

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

FORM SB-1 (Alternative 2)

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

EMAZING INTERACTIVE, INC.  
(Exact name of registrant as specified in its charter)

----- Nevada ----- (State or jurisdiction of incorporation or organization)	----- 7389 ----- (Primary Industrial Classification Code No.)	----- 20-4672080 ----- I.R.S. Employer Identification No.
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101 C North Greenville Avenue, Suite 255, Allen, Texas 75002 (888) 419-5499  
-----  
(Address, including the ZIP code & telephone number, including area code of  
Registrant's principal executive office)

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101 C North Greenville Avenue, Suite 255, Allen, Texas 75002 (888) 419-5499  
-----  
(Address of principal place of business or intended principal place of business)

-----  
G. Edward Hancock  
101 C North Greenville Avenue, Suite 255, Allen, Texas 75002 (888) 419-5499  
-----  
(Name, address, including zip code, and telephone number, including area code of  
agent for service)

Copies to:                   Jeff Mullins  
                                  Scheef & Stone, LLP  
                                  5956 Sherry Lane, Suite 1400  
                                  Dallas, Texas 75225  
                                  (214) 706-4200 Tel  
                                  (214) 706-4242 Fax

Approximate date of commencement of proposed sale to the public: As soon as  
practicable after the effective date of this Registration Statement.

If this Form is filed to register additional securities for an offering pursuant  
to Rule 462(b) under the  
Securities Act, check the following box and list the securities Act registration  
number of the earlier effective registration statement for the same offering.  
 \_\_\_\_\_

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under  
the Securities Act, check the following box and list the securities Act  
registration number of the earlier effective registration statement for the same  
offering.  \_\_\_\_\_

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under  
the Securities Act, check the following box and list the securities Act  
registration number of the earlier effective registration statement for the same  
offering.  \_\_\_\_\_

If delivery of the prospectus is expected to be made pursuant to Rule 434, check  
the following box.  \_\_\_\_\_

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount To be Registered	Proposed Offering Price Per Share (1)	Minimum/Maximum Proposed Aggregate Offering (1)	Amount of Registration Fee
Common stock, \$0.001 par value				
Minimum	150,000	\$ 0.50	\$ 75,000	\$ 10
Maximum	1,000,000	\$ 0.50	\$ 500,000	\$ 64
Total maximum	1,000,000	\$ 0.50	\$ 500,000	\$ 64

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that the registration statement shall hereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

The securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933. [X]

(1) Estimated solely for the purpose of calculating the registration fee.

INITIAL PUBLIC OFFERING  
PROSPECTUS

EMAZING INTERACTIVE, INC.

Minimum of 150,000 shares of common stock, and a  
Maximum of 1,000,000 shares of common stock  
\$0.50 per share

We are making a best efforts offering to sell common stock in our company. The common stock will be sold by our sole officer and director, G. Edward Hancock after the effective date of this registration statement. The offering price was determined arbitrarily and we will raise a minimum of \$75,000 and a maximum of \$500,000. The money we raise in this offering before the minimum amount, \$75,000, is sold will be deposited in a separate non-interest bearing bank account where the funds will be held for the benefit of those subscribing for our shares, until the minimum amount is raised at which time we will deposit them in our bank account and retain the transfer agent who will then issue the shares. The offering will end on April 15, 2006 and if the minimum subscription is not raised by the end of the offering period, all funds will be refunded promptly to those who subscribed for our shares, without interest. There is no minimum purchase requirement for subscribers.

The Offering:

	150,000 shares Minimum offering		1,000,000 shares Maximum offering	
	Per Share	Amount	Per Share	Amount
Public Offering Price	\$0.50	\$ 75,000	\$0.50	\$500,000

Offering expenses are estimated to be \$16,769 if the minimum number of shares are sold, which equates to \$0.11 per share, and \$33,769 if the maximum number of

shares are sold, which equates to \$0.03 per share.

There is currently no market for our shares. We intend to work with a market maker who would then apply to have our securities quoted on the over-the-counter bulletin Board or on an exchange as soon as practicable after our offering is complete which we expect will be before April 15, 2006.

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THIS INVESTMENT INVOLVES A HIGH DEGREE OF RISK. YOU SHOULD PURCHASE SHARES ONLY IF YOU CAN AFFORD A COMPLETE LOSS. SEE "RISK FACTORS" BEGINNING ON PAGE 3.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THE PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.  
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This Prospectus is dated \_\_\_\_\_

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#### PROSPECTUS SUMMARY

##### OUR COMPANY

We were formed as a corporation on April 21, 2006 in the State of Texas and redomiciled to become a Nevada corporation in October 2006. Our executive offices are located at 101 C North Greenville Avenue, Suite 255, Allen, Texas 75002. We are engaged in software development for the gaming industry and host online computer games. The funds raised in this offering will be used to further develop our business and expand into other markets.

##### THE OFFERING

Our sole officer and director will be selling the offering.

	Minimum	Midpoint	Maximum
	-----	-----	-----
Common shares offered	150,000	500,000	1,000,000
Common shares outstanding before this offering	5,350,000	5,350,000	5,500,000
	-----	-----	-----
Total shares outstanding after this offering	5,500,000	5,850,000	6,500,000

Officers, directors and their affiliates will be able to purchase 5,000 shares in this offering or up to ten percent of the aggregate offering sold.

#### SUMMARY FINANCIAL DATA

The following table sets forth certain of our summary financial information. This information should be read in conjunction with the financial statements and notes thereto appearing elsewhere in this prospectus.

Balance Sheet:	Audited
-----	June 30, 2006
	-----
Working Capital	\$ (63,823)
Total Assets	\$ 50,793
Total Liabilities	\$ 65,035
Stockholders' Equity	\$ (14,242)

	Period Audited June 30, 2006
Statement of Operations:	
-----	-----
Revenue	\$ 4,301
Operating Expense	\$ 60,393
Other income (expense)	\$ -
Net Income (loss)	\$ (56,092)
Income per share: Basic & diluted	(\$ 0.01)
No. Shares outstanding	5,350,000

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#### RISK FACTORS

An investment in our securities is subject to risks inherent to our business. The material risks and uncertainties that our management believes affect us are described below. Before making an investment decision, you should carefully consider the risks and uncertainties described below together with all of the other information included or incorporated by reference in this report. The risks and uncertainties described below are not the only ones affecting us. Additional risks and uncertainties that our management is not aware of or focused on that they currently deem immaterial may also adversely affect our business operations. This report is qualified in its entirety by these risk factors. If any of the following risks actually occur, our business, financial condition and results of operations could be materially and adversely affected. If this were to happen, the value of securities, including our common stock, could decline significantly, and you could lose all or part of your investment.

WE ARE A RECENTLY FORMED COMPANY, FORMED IN THE STATE OF TEXAS ON APRIL 11, 2006 AND REDOMICILED TO THE STATE OF NEVADA ON OCTOBER 2, 2006, WITH CUMULATIVE LOSSES SINCE INCEPTION THAT COULD CAUSE US TO RUN OUT OF MONEY AND CLOSE OUR BUSINESS.

We have an accumulated deficit from operations. There is not sufficient gross revenue and profit to finance our planned growth and, without additional financing as outlined in this prospectus, we could continue to experience losses in the future. Our accumulated deficit from operations through June 30, 2006 was \$56,092. We may incur significant expenses in promoting our business, and as a result, will need to generate significant revenues over and above our current revenue to achieve consistent profitability. If we are unable to achieve that profitability, your investment in our common stock may decline or become worthless.

WE RELY ON OUR SOLE OFFICER FOR DECISIONS AND HE MAY MAKE DECISIONS THAT ARE NOT IN THE BEST INTEREST OF ALL STOCKHOLDERS.

We rely on our sole officer to direct the affairs of the company and rely upon him competently operate the business. We do not have key man insurance on our sole officer and director and have no employment agreements with him. Should something happen to our sole officer, this reliance on a single person could have a material detrimental impact on our business and could cause the business to lose its place in the market, or even fail. Such events could cause the value of our stock to decline or become worthless.

INTENSE COMPETITION EXISTS IN THE COMPUTER GAMING INDUSTRY AND WE EXPECT COMPETITION TO CONTINUE TO INTENSIFY.

The computer gaming industry is highly competitive. We compete with numerous online computer gaming sites of varying quality and size. The computer gaming industry is characterized by competitors that vary considerably by their size, quality of service, brand identities, marketing and growth strategies, financial strength and capabilities and management talent. This competition and the expansion of online computer gaming and the aggressive marketing strategies of many of our competitors coupled with the financial strength of the larger competitors, could cause our market presence to decline and therefore could cause the value of your investment to decline or become worthless.

WE ARE SUBJECT TO CYBER ATTACKS ON OUR SITE THAT, IF SUCCESSFUL, COULD RENDER OUR SITE USELESS.

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We are subject to possible cyber attacks from competitors or hackers in general who have many ways of breaking into our sites or 'spamming' our site. Either one of these, if we do not or cannot deal with it quickly, could cause us to lose market presence and therefore lose customers, which could cause the value of our securities to decline. Should this happen, the value of your investment could decline or become worthless.

WE RELY ON ONLINE GAMERS FOR OUR REVENUE, WHO, IF GAMING CONDITIONS BECOME UNATTRACTIVE, MAY LEAVE AND GO TO ANOTHER SITE.

Gamers are notoriously impatient, driven by being the fastest and first on the particular game they are playing. If our gaming customers sense sluggish play, buggy servers, or poor quality service, they may become bored or frustrated which could make them dissatisfied with the service and become a permanently lost subscriber. Our job as a Company is to keep our servers online, with as few bugs as possible, the fastest in the industry, with prompt attention if something does go wrong. If we fail to attend to these issues, we could permanently lose subscribers, which could cause our business to fail, which would cause your investment to become worthless.

OUR SOLE OFFICER WILL RETAIN SUBSTANTIAL CONTROL OVER OUR BUSINESS AFTER THE OFFERING AND MAY MAKE DECISIONS THAT ARE NOT IN THE BEST INTEREST OF ALL STOCKHOLDERS.

Upon completion of this offering, our sole officer will, in the aggregate, beneficially own approximately 90.91% (or 78.74% if maximum is sold) of the outstanding common stock. As a result, our sole officer will have the ability to control substantially all the matters submitted to our stockholders for approval, including the election and removal of directors and any merger, consolidation or sale of all or substantially all of our assets. He will also control our management and affairs. Accordingly, this concentration of ownership may have the effect of delaying, deferring or preventing a change in control of us, impeding a merger, consolidation, takeover or other business combination involving us or discouraging a potential acquirer from making a tender offer or otherwise attempting to take control of us, even if the transaction would be beneficial to other stockholders. This in turn could cause the value of our stock to decline or become worthless.

WE MAY HAVE TO RAISE ADDITIONAL CAPITAL WHICH MAY NOT BE AVAILABLE OR MAY BE TOO COSTLY, WHICH, IF WE CANNOT OBTAIN, COULD CAUSE US TO HAVE TO CEASE OUR OPERATIONS.

Our capital requirements could be more than our operating income. As of June 30, 2006, our cash balance was \$1,212. We do not have sufficient cash to indefinitely sustain operating losses, but believe we can continue for twelve months without any additional funding, but upon raising the minimum amount in this offering, believe that will take us to the point that we will be able to sustain operations for at least a year if we raise no other capital. Our potential profitability depends on our ability to generate and sustain substantially higher net sales with reasonable expense levels. We may not operate on a profitable basis or that cash flow from operations will be sufficient to pay our operating costs. We anticipate that the funds raised in this offering will be sufficient to fund our planned growth for the year after we close on the offering assuming we raise the minimum amount in this offering. Thereafter, if we do not achieve profitability, we will need to raise additional capital to finance our operations. We have no current or proposed financing plans or arrangements other than this offering. We could seek additional financing through debt or equity offerings. Additional financing may not be

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available to us, or, if available, may be on terms unacceptable or unfavorable to us. If we need and cannot raise additional funds, further development of our

business, upgrades in our technology, additions to our product lines may be delayed or postponed indefinitely; if this happens, the value of your investment could decline or become worthless.

WE MAY NOT BE ABLE TO COMPETE SUCCESSFULLY WITH CURRENT OR FUTURE COMPETITORS BECAUSE OF THEIR WELL ESTABLISHED SUPPLY CHAINS AND RECOGNIZED NAMES, WHICH IF WE CANNOT OVERCOME, COULD CAUSE THE VALUE OF YOUR STOCK TO DECLINE OR BECOME WORTHLESS.

Many competitors have advantages over us including longer operating histories and significantly greater financial, advertising, and other resources. Our competitors are local, regional, national and international companies, many of them surviving financially on a shoe string and many of them well funded companies than can easily outmatch our funds. The well funded companies that develop good marketing plans may prove too much for us to overcome. As such competing with established businesses providing the same service may prove unprofitable and your investment could decline in value and become worthless. As a smaller, younger company, breaking into new markets could prove to be costly, and because of this, our profit margin could fall and the value of your investment could decline. Future competitors would increase the number of companies competing for market share. This increased competition could result in price pressure and reduced gross margins, which could harm our net sales and operating results, which in turn could cause your investment to decline and/or become worthless.

NO PUBLIC MARKET FOR OUR COMMON STOCK CURRENTLY EXISTS AND AN ACTIVE TRADING MARKET MAY NEVER MATERIALIZE, AND AN INVESTOR MAY NOT BE ABLE TO SELL THEIR STOCK.

