

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

FORM SB-2  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
Amendment 1

**EWORLD INTERACTIVE, INC.**

(Exact name of small business issuer as specified in its charter)

**7310**

(Primary Standard Industrial  
Classification Code) (or see NAICS code 519130)

**Florida**

(State of Incorporation)

**65-0855736**

(IRS Employer Identification No.)

**1088 South Pudong Road, Suite 1202  
Shanghai, China 200120  
(021) 6888 0708**

Address and Telephone Number  
(Principal Executive Offices and Principal Place of Business)

**Guy Peckham, President  
1088 South Pudong Road, Suite 1202  
Shanghai, China 200120  
(021) 6888 0708**

Name, Address and Telephone Number of Agent for Service

Approximate date of proposed sale to the public: As soon as practical following the effective date of registration.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement 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 statement 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 statement 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 maximum offering price per unit (1)	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock	2,000,000	\$ 0.60	\$ 1,200,000	
Common Stock (2)	1,666,668	\$ 0.80	\$ 1,600,000	\$ 77.77

\* Stated for the purpose of calculation of the registration fee only.

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h)(1) under the Securities Act of 1933, as amended and based on the actual price paid per share on June 11, 2007. The recent bid price of \$0.38 per share was quoted on the OTC.BB on November 30, 2007. Shares issuable upon exercise of the warrants are priced at exercise price of \$0.80 per share.
- (2) These shares of common stock are not outstanding and are issuable upon exercise of warrants to purchase our common stock held by selling stockholders. In accordance with Rule 457(g) of the Securities Act, the offering price is based on the highest of the following: (a) the price at which such warrants may be exercised or (b) the price of our common stock as determined in accordance with Rule 457(c) under the Securities Act. See footnote 1.

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 this registration statement shall thereafter 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.

**EWORLD INTERACTIVE, INC.**  
1088 SOUTH PUDONG ROAD, SUITE 1202  
SHANGHAI, CHINA 200120

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**3,666,668 SHARES  
COMMON STOCK**

Eworld Interactive, Inc. is registering a total of 3,666,668 shares of our common stock for sale by certain shareholders of our Company identified in this Prospectus. These shareholders are identified throughout this Prospectus as “selling stockholders”. This registration includes 1,666,668 shares of Common Stock to cover the outstanding warrants issued to the selling stockholders pursuant to the terms of the debenture agreement enabling the holder to purchase one Common Share at a price of \$0.80 which expire on June 12, 2009.

The selling stockholders who wish to sell their shares of our common stock may offer and sell their shares on a continuous or delayed basis in the future. The securities being registered may be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933.

Sales may be conducted at fixed prices, market prices or at negotiated prices, and the selling stockholders may engage a broker or dealer to sell their shares. Eworld Interactive, Inc. will not receive any proceeds from these sales. Eworld Interactive, Inc. will receive proceeds of \$0.80 per share on all warrants exercised.

The securities being registered trade on the Over-The Counter Bulletin Board under the symbol “ewin.ob”.

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THE DATE OF THIS OFFERING PROSPECTUS IS NOVEMBER 30, 2007

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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.

THE INFORMATION IN THIS PROSPECTUS MAY NOT BE COMPLETE AND IS SUBJECT TO CHANGE. SELLING SECURITY HOLDERS MAY NOT SELL THESE SECURITIES UNTIL THE REGISTRATION STATEMENT, OF WHICH THIS PROSPECTUS IS A PART, FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

INVESTMENT IN SMALL BUSINESSES INVOLVES A HIGH DEGREE OF RISK, AND INVESTORS SHOULD NOT INVEST ANY FUNDS IN EWORLD INTERACTIVE, INC. UNLESS THEY CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT. **SEE RISK FACTORS, BEGINNING ON PAGE 6.**

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**Summary Information and Risk Factors**

***Summary Information***

General

Eworld is the developer of eworldchina.cn, an online community focused on entertainment content provided by both leading professional content producers and amateur content produced by users of the website. The online platform allows users to create and define their own personal space in the community, then interact with and within the community on multiple levels. Users can interact user-to-user, user-to-group, user-to-club, user-to-community and through voting and rankings. These users then have access to and can interact with entertainment content provided by leading partners and affiliates producing music, television, film, gaming and more. The Company creates circular interaction among its website users and the content programming consumers thus continuously involving the audience.

Eworld Interactive, Inc. intends to build upon and expand key relationships, to further progress in the building, operation and maintenance of a world class web platform for a rapidly growing online world market. Revenues are derived through a combination of advertising sales, sponsorships and promotions, subscriptions and services fees as well as revenue sharing deals with partners and affiliates.

**Selected Financial Data**

The following financial information summarizes the more complete historical financial information contained in this prospectus: (The data in the following table should be read in conjunction with the financial statements, related notes and other financial information included in this prospectus.)

	Year End 12-31-06 Audited	Nine Months Ended 9-30-07 Unaudited
Net revenue	\$ 2,417	\$ 540,460
Cost of sales	<u>\$ --</u>	<u>\$ 415,622</u>
Gross profit	<u>\$ 2,417</u>	<u>\$ 124,868</u>
Professional fees	68,463	363,364
Loan fees	--	85,000
Office and miscellaneous expense	<u>3,830</u>	<u>925,264</u>
Total operating expense	<u>72,293</u>	<u>1,373,629</u>
Interest (income) expense	(35)	(628,796)
Goodwill impairment	<u>--</u>	<u>7,055,772</u>
Net loss	<u>\$ (69,841)</u>	<u>\$ (8,933,359)</u>
Net loss per share basic and diluted	<u>\$ (0.00)</u>	<u>\$ (0.18)</u>
Weighted average shares outstanding	<u>19,044,910</u>	<u>49,760,724</u>

Balance Account Date:	Year End 12-31-06 Audited	Nine Months Ended 9-30-07 Unaudited
Total Assets	<u>\$ --</u>	<u>\$ 1,085,993</u>
Total Liability	<u>\$ 9,287</u>	<u>\$ 1,380,041</u>
Stockholders' Equity (deficit)	<u>\$ (9,287)</u>	<u>\$ (294,048)</u>

Cash Flow Requirements for Operations.

As of September 30, 2007 we had available cash and receivables of \$413,681. Based on our historical cash needs for operations averaging approximately \$250,000 per month, we are operating month to month satisfying our cash requirements with loans and equity sales. Until we generate significant revenues from operations we will continue to rely on continued loans and other investment which may or may not be available to us when needed and could impact negatively our ability to continue operations.

Summary of the Offering

Eworld Interactive, Inc. is registering a total of 3,666,668 shares of our common stock for sale by certain shareholders of our Company identified in this Prospectus. These shareholders are identified throughout this Prospectus as “selling stockholders”. This registration includes 1,666,668 shares of Common Stock to cover the outstanding warrants issued to the selling stockholders pursuant to the terms of the debenture agreement enabling the holder to purchase one Common Share at a price of \$0.80 which expire on June 12, 2009.

Eworld Interactive, Inc. will not receive any proceeds from the sale of common stock by the selling security stockholders. Eworld Interactive, Inc. will receive proceeds of \$0.80 per share on all warrants exercised. Eworld Interactive, Inc. is registering 3,666,668 shares of our common stock on behalf of the selling security holders and shall bear all costs associated with the registration of these issued and outstanding shares.

Shares outstanding before the offering	51,789,551 (at September 30, 2007)
Securities offered by selling stockholders	3,666,668 shares of common stock
Shares outstanding after the offering	55,456,219

Use of Proceeds	Eworld Interactive, Inc. will not receive any proceeds from the sale of common stock by the selling security stockholders. Eworld Interactive, Inc. will receive proceeds of \$0.80 per share on all warrants exercised, if any.
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Risk Factors	The shares offered hereby involve a high degree of risk. You should carefully consider the information set forth in the Risk Factors section of this Prospectus, as well as other information set forth.
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Plan of Distribution	The offering of shares of the company’s common stock is being made by stockholders of the company who may wish to sell their shares. Such sales may be made by the selling stockholders in the open market or in privately negotiated transactions and at market prices, fixed prices or negotiated prices.
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Trading Symbol	“EWIN.OB”
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*Risk Factors*

Investment in small businesses involves a high degree of risk. Carefully consider the following risk factors and the other information in this report before investing in our common stock. Our business and results of operations could be seriously harmed by any of the following risks. The trading price of our common stock could decline due to any of these risks.

1. There is a limited trading market for our common stock and stockholders may experience difficulties in selling their shares should they chose to do so.

Our common stock is traded on the OTC Bulletin board under the symbol "ewin.ob." The first available quotations on the NASD Over-The-Counter Bulletin Board appear at the end of January 2007. We consider our common stock to be "thinly traded" and any last reported sale prices may not be a true market-based valuation of the common stock. A consistently active trading market for our stock may not develop at any time in the future. Stockholders may experience difficulty selling their shares if they choose to do so because of the illiquid market and limited public float for our stock. It is possible that even a limited public market for our common stock will not be sustained at a time at which you may desire to sell your shares.

2. Trading in our securities could be subject to extreme price fluctuations that could adversely affect your investment.

The market prices for securities of developing companies, particularly those that are not profitable, have been historically highly volatile. Publicized events and announcements may have a significant impact on the market price of our common stock. In addition, the stock market from time to time experiences extreme price and volume fluctuations which particularly affect the market prices for emerging companies, such as ours, and which are often unrelated to the operating performance of the affected companies.

3. Our common stock is considered to be a "penny stock" and, as such, the market for our common stock may be further limited by certain SEC rules applicable to penny stocks.

As long as the price of our common stock remains below \$5.00 per share or we have net tangible assets of \$2,000,000 or less, our shares of common stock are likely to be subject to certain "penny stock" rules promulgated by the SEC. Those rules impose certain sales practice requirements on brokers who sell penny stock to persons other than established customers and accredited investors (generally institutions with assets in excess of \$5,000,000 or individuals with net worth in excess of \$1,000,000). For transactions covered by the penny stock rules, the broker must make a special suitability determination for the purchaser and receive the purchaser's written consent to the transaction prior to the sale. Furthermore, the penny stock rules generally require, among other things, that brokers engaged in secondary trading of penny stocks provide customers with written disclosure documents, monthly statements of the market value of penny stocks, disclosure of the bid and asked prices and disclosure of the compensation to the brokerage firm and disclosure of the sales person working for the brokerage firm. These rules and regulations make it more difficult for brokers to sell our shares of our common stock and limit the liquidity of our securities.

4. Substantial sales of our common stock may impact the market price of our common stock, possibly adversely affecting the price at which a stockholder may sale shares.

Future sales of substantial amounts of our common stock, including shares that we may issue upon exercise of options and warrants, could adversely affect the market price of our common stock. Further, if we raise additional funds through the issuance of common stock or securities convertible into or exercisable for common stock, the percentage ownership of our stockholders will be reduced and the price of our common stock may fall.

Risk Factors (continuation)

5. The Company has limited financial assets and may need to raise additional money before becoming capable of achieving profitability; if we fail to raise additional money, it could be difficult to continue our business.

Based on our current plans, we believe that we do not have sufficient financial resources to meet our operating expenses and capital requirements. Accordingly, we will need to obtain additional funds. We may seek additional funding through public or private financing or through collaborative arrangements with strategic partners.

You should be aware that in the future: we may not obtain additional financial resources when necessary or on terms favorable to us, if at all; any available additional financing may not be adequate; and, we may be required to sell shares of our common stock at extremely discounted prices in order for us to obtain additional financing.

If we cannot raise additional funds when needed, or on acceptable terms, we may not be able to continue to operate.

6. The Company has an unproven business plan and limited operational performance and, therefore, has no substantial basis to expect that we may achieve our business objectives and become profitable for the benefit of our shareholders.

While we continue our efforts to implement our business plan, the likelihood of our success must be considered in light of the expenses, complications and delays frequently encountered in connection with the establishment and expansion of an unproven business and the competitive environment in which we operate. Our long-term viability, profitability and growth will depend upon successful development and commercialization of products and services. We have a limited operating history and anticipated performance must be considered in light of the risks, expenses and difficulties frequently encountered in establishing new products, services, and markets in the highly competitive entertainment industry.

