash by the Company based upon the fraction of the closing price per share reported by the Electronic Bulletin Board for the trading day immediately prior to the Effective Date.

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The following table represents the capitalization of the Company after completion of the reverse split, issuance of common stock to 38 persons on conversion of all Series A Preferred Stock, issuance of common stock to 5 persons upon conversion of all Series C Preferred Stock; and issuance of common stock to 16 persons on conversion of all convertible debt.

DESCRIPTION	TOTAL POTENTIAL OUTSTANDING SHARES PRIOR TO THE REINCORPORATION AND REVERSE STOCK SPLIT	SHARES CANCELLED AS A RESULT OF THE CANCELLATIONS (IN PRE-REVERSE SPLIT AMOUNTS)	SHARES ISSUED AS A RESULT OF THE CANCELLATIONS (IN PRE-REVERSE SPLIT AMOUNTS)	TOTAL POTENTIAL OUTSTANDING SHARES FOLLOWING THE REINCORPORATION AND REVERSE STOCK SPLIT
Outstanding Common Shares	17,499,262	(593,314)	12,478,357	13,041,888
Issuable upon Conversion of Series C Preferred (to 5 TeleChem Shareholders)	36,100,050(1)			36,100,050
Issuable upon Conversion of Series A Preferred	35,497,066	(28,097,146)(2)		246,663
Reserved for exercise of Stock Warrants	1,250,000(4)			100,000
Reserved under the Company's 2004 Stock Option Plan	21,500,000			21,500,000
Reserved for conversion of convertible debt	0(5)			72,330,612
TOTAL AUTHORIZED	100,000,000			480,000,000
Difference	(11,846,378)			336,680,789

(1) Represents shares of Series C Preferred Stock which will be converted into shares of common stock after the Effective Date of the reincorporation. The Company's Series C Preferred Stock will not be affected by the terms of the Reverse Stock Split.

(2) Represents the cancellation of 2,926,786 shares of Series A Preferred Stock.

(3) The number of shares of common stock in the table above reflects the total number of shares of common stock which would be issued upon the conversion of the Series A Preferred Stock subsequent to the Reverse Stock Split and Cancellations, which will affect a change in the Conversion Ratio of the Series A Preferred Stock from 9.6 shares of common stock for each share of Series A Preferred Stock converted to 0.32 shares of common stock for each share of Series A Preferred Stock converted.

(4) Represents one warrant to purchase 1,250,000 shares of our common stock at an exercise price of \$0.01 per share, which is held by Recap Marketing and Consulting, L.L.P. (“Recap” and the “Recap Warrants”). The number of shares issuable upon the exercise of the warrant and the exercise price will be adjusted for the reverse split.

(5) The debt is convertible only into post-split common shares.

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We currently have no intention of going private, and this proposed Reverse Stock Split is not intended to be a first step in a going private transaction and will not have the effect of a going private transaction covered by Rule 13e-3 of the Exchange Act. Moreover, the Reverse Stock Split does not increase the risk of us becoming a private company in the future. We will continue to be subject to the periodic reporting requirements of the Exchange Act following the Reverse Stock Split.

The number of authorized but unissued shares of our common stock will effectively be increased significantly by the Reverse Stock Split of our common stock and the Reincorporation described below. The Reverse Stock Split will have the effect of decreasing the number of our outstanding shares of our common stock.

The issuance in the future of such additional authorized shares may have the effect of diluting the earnings per share and book value per share, as well as the stock ownership and voting rights, of the currently outstanding shares of our common stock.

The effective increase in the number of authorized but unissued shares of our common stock may be construed as having an anti-takeover effect by permitting the issuance of shares to purchasers who might oppose a hostile takeover bid or oppose any efforts to amend or repeal certain provisions of our articles of incorporation or bylaws. Such a use of these additional authorized shares could render more difficult, or discourage, an attempt to acquire control of the Company through a transaction opposed by our board of directors. At this time, our board of directors does not have plans to issue any common shares resulting from the effective increase in our authorized but unissued shares created by the Reverse Stock Split and Reincorporation.

Federal Income Tax Consequences

We will not recognize any gain or loss as a result of the Reverse Stock Split.

The following description of the material federal income tax consequences of the Reverse Stock Split to our stockholders is based on the Internal Revenue Code of 1986, as amended, applicable Treasury Regulations promulgated thereunder, judicial authority and current administrative rulings and practices as in effect on the date of this information statement. Changes to the laws could alter the tax consequences described below, possibly with retroactive effect. We have not sought and will not seek an opinion of counsel or a ruling from the Internal Revenue Service regarding the federal income tax consequences of the Reverse Stock Split. This discussion is for general information only and does not discuss the tax consequences that may apply to special classes of taxpayers (e.g., non-residents of the United States, broker/dealers or insurance companies). The state and local tax consequences of the Reverse Stock Split may vary significantly as to each stockholder, depending upon the jurisdiction in which such stockholder resides. You are urged to consult your own tax advisors to determine the particular consequences to you.