Prior to this offering, there has been no public market for our common stock. We plan work with a market maker who would then apply to have our securities quoted on the OTC Bulletin Board. In order to be quoted on the OTCBB, we must be sponsored by a participating market maker who would make the application on our behalf; at this time, we are not aware of a market maker who intends to sponsor our securities and make a market in our stock. Assuming we become quoted, an active trading market still may not develop and if an active market does not develop, the market value could decline to a value below the offering price in this prospectus. Additionally, if the market is not active or illiquid, investors may not be able to sell their securities.

IF A PUBLIC TRADING MARKET FOR OUR COMMON STOCK MATERIALIZES, WE WILL BE CLASSIFIED AS A 'PENNY STOCK' WHICH HAS ADDITIONAL REQUIREMENTS IN TRADING THE STOCK, WHICH COULD CAUSE YOU NOT TO BE ABLE TO SELL YOUR STOCK.

The U.S. Securities and Exchange Commission treats stocks of certain companies as a 'penny stock'. We are not aware of a market maker who intends to make a market in our stock, but should we be cleared to trade, we would be classified as a 'penny stock' which makes it harder to trade even if it is traded on an electronic exchange like the over-the-counter bulletin board. These requirements include (i) broker-dealers who sell to customers must have the buyer fill out a questionnaire, and (ii) broker-dealers may decide upon the information given by a prospective buyer whether or not the broker-dealer determines the stock is suitable for their financial position. These rules may adversely affect the ability of both the selling broker-dealer and the buying broker-dealer to trade your securities as well as the purchasers of your securities to sell them in the secondary market. These requirements may cause potential buyers to be eliminated

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and the market for the common stock you purchase in this offering could have no effective market to sell into, thereby causing your investment to be worthless.

SHAREHOLDERS PURCHASING SHARES IN THIS OFFERING WILL EXPERIENCE IMMEDIATE AND SUBSTANTIAL DILUTION, CAUSING THEIR INVESTMENT TO IMMEDIATELY BE WORTH LESS THAN THEIR PURCHASE PRICE.

If you purchase common stock in this offering, you will experience an immediate and substantial dilution in the projected book value of the common stock from the price you pay in this initial offering. This means that if you buy stock in this offering at \$0.50 per share, you will pay substantially more than our current shareholders. The following represents your dilution: (a) if the minimum of 150,000 shares are sold, an immediate decrease in book value to our new

shareholders from \$0.50 to \$0.01 per share and an immediate dilution to the new shareholders of \$0.49 per common share; (b) if the midpoint of 500,000 shares are sold, an immediate decrease in book value to our new shareholders from \$0.50 to \$0.04 per share and an immediate dilution to the new shareholders of \$0.46 per common share. and (c) if the maximum of 1,000,000 shares are sold, an immediate decrease in book value to our new shareholders from \$0.50 to \$0.07 per share and an immediate dilution to the new shareholders of \$0.43 per common share.

INVESTORS ARE NOT ABLE TO CANCEL THEIR SUBSCRIPTION AGREEMENTS THEY SIGN, THEREFORE LOSING ANY CHANCE TO CHANGE THEIR MINDS.

Once the Company receives an investors subscription, they will not be able to cancel their subscription. The investor will therefore lose any right or opportunity to change their mind after receipt by the Company.

WE RELY HEAVILY ON MARKETING AND PROMOTION ACTIVITIES TO GENERATE SALES OF OUR SERVERS AND GENERATE GAME PLAYERS ON OUR SERVERS, WHICH IS A SIGNIFICANT UP-FRONT EXPENSE.

The timing and placing of such activities is crucial to revenue growth. This cost could outpace revenue causing cash to decline and therefore putting your investment at risk.

OUR OFFERING PRICE OF \$0.50 WAS DETERMINED ARBITRARILY BY OUR PRESIDENT. YOUR INVESTMENT MAY NOT BE WORTH AS MUCH AS THE OFFERING PRICE BECAUSE OF THE METHOD OF ITS DETERMINATION.

The President arbitrarily determined the price for the offering of \$0.50 per share. As the offering price is not based on a specific calculation or metric the price has inherent risks and therefore your investment could be worth less than the offering price.

#### FORWARD LOOKING STATEMENTS

This prospectus contains forward looking statements. These forward looking statements are not historical facts but rather are based on our current expectations, estimates and projections about our industry, our beliefs and our assumptions. Words such as "anticipates", "expects", "intends", "plans", "believes", "seeks" and "estimates", and variations of these words and similar expressions, are intended to identify forward looking statements. These statements are not guarantees of future performance and are subject to risks,

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uncertainties and other factors, some of which are beyond our control, are difficult to predict and could cause actual results to differ materially from those expressed, implied or forecasted in the forward looking statements. In addition, the forward looking events discussed in this prospectus might not occur. These risks and uncertainties include, among others, those described in "Risk Factors" and elsewhere in this prospectus. Readers are cautioned not to place undue reliance on these forward looking statements, which reflect our management's view only as of the date of this prospectus.

#### DILUTION

If you purchase common stock in this offering, you will experience an immediate and substantial dilution in the projected book value of the common stock from the price you pay in this initial offering.

The book value of our common stock as of June 30, 2006 was negative \$14,242 or (\$0.01) per share. Projected book value per share is equal to our total assets, less total liabilities, divided by the number of shares of common stock outstanding.

After giving effect to the sale of common stock offered by us in this offering, and the receipt and application of the estimated net proceeds (at an initial public offering price of \$0.50 per share, after deducting estimated offering expenses), our projected book value as of June 30, 2006 would be: \$43,989 or \$0.01 per share, if the minimum is sold, \$211,489 or \$0.04 per share, if the midpoint amount is sold, and \$451,989 or \$0.07 per share, if the maximum is sold.

This means that if you buy stock in this offering at \$0.50 per share, you will pay substantially more than our current shareholders. The following represents your dilution:

if the minimum of 150,000 shares are sold, an immediate decrease in book value to our new shareholders from \$0.50 to \$0.01 per share and an immediate dilution to the new shareholders of \$0.49 per common share.

if the midpoint amount of 500,000 shares are sold, an immediate decrease in book value to our new shareholders from \$0.50 to \$0.04 per share and an immediate dilution to the new shareholders of \$0.46 per common share.

if the maximum of 1,000,000 shares are sold, an immediate decrease in book value to our new shareholders from \$0.50 to \$0.07 per share and an immediate dilution to the new shareholders of \$0.43 per common share.

The following table illustrates this per share dilution:

	Minimum	Midpoint	Maximum
Assumed initial public offering price	\$ 0.50	\$ 0.50	\$ 0.50
Book value as of June 30, 2006	\$(0.01)	\$(0.01)	\$(0.01)
Projected book value after this offering	\$ 0.01	\$ 0.04	\$ 0.07
Increase attributable to new stockholders:	\$ 0.02	\$ 0.05	\$ 0.08
Projected book value			
as of June 30, 2006 after this offering	\$ 0.01	\$ 0.04	\$ 0.07
Decrease to new stockholders	\$(0.49)	\$(0.46)	\$(0.43)
Percentage dilution to new stockholders	98 %	92%	86 %

The following table summarizes and shows on a projected basis as of June 30, 2006, the differences between the number of shares of common stock purchased, the total consideration paid and the total average price per share paid by the existing stockholders and the new investors purchasing shares of common stock in this offering:

MINIMUM OFFERING

	Number of shares owned	Percent of shares owned	Amount paid	Average price per share
Current shareholders	5,350,000	97.27	\$ 41,850	\$ 0.01
New investors	150,000	2.73	\$ 75,000	\$ 0.50
Total	5,500,000	100.00	\$116,850	

MIDPOINT OFFERING

	Number of shares owned	Percent of shares owned	Amount paid	Average price per share
Current shareholders	5,350,000	91.45	\$ 41,850	\$ 0.01
New investors	500,000	8.55	\$250,000	\$ 0.50
Total	5,850,000	100.00	\$291,850	

MAXIMUM OFFERING

	Number of shares owned	Percent of shares owned	Amount paid	Average price per share
	5,350,000	84.25	\$ 41,850	\$ 0.01



New investors	1,000,000	15.75	\$ 500,000	\$ 0.50
-----				
Total	6,350,000	100.00	\$ 541,850	

#### PLAN OF DISTRIBUTION

The common stock is being sold on our behalf by our sole officer and director, who will receive no commission on such sales. All sales will be made by personal contact by our sole officer and director, G. Edward Hancock. We will not be mailing our prospectus to anyone or soliciting anyone who is not personally known by Mr. Hancock, or introduced to Mr. Hancock and personally contacted by him or referred to him. We have no agreements, understandings or commitments, whether written or oral, to offer or sell the securities to any individual or entity, or with any person, including our attorney, or group for referrals and if there are any referrals, we will not pay finders fees.

Mr. Hancock will be selling the common stock in this offering relying on the safe harbor from broker registration under the Rule 3a4-1(a) of the Securities Exchange Act of 1934. Mr. Hancock qualifies under this safe harbor because Mr. Hancock (a) is not subject to a statutory disqualification, (b) will

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not be compensated in connection with his participation by the payment or other remuneration based either directly or indirectly on transactions in the securities, (c) is not an associated person of a broker dealer, and has not been an associated person of a broker dealer within the preceding twelve months, and (d) primarily performs, and will perform, after this offering, substantial duties for the issuer other than in connection with the proposed sale of securities in this offering, and he is not a broker dealer, or an associated person of a broker dealer, within the preceding 12 months, and he has not participated in selling securities for any issuer in the past 12 months and shall not sell for another issuer in the twelve months following the last sale in this offering.

Additionally, he will be contacting relatives, friends and business associates to invest in this offering and provide them with a printed copy of the prospectus and subscription agreement. No printed advertising materials will be used for solicitation, no internet solicitation and no cold calling people to solicit interest for investment. Affiliates may purchase shares in this offering but are limited to a maximum of 5,000 shares each or a cumulative total of 10% of the aggregate offering sold. These sales will not count toward meeting the minimum offering. All affiliates purchasing the stock will sign a document stating that the shares they purchase will be for investment and not for resale.

The money we raise in this offering before the minimum amount is sold will be deposited in a separate non-interest bearing bank account where the funds will be held for the benefit of those subscribing for our shares, until the minimum amount is raised at which time we will deposit the funds in our bank account and retain the transfer agent who will then issue the shares. We do not have an escrow agreement or any other agreement regarding the custody of the funds we raise. The offering will end on April 15, 2007 and if the minimum subscription is not raised by the end of the offering period, all funds will be refunded promptly to those who subscribed for our shares, without interest. The offering will close on April 15, 2007, if not terminated sooner.

The subscription agreement will provide investors the opportunity to purchase shares at \$0.50 per share by purchasing directly from the Company. The agreement also provides that investors are not entitled to cancel, terminate or revoke the agreement. In addition, if the minimum subscription is not raised by April 15, 2007, the subscription agreement will be terminated and any funds received will be promptly returned to the investors.

Certificates for shares of common stock sold in this offering will be delivered to the purchasers by Signature Stock Transfer, Inc., the stock transfer company chosen by the company as soon as the minimum subscription amount is raised. The transfer agent will only be engaged in the event that we obtain at least the minimum subscription amount in this offering.

USE OF PROCEEDS

The total cost of the minimum offering is estimated to be \$16,769, or \$33,769 if the maximum is sold consisting primarily of legal, accounting and blue sky fees.

The following table sets forth how we anticipate using the proceeds from selling common stock in this offering, reflecting the minimum and maximum subscription amounts:

	\$75,000 Minimum	\$250,000 Mid-Level	\$500,000 Maximum
Legal, Accounting & Printing Expenses	3,500	10,000	20,500
Other Offering Expenses	13,269	13,269	13,269
Net Proceeds to Company	58,231	226,731	466,231
TOTAL	\$ 75,000	\$250,000	\$500,000

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The following describes each of the expense categories:

\* legal, accounting and printing expense is the estimated costs associated with this offering. As more shares are sold, we anticipate legal fees to increase due to the likelihood of investors being from other states which could result in state blue sky securities filings. Although our legal fees are not contingent on the number of shares sold, it is likely that the legal fees will increase as our attorney will charge us for these filings. Also, as more shares are sold, our printing expenses will increase.

\* other offering expenses includes SEC registration fee, blue sky fees and miscellaneous expenses with regards to this offering.

The following table sets forth how we anticipate using the net proceeds to the company:

	\$75,000 Minimum	\$250,000 Mid-level	\$500,000 Maximum
Marketing/Advertising	\$ 6,000	\$ 9,500	\$ 18,000
Software development	15,785	92,133	171,130
Server Lease Agreements	20,767	85,267	208,767
Salaries, wages	10,000	25,000	45,000
General corporate overhead	5,679	14,831	23,334
Proceeds to company	\$ 55,231	\$226,731	\$466,231

We do not plan to use any of the proceeds to pay off debts owed by the Company. Additionally, all amounts allocated for salaries/commissions will be for new hires and not for officers or directors of the company.

#### DESCRIPTION OF BUSINESS

Emazing Intereactive, Inc. is a Nevada corporation which was incorporated in 2006. In this report, we refer to Emazing Interactive, Inc. as "we," "us" or "Emazing" unless we specifically state otherwise or the context indicates otherwise. We are a gaming organization that is working with prominent marketing services connected to the gaming scene. We specialize in providing marketing awareness of products and services of our customers to millions of on-line gaming players and enthusiasts.