7. Social, political, and economic risks associated with foreign operations and international trade could adversely affect our business.

China operations associations and agreements expose Eworld Interactive, Inc. to the risk of changes in social, political, and economic conditions inherent in foreign operations and international trade, including changes in the laws and policies that govern foreign investment and international trade in territories and countries where it currently has operations and conducts international trade, as well as, to a lesser extent, changes in U.S. laws and regulations relating to foreign investment and trade. Any such social, political, economic changes or labor unrest in China could result in interruptions in product or service availability. If China is denied status as a most favored nation at any time, there could be negative repercussions for U.S. companies doing business in China. In addition, China does not have the same system of property rights enjoyed in the United States, nor does China have strong trade and jurisprudence treaties with the United States. Consequently, U.S. companies have faced continuing problems enforcing intellectual and contractual property rights in China. There can be no assurance that we can rely on any intellectual or contractual rights in China. Finally, China does not have an independent court system. If there is a dispute over proprietary or other rights in China, there can be no assurance that the Chinese courts will treat us fairly or that resolution of the dispute would be governed by U.S. principles of jurisprudence.

8. Because all of our assets and our officers and directors are located outside the United States of America, it may be difficult for an investor to enforce within the United States any judgments obtained against us or any of our officers and directors.

All of our assets are located outside of the United States and we do not currently maintain a permanent place of business within the United States. In addition, our directors and officers are nationals and/or residents of countries other than the United States, and all or a substantial portion of such persons' assets are located outside the United States. As a result, it may be difficult for an investor to effect service of process or enforce within the United States any judgments obtained against us or our officers or directors, including judgments predicated upon the civil liability provisions of the securities laws of the United States or any state thereof. In addition, there is uncertainty as to whether the courts of Canada, The Peoples Republic of China (PRC) and other jurisdictions would recognize or enforce judgments of United States courts obtained against us or our director and officer predicated upon the civil liability provisions of the securities laws of the United States or any state thereof, or be competent to hear original actions brought in Canada, The Peoples Republic of China or other jurisdictions against us or our directors and officers predicated upon the securities laws of the United States or any state thereof.

Currently, under PRC law, a foreign judgment, which does not otherwise violate basic legal principles, state sovereignty, safety or social public interest, may be recognized and enforced by a PRC court, based either on treaties between China and the country where the judgment is made or on reciprocity between jurisdictions. As there currently exists no treaty or other form of reciprocity between China and the United States governing the recognition of judgments, including those predicated upon the liability provisions of the U.S. federal securities laws, there is uncertainty whether and on what basis a PRC court would enforce judgments rendered by U.S. courts.

9. We have not retained counsel to provide a specific opinion as to the accuracy and completeness of the registration statement; investors must rely on the certifications of management regarding the accuracy and completeness of this registration statement.

We are a Florida corporation and retained licensed Florida attorney specifically to provide a legality opinion as required by this registration statement. The Florida attorney has not been retained in any other capacity and has not rendered any opinion as to the accuracy or completeness of this registration statement on Form SB-2.

10. We are dependent on Chinese regulatory approval to launch our BattleZone online game; until this live launch is approved we are unable to generate revenue and will continue to experience losses on this business segment.

Currently, the BattleZone game is in final beta testing and is awaiting final approvals from the Chinese regulators for final release. Upon this approval which is expected to be received in November of 2007, we will be able to generate revenues from the Battlezone game. If the release is not approved or delayed significantly we will continue to experience losses and be required to continue to seek financing to maintain operations.

11. Our operating history has resulted in net losses and these losses would be greater if we had executive salaries, bonus and associated benefits.

Throughout our operating history we have not had executive salaries, bonus and associated benefits for management. If we were to hire additional managerial and executive employees our losses will be larger when salaries and benefits are paid so we need to have additional earnings from revenues to not only cover our existing costs but additional costs that we will have to incur when we begin to compensate for these services.



**Use of Proceeds**

Eworld Interactive, Inc. will not receive any proceeds from the sale of common stock by the selling security stockholders. Eworld Interactive, Inc. could receive proceeds of \$0.80 per share on all warrants exercised for aggregate potential proceeds of \$1,333,334 for 1,666,668 common shares.

There is no assurance that any of the warrants will be exercised and if so when therefore no specific use of proceeds for these potential funds has been planned for by management other than for general operating capital.

Eworld Interactive, Inc. is registering 3,666,668 shares of our common stock on behalf of the selling security holders and shall bear all costs associated with the registration of these issued and outstanding shares.

**Determination of Offering Price**

Eworld Interactive, Inc. is registering a total of 3,666,668 shares of our common stock for sale by certain shareholders of our Company identified in this Prospectus. These shareholders are identified throughout this Prospectus as "selling stockholders". This registration includes 1,666,668 shares of Common Stock to cover the outstanding warrants issued to the selling stockholders pursuant to the terms of the debenture agreement enabling the holder to purchase one Common Share at a price of \$0.80 which expire on June 12, 2009.

Eworld Interactive, Inc. will not receive any proceeds from the sale of common stock by the selling security stockholders. Eworld Interactive, Inc. will receive proceeds of \$0.80 per share on all warrants exercised.

The selling stockholders who wish to sell their shares of our common stock may offer and sell their shares on a continuous or delayed basis pursuant to Rule 415 under the Securities Act of 1933. Sales may be conducted at fixed prices, market prices or at negotiated prices, and the selling stockholders may engage a broker or dealer to sell their shares. Eworld Interactive is not involved in the determination of the selling price and will not receive any proceeds from these sales.

**Dilution**

Eworld Interactive, Inc. will not receive any proceeds from the sale of common stock by the selling security stockholders. Eworld Interactive, Inc. could receive proceeds of \$0.80 per share on all warrants exercised for aggregate potential proceeds of \$1,333,334 for 1,666,668 common shares. There is no assurance that any of the warrants will be exercised. The following relates only to the potential exercise of the warrants associated with this registration statement held by the selling shareholders.

The net tangible book value of the Company as of September 30, 2007, was \$(996,360) or approximately \$(0.02) per share. Net tangible book value per share is equal to total tangible assets of the Company, less total liabilities, divided by the number of Common Shares outstanding. Without taking into account any other changes in net tangible book value after September 30, 2007, other than to give effect to the exercise of 1,666,668 held by the selling shareholders hereby at an exercise price of \$0.80 per warrant and the receipt and application of the net proceeds there from, the pro forma net tangible book value of the Company as of September 30, 2007 would have been approximately \$366,974 or (\$0.01) per share. This represents an immediate increase in pro forma net tangible book value of \$0.01 per share to existing shareholders and an immediate dilution in net tangible book value of \$0.80 per share to selling shareholders exercising warrants for common shares registered hereby.

**Selling Security Holders**

Eworld Interactive, Inc. is registering 3,666,668 shares of our common stock for sell by certain shareholders of our Company, including:

- 2,000,000 shares of our common stock issued and outstanding; and
- 1,666,668 shares of common stock issuable upon exercise of outstanding warrants.

After the registration statement of which this prospectus is a part becomes effective and subject to applicable rules and restrictions of the Securities Act of 1933, security holders may from time to time sell the shares on the Over-the-Counter Bulletin Board, or any other securities exchange or automated quotation system on which the common stock may be listed or traded, in negotiated transactions or otherwise, at the prices then prevailing or related to the then current market price or at negotiated prices. Eworld Interactive, Inc. shall neither be involved in determination of the price nor shall receive any proceeds from the sale of any shares sold by selling security holders.

Shares being registered were issued to the selling stockholders in connection with transactions exempt from the registration requirements of the Securities Act of 1933, as amended.

The common shares of Eworld Interactive, Inc. are currently listed on the Over-the-Counter Bulletin Board under the symbol "ewin.ob".

The following lists all of the selling stockholders and amount of shares to be registered under this offering:

The following table lists:

- all of the stockholders and amount of shares to be registered under this Offering;
- the number of shares of our common stock (including those shares of our common stock underlying warrants) covered by this Offering; and
- the amount of shares of our common stock owned by each such selling stockholder as of June 30, 2007 assuming that each such stockholder would sell all of his or her shares of our common stock that this offering registers.

<u>Name of Registering Stockholder</u>	<u>Shares of Common Stock Registered in this Offering</u>	<u>Shares of Common Stock Issuable Upon Exercise of Warrants</u>	<u>Total</u>	<u>Shares of Common Stock Owned After the Offering<sup>(1)</sup></u>
Lapointe Rosenstein, in trust	833,334	833,334	1,666,668	0
Lapointe Rosenstein, in trust	833,334	833,334	1,666,668	0
Lapointe Rosenstein, in trust	333,332	0	333,332	0
Totals	2,000,000	1,666,668	3,666,668	0

- (1) All of the selling stockholders listed in the table shall hold less than 1% of the outstanding shares of our common stock after this offering (assuming the sale of all of the shares of our common stock covered by this prospectus).
- (2) None of the named security holders have held any position, office, or material relationship within the past three years with Eworld Interactive, Inc. or any predecessor or affiliates.

All amounts shown represent shares of common stock of Eworld Interactive, Inc.

**Plan of Distribution**

Eworld Interactive, Inc. is registering the shares of common stock on behalf of the selling stockholders. The shares of common stock may be sold in one or more transactions at fixed prices, at prevailing market prices at the time of sale, at prices related to the prevailing market prices, at varying prices determined at the time of sale, or at negotiated prices. These sales may be effected at various times in one or more of the following transactions, or in other kinds of transaction:

- transactions on any national securities exchange or U. S. inter-dealer system of a registered national securities association on which the common stock may be listed or quoted at the time of sale;
- in the over-the-counter market;
- in private transactions and transactions otherwise than on these exchanges or systems or in the over-the-counter market;
- in connection with short sales of the shares;
- by pledge to secure or in payment of debt and other obligations;
- through the writing of options, whether the options are listed on an options exchange or otherwise;
- in connection with the writing of non-traded call options, in hedge transactions and in settlement of other transactions in standardized or over-the-counter options; or
- through a combination of any of the above transactions.

The selling stockholder and its successors, including its transferees, pledges or donees or their successors, may sell the common stock directly to the purchaser or through underwriters, broker-dealers or agents, who may receive compensation in the form of discounts, concessions or commissions from the selling stockholder or the purchaser. These discounts, concessions or commissions as to any particular underwriter, broker-dealer or agent may be in excess of those customary in the types of transactions involved.

The selling stockholders and any agents or broker-dealers that participate with the selling stockholders in the offer and sale of the shares may be deemed to be “underwriters” within the meaning of the Securities Act. Any commissions they receive and any profit they realize on the resale of the shares by them may be deemed to be underwriting discounts and commissions under the Securities Act. Neither we nor any selling stockholders can presently estimate the amount of such compensation. Liabilities under the Federal Securities laws cannot be waived.

Because selling stockholders may be considered “underwriters” within the meaning of the Securities Act, they will be subject to the prospectus delivery requirements of the Securities Act including Rule 172 thereunder. There is no underwriter or coordinating broker acting in connection with the proposed sale of the shares by the selling stockholders.

Under applicable rules and regulations under the Securities Exchange Act of 1934, any person engaged in the distribution of the shares may not simultaneously engage in market making activities with respect to the common stock for the applicable restricted period, as defined in Regulation M, prior to the commencement of the distribution. In addition, the selling stockholders will be subject to applicable provisions of the Exchange Act and the rules and regulations thereunder, including Regulation M, which may limit the timing of purchases and sales of shares of the common stock by the selling stockholders or any other person. We will make copies of this prospectus available to the selling stockholders and have informed them of the need to deliver a copy of this prospectus to each purchaser at or prior to the time of the sale (including by compliance with Rule 172 under the Securities Act).

In addition, any securities covered by this Prospectus which qualify for sale pursuant to Rule 144 of the Securities Act may be sold under Rule 144 rather than pursuant to this Prospectus.