We believe that the likely federal income tax effects of the Reverse Stock Split will be that a stockholder who receives a reduced number of shares of our common stock or Series A Preferred Stock will not recognize gain or loss. With respect to a Reverse Stock Split, such a stockholder's basis in the reduced number of shares of our common stock or Series A Preferred Stock will equal the stockholder's basis in its old shares of our common stock or Series A Preferred Stock, respectively. The holding period of the post-effective Reverse Stock Split shares received will include the holding period of the pre-effective Reverse Stock Split shares exchanged.

Effective Date

The Reverse Stock Split will become effective (the "Effective Date") as of 5:00 p.m. Eastern Standard Time on the later of: (i) the date we file the Certificate of Merger with the Delaware Secretary of State, (ii) we file the Articles of Merger with the Nevada Secretary of State, or (iii) 20 days after the date of mailing this Information Statement;

however, the Reverse Stock Split will only effect those shares of our common stock and Series A Preferred Stock outstanding on the Effective Date. Accordingly, on such date, all shares of our common stock that are issued and outstanding on the Effective Date will be, automatically and without any action on the part of the stockholders, converted into new shares of our common stock, in accordance with the one-for- thirty exchange ratio. Any fractional shares left after the Reverse Stock Split will be paid for in cash by the Company at the rate of \$_____ per one full share for common stock.

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REINCORPORATION IN NEVADA

The following discussion summarizes certain aspects of our reincorporation in Nevada (the “Reincorporation”). This summary does not include all of the provisions of the Amended and Restated Plan and Agreement of Merger between the Company and Arrayit Corporation., a Nevada corporation (“Arrayit”), a copy of which is attached hereto as Exhibit “A,” or the Articles of Incorporation of Arrayit (formerly Integrated Media Holdings, Inc.) as amended a copy of which is attached hereto as Exhibit “B.” Copies of the bylaws of Arrayit are available for inspection at our principal office and we will send copies to stockholders upon request.

The Company entered into an Amended and Restated Plan and Agreement of Merger to amend and clarify several sections of its original Plan and Agreement of Merger, including to:

- Clarify that the corporate name of Arrayit, Arrayit’s registered office and agent, and all of the Company’s outstanding agreements, stock option plans, December 19, 2005, Form S-8 Registration Statement, the Company’s committees, and code of ethics shall survive the Reincorporation; and
- To reflect the prior name change of the Company’s wholly owned Nevada subsidiary from Integrated Media Holdings, Inc. to Arrayit Corporation in connection with the prior merger of TeleChem into Integrated Media Holdings, Inc., the Company’s wholly owned subsidiary, which resulted in the name change of the Company’s subsidiary to Arrayit Corporation.

Principal Reasons for Reincorporation

We believe that the reincorporation in Nevada will give us more flexibility and simplicity in various corporate transactions. Nevada has adopted Revised Statutes that includes by statute many concepts created by judicial rulings in other jurisdictions and provides additional rights in connection with the issuance and redemption of stock.

We also believe our reincorporation in Nevada will save expenses for taxes and fees because Nevada imposes no corporate income taxes on corporations that are incorporated in Nevada.

Principal Features of the Reincorporation

The reincorporation will be effected by the merger of the Company, with and into our wholly owned subsidiary, Arrayit. Arrayit will be the surviving entity.

On the Effective Date, each of our common stockholders will be entitled to receive one fully paid and non-assessable share of common stock of Arrayit, respectively, for each thirty (30) shares of our common stock, outstanding as of the Effective Date, with any fractional shares being paid for in cash by the Company at the rate of \$_____ per whole share for common stock , and (ii) the Company will cease its corporate existence in the State of Delaware. We anticipate that the shares of the Company will cease trading on the first trading date following the Effective Date and shares of Arrayit will begin trading in their place but under a new CUSIP number and trading symbol.

The Articles of Incorporation and by-laws of Arrayit are significantly different from the Certificate of Incorporation and by-laws of the Company. Because of the differences between the Certificate of Incorporation and by-laws of the Company and the laws of the State of Delaware, which govern the Company, and the Articles of Incorporation and by-laws of Arrayit and the laws of the State of Nevada, which govern Arrayit, your rights as stockholders will be affected by the reincorporation. See the information under “Significant Differences Between the Corporation Laws of Nevada and Delaware” for a summary of the differences between the Certificate of Incorporation and by-laws of the Company and the laws of the State of Delaware and the Articles of Incorporation and by-laws of Arrayit and the laws

of the State of Nevada.

Following the Reincorporation, the members of our Board of Directors and officers will remain the same and become officers and Directors of Arrayit. Our daily business operations will continue at the principal executive offices at 524 East Weddell Drive, Sunnyvale, CA 94089.

Upon completion of the reincorporation, the Articles of Incorporation of Arrayit will become the Articles of Incorporation of the Company. Therefore the number of common shares we are authorized to issue will increase from 100 million to 480 million. After the Effective Date of the reverse split we plan to issue 12,478,357 shares of common stock in connection with the Cancellations. We have no present plans to issue any additional shares of common stock.

In addition, upon completion of the reincorporation, when the Articles of Incorporation of Arrayit become the Articles of Incorporation of the Company, the number of preferred shares we are authorized to issue will increase from 5 million to 20 million. We have no present plans to issue any additional shares of preferred stock.