Professional gaming, otherwise known as eSports, is quickly growing in popularity, both as a participatory sport and as a spectator sport. The Cyberathlete Professional League (CPL) quotes that with their yearly gaming events, viewer ship in the hundreds of thousands. It is expected that this number will grow for this year's 'CPL World Tour' which will stop in at least 11 cities around the world, and offer \$1,000,000 in prize money to the tour winner. According to the CPL, "several large media companies" have contacted the league with interest in covering the games, and representatives from over sixty countries are willing to host one of the tour stops.

This is a prime opportunity for our customers to obtain major media exposure for the market ages 18-35. All of the participants and most of the spectators are

extreme, dedicated gamers, and demand the best in computer equipment to heighten their gaming experience. This group is also one of the higher consumers of computer parts, fast foods, soda products, movie tickets, music, and other similar products (quoted by President of the CPL, Angel Munoz) . Whether or not a company is directly connected to computers, generally their primary target audience is.

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While professional gaming grows in popularity, the gaming industry has already been featured in several mainstream media outlets like ESPN, MSNBC, and The New York Times, just to name a few. For our customers, we post a banner/logo or commercial to our movie downloads and game replays that fans around the world download and watch (usually about 80,000 downloads per movie). For our Team Sponsor, we will feature their company name right inside the game, over 50,000+ gamers spectated the Summer 2004 CPL finals via HLTV(Half Life T.V.). EMG GAMING is available to our customers for live guest appearances or in television commercials.

Sponsoring EMG GAMING will bring a product and/or brand name into the spotlight of gamers worldwide. Our customer's brand will be synonymous with the youthful intelligent image that pro-gaming has.

Our customers have prime advertising space on our website, IRC channel every hour 24/7 and clothes, which we will wear at competitive events all year round.

We will automatically endorse a product and/or brand in any possible television, magazine or online promotion we are involved with, and any interviews we participate in.

In addition to the foregoing, aside from the public reviews, if requested we can also produce some private reports giving constructive criticism and feedback about a product, helping our customer's further develop their hardware/application to suit the growing needs of a pro-gamer.

We will endeavour to make ourselves available for media events on our customer's behalf, such as demonstrating their products, and will also grant them the access to contracted players from the organization for promotional advertisements in television commercials and other possibilities, represented by photos, quotes, video and audio recordings.

We have three standard packages designed for our prospective partners. Our "Gold" package is aimed to give maximum publicity to our prospective partners, forcing their product into the world of pro-Gaming and showing everybody that their company really cares about the gamers. The "Silver" package is aimed at companies with a lower budget that are looking to get their product noticed. The "Bronze" package is for companies with limited budgets but still want involvement in the eSports industry.

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Following is a chart outlining the benefits of our partnerships/sponsors at the Gold, Silver and Bronze levels.

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GOLD PARTNER FEATURES

SILVER PARTNER FEATURES

BRONZE PARTNER FEATURES  
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1 High priority branding on our website, clothing, computer cases, and IRC channel.	1 Branding on IRC and our website.	1 Branding on IRC for a limited time
2 High priority advertising on television, radio, E-Sports websites, and magazine interviews.	2 Limited advertising on television, radio, E-Sports websites, and magazine interviews. 3 Special features	2 Listed as a supporter for a limited time
negotiable		
3 Main Sponsor image, banner and description of your company on our website.	3 Listed as an official supporter on our website with a rotational banner and a small logo.	
4 Special features on your products, e.g. news, and reviews.	4 Special features on your products, e.g. news, and reviews.	
5 Product/brand endorsement on our website and at events.	5 Product endorsement on our website and limited endorsement at events.	
6 Availability for press attendances and media events. Product testing and feedback.		
Price: \$5000.00 per month	Price: \$2500.00 per month	Price: One time payment of \$1500.00+
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**BUSINESS OPERATIONS:**

**GOVERNMENT REGULATION:**

At the present time there are no federal government regulations on computer games over the internet or on dedicated servers.

**OUR QUALIFICATIONS**

Our qualifications are our reputation and experience in the industry. G. Edward Hancock, President, and our contract workers and volunteers have over 50 years of experience in the egaming industry between them.

**INDUSTRY & COMPETITION:**

**Market Analysis Summary:**

Gamers are just as fanatical about pro-gaming teams as football fans are with their NFL teams. They watch their matches, attend events, emulate what they wear, buy the hardware they use, and follow the new trends players bring about. Counter-Strike 1.6 is the world renown FPS (First Person Shooter) game and is the #1 online action game in the world. Counter-Strike 1.6 offers the most competition and biggest prize pots in the gaming industry. With all the new advancements within the esports community it also brings about new games, such as Counter-Strike Source. Source is the newest addition to the Counter-Strike family bringing amazing graphics, new maps, and different techniques than Counter-Strike 1.6. The graphics on this engine are amazing and offer high quality details to this game as well. Bringing in this game offers computer

companies and hardware companies more sales due to gamers needing a better computer to run the video game.

(Source:[http://www.csnation.net/articles.php/cssguide\\_200/](http://www.csnation.net/articles.php/cssguide_200/))

**ABOUT GAMING**

Online gaming has emerged as one of the biggest growing industries in the new millennium. The Far East has played a significant role in paving the way for recognition for online gamers. Multiplayer online games have generated over 1 billion in revenue for the first time, in 2004. A large proportion of this figure has come from player subscription games such as Everquest and Star Wars Galaxies, but a significant amount has also come from the first person shooter game sales. This figure does not include the emergence of sponsored players and teams as has been seen in Asia over the last 18 months with many players earning above \$100,000 in sponsorship deals. These players have become cult figures in their respective countries and "national heroes". The way it stands now, is that this status will start migrating to the already maturing gaming markets such as the US, where global events here now command higher earnings for the winners. Typical earnings of a team range between 20k and 40k for the larger events, though this is small compared to the events of Asia.

These events have caused an influx from many large companies wanting to gain access to this emerging market. Names such as Nike, Pepsi, Red Bull, and Oakley have begun their sponsorship programs globally with an emphasis on the US Market. Gaming leagues and competitions such as WSVG, CPL, ESWC, WCG and WEG

have become very popular in the US and the world, culminating in the Asian model for sponsored clans and players increasingly hugely as a result. News of these events is starting to hit mainstream television and press with news of the winning tournaments being broadcasted on channels such as:

1. BBC News Online
2. CNN 3. ABC
4. Fox News
5. MTV
6. Fuse Network 7. CBC Television in Canada
8. Many major online news services such as Yahoo, MSN, Reuters

As more mainstream media becomes involved in promoting gaming events, this allows more companies outside the gaming community to get involved as named above.

Besides these news sites and television, there are various ways to follow events. These methods include online radio, such as TSN ([www.tsncentral.com](http://www.tsncentral.com)), streaming video and in-game viewing tools such as HalfLife-TV. These programs allow the viewer to watch the actual in game action from the point of view of any player they like or if preferred a map overview. Over 30,000 people watched the last CPL ([www.thecpl.com](http://www.thecpl.com)) finals on HalfLife-TV alone. (Source: <http://www20.tomshardware.com/game/200408071/cyberathlete-14.html>)

#### GAMING STATISTICS

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- 1 A \$35 Million global market only three years ago, pay-per-play gaming reached \$137 Million in 2003 and is forecast to grow at an impressive compound annual growth rate (CAGR) of 40 per cent to 2007 to become the

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second largest online gaming sub-sector behind Multi-player Online Games. (Source: <http://www.screendigest.com/ezine/0404/#games>)

- 2 Screen Digest forecasts that the total online PC games market will topped \$1.1 Billion in the West in 2004 and was projected to reach \$2.2 Billion by 2007. (Source:<http://www.screendigest.com/ezine/0404/#games>)
- 3 Nick Gibson, a games industry analyst and the author of the report states: "The casual online gaming market has matured rapidly since the end of the dotcom boom era and a number of new, high margin revenue models have emerged that have, following a three year hiatus, returned rapid growth to this sector. Amazingly, every single one of the major casual games service providers reported that this growth was being predominantly fuelled by middle-aged and female gamers, the antithesis of the MMOG and hard-core gaming markets." (Source:<http://www.screendigest.com/ezine/0404/#games>)
- 4 The barriers that keep the average gamer from having a say in the future of his or her hobby are falling away and the doors are opening for new talent. Having just passed the 11 billion dollar mark, the gaming industry has started to assume a position as a true defining force in culture and a shaper of our digital future. (Source: <http://www4.tomshardware.com/business/20040401/gdc-11.html#conclusion>)
- 5 Clearly, the most powerful force driving the games market is consumer demand. According to a new study from the Entertainment Software Association (ESA), "Essential Facts about the Computer and Video Game Industry," more than half (54 percent) of all US households have purchased or plan to purchase one or more games this year. (Source:[http://cgw.pennnet.com/Articles/Article\\_Display.cfm?Section=Articles&Subsection=Display&Article\\_ID=209404](http://cgw.pennnet.com/Articles/Article_Display.cfm?Section=Articles&Subsection=Display&Article_ID=209404))
- 6 By 2010, 450 million homes worldwide will have broadband connectivity

at speeds greater than 1Gbit/second. In addition, of the more than 2 billion mobile phones in use, at least half will be connected to 3G networks, which will feature data transfer speeds in excess 100Kbit/second and make the downloading of games and assets practical. (Source:[http://cgw.pennnet.com/Articles/Article\\_Display.cfm?Section=Articles&Subsection=Display&Article\\_ID=209404](http://cgw.pennnet.com/Articles/Article_Display.cfm?Section=Articles&Subsection=Display&Article_ID=209404))

7 The report concludes that the electronic gaming market will expand at a compound annual growth rate of 20 percent and will top \$55 billion in annual revenue by the end of the decade.

(Source:[http://cgw.pennnet.com/Articles/Article\\_Display.cfm?Section=Articles&Subsection=Display&Article\\_ID=209404](http://cgw.pennnet.com/Articles/Article_Display.cfm?Section=Articles&Subsection=Display&Article_ID=209404))

Themis Group (a community and communications services company catering to games, technology, and entertainment enthusiasts) CEO and co-founder Alex Macris says "It's clear that the online gaming portion of the industry continues to experience surging growth, especially in the area of subscription-based games." The age demographic of videogame and computer game users converges to a median point of 29 years. Younger players raised on a steady diet of fantasy action shooters were raving about the whole squad concept of working with teammates online toward a shared goal while living with the reality that one bullet kills and getting maimed slows a soldier down. The same trend is emphasized by the success of Half-Life and its squad-based add-ons, Team Fortress Classic and Counter-Strike.

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#### MAJOR WORLD EVENTS

Events are rapidly increasing to be the most popular part of the gaming industry. To give a sense of how big these events can become, Norway held a LAN event during the aster holiday and racked up 5,200 attendees, which is one of the largest events in the world.

(Source: <http://www.tomshardware.com/game/20050402/index.html>)

#### WSVG - World Series of Video Games

<http://www.thewsvg.com/>

The World Series of Video Games is the Grand Championships on LAN tournaments. This Tournament uses the CPL as qualifiers to attend. WSVG is truly the most competitive and offers the biggest prize purse of all the tournaments.

#### Summary:

- o Head Sponsor: Xbox 360
- o Total Prize Purse: Over \$100,000

#### CPL - Cyberathlete Professional League

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<http://www.thecpl.com>  
-----

Over 7,300 gamers from 60 countries attended the summer event. The top ten countries are: United States, Canada, Sweden, United Kingdom, Germany, Norway, Netherlands, China, Venezuela, and Mexico.

(Source: [http://www.thecpl.com/league/?s=news&p=newsarchive\\_20050601](http://www.thecpl.com/league/?s=news&p=newsarchive_20050601))

#### Summary:

- o Head sponsor: Intel
- o Amount of participants: 7,000 from over 60 countries will be attending CPL
- o Total prize money in America: \$200,000
- o Total prize money in Europe: \$40,000

#### WCG - World Cyber Games

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www.worldcybergames.org  
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The World Cyber Games is said to be the Olympic games of E-sports. It first began its impressive tournaments in the year 2003 in Korea. This year's 2006 tournament took place in Monza, Italy. All WCG participants must qualify in their nation for each of the nine gaming platforms. More than 700 players from over 70 countries will participate in the WCG finals.

Summary:

- o Head sponsor: Samsung Electronics
- o Amount of participants: 700 from over 70 countries / Over 200,000 in the national qualifiers.
- o Total prize money: \$400,000

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NewEgg LanFest  
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www.newegg.com/Lanfest2k5  
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The NewEgg LanFest is a brand new addition to the LAN tournaments that we attend. This NewEgg LAN is a must for our organization to attend as this will become one of the premier LAN Tournaments around. We look forward to this event and hope to attend this event as well.

Summary:

- o Head sponsor: Newegg.com
- o Amount of participants: Whats the top amt.
- o Total prize money: \$70,000

ESWC - E-sports World Cup  
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http://www.esworldcup.com  
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The ESWC consists of 43 qualifying teams from 37 different countries that participate each year in France. Year 2006 hosted more than 250,000 players from 50 countries in the qualifying games, which made it one of the largest events within E-sports.

Summary:

- o Head sponsor: NVIDIA Corporation
- o The amount of participants: 350 players from 44 countries / 250 000 in the national qualifiers.
- o Total prize money: \$100,000

The primary difficulty for teams like ourselves is finding the financial backing to afford travelling to all of the event venues as the majority of the events are in Europe and America.