The Debentures provided registration rights for the benefit of the selling stockholders to register our common stock under applicable federal and state securities laws. We have agreed to bear certain expenses in connection with the registration of the shares subject to this Prospectus, but we will not receive any of the proceeds from the sale of the shares of common stock subject to this Prospectus by the selling stockholders except for payment of the exercise price in the event that the warrants are exercised.

**Legal Proceedings**

Eworld Interactive, Inc. is not currently involved in any litigation / legal proceedings.

**Directors, Executive Officers, Promoters and Control Persons**

The directors and officers are as follows:

<u>NAME</u>	<u>AGE</u>	<u>POSITION(S)</u>	<u>TENURE</u>
<b>Guy Peckham</b>	43	President, Chief Executive Officer, Secretary and Director	December 27, 2006 to present
	Office Street Address:	1088 South Pudong Road, Suite 1603 Shanghai, China 200120	
	Telephone:	(021) 6888 0708	

**Mr. Guy Peckham** has prior operational and financial experience from his development of the Canadian based Goodlife Brands. Goodlife Brands reached CAD\$128,000,000 in annual sales employed over 550 employees across Canada before it was sold in 2001. His responsibilities at Goodlife included the day to day management of the organization, developing and implementing strategies, preparing and reporting budgets and monthly/ quarterly results to the board of directors, recruitment of the executive and senior management team, the purchase and disposal of major assets as well as negotiating purchase agreements with suppliers and sales programs with major customers.

After the sale of GoodLife Brands, Mr. Peckham was an executive director with the Calneva Financial Group an integrated financial advisory firm specialized in linking China based companies with foreign capital markets. Since joining Calneva he has split his time between Canada and China preparing candidate companies for public and private financing events. Mr. Peckham has worked with Shanghai-based online gaming company T2 and Shanghai-based digital signage network provider i-level Media Group.

**EDUCATION:**

No formal degrees conferred.

**RECENT EMPLOYMENT:**

2003-2005

Management Consultant /T2CN Holdings Ltd/T2 Entertainment (China)Ltd

Worked with management and Founders in structuring business for public markets in North America. Worked with founders in hiring management personnel and negotiating license agreements for new game business. Worked with BDO Dunwoody in audit needs for public listing. Worked with China and US law firms to acquire and invest in complementary business units for company. Coordinated and managed capital raise for company of 5.9 million US.

2001-2003

Owner/Director of Finance/Calgary Roughnecks Ltd.

Helped management and founders restructure company and implement growth plans in order to put company into profitable situation.

1999 – 2001

President / Owner Goodlife Brands ltd.

Sales Volume: \$128,000,000

Employees: 550

Facilities: Ice Cream Plant Neepawa, Distribution Center Winnipeg, 21 Depots in Western Canada and Maritimes

Equipment: 210 Delivery Trucks

<u>NAME</u>	<u>AGE</u>	<u>POSITION(S)</u>	<u>TENURE</u>
Frank A. O'Donnell	55	Director	June 4, 2007 to present

Mr. O'Donnell comes to the company with a deep background in interactive media and is currently acting as Founder and Vice-Chairman of TVcompass. He was also a founder of Universal Electronics Inc.; UEI went public in 1993 and to date has sold over 200 million universal remote controls.

Mr. O'Donnell was instrumental to the establishment of the universal remote control in the cable television and satellite industries. He was also influential to companies like Motorola (General Instrument) and Scientific Atlanta adopting the universal remote control. Further, he previously managed the custom designs for Time Warner Cable and Comcast (AT&T/TCI) universal remote controls.

**EDUCATION**

BS Finance ' 74, MBA Northern Illinois University

**RECENT EMPLOYMENT:**

1996-2004 Founder, President Evolve Products Inc.  
 1986-1995 Founder, Vice President Universal Electronics Inc.  
 1979-1986 Founder, President Cable Business Associates Inc.

The directors shall be elected at an annual meeting of the stockholders and except as otherwise provided within the Bylaws of Eworld Interactive, Inc., as pertaining to vacancies, shall hold office until a successor is elected and qualified.

The directors of Eworld Interactive, Inc. are aware of no petitions or receivership actions having been filed or court appointed as to the business activities, officers, directors, or key personnel of Eworld Interactive, Inc.

There are no familial relationships among the officers and directors, nor are there any arrangements or understanding between any of our directors or officers or any other person pursuant to which any officer or director was or is to be selected as an officer or director.

No non-compete or non-disclosure agreements exist between the management of Eworld Interactive, Inc. and any prior or current employer.

Eworld Interactive, Inc. has not, nor proposes to do so in the future, make loans to any of its officers, directors, key personnel, 10% stockholders, relatives thereof, or controllable entities.

**Audit Committee**

The board of directors of Eworld Interactive, Inc. has determined that for the purpose of and pursuant to the instructions of item 401(e) of regulation S-B titled Audit Committee Financial Expert, Guy Peckham does not possess the attributes of an Audit committee financial expert. Guy Peckham is the sole Officer and a Director of Eworld Interactive, Inc. Eworld Interactive, Inc. does not have a designated Audit Committee and relies on the board of directors to perform those functions. Guy Peckham is not independent as defined by item 401(e)(ii) of regulation S-B. He receives compensation for his executive services to Eworld Interactive, Inc. and is an affiliated person.

**Code of Ethics**

The board of directors of Eworld Interactive, Inc. has not adopted a written Code of Ethics. The board of directors believes our current business conduct and ethics promote honest and ethical conduct, handling of conflicts which may arise, timely and complete reporting and disclosure compliance with the Securities and Exchange Commission, compliance with all applicable governing laws, and accountability for our conduct.

The Company is currently managed by a sole officer and has only recently appointed a second director. The company intends to adopt a written code of ethics soon as a result of the recent expansion of the Board of Directors.

**Security Ownership of Certain Beneficial Owners and Management**

The following table sets forth, as of September 30, 2007; the beneficial ownership of Eworld Interactive, Inc. common stock by each person known to the company to beneficially own more than five percent (5%) of the company's common stock, including options, outstanding as of such date and by the officers and directors of the company as a group. Except as otherwise indicated, all shares are owned directly:

Common Stock

<u>Name and Address of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Acquirable</u>	<u>Percentage of Class</u>
Guy Peckham President and Director	2,651,458	0	5.1
Frank A. O'Donnell Director	1,400,000	0	2.7
<i>Officers and Directors as a Group</i>	<u>4,051,458</u>	<u>0</u>	<u>7.8</u>
<i>Total Shares Issued and Outstanding</i>	51,789,551		

Each beneficial owner's percentage ownership assumes the exercise or conversion of all options, warrants and other convertible securities held by such person and that are exercisable or convertible within 60 days after September 30, 2007.

Total shares outstanding as of September 30, 2007 were 51,789,551 held by approximately 68 shareholders of record and an undetermined number of holders in street name.

All ownership is beneficial and of record except as specifically indicated otherwise. Beneficial owners listed above have sole voting and investment power with respect to the shares shown unless otherwise indicated.

**Description of Securities**

Common Stock

Eworld Interactive, Inc. is authorized to issue up to 150,000,000 shares of common stock, no par value per share, of which 51,789,551 shares were issued and outstanding as of September 30, 2007.

Holders of shares of our common stock are entitled to share equally on a per share basis in such dividends as may be declared by our Board of Directors out of funds legally available therefore. There are presently no plans to pay dividends with respect to the shares of our common stock. Upon our liquidation, dissolution or winding up, after payment of creditors and the holders of any of our senior securities, if any, our assets will be divided pro rata on a per share basis among the holders of the shares of our common stock. The common stock is not subject to any liability for further assessments. There are no conversion or redemption privileges, nor any sinking fund provisions with respect to our common stock, and our common stock is not subject to call. The holders of our common stock do not have any pre-emptive or other subscription rights.

Holders of shares of our common stock are entitled to cast one vote for each share held at all stockholders' meetings for all purposes, including the election of directors. Our common stock does not have cumulative voting rights.

**Interest of Named Expert and Counsel**

Eworld Interactive, Inc. did not hire or cause to be hired any "expert" or "counsel" on a contingent basis, whereas such "expert" or "counsel" would receive a direct or indirect interest in Eworld Interactive, Inc.; or was a promoter, underwriter, voting trustee, director, officer, or employee of Eworld Interactive, Inc.

### **Disclosure of Commission Position on Indemnification for Securities Act Liabilities**

Every person who was or is a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or a person of whom he is the legal representative is or was a director or officer of the corporation or is or was serving at the request of the corporation for its benefit as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the general corporation law of the State of Florida from time to time against all expenses, liability and loss (including attorney's fees, judgments, fines, and amounts paid or to be paid in settlement) reasonably incurred and in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the corporation. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person; and shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of stockholders, provision of law or otherwise, as well as their rights under the Articles of Incorporation of Eworld Interactive, Inc.

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.

### **Organization Within Last Five Years**

#### History: Eworld Interactive, Inc.

Salty's Warehouse, Inc. (The Company) was incorporated in Florida on July 16, 1998 and was engaged in selling name brand consumer products over the Internet. The Company focused on selling consumer electronics and audio-video equipment such as speakers, amplifiers, and tuners, although the Company also sold assorted other goods such as watches, sunglasses and sports games. Some of the brand names offered by Salty's Warehouse included: Compaq®, Revo®, MB Quart®, Kicker®, Poly Planar®, Sony®, Panasonic®, Harman Kardon®, Panamax®, Seiko® and Movado®.

On December 11, 2006, owners of an aggregate of 22,450,000 shares of common stock, of Salty's Warehouse, Inc. sold in a private transaction all of the shares held by them to a group of approximately 54 purchasers. As a result of this transaction, a change of control in the Company occurred resulting, subsequently, in a change in the name of the Company to Eworld Interactive, Inc. (Eworld).

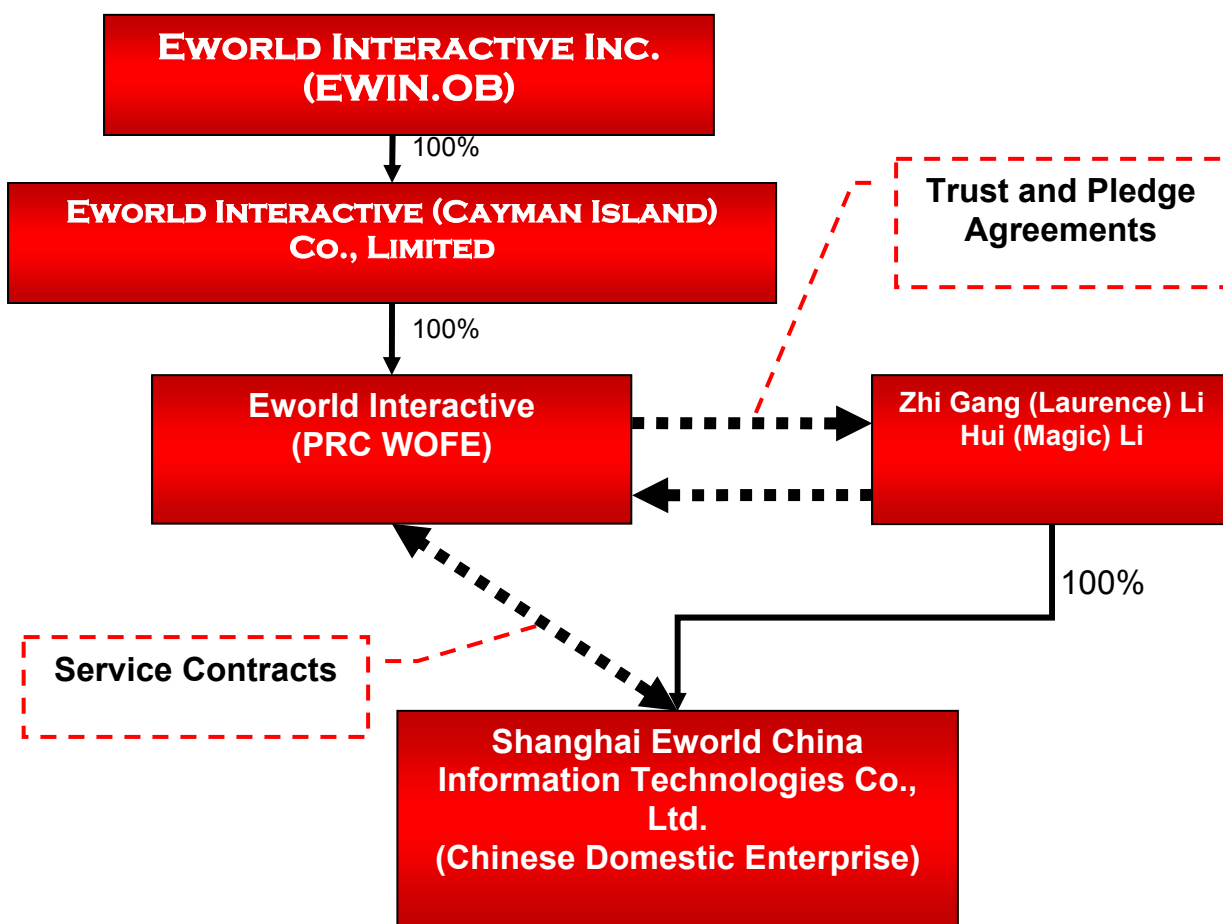
Eworld is the developer of eworldchina.cn, an online community focused on entertainment content provided by both leading professional content producers and amateur content produced by users of the website. The online platform allows users to create and define their own personal space in the community, then interact with and within the community on multiple levels.