#### OUR BUSINESS STRATEGY

We are EMG (EMAZING GAMING), a gaming organization that is working with prominent marketing services connected to the gaming scene. Currently, the entire team consists of contract workers including management, sales, technical development, press and our primary team / players department. We comprise of people who have specific gaming experience - a pre-requisite for employment with our company is experience in the gaming world. Combined, our organization holds well over 50 years of experience in management alone.

Our Staff:

Management: Coordinates and leads the entire organization to achieve optimal results and goals. They also manage budget to satisfy needs for traveling and accommodations to PR events and tournaments.

Sales department: Handles contacts to other companies and controls all marketing possibilities. They make proper detailed statistics and documentation on the amount of exposures that the partner in question receives. Also includes the research of the impact of the investments.

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Technical development: Works with the organizations' technical structure, which includes the website, design material, marketing channels, and technical equipment. Also provides technical solutions and services with the integration of the partners' products and the popularity/demand of the latest hardware.

Team/Players: The current team of players are: unrivaled in the e-sports market, they are the backbone to the organization. The team practices and competes hard in order to keep the throne of the EMG ORGANIZATION as a world leading organization. The team is the primary marketing channel for sponsors and the organization. The team wears branded clothing and as they perform and succeed spectators and other participants are drawn to play the same games.

Press department: Works to provide the public with the latest updates regarding the team and e-sports through our website and other means of communication. Also provides detailed coverage of the teams' progress in tournaments and leagues.

EMG GAMING has three major financial objectives to reach its goal as the best and highest-ranking Professional Counter-Strike team in the world:

1. Maintain Equipment on the Cutting Edge - It goes without saying that when competing in the technologically advanced arena of professional gaming, you want to remain on the leading edge of the technology curve. Faster machines, graphics cards, and other equipment can mean the difference between winning and losing at this level.
2. Ability to Travel to Tournaments - There is no use in being professional if one can't afford to travel to the various events and tournaments here at home and abroad. Travel and accommodations represent the majority of our costs.
3. Ability to Train - Professional gamers train for up to 12 hours per day, every day to stay at the top of their game. This does not allow much time for work, and often professional gamers are forced to drop out because they need financial stability to survive. A monthly living allowance would not only allow us to focus on training, but it would also bring greater stability to the team members.

Industry and Competitors

The Industry:

The eSports industry is highly competitive. ESports is technologically based and through the medium of the internet is readily accessible to most anyone with a computer and a credit card. Barriers to entry are high due to server costs (owned and/or leased), travel expenses, and general living expenses. The more successful and enthusiastic eSport competitors are reliant on sponsors and partners to generate funds to undergird living, travel and equipment maintenance costs. Although highly competitive, it is also highly fragmented. Esports is worldwide in scope and difficult to assess from a competitive standpoint as games are often hot and therefore streaky in play before another company puts out a more desirable game program. Even so, server capacity, speed and graphics generally determine the amount of play a game will generate.

Price:

The Competitors:

Marketing Strategy:



We aim to fit our partners' needs and their marketing strategies when customizing a partnership between EMG GAMING and companies. We are always open to new input and ideas and we put our partners' needs first.

The following is an outline of our business exposure table:

EXPOSURE OF PARTNERS	
PARTNER	EXPOSURE
HEAD PARTNERS	CLOTHING (FRONT, BACK), GAME, PC'S, WEB SHOP, HOMEPAGE, CHAT, QUIZ, MISC.
MAIN PARTNERS	CLOTHING (COLLAR, SLEEVES AND THIGHS), WEB SHOP, HOMEPAGE, CHAT, MISC.
PARTNERS	WEB SHOP, HOMEPAGE, CHAT, MISC.
EXPOSURE EXPLAINED	
CLOTHING:	CHEST, BACK, COLLAR, THIGH AND SLEEVES
PC:	STICKERS ON THE SIDE OF PC TOWER
GAME:	BANNER IN MESSAGE OF THE DAY IN OUR COUNTER-STRIKE SOURCE SERVER
WEB SHOP:	PRINT ON PRODUCTS (IF POSSIBLE)
HOMEPAGE:	BANNERS, SPONSOR SECTION AND FRONT PAGE
CHAT:	JOIN MESSAGE, TEXT COMMERCIALS
QUIZ:	PRODUCT AND COMPANY ENDORSEMENTS
MISC.:	CS-MOVIES, WALLPAPERS, CUSTOM CS, SCREENSAVERS ETC.

#### Future products and services:

The Company plans to gravitate away from leasing servers and instead purchase their own servers. This will greatly reduce overhead costs associated with operations. Additionally, the company will continuously be upgrading equipment, graphics, and technology to increase speed.

#### Sources and Availability of Raw Material:

We are a service business and do not use raw materials. We use products in performing our service that are readily available from many sources.

#### Dependence on One or a Few Major Customers:

We rely heavily on sponsors and partners. Sponsors receive greater visibility whereas partners are provided advertising and media coverage. We are not dependent on any one sponsor or partner.

#### Costs and Effects of Compliance with Environmental Laws:

We are not aware of nor do we anticipate any environmental laws with which we will have to comply.

#### Number of Employees:

We have one employee, the President. The day to day duties are performed by the President, contract workers and volunteers.

#### Operations and Technology:

We are highly dependent on technology. Our operations and customer service model is dependent on internet servers, software, computer graphics programs and memory Research and Development:

The company has in development numerous products that will require the use of a material amount of the assets of the company. Since inception, the company has

spent \$7,265 on company-sponsored software development. Future expenditures will be dependent on the operating income generated from our product and the amount raised in this offering. If the minimum amount is raised the company plans to spend up to \$15,785 in software development. If the mid-level amount is raised, the company plans to spend \$92,133 in software development. If the maximum amount is raised, the company plans to spend up to \$171,130 in software development.

#### MANAGEMENTS DISCUSSION AND PLAN OF OPERATIONS

As of June 30, 2006 our cash balance was \$1,212 and there was no cash balance reflected for prior periods as our date of inception was April 11, 2006.

Revenues from April 11, 2006 (date of inception) through June 30, 2006 totaled \$4,301. Through June 30, 2006, the company reflected a loss of \$56,092 primarily due to marketing, promotion, general and administrative expenses.

The plan of operations for the 12 months following the commencement of this offering will include the continued growth plan. The Company plans to implement this growth plan by upgrading equipment and software, purchasing servers, and attending eSport events for a higher visibility. In addition, the growth plan will be facilitated by marketing and advertising costs which will be determined by the amount raised in the initial offering. If the maximum amount of \$500,000 is raised, these costs are projected to total \$18,000 in the first 12 months of operation. If the minimum amount is raised in this offering, in the first 12 months of operation, a minimum amount of money will be spent on advertising.

In addition to advertising, the majority of monies raised in this offering will be applied to software development and server lease/ownership expense. The company has budgeted \$45,000 for salaries if the maximum amount is raised in this offering.

#### Generating Sufficient Revenue:

Since inception, we have generated revenue through server fees which are internet driven. For the next twelve months, we plan to continue generating revenue by the same means.

#### Financing Needs:

Our cash flows since inception have not been adequate to support on-going operations. As noted above, the Company's financing needs for the next twelve months can and will be met even if the minimum offering amount is raised. We believe that by raising the minimum amount of funds in this offering we will have sufficient funds to cash flow our growth plans for a minimum of twelve months.

#### DESCRIPTION OF PROPERTY

Our corporate facilities are located in a shared office 101 C North Greenville Avenue, Suite 255, Allen, Texas 75002.

#### DIRECTORS, EXECUTIVE OFFICERS AND SIGNIFICANT EMPLOYEES

The directors and officers of the company, their ages and principal positions are as follows:

Name	Age	Position
G. Edward Hancock	18	Director, President; Secretary and Director

#### Background of Directors and Executive Officers:

G. Edward Hancock.

G. Edward Hancock, now 18, started in eSports at age 13, being a very talented game player at an early age opened doors for him at such an early age for the level of competition offered. From the conception of the most popular game he has been in the in the top 15% of American players. Coupled with his 10 year computer and internet experience and knowledge of Game Servers this helped him to understand all aspects of the online gaming industry, particularly game servers and performance.

In 2001 Mr. Hancock, in conjunction with a few other gamers, opened a game server rental company in Southern California offering game servers to west coast of United States; this was a very good learning experience. One of the biggest lessons of this venture is the shelf life of the computer equipment and facilities that housed them. If the data center was not set up for online play then the performance suffered, and this business is all about performance.

In 2003 Mr. Hancock helped open a LAN Game Center in Lake Forest California; this facility offered game play by the hour and was a very profitable business in both financially and educationally. This business was sold and Mr. Hancock re-located to Dallas Texas, the home of the biggest online gaming league in the world, CAL, The Cyber Athletic League and CPL, The Cyber Professional League where twice a year teams and players from all over the world come to compete for over 100,000 in money and prizes. Mr. Hancock is now concentrating on managing teams as well as competing as Emazing's sponsored teams, (called eMg) now represent over 15 teams through out the world. Most of the teams are in the US and Canada and are supplied game servers from the eMg XDEF network.

In late 2005 Mr. Hancock started up eMg's XDEF network, a high end gaming server rental company specializing in high performance game servers as well as low cost economical game servers for beginners. Over the next year this business has grown to one of the top US game server rental companies offering the high end consistent service game servers demand.

#### REMUNERATION OF DIRECTORS AND OFFICERS

Our sole officer and director has received the following compensation since inception. He has no employment contract with the company.

Name of Person Receiving compensation	Capacity in which he served to receive remuneration	Aggregate remuneration
G. Edward Hancock	President, Secretary and Treasurer	2006 - \$0

As of the date of this offering, our sole officer is our only employee. We have no plans to pay remuneration to any other officer in or associated with our company. When we have funds and/or revenue, our board of directors will determine any other remuneration at that time.

#### INTEREST OF MANAGEMENT AND OTHERS IN CERTAIN TRANSACTIONS

In April, 2006, the president of the company received 5,000,000 shares of common stock for assets of \$30,600, made up of computer equipment of \$15,600 and gaming software of \$15,000.

As of the date of this filing, there are no agreements or proposed transactions, whether direct or indirect, with anyone, but more particularly with any of the following:

- \* a director or officer of the issuer;
- \* any principal security holder;
- \* any promoter of the issuer;
- \* any relative or spouse, or relative of such spouse, of the above referenced persons.

The following table lists the officers, directors and stockholders who, at the date hereof, own of record or beneficially, directly or indirectly, more than 5% of the outstanding common stock, and all officers and directors of the company:

Title / relationship to Issuer -----	Name of Owner -----	Amount Owned		Amount Owned	
		Before the offering	Percent	After the offering	Percent
President, Secretary and Director	G. Edward Hancock	5,000,000	93.46%		
	Minimum			5,000,000	90.91%
	Maximum			5,000,000	78.74%
Shareholder	Oxford Guild, Ltd*	350,000	6.54%		
	Minimum			350,000	6.36%
	Maximum			350,000	5.51%

No options, warrants or rights have been issued by the Company.

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#### SIGNIFICANT PARTIES

The following table lists the relationship of the significant parties to the issuer:

Relationship to Issuer -----	Name and business address -----	Residential address -----
Officer and Director	G. Edward Hancock 101 C N. Greenville Ave, Ste 255 Allen, Texas 75002	601 W. Renner Road #125 Richardson, Texas 75080
Record owners of 5% (or more) owner of equity securities	G. Edward Hancock 101 C N. Greenville Ave, Ste 255 Allen, Texas 75002	601 W Renner Road #125 Richardson, Texas 75080
	Oxford Guild, Ltd. 6817 Dalmation Circle Plano, Texas 77023	6817 Dalmation Circle Plano, Texas 77023
Beneficial owner of 5% (or more) owner of equity securities	G. Edward Hancock 101 C N. Greenville Ave, Ste 255 Allen, Texas 75002	601 W Renner Road #125 Richardson, Texas 75080
	James Wilkinson 6817 Dalmation Circle Plano, Texas 77023	6817 Dalmation Circle Plano, Texas 77023
Counsel to Issuer	Scheef & Stone, LLP 5956 Sherry Lane Suite 1400 Dallas, Texas 75225	

\* James Wilkinson is the beneficial owner of Oxford Guild, Ltd.

## SECURITIES BEING OFFERED

We are offering for sale common stock in our company at a price of \$0.50 per share. We are offering a minimum of 150,000 shares and a maximum of 1,000,000 shares. The authorized capital in our company consists of 50,000,000 shares of common stock, \$0.001 par value per share. As of October 10, 2006, we had 5,350,000 shares of common stock issued and outstanding.

Every investor who purchases our common stock is entitled to one vote at meetings of our shareholders and to participate equally and ratably in any dividends declared by us and in any property or assets that may be distributed by us to the holders of common stock in the event of a voluntary or involuntary liquidation, dissolution or winding up of the company.

The existing stockholders and all who subscribe to common shares in this offering have a preemptive right to purchase common stock offered for sale by us, and no right to cumulative voting in the election of our directors. These provisions apply to all holders of our common stock. Our two shareholders have waived their preemptive right to purchase shares in this offering.

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## RELATIONSHIP WITH ISSUER OF EXPERTS NAMED IN REGISTRATION STATEMENT

The experts named in this registration statement were not hired on a contingent basis and have no direct or indirect interest in our company.

## LEGAL PROCEEDINGS

We are not involved in any legal proceedings at this time.

## CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS

We have retained the same accountant, The Hall Group, CPA's as our independent certified public accountant. We have had no disagreements with them on accounting and disclosure issues.

## DISCLOSURE OF COMMISSION POSITION OF INDEMNIFICATION FOR SECURITIES ACT LIABILITIES

Our bylaws provide that the liability of our officers and directors for monetary damages shall be eliminated to the fullest extent permissible under Delaware Law, which includes elimination of liability for monetary damages for defense of civil or criminal actions. The provision does not affect a director's responsibilities under any other laws, such as the federal securities laws or state or federal environmental laws.

The position of the U.S. Securities & Exchange Commission under the Securities Act of 1933:

Insofar as indemnification for liabilities arising under the Securities Act of 1933 (the "Act") may be permitted to directors, officers and controlling persons of the small business issuer pursuant to the foregoing provisions, or otherwise, the small business issuer has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable.

We have no underwriting agreement and therefore no provision for indemnification of officers and directors is made in an underwriting by a broker dealer.

## LEGAL MATTERS

Our attorney has passed upon the legality of the common stock issued before this offering and passed upon the common stock offered for sale in this offering. Our attorney is Scheef & Stone, LLP, 5956 Sherry Lane, Suite 1400,

EXPERTS

The financial statements as of June 30, 2006, and for the period from April 11, 2006 (date of inception) to June 30, 2006 and of the company included in this prospectus have been audited by The Hall Group, CPA's, independent certified public accountants, as set forth in his report. The financial statements have been included in reliance upon the authority of them as experts in accounting and auditing.

DIVIDEND POLICY

To date, we have not declared or paid any dividends on our common stock. We do not intend to declare or pay any dividends on our common stock in the foreseeable future, but rather to retain any earnings to finance the growth of our business. Any future determination to pay dividends will be at the discretion of our board of directors and will depend on our results of operations, financial condition, contractual and legal restrictions and other factors it deems relevant.

CAPITALIZATION

The following table sets forth our capitalization as of June 30, 2006. Our capitalization is presented on: \* an actual basis; \* a pro forma basis to give effect to net proceeds from the sale of the minimum number of shares (150,000) we plan to sell in this offering; and \* a pro forma basis to give effect to net proceeds from the sale of the midpoint number of shares (500,000) we plan to sell in this offering; and \* a pro forma basis to give effect to the net proceeds from the sale of the maximum number of shares (1,000,000) we plan to sell in this offering.

	Actual Unaudited June 30, 2006 -----	After Minimum Offering -----	After Midpoint Offering -----	After Maximum Offering -----
Stockholders' equity				
Common Stock, \$0.001 par value; 50,000,000 shares authorized;	5,350	5,500	5,850	6,350
Additional Paid In Capital	36,500	94,581	261,731	501,731
Retained earnings	(56,092)	( 56,092)	( 56,092)	( 56,092)
Total Stockholders' Equity	(14,242)	43,989	211,489	451,989
Total Capitalization	(14,242)	43,989	211,489	451,989
Number of shares outstanding	5,350,000	5,500,000	5,850,000	6,350,000

The Company has only one class of stock outstanding. The common stock sold in this offering will be fully paid and non assessable, having voting rights of one vote per share, have no preemptive or conversion rights, and liquidation rights as is common to a sole class of common stock. The company has no sinking fund or redemption provisions on any of the currently outstanding stock and will have none on the stock sold in this offering.

TRANSFER AGENT

We will serve as our own transfer agent and registrar for the common stock until such time as this registration is effective and we sell the minimum offering, then we intend to retain Signature Stock Transfer, Inc., 2301 Ohio Drive, Suite 100, Plano, Texas 75093.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Management of  
Emazing Interactive, Inc.  
Rockwall, Texas

We have audited the accompanying balance sheet of Emazing Interactive, Inc. and subsidiaries as of June 30, 2006 and the related consolidated statements of operations, cash flows and stockholders' equity for the period from April 11, 2006 (date of inception) to June 30, 2006. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit of these financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Emazing Interactive, Inc. and subsidiaries as of June 30, 2006, and the results of its operations and its cash flows for the period then ended in conformity with accounting principles generally accepted in the United States of America.

/s/ The Hall Group  
-----  
The Hall Group, CPAs

Dallas, Texas  
September 28, 2006

EMAZING INTERACTIVE, INC.  
Consolidated Balance Sheet  
June 30, 2006

ASSETS  
Current Assets

Cash and Cash Equivalents	\$ 1,212
	-----
Total Current Assets	1,212
Fixed Assets	
Computer Equipment	15,600
Gaming Software	38,488
Less: Accumulated Depreciation	(4,507)
	-----
Total Fixed Assets	49,581
	-----
TOTAL ASSETS	\$ 50,793
	=====
LIABILITIES AND STOCKHOLDERS' EQUITY	
Current Liabilities	
Accounts Payable	\$ 65,035
	-----
Total Liabilities (All Current)	65,035
Stockholders' Equity	
Common stock, \$.001 par value, 50,000,000 shares authorized, 5,350,000 shares issued and outstanding	5,350
Additional Paid-In Capital	36,500
Retained Earnings (Deficit)	(56,092)
	-----
Total Stockholders' Equity (Deficit)	(14,242)
	-----
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 50,793
	=====

The accompanying notes are an integral part of these financial statements.

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EMAZING INTERACTIVE, INC.  
Consolidated Statement of Operations  
From April 11, 2006 (Date of Inception) to June 30, 2006

REVENUES	\$ 4,301
OPERATING EXPENSES	
Depreciation	4,507
General and Administrative:	
Accounting and Professional	2,820
Computer Expenses	20,019
Contract Services	17,740
Licenses and Fees	3,094
Office Expense	2,192
Telephone	8,263
Travel Expense	1,758
	-----
TOTAL OPERATING EXPENSES	60,393
	-----
NET OPERATING (LOSS)	(56,092)
OTHER INCOME (EXPENSE)	
None	0
	-----
TOTAL OTHER INCOME (EXPENSE)	0
	-----
NET (LOSS) BEFORE INCOME TAXES	(56,092)
Provision for Income Taxes (Expense) Benefit	0
	-----
NET INCOME (LOSS)	\$ (56,092)
Beginning Retained Earnings	0
	-----



ENDING RETAINED EARNINGS (DEFICIT) \$ (56,092)  
=====

EARNINGS PER SHARE

Weighted Average of Outstanding Shares	5,211,111
	=====
Income (Loss) for Common Stockholders	\$ (0.01)
	=====

The accompanying notes are an integral part of these financial statements.

EMAZING INTERACTIVE, INC.  
Consolidated Statement of Changes in Stockholders' Equity  
From April 11, 2006 (Date of Inception) to June 30, 2006

	Common Stock Shares	Common Stock Amount	Paid-In Capital	Retained Earnings (Deficit)	Totals
	-----	-----	-----	-----	-----
Beginning Stockholder's Equity	0	\$ 0	\$ 0	\$ 0	\$ 0
Common Stock Issued For:					
Assets	5,000,000	5,000	25,600	30,600	
Services	250,000	250	1,000	1,250	
Cash	100,000	100	9,900	10,000	
Net Income (Loss)	0	0	0	(56,092)	(56,092)
	-----	-----	-----	-----	-----
Ending Stockholders' Equity					
Equity (Deficit)	5,350,000	\$ 5,350	\$ 36,500	(56,092)	\$ (14,242)
	=====	=====	=====	=====	=====

The accompanying notes are an integral part of these financial statements.

EMAZING INTERACTIVE, INC.  
CONSOLIDATED STATEMENT OF CASH FLOWS  
FROM APRIL 11, 2006 (DATE OF INCEPTION) TO JUNE 30, 2006

CASH FLOWS FROM OPERATING ACTIVITIES	
Net (Loss)	\$ (56,092)
Adjustments to reconcile net income to net cash provided by operating activities:	
Common Stock Issued for Services	1,250
Depreciation	4,507
Increase in Accounts Payable	65,035
	-----
Net Cash Provided by Operating Activities	14,700
CASH FLOWS FROM INVESTING ACTIVITIES	
Purchase of Fixed Assets	(23,488)
	-----
Net Cash (Used) by Investing Activities	(23,488)

CASH FLOWS FROM FINANCING ACTIVITIES	
Sale of Common Stock for Cash	10,000
	-----
Net Cash Provided by Financing Activities	10,000
	-----
NET INCREASE IN CASH AND CASH EQUIVALENTS	
	1,212
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	
	0
	-----
CASH AND CASH EQUIVALENTS AT END OF YEAR	\$ 1,212
	=====

SUPPLEMENTAL DISCLOSURES

Cash Paid During the Year for Interest Expense	\$ 0
	=====

The accompanying notes are an integral part of these financial statements.

EMAZING INTERACTIVE, INC.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2006

NOTE 1 - NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES

Nature of Activities, History and Organization:

Emazing Interactive, Inc. (The "Company") operates as an online gaming facilitator through its subsidiary Emazing Gaming, LLC. The Company is located in Allen, Texas and was incorporated on April 11, 2006 under the laws of the State of Texas.

Significant Accounting Policies:

The Company's management selects accounting principles generally accepted in the United States of America and adopts methods for their application. The application of accounting principles requires the estimating, matching and timing of revenue and expense. Below is a summary of certain significant accounting policies selected by management.

Basis of Presentation:

The Company prepares its financial statements on the accrual basis of accounting.

Cash and Cash Equivalents:

All highly liquid investments with original maturities of three months or less are stated at cost which approximates market value.

Principles of Consolidation:

The June 30, 2006 financial statements include the accounts of Emazing Gaming, LLC, an operating subsidiary. All significant intercompany transactions and balances have been eliminated.

Website Software Development Costs:  
-----

The Company adopted EITF 00-02, "Accounting for website developments costs". In accordance with EITF 00-02, the costs incurred for the (i) website application and infrastructure development; (ii) graphics development; and (iii) content development, which took the website to a functional stage where it could receive server and gaming orders, were capitalized and are being amortized over three years. Maintenance expenses or costs that do not result in new revenue producing features or functions, such as updating information and products or maintenance of the website or promotion of the website using search engines, are expensed as incurred. Prior to this development, Emazing had no website. In the period ended June 30, 2006, \$790 has been expensed and \$38,488 capitalized.

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EMAZING INTERACTIVE, INC.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2006

NOTE 1 - CONTINUED  
-----

Earnings (Loss) per Share:  
-----

Earnings (loss) per share (basic) is calculated by dividing the net income (loss) by the weighted average number of common shares outstanding for the period covered. As the Company has no potentially dilutive securities, fully diluted earnings (loss) per share is identical to earnings (loss) per share (basic).

Use of Estimates:  
-----

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

NOTE 2 - FIXED ASSETS  
-----

Fixed assets at June 30, 2006 are as follows:

Computer equipment	\$ 15,600
Gaming software	38,488
Less: Accumulated Depreciation	( 4,507)
	-----
Total Fixed Assets	\$ 49,581
	=====

Depreciation expense was \$4,507 for the period ended June 30, 2006.

NOTE 3 - COMMON STOCK  
-----

The Company is authorized to issue 50,000,000 common shares at a par value of \$0.001 per share. These shares have full voting rights. At June 30, 2006, there were 5,350,000 shares outstanding as follows:

Shares  
-----

At Inception	5,000,000
April 24, 2006	250,000
June 30, 2006	100,000
	-----
Total Shares Outstanding	5,350,000
	=====

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EMAZING INTERACTIVE, INC.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2006

NOTE 4 - INCOME TAXES

-----

The Company has adopted Statement of Financial Accounting Standards No. 109, Accounting for Income Taxes (SFAS No. 109), which requires the use of the liability method in the computation of income tax expense and the current and deferred income taxes payable. Under SFAS No. 109, income tax expense consists of taxes payable for the year and the changes during the year in deferred assets and liabilities. Deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases and financial reporting bases of assets and liabilities. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

Since the realization of any deferred tax benefits is contingent upon future earnings, no deferred tax asset has been accrued since the likelihood of future earnings has not been demonstrated.

The Company had a net loss for the period ended June 30, 2006, and therefore incurred no tax liability. The net operating losses and their expiration follow:

Net (Loss)	Expiration
-----	Date
	----
\$ (56,092)	2026

NOTE 5 - FINANCIAL CONDITION AND GOING CONCERN

-----

Emazing has an accumulated deficit through June 30, 2006 totaling \$56,092, and at June 30, 2006 had negative working capital of \$63,823. Because of this loss, Emazing will require additional working capital to develop its business operations. Emazing intends to raise additional working capital either through private placements, public offerings and/or bank financing. There are no assurances that Emazing will be able to either (1) achieve a level of revenues adequate to generate sufficient cash flow from operations; or (2) obtain additional financing through either private placement, public offerings and/or bank financing necessary to support Emazing's working capital requirements. To the extent that funds generated from any private placements, public offerings and/or bank financing are insufficient, Emazing will have to raise additional working capital. No assurance can be given that additional financing will be available, or if available, will be on terms acceptable to Emazing. If adequate working capital is not available Emazing may not continue its operations.

Emazing faces many factors in its ability to continue as a going concern, including but not limited to, the promotion of its gaming website, competition from larger and better capitalized companies, and its ability to create traffic to its website and virtual store. To date, much of Emazing's activities have been focused on advertising and promotion to create it's identity in the community, and its continued existence is dependent upon the gaming public purchasing more time on its gaming servers.