#### China Operations Associations and Agreements

On May 11, 2007, we received the necessary approvals from the Chinese government required to enable us to complete the associations and agreements completing our Wholly Owned Foreign Enterprise (WFOE).

Eworld Interactive, Inc. has implemented the necessary agreements whereas:

Eworld Interactive Incorporated is a Florida based company holding 100% of Eworld Interactive (Cayman Island) Co., Limited ("Eworld Cayman"). Eworld Cayman holds 100% of a wholly owned foreign enterprise ("WFOE") operation arm in Shanghai China. Zhi Gang Laurence Li and Hui Magic Li are the Chinese national nominees on behalf of the Company who totally hold 100% (80% and 20% respectively) of a Chinese domestic enterprise necessary hold the requisite designation and licensing of an internet content provider (ICP) in China. Mr. Zhi Gang Laurence Li and Mr. Hui Magic Li have trust and pledge agreements in place with WFOE which effectively grant all control of the local domestic business and the Chinese domestic enterprise to Eworld Interactive Inc. Eworld Interactive Inc. holds all the rights, trademarks and technology for the Eworld platform and all of its business units in operation in China.



## Description of Business

### Overview of Business EWORLD

Through our China Operations Associations and Agreements, Eworld Interactive Inc. (“Eworld Interactive”, “the Company”) is the Shanghai-based consulting and technical service provider to China’s first online community devoted purely to entertainment content – Eworld ([www.eworldchina.cn](http://www.eworldchina.cn)).

eWorld Interactive currently comprises two main divisions: eWorld China (including [www.17dian.cn](http://www.17dian.cn)) and Mojo Mediaworks.

eWorld Interactive has assembled a portfolio of multi-media content and applications that provide advertising access to a large customer base in China and other parts of Asia. eWorld content appeals to users by adding interactivity, personalized web space and content management functionality to our user’s experience. This also creates pinpoint accurate branding opportunities for advertisers. Offline products and video production capabilities allow the company to create higher value offerings.

Users can upload and manage text files, photos, music, videos, including original creations. The platform also enables users to quote or reprint contents from other websites in the most convenient way, to personalize and enrich their personal space. Users can choose to share their original creations or quotations on a public, categorized platform. Everyone can browse and rank these contents. The publisher of the highest ranked contents will be rewarded with cash or item prizes.

Users can invite friends, browse and search people or information they are interested in. A SNS (Social Network System) is established by enabling users to interact user-to-user, user-to-group, user-to-club, user-to-community, to exchange information and make friends. Information can be classified and ranked, interest groups can be established by enabling users to comment, vote, rank others users or contents provided by other users.



Users have access to and can interact with entertainment content provided by leading partners and affiliates producing music, television, film, gaming and more. The Company creates circular interaction among its website users and the content programming consumers thus continuously involving the audience. Revenues are derived through a combination of virtual item sales, member subscriptions and services fees, advertising sales, sponsorships and promotions, as well as revenue sharing deals with partners and affiliates.



#### **Internet Video and Game Content in China.**

eWorld China serves as a media and entertainment portal in Mainland China. With portal site [www.17dian.cn](http://www.17dian.cn) as its focal point, eWorld China manages the company's consumer presence in China, including web development, content distribution, online game operations and event marketing.



**Content Development and Distribution in China and the Philippines.** Mojo Mediaworks is a production and licensing house for television, internet and advertising. Mojo's wholly owned subsidiary Mojo Gameworks operates casual internet games and lottery/gambling applications such as No#1 ranked US online gaming platform, Slingo. Mojo has recently executed a licensing agreement with OpenTV Participate to facilitate roll out of its multiple channel media and gaming lines including Lottery (Electronic and Scratch Off), Sports Book and an SMS TV Game Show.

#### **Benefit to Advertisers**

Whether advertisers are trying to reach specific users or a large group, eWorld can put together a focused campaign. Online, advertisers can target users based on usage patterns and past content interests. Offline, eWorld has the capability to manage integrated promotions in the highly fragmented Asian market. eWorld users are a highly desirable and upwardly mobile audience composed of early technology adopters, online video fans, gamers, mobile/wired university students and software downloaders.

#### **Revenue Model**

Revenues are derived through a combination of virtual item sales, member subscriptions and services fees, advertising sales, sponsorships and promotions, as well as revenue sharing deals with partners and affiliates. China has over 80 million internet users, second only to the United States, but is expected to overtake the top spot in 5 years and Eworld is well positioned to seize opportunities in China's rapid growing US\$12 billion advertising market.

As the eWorld community grows, our growing user databases will allow us to offer other products and services including friend-making, virtual economies etc.

The sectors that Eworld Interactive operates in (i.e. Internet, SMS, and advertising) have seen rapid growth and are expected to continue. The number of Internet Users in China surpassed 80 million only second behind the United States. China is expected to have the largest number of internet user within five years and signs point to a booming internet market. Growth in SMS usage has been strong, with an estimated 200B messages sent by 130MM+ registered users in 2003, up 122% year on year. While more than 75% of SMS traffic is conducted directly between mobile phones, the remainder is estimated to be conducted from PCs to mobile phones or vice versa. China's advertising industry currently stands at over US\$12 billion, with online advertising registering 52% year on year growth. Eworld Interactive's business strategies are well suited to seize opportunities in the internet and advertising space.

**Web portal serves as focal point for consumer**

The Company operates the Eworld community website, [www.17dian.cn](http://www.17dian.cn), to create an online world to provide the user with a unique communication and display platform for entertainment, information, friend-making, gaming, consumption and shopping. To promote the website an interactive entertainment activity between the website and TV will come in from weekly programs such as model (TopModel) TV programs, for example, as well as friendly links from content partners. Applications such as online games and other services and products will be offered to users on top of this community platform to take advantage of its mass user base.

**Web portal:**

**[www.17dian.cn](http://www.17dian.cn) serves as focal point for consumer**  
 eWorld's infrastructure and consumer applications extend the value and stickiness of recognized content and titles.

**Launched: 2Q07**

**Features:**

- 1) Personal profiles
- 2) Video streaming
- 3) Photo sharing
- 4) Games and gaming
- 5) Interactive television features
- 6) Online lotteries
- 7) Online photo snapshots
- 8) Blogging



**Positive Reinforcement between content**

In the early stages of operation, the online games and TV shows are the biggest attraction for users. As the official website of the nation-wide televised model talent show, millions of users will visit the website, and vote for their favourite models online. As the user base is built up, we will provide users with more variety of content such as internet games, friend-making, avatar, etc. This content will provide “stickiness” to our website, and will assure that a high percentage of total users will find some content that interests them thus bringing them back to the site again and again. We will maintain an appealing, highly-developed interface that truly captures the essence, variety, and pleasure of experiencing Eworld for users on a continual basis.

Rich events and rewards are another way to keep users. Events will be held daily to keep the site interesting and dynamic, winner of these events get rewarded with cash or item prizes. Since users get rewarded for their ranked creations or quotations, more users will stay in the site and upload contents to the site.

**Case Study: China's Next Top Model**

CBS Paramount International Television has entered into an exclusive agreement with MOJO Mediaworks to produce and distribute China's Next Top Model (CNTM) China's Next Top Model is one of the first format rights deals for the People's Republic of China. CNTM is a format based on the hit UPN series, America's Next Top Model.

MOJO Mediaworks, a subsidiary of eWorld Interactive, will handle the day-to day oversight of China's Next Top Model which will be produced in Mandarin by Shanghai Ruth Media Company. Production on the series will be based in Shanghai, China.

China is the latest market to license the format rights for America's Next Top Model; others include Canada, Australia, France, Germany, Russia, the United Kingdom, Thailand, the Philippines, Sweden, Norway and Denmark.

America's Next Top Model is produced by 10 by 10 Entertainment in association with Bankable Productions and is licensed in over 100 countries. America's Next Top Model. America's Next Top Model format is sold internationally by CBS Paramount International Television.

CBS Paramount International Television is one of the most diverse suppliers of current and library programming to the international television marketplace featuring drama, comedy, talk, court, game shows, entertainment news, news and movies of the week from a catalog of over 70,000 hours of programming. The slate of programming comes from CBS Paramount Network Television, CBS Paramount Domestic Television, King World Productions, CBS News and Spelling Television, and can be seen in over 200 countries and in more than 30 languages. Additionally, the Division is involved in the development and production of television programming customized for the international marketplace and producing product with international partners. CBS Paramount International Television is a unit of CBS Paramount Television, a division of CBS Corporation.

China's Next Top Model will discover, develop, and train prospective top models and present them to the world of fashion. From catwalk to couture, hair styling to runway make up, fashion photography to TV commercial, and exclusive designer shows to press appearances, the models will be trained by top international industry experts and the transformations televised through a reality show format allowing our TV audience to gain a complete understanding of the creation of a top model from scratch.

Every week one girl will be eliminated by our Supermodel judges and guest industry experts. It will truly be the survival of the fittest in the world of high fashion modeling. Who has what it takes? Who will be China's Next Top Model?

**Case Study: Battle Zone**

Shanghai eWorld China Information Technologies Co., Ltd., a subsidiary of eWorld Interactive, publicly launched on June 7, 2007, the online game "Battlezone" as licensed from SIDUS CO., LTD. (KDQ: 052640) and affiliated Korean game developer Magic Cube Co., Ltd..

The first operations phase, aka the "Closed Beta phase, serves several purposes in the launch cycle of the game. First, it will ensure that the major bugs are worked out in the new Chinese language version before Open Beta test starts later this quarter. The full scale commercial launch of Battle Zone is scheduled for summer 2007. Secondly, the closed beta phase allows an opportunity to promote the game throughout eWorld's extensive distributor and internet café network of over 100,000 locations. Lastly, this limited free test period whets the consumer appetite for the game, creating early demand to support presales of game cards through the distribution channels.

**"Very competitive, very intense!"** --comment heard during early customer focus groups.

Battle Zone, originally launched in a Korean language version for its home market, is a Q-style casual shooter game that has been in development for the last 2 years. Users engage in a 5-10 minute battle, mostly in team-play mode, and emerge as winners or losers. Unique techniques, battle situations, character role development, competition and team play provide the foundation for a strong and sticky player community. Battle Zone Online was closed-beta tested in Korea by BUDDYBUDDY, Korea's official operator of MSN. The game boasted the fastest-growing user base at that time, surpassing all other games in the market.

"We have put in great effort to localize the game for the Chinese market and anticipate a similar response to that which we saw in Korea," said Sidus Senior VP Daniel CK Choi. "And, of course, in terms of volume, the Chinese market is huge. This is an exciting launch for us."

Part of the Battle Zone draw is the advanced graphic design and original content. "Sidus has created a beautiful and unique game in Battle Zone," said eWorld VP of Operations, Lawrence Lee, who is in charge of game development and deployment for eWorld. "Lighting and shading 3D effects, cute original characters and a soundtrack by master Korean composer, M2U, really set the game apart from the competition."

Battle Zone has six characters from which to choose: Ranger, Sniper, Infantry Man, Police Woman, Medic and Woman Soldier. By gaining experience and wins in the game, characters may be enhanced. Equipment, training and skills may also be purchased by the players using their prepaid game cards.

**Case Study: Slingo TV Game Show**

MOJO Pacific, a joint venture between eWorld Interactive subsidiary MOJO Media Works and Pacific Technomedia, is blazing a new trail in interactive media with the launch of a new television series based on the popular Slingo game concept. Home viewers will participate along side studio contestants through eWorld’s technology platform that includes SMS, internet and next generation telephony.

Slingo, the most played casual game in the US is a combination of slot machine and bingo. Slingo Inc. has an established brand which has been played by one out of every 20 Americans. 3.9 billion games of Slingo have been played online with lottery ticket sales reaching over one billion dollars worldwide. Slingo is played in 27 jurisdictions for lottery in the US; and as an online game with top corporate partners such as AOL and Microsoft.

Slingo TV was created by Garrett Openshaw and produced by MOJO Pacific.

The show’s business model takes advantage of both traditional and new media revenue streams that reach beyond just broadcast advertising. When each home viewer participates via SMS and other interactive media, MOJO Pacific adds up the revenue on each transaction. Transaction volume is typically in the hundreds of thousands per episode, according to industry benchmarks.

The series launches first in the Philippines with China to follow shortly.

MOJO has the global first right to produce “Slingo TV Game Show”, while its parent company, eWorld Interactive, has already deployed Slingo online games to the China market via its entertainment portal **www.17dian.cn**.

**Case Study: Online Lotteries**

eWorld has secured the rights to operate and distribute two major lottery properties in China: The Welfare Lottery (largest segment) and The Sports Lottery.



Online Welfare Lottery

Shanghai eWorldChina Information Technologies Co., Ltd., a subsidiary of eWorld Interactive, Inc. is working with the Shanghai Welfare Lottery Center to operate China’s official online Welfare Lottery.

The agreement makes eWorld the online sales agent for the Shanghai Welfare Lottery Center, which administers the largest segment of the Chinese lottery system. eWorld’s rapidly growing user base will be able to select lottery numbers via the Company’s portal **www.17dian.cn** and complete the transaction through its online banking service.

China’s lottery market surpassed US\$10B in 2006 and is expected to continue growing at double digit CAGR in the coming years according to the Chinese Ministry of Finance, which oversees all of China's lottery sales. Of the US\$10B

spend on lotteries in China over US\$6B was generated via the Welfare Lottery system, representing a 20% increase over 2005. The Chinese government is actively promoting China's welfare lottery system through traditional over-the-counter sales as well as online applications. Proceeds from all lottery sales are split 3 ways with 50% going to the winners, 35% going to fund social welfare program and the remaining 15% going towards lottery administration.

The Company is to receive 6.5% of all lottery sales conducted through the Company's website and expects this to result in a significant increase in projected revenues.

#### Online Sports Lottery

Shanghai eWorld China Information Technologies Co., Ltd., a subsidiary of eWorld Interactive has a license to operate China's official Online Sports Lottery with Shanghai Information Industry (Group) Co., Ltd., a subsidiary of China Telecom (NYSE:CHA, HK:0728).

The agreement provides eWorld with exclusive content distribution rights for China's Online Sports Lottery, giving eWorld users unique access to the professional sports lotto games in China and abroad. eWorld has been working with government officials and the China Telecom team to open the online lottery market for the first time in China, a move that will allow the country to catch up with global trends.

The Sports Lottery represents US\$4 billion of the \$10 billion Chinese lottery market. Globally, online lottery activities are quickly gaining popularity, representing an average of 25% of the total global lottery market spend. By contrast, only 1% of China's total lottery market spend is currently derived from online offerings. This fact, coupled with the Chinese government efforts to actively promote official online lotteries, indicates huge potential for continued growth in the sector. Further adding to the growth potential, China's internet user base is growing at over 30% per year and set to pass the 200 million user mark within 3 years.

The addition of the Sports Lottery to our content platform is well suited for the eWorld user base as it creates another avenue for entertainment, participation and the potential of winning real returns. The growth rates for lotteries, online gaming and internet advertising in China are each noteworthy in their own right and the company believes that this agreement will result in explosive growth for eWorld through the combination of all three components.

China's Internet Market

In some respects the China Internet market is evolving as the US market has evolved — with broad-based portals grabbing initial momentum, followed by vertically oriented companies gaining traction in targeted markets. The portals have made a series of acquisitions of vertical companies. Witness Sina's purchase of Crillion (SMS) in 3/04, MeMeStar (SMS) in 1/03 and Fortune Trip (Travel) in 12/03, and Sohu's acquisitions of 17173 (Gaming) in 11/03 and Focus.cn (Real Estate) in 11/03. That said, many standalone vertical players, including Shanda Networking (Gaming), Alibaba (B2B/Sourcing), and Baidu (Search), appear to have strong momentum. And several key Chinese players, for instance eBay EachNet and 3721, have developed deep relationships with eBay and Yahoo!, respectively.

The number of Internet users is significant and growing rapidly with its 80MM plus Internet users (up 40% Y/Y) in 2003, China ranked an impressive No. 2 behind the 185MM users (up 14% Y/Y) in the US. If the near-term annual estimated growth rates are sustained (say, 10% annually for the US and 30% for China), China could have the largest number of Internet users in the world within five years. Note that relative penetration levels in China are quite low — in 2003, an estimated 6% of the population used the Internet in China compared with 60–65% in the US.

**Leading Internet User Markets, 2002**

	<i>Country</i>	<i>Internet Users (MM)</i>	<i>2002 Growth</i>	<i>Penetration</i>	<i>Worldwide Share</i>
1	USA	162	14%	58%	27%
2	China	59	75%	5%	10%
3	Japan	53	27%	42%	9%
4	Germany	34	14%	41%	6%
5	UK	32	33%	54%	5%

Source: Morgan Stanley Research (April 14, 2004)

China's internet users number already reached 123 MM in 2006 according to CNNIC, and CSFB estimates that by 2010, China could have over 200MM.

Six of the fifteen most trafficked Web sites in the world are based in China, compared to eight in the US and one in Japan (see the Alexa rankings for April, 2006 in the table below).

<b>Alexa – Global Web Site Traffic Ranking</b>		
<i>Rank</i>	<i>Site Name</i>	<i>Country</i>
1	Yahoo	USA
2	Google	USA
3	MSN	USA
4	Yahoo Japan	Japan
5	Baidu	China
6	Sina	China
7	MySpace	USA
8	Ebay	USA
9	QQ	China
10	Passport.net	USA
11	Sohu	China
12	Amazon	USA
13	163	China
14	Yahoo China	China
15	Microsoft	USA

Source: www.alexa.com (April 24, 2006)

The overall market for advertising and marketing in China — both online and offline — appears to be under penetrated. Advertising and marketing revenue as a percentage of nominal GDP in China was 1% in 2003, compared to 4% in the US (see table below). We also believe, as we do for the rest of the world, that online advertising in China is under penetrated. Using the online advertising estimates in the table below, in 2003, of that revenue, we estimate that 80%+ was derived from core online advertising, while the remainder was derived from search. This compares with Interactive Advertising Bureau (IAB) data for the US market for C2003, which indicate that 71% of online advertising revenue was from core online advertising, while 29% was related to search (up from 8% of revenue in C2002 — over 300% Y/Y growth).



<b>China and US Advertising Markets</b>		
	China	US
(US\$ in Millions, Metrics in Millions)	2003E	2003E
Total Advertising & Marketing Services Industry	\$12,484	\$450,844
Y/Y Growth	12%	4%
Agency Revenue	\$5,040	\$54,101
% of total advertising industry	40%	12%
Y/Y Growth	5%	4%
Total Net Advertising & Marketing Services Industry	\$7,444	\$396,743
% of GDP	1%	4%
Y/Y Growth	17%	4%
Net TV Advertising Revenue	\$3,350	\$37,422
TV Households	294	108
% of total advertising	45%	9%
Y/Y Growth	20%	1%
Net Newspaper Advertising Revenue	\$2,527	\$39,576
% of total advertising	34%	10%
Y/Y Growth	14%	2%
Net Radio Advertising Revenue	\$322	\$17,364
% of total advertising	4%	4%
Y/Y Growth	15%	1%
Net Magazine Advertising Revenue	\$230	\$15,421
% of total advertising	3%	4%
Y/Y Growth	15%	5%
Net Other Media (Outdoor & Transit)	\$920	\$4,554
% of total advertising	12%	1%
Y/Y Growth	15%	3%
Net Online Advertising Revenue	\$96	\$7,217
% of total advertising	1%	2%
Y/Y Growth	52%	20%
Pay TV Revenue	\$2,399	\$28,200
Y/Y Growth	16%	6%
Population	1,287	290
Internet Users	80	185
Basic Cable TV Subscribers	90	64
GDP	\$732,760	\$9,684,351
Y/Y Growth	8%	3%

Source: Morgan Stanley Research (April 14, 2004)

CSFB believes that by 2010 the online advertising market can be worth as much as US\$1 billion representing 2.5% of the total ad market. This compares to other developed broadband markets, such as Korea, where we are seeing online advertising spending as percentage of total advertising spending approaching 5%. (CSFB Research; May 13, 2004)

#### Online Game Market

The China online game market kept its high growth rate in 2005, catalyzed by government guidance and support, growing internet users, easier and wider access to the internet, extreme popularity of casual games, and more family users. The market reached 6.1 billion RMB, capping a 51% annual growth rate from 2004. It is expected that the online game market in China will keep its steady growth, and reach 7.8 billion in 2006, and 14.3 billion RMB in 2010. The annual compound growth rate is expected to be 18% between 2006 and 2010, higher than the broad internet sector. (iResearch Inc. 2006)