EMAZING INTERACTIVE, INC.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2006

NOTE 5 - CONTINUED  
-----

Should the above concerns materialize, it is conceivable that Emazing would have to suspend or discontinue operations. Management believes that the efforts it has made to promote its site will continue for the foreseeable future. These conditions raise substantial doubt about Emazing's ability to continue as a going concern. The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might be necessary should Emazing be unable to continue as a going concern.

NOTE 6 - SUBSEQUENT EVENT  
-----

On October 2, 2006, the Company converted its corporate charter to domicile in Nevada (previously in Texas).

No dealer, salesman or any other person has been authorized to give any quotation or to make any representations in connection with the offering described herein, other than those contained in this Prospectus. If given or made, such other information or representation'; must not be relied upon as having been authorized by the Company or by any Underwriter. This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy any

securities offered hereby in any jurisdiction to any person to whom it is unlawful to make such an offer or solicitation in such jurisdiction.

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Until the 90th day after the later of (1) the effective date of the registration statement or (2) the first date on which the securities are offered publicly), all dealers that effect transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to the dealers' obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 1. Indemnification of Directors and Officers

Our certificate of incorporation provides that the liability of our officers and directors for monetary damages shall be eliminated to the fullest extent permissible under Pennsylvania Corporation Act, which includes elimination of liability for monetary damages for defense of civil or criminal actions. The provision does not affect a director's responsibilities under any other laws, such as the federal securities laws or state or federal environmental laws.

Article Thirteen of our Articles of Incorporation states:

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for any act or omission in his capacity as a director, except to the extent otherwise expressly provided by a statute of the State of Pennsylvania. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation of the personal liability of a director of the corporation existing at the time of the repeal or modification.

Item 2. Other Expenses of Issuance and Distribution

All expenses, including all allocated general administrative and overhead expenses, related to the offering or the organization of the Company will be borne by the Company.

The following table sets forth a reasonable itemized statement of all anticipated out of pocket and overhead expenses (subject to future contingencies) to be incurred in connection with the distribution of the securities being registered, reflecting the minimum and maximum subscription amounts.

	Minimum	Maximum
	-----	-----
SEC Filing Fee	\$ 64	\$ 64
Printing and Engraving Expenses	1,000	5,000
Legal Fees and Expenses	2,500	15,500
Edgar Fees	2,800	2,800
Accounting Fees and Expenses	3,000	3,000
Blue Sky Fees and Expenses	4,500	7,000
Miscellaneous	2,905	405
	-----	-----
TOTAL	\$ 16,769	\$ 33,769

As more shares are sold, we anticipate legal fees to increase due to the likelihood of investors being from other states which could result in state blue sky securities filings. Although our legal fees are not contingent on the number of shares sold, it is likely that the legal fees will increase as our attorney will charge us for these filings. Also, as more shares are sold, our printing expenses will increase.

Item 3. Undertakings

- 1(a) Rule 415 Offering. If the small business issuer is registering securities under Rule 415 of the Securities Act (230.415 of this chapter), that the small business issuer will:

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(1) File, during any period in which it offers or sells securities, a post-effective amendment to this Registration Statement to:

(i) Include any prospectus required by section 10(a)(3) of the Securities Act; and

(ii) Reflect in the prospectus any facts or events which, individually or together, represent a fundamental change in the information in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) (230.424(b) of this chapter) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) Include any additional or changed material information on the plan of distribution.

(2) For determining liability under the Securities Act, treat each post-effective amendment as a new registration statement of the securities offered, and the offering of the securities at that time to be the initial bona fide offering.

(3) File a post-effective amendment to remove from registration any of the securities that remain unsold at the end of the offering.

(4) For determining liability of the undersigned small business issuer under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned small business issuer undertakes that in a primary offering of securities of the undersigned small business issuer pursuant to his registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned small business issuer will be a seller to the purchaser and will be considered to offer or sell such securities to purchaser:

- (i) Any preliminary prospectus or prospectus of the undersigned small business issuer relating to the offering required to be

- filed pursuant to Rule 424 (230.424 of this chapter);
- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned small business issuer or used or referred to by the undersigned small business issuer;
  - (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned small business issuer or its securities provided by or on behalf of the undersigned small business issuer; and
  - (iv) Any other communication that is an offer in the offering made by the undersigned small business issuer to the purchaser.

1(g) That, for determining liability under the Securities Act to any purchaser: (1) If the small business issuer is relying on Rule 430B:

(i) Each prospectus filed by the undersigned small business issuer pursuant to Rule 424(b)3 shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(I), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date for the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided

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however, that no statement made in a registration statement or prospectus that is part of a registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supercede or modify and statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date; or

(2) If the small business issuer is subject to Rule 430C, include the following: Each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of a registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supercede or modify and statement that was made in the registration statement or prospectus that was part of the registration statement or made in any document immediately prior to such date of first use.

Registrant hereby undertakes to request acceleration of the effective date of the registration statement under Rule 461 of the Securities Act:

Insofar as indemnification for liabilities arising under the Securities Act of 1933 (the "Act") may be permitted to directors, officers and controlling persons of the small business issuer pursuant to the foregoing provisions, or otherwise, the small business issuer has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable.

In the event that a claim for indemnification against such liabilities (other than payment by the small business issuer of expenses incurred or paid by a director, officer or controlling person of the small business issuer in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the small business issuer will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed by the Securities Act and will be governed by



the final adjudication of such issue.

Item 4. Unregistered Securities Issued or Sold Within One Year

In April 2006, the Company issued 5,000,000 shares of common stock in exchange for 400,000 membership units of Emazing Gaming, LLC. The LLC had assets of \$30,600. The membership units in the LLC were issued in April 2006 to its founder, G. Edward Hancock, for \$30,600 of assets, composed of \$15,600 of computer equipment and \$15,000 of gaming software. This stock was issued under the exemption under the Securities Act of 1933, section 4(2); this section states that transactions by an issuer not involving any public offering is an exempted transaction. The company relied upon this exemption because in a private transaction in March 2006, the founder, sole officer and director received stock for his membership units in Emazing Gaming, LLC which had assets of \$30,600.

In April 2006, the Company issued 250,000 shares of common stock to Oxford Guild, Ltd., an unrelated party, in exchange for services valued at \$12,500 or \$0.05 per share. This stock was issued under the exemption under the Securities Act of 1933, section 4(2); this section states that transactions by

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an issuer not involving any public offering is an exempted transaction. The company relied upon this exemption because in a private transaction in April 2006, the services were exchanged for 250,000 shares of common stock. The certificates evidencing the securities bear legends stating that the shares may not be offered, sold or otherwise transferred other than pursuant to an effective registration statement under the Securities Act, or an exemption from such registration requirements.

The Company sold 100,000 shares of common stock on June 30, 2006 for \$10,000 cash. The common stock was valued at \$0.10 per share. This stock was issued under the exemption under the Securities Act of 1933, section 4(2); this section states that transactions by an issuer not involving any public offering is an exempted transaction. The Company relied upon this exemption because in a private transaction on June 30, 2006, the purchaser paid \$10,000 in exchange for 100,000 shares of common stock. The purchasers were sophisticated investors who purchased the stock for their own account and not with a view toward distribution to the public. The certificates evidencing the securities bear legends stating that the shares may not be offered, sold or otherwise transferred other than pursuant to an effective registration statement under the Securities Act, or an exemption from such registration requirements.

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Item 5. Exhibits

The following Exhibits are filed as part of the Registration Statement:

Exhibit No.	Identification of Exhibit
2.1	Articles of Incorporation for Texas
2.2	Articles of Conversion from a Texas corporation to a Nevada Corporation
2.3	Articles of Incorporation for Nevada
2.4	By Laws
3.1	Specimen Stock Certificate
4.1	Form of Subscription Agreement
10.1	Consent of The Hall Group, CPAS's
11.1	Opinion and Consent of Scheef & Stone, LLP

SIGNATURES

In accordance with the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets the requirements for filing on Form SB-1 and authorized this Registration Statement to be signed on its behalf by the undersigned, in the City of Allen, State of Texas, on October 20, 2006.

Emazing Interactive, Inc.

By: /s/ G. Edward Hancock

-----  
G. Edward Hancock, President

In accordance with the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons, in the capacities and on the dates stated.

Signature	Title	Date
-----	-----	-----
/s/ G. Edward Hancock		
-----		
G. Edward Hancock	President, Secretary, Treasurer, Director	October 20, 2006
/s/ G. Edward Hancock		
-----		
G. Edward Hancock	Chief Executive Officer	October 20, 2006
/s/ G. Edward Hancock		
-----		
G. Edward Hancock	Chief Financial Officer	October 20, 2006
/s/ G. Edward Hancock		
-----		
G. Edward Hancock	Chief Accounting Officer	October 20, 2006

**ARTICLES OF INCORPORATION**  
OF  
EMAZING INTERACTIVE, INC.

I, the undersigned natural person of the age eighteen (18) years or more, a citizen of the State of Texas, acting as incorporator of a corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation:

**ARTICLE I** The name of this corporation is eMazing Interactive, Inc.

**ARTICLE II** The period of its duration is perpetual.

**ARTICLE III** Its registered office in the State of Texas is to be located at 101 C North Greenville Ave, Suite 255, Allen, Texas 75002, and the registered agent in charge thereof is Edward Wilkinson at 101 C North Greenville Ave, Suite 255, Allen, Texas , Texas 75002.

**ARTICLE IV** The nature of the business and, the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all the things herein mentioned as fully and to the same extent as natural persons might or could do and in any part of the world, viz:


"The purpose for which the Company is organized is to engage in any lawful business allowed to be conducted by a Corporation under the Act, that is not forbidden by the Law of the Jurisdiction in which the Company engages in that business."

**ARTICLE V** The amount of the total authorized capital stock of this corporation is Fifty Million (50,000,000) shares of \$0.001 Par Value.

**ARTICLE VI** The corporation will not commence business until it has received for the issuance of its shares consideration of the value of at least One Thousand Dollars (\$1,000.00), consisting of money, labor done or property actually received.

**ARTICLE VII** The name of the incorporator is as follows:

Edward Wilkinson  
101 C North Greenville Ave, Suite 255



Allen, Texas 75002

**ARTICLE VIII** The powers of the incorporator are to terminate upon filing of the articles of incorporation, and the name and mailing address of persons who is to serve as director until the first annual meeting of stockholders or until the successors are elected and qualify is as follows:

Edward Wilkinson  
101 C North Greenville Ave, Suite 255  
Allen, Texas 75002

**ARTICLE IX** Elimination or Limitation of Liability of Directors

No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director: provided, however, that nothing contained herein shall eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for any transaction from which the director derived an improper personal benefit, or (iv) for any act or omission occurring prior to their directorship.

**ARTICLE X** Indemnification of Directors and Officers

The corporation shall indemnify the directors and officers of the corporation, and of any subsidiary of the corporation, to the full extent provided by the laws of the State of Texas.

Expenses incurred by a director or officer in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation. In addition, the corporation may advance expenses of such nature on any other terms and/or in any other manner authorized by law.

**ARTICLE XI** Amendment of Bylaws

In furtherance and not in limitation of the powers conferred by statute, the Board

---

of Directors is authorized to adopt, amend or repeal the bylaws of the corporation.

I, THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State of Texas, do make, file and record these Articles and do certify that the facts herein are true; and I have accordingly hereunto set my hand.

Dated this 11th day of April 2006.

Edward Wilkinson, Incorporator

[SEAL  
STATE OF  
NEVADA]

DEAN HELLER  
SECRETARY OF STATE  
206 NORTH CARSON STREET  
CARSON CITY, NEVADA 89701-4299  
(775) 684-5708  
website: secretaryofstate.biz

Entity#  
E0733532006-9  
Document Number  
20060638881-02

Date Filed:  
10/2/06 &:11:54 AM  
In the office of

/s/ Dean Heller  
-----

Deam Heller  
Secretary of State

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Articles of Conversion  
(PURSUANT TO NRS 92A 205)  
Page 1

Articles of Conversion  
(Pursuant to NRS 924.205

1. Name and jusisdiction of organization of constituent entity and resulting entity:

eMazing Interactive, Inc.  
-----

Name of constituent entity

Texas Corporation  
-----

Jurisdiction Entity type\*

and,

eMazing Interactive, Inc.  
-----

Name of resulting entity

Nevada Corporation  
-----

Jurisdiction Entity type\*

2. A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.

3. Location of plan of conversion: (check one)

The entire plan of conversion is attached to these articles.

The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity.

The complete executed plan of conversion for the resulting domestic limited partnership is on file at the

records office requireed by NRS 88.330.

\*corporation, limited partnership, limited-liability partnership, limited-liability company or business trust.

This form must be accompanied by appropriate fees.

[SEAL  
STATE OF NEVADA] DEAN HELLER  
SECRETARY OF STATE  
206 NORTH CARSON STREET  
CARSON CITY, NEVADA 89701-4299  
(775) 684-5708  
website: secretaryofstate.biz

Articles of Conversion  
(PURSUANT TO NRS 92A 205)  
Page 2

Above space is for office use only

4. Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the resulting entity in the conversion):

Attn: \_\_\_\_\_  
  
c/o Laughlin Associates, Inc.  
2533 N. Carson Street  
Carson City, NV 89706  
\_\_\_\_\_

5. Effective date of conversion (optional) (not to exceed 90 days after the articles ar filed pursuant to NRS 92A.240)\*: Date of filing with Nevada  
\_\_\_\_\_

6. Signatures - must be signed by:

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or all the members if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a.; general partship governed by NRS chapter 87).

eMazing Interactive, Inc.  
\_\_\_\_\_  
Name of constituent entity

\* Pursuant to NRS.92A(4) if the conversion takes effect on a later date specified in the articles of conversion pursuant to NTD 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date. This statement mujst be inclded within the resulting entity'articles.