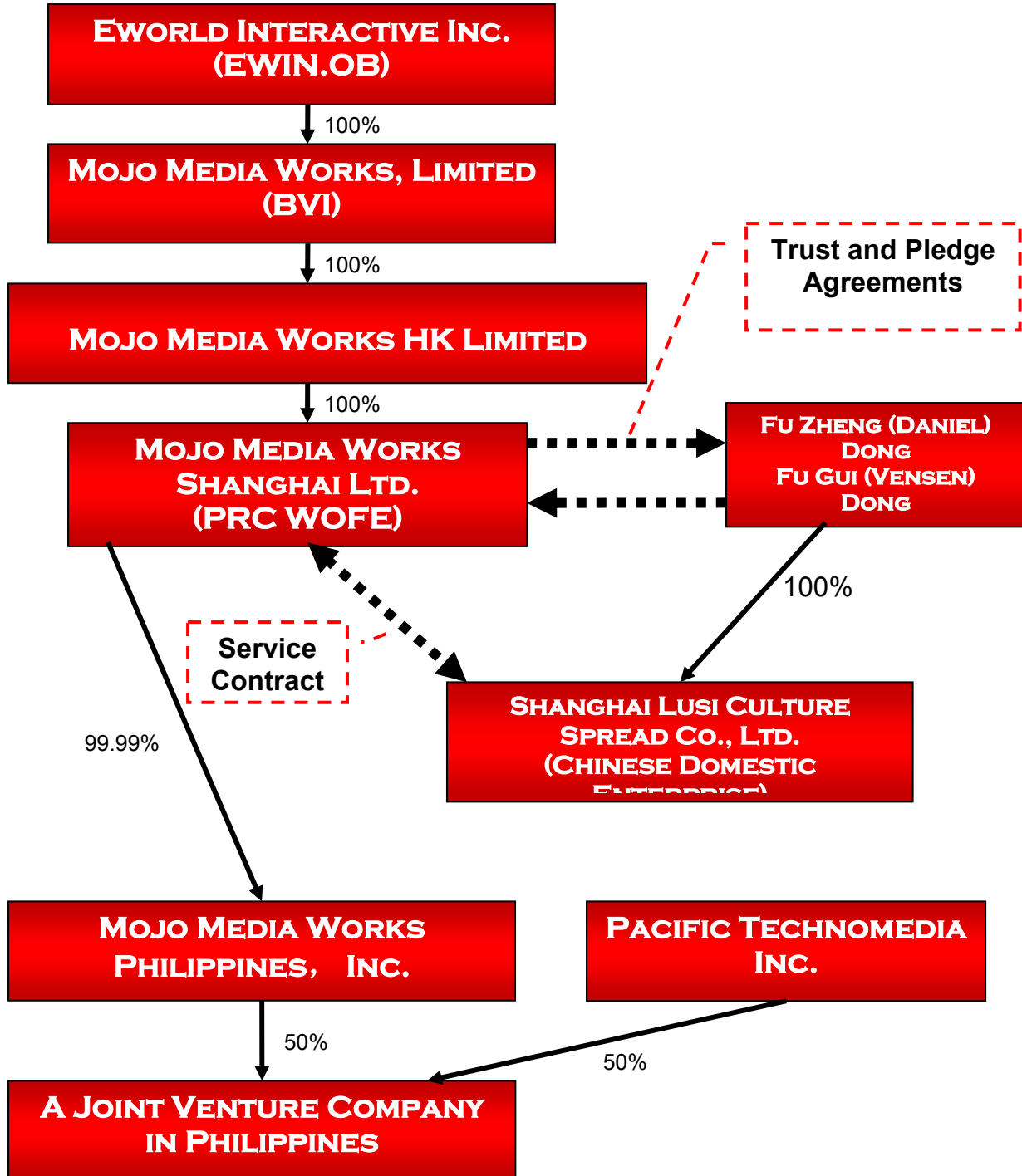
Market data from CNNIC shows that there are 111 million internet users in China in 2005, an 18.2% growth from 2004. The number of online game players is 29 million in 2005; a 38% growth from 2004. 26% of all internet users play online games. As the number of China's internet users grows, the percentage of these users who play online games grows too, resulting a higher growth rate for online game users than internet users. 30% of all internet users, i.e. 40 million users will play online games in 2006, a 38% growth from 2005. It's expected that 81 million users will play online games in 2010, with an annual compound growth rate of 19% between 2006 and 2010.

#### Revenue Model

Eworld will follow similar revenue strategies to those of myspace.com, friendster.com, facebook.com, xanga.com, youtube.com, friendfinder.com and other web based communities by improving and integrating aspects of proven models and continually adding services and products tailored to meet the changing Chinese market. Eworld is also licensing applications such as online games to take advantage its user platform. Eworld's business is intended to utilize multiple revenue streams and will continue to look at ways to further leverage the platform to increase revenues.

**Mojo Media Works, Limited (“Mojo”)**

Effective May 21<sup>st</sup>, 2007 Eworld Interactive, Inc.(Eworld) acquired 100% of the issued and outstanding equity of Mojo Media Works, Limited (Mojo), a British Virgin Islands company.



Organizational History: Mojo Media Works Limited

Mojo Media Works Limited (“Mojo”) is a limited liability company incorporated under the International Business Act of the British Islands (“BVI”) on June 1, 2006.

The principal business of Mojo and its subsidiary companies (collectively referred to as the “Group”) is to establish a new business in the production and distribution of television programs in the Peoples Republic of China (PRC). The Group has commenced such new business in 2007, but there has been no significant revenue. Accordingly, the Group is considered a development stage company.

The Group is comprised of the Mojo Media Works Limited, a BVI company (“Mojo BVI”); Mojo Media Works (Hong Kong) Limited (“Mojo Hong Kong”), a wholly owned subsidiary company of Mojo BVI; Mojo Media Works Shanghai Limited (“Mojo Shanghai”), a wholly owned subsidiary company of Mojo Hong Kong that is incorporated under the laws of the Peoples’ Republic of China (“PRC”); Mojo Media Works Philippines, Inc. (“Mojo Philippines”), an almost wholly owned subsidiary company of Mojo Shanghai that is incorporated under the laws of Philippines; and a PRC company (Shanghai Lusi Culture Spread Co., Ltd) that is a variable interest entity.

Business Description: Mojo Mediaworks,(BVI) Limited

Mojo Mediaworks,(BVI) Limited and its wholly owned subsidiaries, Mojo Media works Shanghai (Mainland China), Mojo Mediaworks HK Ltd (Hong Kong) and Mojo Philippines, Limited (Philippines) all combine to create a potentially profitable group, with intent on key strategic business development in both traditional and new technology media development and distribution.

***Products and Services***

Mojo Mediaworks intends to create branded media for distribution and sales through traditional broadcast platforms as well as Internet, Mobile, IPTV and SMS. Mojo Mediaworks distributes for sale, the SLINGO™ branded games suite throughout China and the Philippines including the worldwide rights to produce an interactive television game show. These platforms include Internet, Mobile, IPTV and interactive television games.

Shanghai Media Group

MOJO has produced three television projects for Shanghai Media Group (“SMG”), China's second largest broadcaster, including "The Danny Way Great Wall Jump" sponsored by Quiksilver ; The Wo Xing Wo Show sponsored by Lycra, and The Winner, sponsored by Shui On Group, the developer of Shanghai’s Xin Tian Di. The Wo Xing Wo Show and The Winner are two of the top 3 rated programs in prime time at SMG.

***Market Summary****Mojo Mediaworks TV productions*

Management believes advertisers are seeking new television content format to maximize their media spending efficiency. Reality television shows with live (SMS, Internet and IVR) voting and proposition mechanisms built in are gaining acceptance from the advertisers.

Management believes that advertisers are discouraged by the non-interactive nature of the traditional television viewing/broadcast pattern and also by the increasing channel switching rate during commercial breaks. Management believes advertisers are seeking new television content format to maximize their media spending efficiency. Reality television shows with live (SMS, Internet and IVR) voting and proposition mechanisms built in are gaining acceptance from the advertisers. Currently reality television shows in China occupy less than 10% of the total available airtime.

Initial entry to the China television content market for Mojo Mediaworks would be focused on television reality shows. MOJO Mediaworks will also target the national advertisers and provincial advertiser.

## **Employees**

### eWorld Interactive - Employees

Guy Peckham, CEO, President and Director  
Frank A. O'Donnell, Director  
Laurence Lee, General Manager  
Hui ("Magic") Li, Technology Director

### Mojo Media Works - Employees

David Tumaroff, Mojo President  
KinPak Mak, Mojo General Manager  
Joseph G. Openshaw, Mojo Philipines President  
FuZheng Dong, Mojo Shanghai President

The eWorld China operating company which eWorld Interactive controls has approximately sixty employees which including a general manager, a management team of approximately six managers, development and operations, human resources ,accounting and clerical staff

## **Description of Property**

Eworld Interactive, Inc. has no properties and at this time has no agreements to acquire any properties.

The Company's main headquarters are at 1088 Pudong Road, Suite 1603, Shanghai, China 200120; comprised of facilities for executive, administrative, accounting and operations activities, and sales and marketing.

## **Intellectual Property**

We own the registered trademark, "Salty's Warehouse," registration number 2668148, registered on December 31, 2002 with the U.S. Patent and Trademark Office. At this time, we do not have any other trademark, copyright or patent protection.

In January 2007, the Company acquired the exclusive publishing rights from South Korea's Sidus Company to launch and operate "Battle Zone Online" for the People's Republic of China.

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## Management's Discussion and Analysis or Plan of Operations

This statement may include projections of future results and "forward looking statements" as that term is defined in Section 27A of the Securities Act of 1933 as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934 as amended (the "Exchange Act"). All statements that are included in this Quarterly Report, other than statements of historical fact, are forward looking statements. Although management believes that the expectations reflected in these forward looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct.

## Financial Summary

### Results of Operations for the Three and Nine Month Periods Ended September 30, 2007

The Company reported a net loss of \$783,411 for the three-months ended September 30, 2007 versus a net loss of \$29,529 for the three-months ended September 30, 2006. For the nine-month period ending September 30, 2007 the Company reported a net loss of \$8,933,359 in comparison to a net loss of \$56,021 for the nine-months ending September 30, 2006.

Note: Prior period comparisons of results are based upon different types of activities and operations. For the periods ending June 30, 2007 and September 30, 2007; activities included migration of the Company from shell company status, completion of agreements, increased operational activities and capital resources, and the acquisition of subsidiaries. Results for these periods were based on internet portal development; whereas prior period results were based on internet sales of consumer electronics.

### Revenues

The company is reporting \$539,003 in revenue for the three month period ended September 30, 2007. These sales primarily related to media production through the Mojo segment of operations. Costs were \$415,622 which resulted in a gross profit of \$123,381.

The company expects to receive approval soon from regulators in China to launch the Battlezone game which has been in a closed Beta test for several months. Upon receiving this approval the company expects to begin to generate more significant revenues through the Eworld segment of operations.

### Liquidity and Capital Resources

During the nine-months ended September 30, 2007 the Company's cash position increased \$205,907. Net cash used in operating activities totaled \$1,258,252; \$417,340 was used in investing activities for acquisition of license fees and the purchase of fixed assets; and \$1,897,000 was provided by financing activities: \$1,171,711 from the sale of common stock; \$1,500,000 from convertible notes issued; with expenditures of \$689,711 for repayment of short-term borrowings and \$85,000 for convertible note fees.

**Results of Operations for the Year Ended December 31, 2006**

Liquidity and Capital Resources

Selected Financial Information

	Year Ended December 31,	
	<u>2006</u>	<u>2005</u>
Statement of Operations Data:		
Net revenue	\$ 2,417	\$ 2,295
Net revenues less operating expenses	(69,876)	(32,580)
Net (loss)	(69,841)	(32,313)
Net (loss) per share	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Balance Sheet Data:		
Total assets	\$ -	\$ 19,445
Total liabilities	<u>9,287</u>	<u>20,391</u>
Stockholders' equity (deficit)	<u>\$ (9,287)</u>	<u>\$ (946)</u>

Results of Operations

	Year Ended December 31,	
	<u>2006</u>	<u>2005</u>
Net revenues	\$ 2,417	\$ 2,295
Operating expenses	72,293	34,875
Net (loss)	(69,841)	(32,313)

Liquidity and Capital Resources (continuation)Net Revenues

Net revenues from operations for the year ended December 31, 2006 were \$2,417 as compared to revenues of \$2,295 for the year ended December 31, 2005, an increase of \$122.

Operating Expenses

Professional fees were \$68,463 for the year ended December 31, 2006 as compared to \$31,750 for the year ended December 31, 2005. The increase of \$36,713 or 115% was due primarily to our legal and accounting fees for our SEC filings and legal fees in connection with us obtaining new controlling interest in the company.

Corporation Income Taxes

Corporation income tax for the year ended December 31, 2006 and 2005 was \$ 0 due to net current period losses.

Capital and Sources of Liquidity

At the year ended December 31, 2006 we had no material commitments for capital expenditures. Working capital at the year end is summarized and compared as follows:

	December 31,	
	<u>2006</u>	<u>2005</u>
Current assets	\$ -	\$ 19,445
Current liabilities	<u>9,287</u>	<u>20,391</u>
Working capital (deficit)	(9,287)	(946)

***Going Concern***

The accompanying financial statements have been prepared assuming that we will continue as a going concern. Our ability to continue as a going concern is dependent upon attaining profitable operations based on the development of products and services. We intend to use borrowings and security sales to mitigate the affects of our cash position, however, no assurance can be given that debt or equity financing, if and when required, will be available. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets and classification of liabilities that might be necessary should we be unable to continue in existence.

Management's plans to eliminate the going concern situation include, but are not limited to: Management is presently acquiring license rights to expand and develop its online content and portal services. Management plans to obtain additional financing to fund the working capital needs of the company.