FILING FEE \$350.00

This form must be accompanied by appropriate fees.

[SEAL  
STATE OF NEVADA] DEAN HELLER  
SECRETARY OF STATE  
206 NORTH CARSON STREET  
CARSON CITY, NEVADA 89701-4299  
(775) 684-5708  
WEBSITE: SECRETARYOFSTATE.BIZ

Entity#  
E0733532006-9  
  
Document Number  
20060638882-13  
  
Date Filed:  
10/2/2006 7:11:54 AM

ARTICLES OF INCORPORATION  
(PURSUANT TO NRS 78)

IN THE OFFICE OF

/S/ DEAN HELLER  
DEAN HELLER, SECRETARY OF STATE

ABOVE SPACE IS FOR OFFICE USE ONLY

-----  
1. Name of Corporation: eMazing Interactive, Inc.  
-----  
2. Resident Agent Name and Street Address: Laughlin Associates, Inc.  
2533 North Carson St, Carson, NEVADA 89706  
-----  
(Must be a Nevada address where process may be served) Street Address City State Zip Code  
-----  
Optional Mailing Address City State Zip Code  
=====

3. Shares:  
(number of shares corporation authorized to issue) Number of shares with par value: 50,000,000 Par value: \$0.001 Number of shares without par value: 0  
-----

4. Names & Addresses, of Board of Directors/Trustees: (attach additional page if there is more than 3 directors/trustees)  
1. Edward Wilkinson  
-----  
Name  
101-C N. Greenville Avenue, Suite 255, Allen TX 75002  
-----  
Street Address City State Zip Code  
2.  
-----  
Name  
-----  
Street Address City State Zip Code  
3.  
-----  
Name  
-----  
Street Address City State Zip Code



=====  
5. Purpose: The purpose of this Corporation shall be:  
(optional-see instructions)

Any and all lawful business

6. Names, Address and Signature of Incorporator: (attach additional page if there is more than 1 incorporator)

Edward Wilkinson	/s/ Edward Wilkinson
-----	-----
Name	Signature
101-C N. Greenville Avenue, Suite 255	Allen TX 75002
-----	-----
Street Address	City State Zip Code

7. Certificate of Acceptance of Appointment of Resident Agent:

I hereby accept appointment as Resident Agent for the above named corporation.	
/s/ illegible	9/20/06
-----	-----
Authorized Signature of R.A. or On Behalf of R.A. Company	Date

=====  
This form must be accompanied by appropriate fees. See attached fee schedule. Nevada Secretary of State For 78.RTLC  
Revised on: 1/21/03

**BYLAWS**  
**OF**  
**EMAZING INTERACTIVE, INC.**

ARTICLE I

OFFICES

Section 1. The principal office shall be located at 101 C North Greenville Avenue, Suite 225, Allen, Texas 75002.

Section 2. The corporation may also have offices at such other places within or without the State of Nevada as the Board of Directors may from time to time determine, or as the business of the corporation may require.

ARTICLE II

MEETINGS OF SHAREHOLDERS

Section 1. Meetings of the shareholders shall be held at such place within or without the State of Nevada as shall be specified in the notice of the meeting or in a waiver thereof.

Section 2. An annual meeting of the shareholders, commencing in the year 2007, shall be held as soon as practicable after the fiscal year end. At such meeting the shareholders entitled to vote thereat shall elect by a majority vote a Board of Directors, and may transact such other business as may properly be brought before the meeting.

Section 3. Special meetings of the shareholders may be called: (1) by the Chairman of the Board of Directors, the President, or the Board of Directors; or (2) by the holders of at least twenty percent (20%) of the shares entitled to vote at the proposed special meeting. The record date for determining shareholders entitled to call a special meeting is the date the first shareholder signs the notice of that meeting. In addition, a majority of the shareholders may act without notice at a meeting.

Section 4. Written or printed notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary, or the officer or person calling the meeting, to each shareholder at his address as it appeared on the stock transfer books of the corporation with postage thereon prepaid.

Section 5. Any notice required to be given to any shareholder, under any provision of the Corporation Law of the State of Nevada, the Articles of Incorporation, or these Bylaws, need not be given to the shareholder if (1) notice of two consecutive annual meetings and all notices of meetings held during the period between those annual meetings, if any, or (2) all (but in no event less than two) payments (if sent by first class mail) of distributions or interest on securities during a 12-month period have been mailed to that person, addressed at his address as shown on the records of the corporation, and have been returned undeliverable. Any action or meeting taken or held without notice to such a person

shall have the same force and effect as if the notice had been duly given and, if the action taken by the corporation is reflected in any articles or document filed with the Secretary of State, those articles or that document may state that notice was duly given to all persons to whom notice was required to be given. If such a person delivers to the corporation a written notice setting forth his then current address, the requirement that notice be given to that person shall be reinstated.

Section 6. Only business within the purpose or purposes described in the notice of any special meeting of shareholders may be conducted at such special meeting.

Section 7. The holders of a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at meetings of shareholders except as otherwise provided in the Articles of Incorporation. If, however, a quorum shall not be present or represented at any meeting of the shareholders, the shareholders present in person, or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which may have been transacted at the meeting as originally notified.

Section 8. The vote of the holders of a majority of the shares entitled to vote and represented at a meeting at which a quorum is present shall be the act of the shareholders' meeting, unless the vote of a greater number is required by law or by the Articles of Incorporation.

Section 9. A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be revocable unless the proxy form conspicuously states that the proxy is irrevocable and the proxy is coupled with an interest.

Section 10. The officer or agent having charge of the stock transfer books shall make, at least ten (10) days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address and the number of shares held by each, which list, for a period of ten (10) days prior to such meeting, shall be kept on file at the registered office of the corporation, and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting, and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original stock transfer book shall be prima facie evidence as to who are the shareholders entitled to examine such list or transfer books or to vote at any such meeting of shareholders.

Section 11. Any action required by law to be taken at a meeting of the shareholders, or any action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

### ARTICLE III

#### DIRECTORS

Section 1. (a) The number of directors of the corporation shall be not less than one (1) nor more than nine (9). The directors shall be elected at the annual meeting of shareholders, except as

provided in Sections 2, 3, 4, or 5 of this Article III, and each director elected shall hold office until his successor is elected and qualified. Directors need not be residents of the State of Nevada or shareholders of the corporation.

(b) Any director may be removed with cause by the affirmative vote of the holders of a majority of the shares represented at any shareholders' meeting at which a quorum is present; provided, that the proposed removal is stated in the notice of the meeting.

(c) This Section 1 may not be amended in absence of a unanimous vote of the Board of Directors.

Section 2. Any vacancy occurring in the Board of Directors shall be filled in accordance with Section 5 of this Article III or may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 3. A directorship to be filled by reason of an increase in the number of directors may be filled in accordance with Section 5 of this Article III or may be filled by the Board of Directors for a term of office continuing only until the next election of one (1) or more directors by the shareholders; provided, that the Board of Directors may not fill more than two (2) such directorships during the period between any two (2) successive annual meetings of the shareholders.

Section 4. Notwithstanding Sections 2 and 3 above, whenever the holders of any class or series of shares are entitled to elect one or more directors by the provisions of the Articles of Incorporation, any vacancies in such directorships and any newly created directorships of such class or series to be filled by reason of an increase in the number of such directors shall be filled in accordance with the provisions of the Nevada Business Corporation Act.

Section 5. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors may be filled by election at an annual or special meeting of shareholders called for that purpose.

Section 6. The business and affairs of the corporation shall be managed by its Board of Directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by law or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the shareholders.

Section 7. Meetings of the Board of Directors, regular or special, may be held either within or without the State of Nevada.

Section 8. The first meeting of each newly elected Board of Directors shall be held at such time and place as shall be fixed by the vote of the shareholders at the annual meeting, and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, providing a quorum shall be present. In the event of the failure of the shareholders to fix the time and place of such a first meeting of the newly elected Board of Directors, or in the event such meeting is not held at the time and place so fixed by the shareholders, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or as shall be specified in a written waiver signed by all of the directors.

Section 9. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board.

Section 10. Special meetings of the Board of Directors may be called by the Chairman of the Board of Directors or the President, and shall be called by the Secretary on the written request of two directors. Written notice of special meetings of the Board of Directors shall be given to each director at least three (3) days before the date of the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 11. A majority of the directors shall constitute a quorum for the transaction of business, and the act of the majority of the directors present at the meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by the Articles of Incorporation or elsewhere in these Bylaws. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 12. The Board of Directors, by resolution adopted by a majority of the whole Board, may designate one or more directors to constitute an executive committee and one or more other committees, each of which, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the business and affairs of the corporation except as otherwise provided by law. Vacancies in the membership of any such committee shall be filled by the Board of Directors at a regular or special meeting of the Board of Directors. The committees shall keep regular minutes of their proceedings and report the same to the Board when required. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him by law.

Section 13. Any action required or permitted to be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members of the Board of Directors or committee, as the case may be.

#### ARTICLE IV

##### NOTICES

Section 1. Notices to directors and shareholders shall be in writing, shall specify the time and place of the meeting, and shall be delivered personally or mailed to the directors or shareholders at their addresses appearing on the books of the corporation. Notice by mail shall be deemed to be given at the time when same shall be mailed. Notice to directors may also be given by telegram.

Section 2. Whenever any notice is required to be given to any shareholder or director under the provisions of any laws or of the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 3. Attendance of a director at a meeting shall constitute a waiver of notice of such a meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

## ARTICLE V

### OFFICERS

Section 1. The officers of the corporation shall consist of a President and a Secretary, and may include one or more Vice Presidents, a Treasurer, and a Chairman of the Board, each of whom shall be elected by the Board of Directors. Any two or more offices may be held by the same person.

Section 2. The Board of Directors, at its first meeting after each annual meeting of shareholders, shall choose a President and a Secretary and may choose one or more Vice Presidents and a Treasurer, none of whom need be a member of the Board, and may appoint one of their number chairman of the Board.

Section 3. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors.

Section 4. The salaries of all officers and agents of the corporation shall be fixed by the Board of Directors.

Section 5. The officers of the corporation shall hold office until their successors are chosen and qualify. Any officer or agent or member of the executive committee elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any vacancy occurring in any office of the corporation by death, resignation, removal, or otherwise shall be filled by the Board of Directors.

#### Chairman of the Board and President

Section 6. The Board of Directors may designate whether the Chairman of the Board, if such an officer shall have been appointed, or the President, shall be the chief executive officer of the corporation. In the absence of a contrary designation, the President shall be the chief executive officer. The chief executive officer shall preside at all meetings of the shareholders and the Board of Directors, and shall have such other powers and duties as usually pertain to such office or as may be delegated by the Board of Directors. The President shall have such powers and duties as usually pertain to such office, except as the same may be modified by the Board of Directors. If the Board of Directors shall not have appointed a Treasurer, then all the duties and powers set forth in Sections 11 through 14 of this Article V to be performed or exercised by such an officer shall be performed or exercised by the President. Unless the Board of Directors shall otherwise delegate such duties, the President shall have general and active management of the business of the corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect.

Section 7. The President shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation.

#### Vice President

Section 8. The Vice Presidents, if any such officers shall have been appointed, in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. They shall perform such other duties and have such other powers as the Board of Directors shall prescribe.

#### Secretary

Section 9. The Secretary shall attend all meetings of the Board of Directors and all meetings of the shareholders, and record all the proceedings of the meetings of the corporation and of the Board of Directors in a book to be kept for that purpose. He shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision he shall be. He shall keep in safe custody the seal of the corporation, and, when authorized by the Board of Directors, affix the same to any instrument requiring it, and, when so affixed, it shall be attested by his signature or the signature of the Treasurer, an Assistant Secretary, or an Assistant Treasurer.

Section 10. The Assistant Secretaries, if any such officers shall have been appointed, in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the power of the Secretary. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

#### Treasurer

Section 11. The Treasurer, if such an officer shall have been appointed, shall have the custody of the corporate funds and securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

Section 12. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as Treasurer, and of the financial condition of the corporation.

Section 13. If required by the Board of Directors, the Treasurer shall give the corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in his possession or under his control belonging to the corporation.

Section 14. The Assistant Treasurers, if any such officers shall have been appointed, in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

### ARTICLE VI

## CERTIFICATE FOR SHARES

Section 1. The corporation shall deliver certificates representing all shares to which shareholders are entitled; and such certificates shall be signed by the President and a Vice President, the Secretary, or an Assistant Secretary of the corporation, and may be sealed with the seal of the corporation or a facsimile thereof. No certificate shall be issued for any share until the consideration therefor has been fully paid. Each certificate representing shares shall state upon the face thereof that the corporation is organized under the laws of the State of Nevada, the name of the person to whom issued, the number and class and the designation of the series, if any, which such certificate represents, and the par value of each share represented by such certificate or a statement that shares are without par value.

Section 2. The signature of the President and a Vice President, the Secretary, or an Assistant Secretary, as the case may be, upon a certificate may be facsimiles. In case any officer who has signed or whose facsimile signature has been placed upon such certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer at the date of the issuance.