### Management Plan of Operations

Eworld is the developer of [eworldchina.cn](http://eworldchina.cn), an online community focused on entertainment content provided by both leading professional content producers and amateur content produced by users of the website. The online platform allows users to create and define their own personal space in the community, then interact with and within the community on multiple levels. Users can interact user-to-user, user-to-group, user-to-club, user-to-community and through voting and rankings. These users then have access to and can interact with entertainment content provided by leading partners and affiliates producing music, television, film, gaming and more. The Company creates circular interaction among its website users and the content programming consumers thus continuously involving the audience.

### Recent Development Events

#### **eWorld China**

In January 2007, Eworld entered into a non-binding letter of intent to provide consulting and technical services to Shanghai Eworld China Information Technologies Co., Ltd. Shanghai Eworld China Information Technologies Co., Ltd. is the operator of Chinese internet entertainment portal [www.eworldchina.cn](http://www.eworldchina.cn). The portal is a leader in China's online interactive community providing users with a platform for social networking, collaborative gaming, and content publishing online. Content comes in the form of user generated content as well as content supplied by leading content providers and game developers. The Company will focus its efforts on acquiring new users and retaining them by continually improving their online experience.

On May 11, 2007, we received the necessary approvals from the Chinese government required to enable us to complete the associations and agreements completing our Wholly Owned Foreign Enterprise (WOFE).

The six control and fee agreements necessary to maintain involvement in the operating Chinese entity without violating foreign ownership restrictions were filed as part of our Current Report filed on Form 8-K on May 22, 2007.

#### **Alchemy War Game (Beta)**

On Nov 19, 2007, eWorld Interactive announced the closed beta launch of its new Web Game entitled Alchemy War. The game allows players to build their own castles, set up alliances with other players and achieve the goal of setting up a kingdom through trade, war and politics.

The game was developed in-house by the same team that localized eWorld's version of BattleZone.

#### **BattleZone Game**

In January 2007, Eworld acquired the exclusive publishing rights from South Korea's Sidus Company ("Sidus") to launch and operate "Battle Zone Online" for the People's Republic of China. "Battle Zone Online" was developed in Korea by Dream Maker and published by Sidus. Sidus is one of Korea's top movie and TV drama producers as well as one of the premier content providers in Asia and is a lead investor in Dream Maker along with the South Korean government. Battle Zone Online is a Q-style version of "Counter Strike" that has been in development for the last 2 years. Users typically engage in a 5 minutes battle, mostly in team-play mode, and emerge as winners or losers. Unique techniques, battles, role-growing, competition and team play provide the foundation for a strong and sticky player community.

The BattleZone game is in final beta testing and is awaiting final approvals from the Chinese regulators for commercial release. Upon this approval which is expected to be received in December of 2007, we will be able to generate revenues from the Battlezone game.

During closed-beta testing participants were invited to register to participate in game testing. We have over 1 million registered users since the start of closed-beta.

Additional user information and access to the open-beta test site is available at eWorld Interactive's site at [www.17dian.cn](http://www.17dian.cn). The commercial launch of the game is planned to occur concurrently with the retail distribution of prepaid player cards.

#### **Mojo Mediaworks Limited**

In February 2007, Eworld entered into a non-binding Letter of Intent to acquire Mojo Mediaworks Limited ("Mojo") and its subsidiaries. Mojo Mediaworks Limited currently operates in the USA, China and Philippines, engages in self-developed contents tailored for the China and Philippine markets in the form of casual online games (Singo), Interactive TV/SMS Game show (Singo Interactive Games show) and contents sourced from international developers and other Hollywood majors such as the CBS Paramount TV reality drama (America's Next Top Model – China version) and mobile games (America's Next Top Model Mobile Games). Mojo Mediaworks CO., LTD. will create "integrated cross media platforms viewership" bundles, in a fully interactive manner and deliver that to advertisers and broadcaster for revenue generation.

On May 21, 2007 we completed the acquisition of Mojo Mediaworks Limited ("Mojo") and are working with the new members of our team to expand operations utilizing the opportunities unique to each operating segment.

Mojo Mediaworks Limited ("Mojo") has begun production of the Chinese version of hit TV franchise "America's Next Top Model."

The production, titled "Pantene China's Next Top Model" is under license to MOJO by CBS Paramount, and is a co-production including Procter & Gamble (P&G), Starcom and Sichuan Satellite TV (SCTV).

Originating from Sichuan province with the largest population in China of over 87 million persons, SCTV is a national broadcaster with a household reach of over 640 million viewers, with consistent high rating numbers in the top 3 of all national channels.

The production brings together retail partners Wal-Mart, Watsons, Carrefour and Tesco as thousands of hopefuls register to audition through one of 500 kiosks deployed in stores across the country. Thousands of additional registrations are delivered via eWorld's web portal at [www.pantene-cntm.com](http://www.pantene-cntm.com).

20 semifinalists will be selected from 4 audition locations in Beijing, Shanghai, Guangzhou and Chengdu. 10 finalists will eventually make it to the show which will be aired Sunday nights on Sichuan TV. Based on the successful 10 season long format owned by CBS Paramount, it is created, hosted and executive produced by Supermodel Tyra Banks, and is the chance of a lifetime for the contestants as all finalists will receive national exposure, top model training and see the winner acquire a modeling contract with a world renowned agency, with the added chance to act as a spokesperson for Pantene.

The program's official website is at [www.pantene-cntm.com](http://www.pantene-cntm.com). Additional user information including registration, blog, bbs, video streaming, and voting systems are available through eWorld Interactive's site at [www.17dian.cn](http://www.17dian.cn).

#### Summary

Eworld Interactive, Inc. intends to build upon and expand key relationships, to further progress in the building, operation and maintenance of a world class web platform for a rapidly growing online world market. Revenues are derived through a combination of advertising sales, sponsorships and promotions, subscriptions and services fees as well as revenue sharing deals with partners and affiliates.

The company has historically received nominal revenues on developing site traffic. Specifically in September of 2007 average daily page views were 230,000 and registered users to was 753,192

We expect to develop revenues from the Battlezone game when final approval for commercial use is approved by the Chinese regulators.

Mojo Media had begun to generate revenue for the company and those revenues are expected to continue to develop.

The company continues to develop media for our web portal and with active game and other media draws intends to develop advertising sales from the portal site.

We have expended over two million dollars in the acquisition and development of these products and have a continuing overhead of approximately \$120,000 per month to maintain the existing operations. We believe these operations will continue to develop to a sufficient level to sustain operations.

**Certain Relationships and Related Transactions**

In December 2006, owners of an aggregate of 22,450,000 shares of common stock, of Salty's Warehouse, Inc. ; sold in a private transaction all of the shares held by them to a group of approximately 54 purchasers for a total sales price of \$800,000 originated from the purchasing group.

Earl T. Shannon and Steven W. Hudson were "promoters" of Salty's Warehouse as defined by the Securities and Exchange Commission. Earl T. Shannon and Steven W. Hudson each owned 5,250,000 shares of common stock of Salty's Warehouse for a total of 10,500,000 shares which represented in the aggregate 57% of the 22,450,000 issued and outstanding shares.

Earl T. Shannon, Steven W. Hudson, and Scott W. Bodenweber agreed that 300,000 options issued to them on July 01, 2004; for compensation of services rendered, would be cancelled as part of the transaction, leaving no remaining options outstanding.

As a result of the transaction wherein the aggregate of 22,450,000 shares of common stock were sold, Mr. Guy Peckham acquired 14,077,229 common shares representing 62.7% of the total issued and outstanding common shares.

Mr. Peckham subsequently replaced Messrs. Shannon, Hudson and Bodenweber on the Board of Directors of the Company. Mr. Peckham is the sole board member and officer of Eworld Interactive, Inc. (formerly, Salty's Warehouse, Inc.).

*Advances to Mojo Media Works, Limited*

Pursuant to a Letter of Intent to acquire 100% ownership of Mojo Media Works Limited we have advance \$450,000. On May 21, 2007 we completed the acquisition of Mojo resulting in the advances becoming a non-interest bearing and repayable upon demand.

**Market For Common Equity and Related Stockholder Matters**

Eworld Interactive, Inc. common stock is listed on the NASDAQ Bulletin Board under the symbol "EWIN.OB". The first available quotations on the NASD Over-The-Counter Bulletin Board appear at the end of January 2007. The quotations provided are for the over the counter market which reflect inter-dealer prices without retail mark-up, mark-down or commissions, and may not represent actual transactions. The prices included below have been obtained from sources believed to be reliable (Yahoo Finance):

<u>Period Ending</u>	<u>Open</u>	<u>High</u>	<u>Low</u>	<u>Close</u>
October 31, 2007	\$0.36	0.36	0.36	0.36
September 28, 2007	\$0.42	0.46	0.31	0.41
August 31, 2007	\$0.43	0.55	0.25	0.42
July 31, 2007	\$0.52	0.56	0.39	0.40
June 29, 2007	\$0.45	0.49	0.45	0.49
May 31, 2007	\$0.95	0.96	0.93	0.96
April 30, 2007	0.82	0.82	0.70	0.70
March 30, 2007	0.66	0.66	0.66	0.66
February 28, 2007	0.66	0.66	0.66	0.66
January 31, 2007	1.15	1.17	1.10	1.10

 **Holders**

Total shares outstanding as of September 30, 2007 were 51,789,551; and were held by approximately 68 shareholders of record and an undetermined number of holders in street name.

**Executive Compensation****SUMMARY COMPENSATION TABLE**

Position	Year	Annual Compensation			Award(s)		Payouts	
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)	Restricted Stock Award(s) (\$)	Securities Underlying Options/SARs (#)	LTIP Payouts (\$)	All Other Compensation (\$)
<b>Current Officers/Directors</b>								
<b>Guy Peckham</b> President and Director	2006	0	0	0	0	0	0	0
<b>Frank A. O'Donnell</b> Director	2007	0	0	0	0	0	0	0
<b>Former Officers/Directors</b>								
<b>Earl T. Shannon</b> President and Director	2006	0	0	0	0	0	0	0
	2005	0	0	0	0	0	0	0
	2004	0	0	0	0	136,200	0	0
<b>Steven W. Hudson</b> Vice President	2006	0	0	0	0	0	0	0
	2005	0	0	0	0	0	0	0
	2004	0	0	0	0	136,200	0	0
<b>Scott W. Bodenweber</b> Chief Financial Officer	2006	0	0	0	0	0	0	0
	2005	0	0	0	0	0	0	0
	2004	0	0	0	9,000	27,600	0	0

*Notes:*

Frank A. O'Donnell was appointed a director in June of 2007

As of December 31, 2006, Eworld Interactive, Inc. has no group life, health, hospitalization or medical plans available for its employees. Further, Eworld Interactive, Inc. had no pension plans or plans or agreements which provide compensation on the event of termination of employment or change in control of us.

No family relationships exist among any directors, executive officers, or persons nominated or chosen to become directors or executive officers.

**Option Grants and Exercises**

Prior to fiscal year 2006, and as compensation to prior officers for services in fiscal 2004, the Company had outstanding 300,000 stock options as to the stock option plan. As a result of a change in control of the registrant related to a private transaction between shareholders, as of December 11, 2006; such prior officers agreed that the 300,000 options previously issued were cancelled as part of the transaction, leaving no remaining options outstanding.

**Employment Agreements**

As of the three month period ended March 31, 2007, Eworld Interactive, Inc. has not entered into formal employment agreements with any of our executive officers or directors. Until a formal employment agreement is put in place, Mr. Peckham is accepting compensation at a rate of \$60,000 per year.

Pursuant to our acquisition of Mojo Mediaworks, Ltd. we are evaluating compensation packages for Eworld and Mojo staff. No agreements or terms have been confirmed.

**Compensation of Directors**

Eworld Interactive paid no compensation to any directors as director's fees, nor any fees for attendance or similar remuneration or reimbursement for any out-of-pocket business expenses incurred, for the year ended December 31, 2006.