Section 3. The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost or destroyed, upon the making of an affidavit of the fact by the person claiming the certificate of stock to be lost or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or to give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost or destroyed.

Section 4. Upon surrender to the corporation, or the transfer agent of the corporation, of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment, or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate, and record the transaction upon its books.

Section 5. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or entitled to receive a distribution by the corporation (other than a distribution involving a purchase or redemption by the corporation of any of its own shares) or a share dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, sixty (60) days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten (10) days immediately preceding such meeting. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than sixty (60) days, and, in the case of a meeting of shareholders, not less than ten (10) days, prior to the date on which the particular action requiring such determination of shareholders is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive a distribution (other than a distribution involving a purchase or redemption by the corporation of any of its own shares) or a share dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such distribution or share dividend is adopted, as the case may be, shall be the record date for



such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this Section, such determination shall apply to any adjournment thereof, except where the determination has been made through the closing of stock transfer books and the stated period of closing has expired.

Section 6. Distributions of cash or property (tangible or intangible) made or payable by the corporation, whether in liquidation or from earnings, profits, assets, or capital, including all distributions that were payable but not paid to the registered owner of the shares, his heirs, successors, or assigns but that are now being held in suspense by the corporation or that were paid or delivered by it into an escrow account or to a trustee or custodian, shall be payable by the corporation, escrow agent, trustee, or custodian to the person registered as owner of the shares in the corporation's stock transfer books as of the record date determined for that distribution as provided in Section 5 of this Article VI, his heirs, successors, or assigns. The person in whose name the shares are or were registered in the stock transfer books of the corporation as of the record date shall be deemed to be the owner of the shares registered in his name at that time. Neither the corporation nor any of its officers, directors, or agents shall be under any liability for making such a distribution to a person in whose name shares were registered in the stock transfer books as of the record date or to the heirs, successors, or assigns of the person, even though the person, or his heirs, successors, or assigns, may not possess a certificate for shares.

Section 7. The corporation shall be entitled to recognize the exclusive rights of a person registered on its books as the owner of shares to receive distributions or share dividends, and to vote as such owner, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of the State of Nevada or these Bylaws.

Section 8. When shares are registered on the books of the corporation in the names of two or more persons as joint owners with the right of survivorship, after the death of a joint owner and before the time that the corporation receives actual written notice that parties other than the surviving joint owner or owners claim an interest in the shares or any distributions thereon, the corporation may record on its books and otherwise effect the transfer of those shares to any person, firm, or corporation (including that surviving joint owner individually) and pay any distributions made in respect of those shares, in each case as if the surviving joint owner or owners were the absolute owner(s) of the shares. The corporation by permitting such a transfer by and making any distribution to such a surviving joint owner or owners before the receipt of written notice from other parties claiming an interest in those shares or distributions is discharged from all liability for the transfer or payment so made; provided, however, that the discharge of the corporation from liability and the transfer of full legal and equitable title of the shares in no way affects, reduces, or limits any cause of action existing in favor of any owner of an interest in those shares or distributions against the surviving owner or owners.

## ARTICLE VII

### GENERAL PROVISIONS

Section 1. The Board of Directors may authorize and the corporation may (1) make distributions or (2) pay share dividends, subject to any restrictions in its Articles of Incorporation and to the limitations set forth in the Nevada Revised Statutes.

Section 2. The Board of Directors may by resolution create a reserve or reserves out of its surplus or designate or allocate any part or all of surplus in any manner for any proper purpose or

purposes, and may increase, decrease, or abolish any such reserve, designation, or allocation in the same manner.

Section 3. The Board of Directors must, when requested by the holders of at least twenty five percent (25%) of the outstanding shares of the corporation, present written reports of the situation and amount of business of the corporation.

Section 4. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 5. The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

Section 6. The corporate seal shall have inscribed thereon the name of the corporation and may be in such form as the Board of Directors may determine, and may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

#### ARTICLE VIII

#### INDEMNIFICATION OF OFFICERS AND DIRECTORS

The corporation shall indemnify directors, officers, employees, and agents of the corporation to the extent required by the Nevada Revised Statutes and shall indemnify such individuals to the extent permitted by the Nevada Revised Statutes. The corporation may purchase and maintain liability insurance, or make other arrangements for such obligations or otherwise, to the extent permitted by the Nevada Revised Statutes.

#### ARTICLE IX

#### AMENDMENTS

The Board of Directors may amend or Repeal the Bylaws of the corporation or adopt new Bylaws, unless: (1) the Articles of Incorporation or the Nevada Revised Statutes reserves the power exclusively to the shareholders in whole or in part; or (2) the shareholders in amending, repealing, or adopting a particular bylaw expressly provide that the Board of Directors may not amend or repeal that bylaw. Unless the Articles of Incorporation or a bylaw adopted by the shareholders provides otherwise as to all or some portion of the Bylaws, the shareholders may amend, repeal, or adopt the Bylaws even though the Bylaws may also be amended, repealed, or adopted by the Board of Directors.

\* \* \*

I certify that the foregoing is a true and correct copy of the Bylaws of Emazing Interactive, Inc., adopted by the Board of Directors of said corporation on the 2<sup>nd</sup> day of October, 2006.

\_\_\_\_\_, Secretary  
G. Edward Hancock

=====

NUMBER

[Graphic Omitted]

SHARES

INCORPORATED UNDER THE LAWS OF THE STATE OF Nevada

eMazing Interactive, Inc.

The Corporation is authorized to issue 50,000,000 Common Shares - Par Value \$0.001 each

This Certifies that \_\_\_\_\_ SPECIMEN \_\_\_\_\_ is the owner of \_\_\_\_\_ fully paid and

\_\_\_\_\_ non-assessable Shares of the above Corporation transferable only on the books of the Corporation by the holder hereof in person or by duly authorized Attorney upon surrender of this Certificate properly endorsed.

In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers and to be sealed with the Seal of the Corporation.

Dated \_\_\_\_\_

\_\_\_\_\_  
SECRETARY

\_\_\_\_\_  
PRESIDENT

=====

Emazing Interactive, Inc.

SUBSCRIPTION AGREEMENT

\_\_\_\_\_, 2006

Emazing Interactive, Inc.  
101 C North Greenville Ave, Suite 255  
Allen, Texas 75002

Ladies and Gentlemen:

1. PURCHASE OF COMMON STOCK. Intending to be legally bound, I hereby agree to purchase \_\_\_\_\_ shares of voting, \$0.001 par value common stock (the "Shares") of Emazing Interactive, Inc. (the "Corporation") for \_\_\_\_\_ U.S. Dollars (number of Shares to be purchased multiplied by \$0.50). This offer to purchase is submitted in accordance with and subject to the terms and conditions described in this Subscription Agreement (the "Agreement"). I acknowledge that the Corporation reserves the right, in its sole and absolute discretion, to accept or reject this subscription and the subscription will not be binding until accepted by the Corporation in writing.

2. PAYMENT. I agree to deliver to the Corporation immediately available funds in the full amount due under this Agreement, by cash or by certified, personal or cashier's check payable to the "Emazing Interactive, Inc." The money we raise in this offering before the minimum amount, \$75,000, is sold will be deposited in a separate non-interest bearing bank account where the funds will be held for the benefit of those subscribing for our shares, until the minimum amount is raised at which time we will deposit them in our bank account and retain the transfer agent who will then issue the shares. The funds will not be commingled with any other monies, and if the minimum amount is not raised by the end of the offering period, February 28, 2007, all funds will be refunded immediately, without interest.

3. ISSUANCE OF SHARES. The Shares subscribed for herein will only be issued upon acceptance by the Corporation as evidenced by the Corporation returning to the investor an executed Agreement acknowledging acceptance and upon satisfaction of the terms and conditions of the offering.

4. REPRESENTATION AND WARRANTIES.

A. I understand that the offering and sale of the Shares is registered under (i) the Securities Act of 1933, as amended (the "Securities Act"), and (ii) various States' Divisions of Securities in compliance with their administration and enforcement of the respective States' Blue Sky Laws and Regulations. In accordance therewith and in furtherance thereof, I represent and warrant to and agree with the Corporation as follows:



I am a resident of the State of \_\_\_\_\_ as of the date of this Agreement and I have no present intention of becoming a resident of any other state or jurisdiction;

5. IRREVOCABILITY; BINDING EFFECT. I hereby acknowledge and agree that the purchase hereunder is irrevocable, that I am not entitled to cancel, terminate or revoke this Agreement or any agreements of the undersigned hereunder and that this Agreement and such other agreements shall survive my death or disability and shall be binding upon and inure to the benefit of the parties and their heirs, executor, administrators, successors, legal representatives and assigns. If the undersigned is more than one person, the obligations of the undersigned hereunder shall be joint and several, and the agreements, representations, warranties and acknowledgments herein contained shall be deemed to be made by and are binding upon each such person and his heirs, executors, administrators, successors, legal representatives and assigns.

6. MODIFICATION. Neither this Agreement nor any provisions hereof shall be waived, modified, discharged or terminated except by an instrument in writing signed by the party against whom any such waiver, modification, discharge or termination is sought.

7. NOTICES. Any notice, demand or other communication which any party hereto may require, or may elect to give to anyone interested hereunder shall be sufficiently given if [a] deposited, postage prepaid, in a United States mail box, stamped registered or certified mail, return receipt requested addressed to such address as may be listed on the books of the Corporation, [b] delivered personally at such address, or [c] delivered (in person, or by a facsimile transmission, telex or similar telecommunications equipment) against receipt.

8. COUNTERPARTS. This Agreement may be executed through the use of separate signature pages or in any number of counterparts, and each of such counterparts shall, for all purposes, constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

9. ENTIRE AGREEMENT. This Agreement contains the entire agreement of the parties with respect to the subject matter hereof, and there are no representations, covenants or other agreements except as stated or referred to herein.

10. SEVERABILITY. Each provision of the Agreement is intended to be severable from every other provision, and the invalidity or illegality of any portion hereof shall not affect the validity or legality of the remainder hereof.

11. ASSIGNABILITY. This Agreement is not transferable or assignable by the undersigned except as may be provided herein.

12. APPLICABLE LAW. This Agreement shall be governed by and construed in accordance with the laws of the State of Texas as applied to residents of that state executing contracts wholly to be performed in that state.



**INDIVIDUAL(S) SUBSCRIBER**

IN WITNESS WHEREOF, I have executed this Agreement as of the \_\_\_\_ day of \_\_\_\_\_, 2006.

Address:

\_\_\_\_\_  
Signature of Purchaser

\_\_\_\_\_  
Name(s) of Purchaser (Please print or type)

\_\_\_\_\_  
Email address

\_\_\_\_\_  
Telephone

**ENTITY SUBSCRIBER**

IN WITNESS WHEREOF, I have executed this Agreement as of the \_\_\_\_ day of \_\_\_\_\_, 2006.

Address:

\_\_\_\_\_  
Entity

\_\_\_\_\_  
Signed By

Its: \_\_\_\_\_

\_\_\_\_\_  
Date

**PURCHASE ACCEPTED FOR \_\_\_\_\_ SHARES:**

**Emazing Interactive, Inc.**

By: \_\_\_\_\_  
G. Edward Hancock, President

Date: \_\_\_\_\_

The Hall Group  
Certified Public Accountants

EXHIBIT 10.1

CONSENT OF CERTIFIED PUBLIC ACCOUNTANTS

We consent to the use of our report dated September 28, 2006 on the financial statements of eMazing Interactive, Inc. Corporation as of June 30, 2006, and the related statements of operations, stockholders' equity and cash flows for the year then ended, and the inclusion of our name under the heading "Experts" in the Form SB-1 Registration Statement filed with the Securities & Exchange Commission.

/s/ The Hall Group  
The Hall Group, CPA's  
Dallas, Texas

October 17, 2006

October 18, 2006

Board of Directors  
Emazing Interactive, Inc.  
101 C North Greenville Avenue  
Suite 225  
Allen, Texas 75002

Re: Registration Statement on Form SB-1

Dear Sir:

We are acting as special counsel for Emazing Interactive, Inc., a Nevada corporation (the "Company"), in connection with the registration under the Securities Act of 1933, as amended (the "Act"), of the offering and sale of up to 1,000,000 shares of the Company's Common Stock, par value \$0.001 per share (the "Shares"). The Registration Statement on Form SB-1 covering the offering and sale of the Shares (the "Registration Statement") is expected to be filed with the Securities and Exchange Commission (the "Commission") on or about the date hereof.

In reaching the conclusion expressed in this opinion, we have examined and relied upon the originals or certified, conformed or photostatic copies of the Company's (a) Articles of Incorporation; (b) Bylaws; and (c) records of all corporate proceedings relating to the Registration Statement. We also have examined such matters of law and such certificates, documents and records of public officials and of the Company as we have deemed necessary for the purpose of rendering the opinions set forth below. In making the foregoing examinations, we have assumed the genuineness of all signatures on original documents, the authenticity of all documents submitted to us as originals and the conformity to the originals of all documents submitted to us as copies.

Based solely upon the foregoing, and limited in all respects to the corporate laws of the State of Nevada and the federal laws of the United States of America, it is our opinion that the Shares have been duly authorized and, when issued and delivered in the manner referred to in the Registration Statement against receipt by the Company of the agreed consideration therefor, will be validly issued, fully paid and nonassessable.

We hereby consent to the use of this opinion as an Exhibit to the Registration Statement. In giving this consent, we do not admit that we come within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Scheef & Stone, L.L.P.  
Scheef & Stone, L.L.P.