## Financial Statements

### **Eworld Interactive, Inc. Financial Statements**

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Eworld Interactive, Inc. has also included following financial statements as exhibits to this Form SB-2 (These included financials had been previously filed with our report on Form 8K filed on May 25, 2007)

99.1 - Financial Statements – Eworld Interactive, Inc. - Unaudited Pro Forma Condensed Financial Statements for the Year Ended December 31, 2006 and the Three Months Ended March 31, 2007

99.2 - Financial Statements – Mojo Media Works, Ltd. - Audited Financial Statements for the Periods from June 1, 2006 (date of incorporation) to December 31, 2006 and from January 1, 2007 to April 30, 2007

**EWORLD INTERACTIVE, INC.**  
**(FORMERLY, SALTY'S WAREHOUSE, INC.)**

**FINANCIAL STATEMENTS**

**December 31, 2006 and 2005**

## **REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

### **Stockholders and Directors**

#### **Eworld Interactive, Inc (formerly Salty's Warehouse, Inc.)**

We have audited the accompanying balance sheet of Eworld Interactive, Inc. (formerly Salty's Warehouse, Inc.) as of December 31, 2006 and the related statements of operations, shareholders' equity, and cash flows for each of the two years in the period ended December 31, 2006. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits 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 misstatements. 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 audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Eworld Interactive, Inc. (formerly Salty's Warehouse, Inc.) as of December 31, 2006 and the results of its operations and cash flows for each of the two years in the period ended December 31, 2006 in conformity with U.S. generally accepted accounting principles.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has suffered recurring losses and had negative cash flows from operations that raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in the Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

#### **Weaver & Martin, LLC**

Kansas City, Missouri

March 27, 2007



**EWORLD INTERACTIVE, INC.**  
**(formerly, Salty's Warehouse, Inc.)**

**BALANCE SHEET**  
**December 31, 2006**

**Assets**

**Total Assets** \$ -

**Liabilities and Stockholders' Deficit**

**Current Liabilities**

Accounts payable \$ 9,287

**Stockholders' Deficit**

Preferred stock, no par value

Authorized 5,000,000 shares

Issued and outstanding -0- shares \$ -

Common stock, no par value

Authorized 150,000,000 shares

Issued and outstanding - 22,450,000 shares 131,821

Accumulated deficit (141,108)

**Total Stockholders' Deficit** (9,287)

**Total Liabilities and Stockholders' Deficit** \$ -

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

**EWORLD INTERACTIVE, INC.**  
(formerly, Salty's Warehouse, Inc.)

**Statements of Operations**  
**Years Ended December 31, 2006 and 2005**

	<u>2006</u>	<u>2005</u>
<b>Net Revenue</b>	\$ 2,417	\$ 2,295
<b>Operating Expenses:</b>		
Professional Fees	68,463	31,750
Other	<u>3,830</u>	<u>3,125</u>
<b>Total operating expenses</b>	<u>72,293</u>	<u>34,875</u>
<b>Net revenues less operating expenses</b>	(69,876)	(32,580)
<b>Interest income</b>	<u>35</u>	<u>267</u>
<b>Loss before provision for income taxes</b>	(69,841)	(32,313)
<b>Provision for income taxes</b>	<u>-</u>	<u>-</u>
<b>Net (Loss)</b>	<u>\$ (69,841)</u>	<u>\$ (32,313)</u>
Basic and diluted loss per share	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Basic and diluted weighted average common shares outstanding	<u>19,044,910</u>	<u>16,227,123</u>

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

**EWORLD INTERACTIVE, INC.**  
**(formerly, Salty's Warehouse, Inc.)**

**Statement of Stockholders' Equity**  
**Years Ended December 31, 2006 and 2005**

	Common Stock		Accumulated	Total
	Shares	Amount	Deficit	
Balance at January 1, 2005	15,900,000	\$ 66,321	\$ (38,954)	\$ (27,367)
Common stock issued for cash from private placement	400,000	4,000	-	4,000
Net loss, year ended December 31, 2005	<u>-</u>	<u>-</u>	<u>(32,313)</u>	<u>(32,313)</u>
Balance at December 31, 2005	16,300,000	70,321	(71,267)	(946)
Common stock issued for cash	6,150,000	61,500	-	61,500
Net loss, year ended December 31, 2006	<u>-</u>	<u>-</u>	<u>(69,841)</u>	<u>(69,841)</u>
Balance at December 31, 2006	<u>22,450,000</u>	<u>\$ 131,821</u>	<u>\$ (141,108)</u>	<u>\$ (9,287)</u>

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

**EWORLD INTERACTIVE, INC.**  
**(formerly, Salty's Warehouse, Inc.)**

**Statements of Cash Flows**  
**Years Ended December 31, 2006 and 2005**

	<u>2006</u>	<u>2005</u>
<b>Cash flows from operating activities:</b>		
Net (Loss)	\$ (69,841)	\$ (32,313)
Changes in operating assets and liabilities:		
Accounts receivable	163	-
Inventory	-	(163)
Refundable professional fees	-	2,500
Accounts payable	<u>(11,104)</u>	<u>(7,128)</u>
<b>Net cash (used) by operating activities</b>	<u>(80,782)</u>	<u>(37,104)</u>
<b>Cash flows from investing activities:</b>	<u>-</u>	<u>-</u>
<b>Cash flows from financings activities:</b>		
Issuance of common stock for cash	<u>61,500</u>	<u>4,000</u>
<b>Net cash provided by financing activities</b>	<u>61,500</u>	<u>4,000</u>
<b>Net (Decrease) in Cash and Cash Equivalents</b>	(19,282)	(33,104)
Cash and cash equivalents, beginning of year	<u>19,282</u>	<u>52,386</u>
Cash and cash equivalents, end of year	<u>\$ -</u>	<u>\$ 19,282</u>
Supplemental disclosure of cash flow information:		
Cash paid during the year for:		
Interest	<u>\$ -</u>	<u>\$ -</u>
Income taxes	<u>\$ -</u>	<u>\$ -</u>

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

**EWORLD INTERACTIVE, INC.**  
**(formerly, Salty's Warehouse, Inc.)**

**Notes to Financial Statements**  
**December 31, 2006 and 2005**

**NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Nature of Operations**

Salty's Warehouse, Inc. (The Company) was incorporated in Florida on July 16, 1998 and was engaged in selling name brand consumer products over the Internet. The Company focused on selling consumer electronics and audio-video equipment such as speakers, amplifiers, and tuners, although the Company also sold assorted other goods such as watches, sunglasses and sports games. Some of the brand names offered by Salty's Warehouse included: Compaq®, Revo®, MB Quart®, Kicker®, Poly Planar®, Sony®, Panasonic®, Harman Kardon®, Panamax®, Seiko® and Movado®.

On December 11, 2006, owners of an aggregate of 22,450,000 shares of common stock, of Salty's Warehouse, Inc. sold in a private transaction all of the shares held by them to a group of approximately 54 purchasers.

As a result of this transaction, Mr. Guy Peckham acquired 14,077,229 common shares representing 62.7% of the total issued and outstanding common shares and changed the name of the Company to Eworld Interactive, Inc. (Eworld).

Eworld is the developer of eworldchina.cn, an online community focused on entertainment content provided by both leading professional content producers and amateur content produced by users of the website. The online platform allows users to create and define their own personal space in the community, then interact with and within the community on multiple levels. Users can interact user-to-user, user-to-group, user-to-club, user-to-community and through voting and rankings. These users then have access to and can interact with entertainment content provided by leading partners and affiliates producing music, television, film, gaming and more. The Company creates circular interaction among its website users and the content programming consumers thus continuously involving the audience. Revenues are derived through a combination of advertising sales, sponsorships and promotions, subscriptions and services fees as well as revenue sharing deals with partners and affiliates.

**Cash and Cash Equivalents**

For purposes of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents.

**Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Income Taxes**

Provisions for income taxes are based on taxes payable or refundable for the current year and deferred taxes on temporary differences between the amount of taxable income and pretax financial income and between the tax bases of assets and liabilities and their reported amounts in the financial statements. Deferred tax assets and liabilities are included in the financial statements at currently enacted income tax rates applicable to the period in which the deferred tax assets and liabilities are expected to be realized or settled as prescribed in FASB Statement No. 109, "Accounting for Income Taxes." As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes.

**Net Income (Loss) Per Share**

The Company adopted Statement of Financial Accounting Standards No. 128 that requires the reporting of both basic and diluted earnings (loss) per share. Basic earnings (loss) per share is computed by dividing net income (loss) available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted earnings (loss) per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. In accordance with FASB 128, any anti-dilutive effects on net earnings (loss) per share are excluded.

**EWORLD INTERACTIVE, INC.**  
**(formerly, Salty's Warehouse, Inc.)**

**Notes to Financial Statements**  
**December 31, 2006 and 2005**

**NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Basis of Presentation – Going Concern**

The Company's financial statements have been prepared on an accrual basis of accounting, in conformity with accounting principles generally accepted in the United States of America. These principles contemplate the realization of assets and liquidation of liabilities in the normal course of business.

These financial statements are presented on the basis that the Company is a going concern. Going concern contemplates the realization of assets and the satisfaction of liabilities in the normal course of business over a reasonable length of time. The following factors raise substantial doubt as to the Company's ability to continue as a going concern:

- A. The Company has accumulated a deficit of \$141,108 since inception.
- B. The Company has a working capital deficit of \$9,287.

Management's plans to eliminate the going concern situation include, but are not limited to:

- A. Management is presently acquiring license rights to expand and develop its online content and portal services.
- B. Obtain financing to fund the working capital needs of the company.

**EWORLD INTERACTIVE, INC.**  
**(formerly, Salty's Warehouse, Inc.)**

**Notes to Financial Statements**  
**December 31, 2006 and 2005**

**NOTE 2 – COMMON STOCK ISSUED FOR CASH**

During the year ended December 31, 2006, the Company issued the following shares of common stock:

On April 4, 2006, 2,250,000 shares of common stock were issued to three shareholders with an aggregate fair value of \$22,500, in exchange for cash. The price of the stock was \$.01 per share.

On September 22, 2006, 3,900,000 shares of common stock were issued to three shareholders, with an aggregate fair value of \$39,000, in exchange for cash. The price of the stock was \$.01 per share.

**NOTE 3 – INCOME TAXES**

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes.

Significant components of the Company's deferred assets and liabilities are as follows:

	<u>2006</u>	<u>2005</u>
Deferred tax assets:		
Net operating loss carryforwards	\$ 46,815	\$ 23,069
Valuation allowance for deferred tax assets	<u>46,815</u>	<u>23,069</u>
Net deferred tax assets	\$ -	\$ -

The reconciliation of income tax benefit computed at the federal tax rate of 34% is as follows:

	<u>2006</u>	<u>2005</u>
Tax benefit at the statutory rate	\$ 23,746	\$ 10,986
Valuation allowance adjustment	<u>23,746</u>	<u>10,986</u>
Income tax benefit	\$ -	\$ -

A summary of the valuation allowance is as follows:

	<u>2006</u>	<u>2005</u>
Balance at beginning of year	\$ 23,069	\$ 12,083
Additional for year	<u>23,746</u>	<u>10,986</u>
Balance at end of year	<u>\$ 46,815</u>	<u>\$ 23,069</u>

**EWORLD INTERACTIVE, INC.**  
**(formerly, Salty's Warehouse, Inc.)**

**Notes to Financial Statements**  
**December 31, 2006 and 2005**

**NOTE 4 – NET OPERATING LOSSES CARRYFORWARDS**

<u>Year of Loss</u>	<u>Expiration Date</u>	<u>Total</u>
December 31, 2006	December 31, 2026	\$ 69,630
December 31, 2005	December 31, 2025	32,313
December 31, 2004	December 31, 2024	26,376
December 31, 2003	December 31, 2023	<u>9,162</u>
		<u>\$ 137,481</u>

A valuation allowance has been recorded to offset the tax effect of any net operating loss carryforwards. In the event that a change in ownership of the Company of greater than 50 percent occurs/occurred as a result of the Company's issuance of common and preferred stock, the utilization of the NOL carryforward will be subject to limitation or may not be available under certain provisions of the United States Internal Revenue Code.

**NOTE 5 – PREFERRED STOCK**

The Company has not assigned any preference rights to the preferred stock.

**NOTE 6 - RECENTLY ISSUED ACCOUNTING STANDARDS NOT YET ADOPTED**

There currently are no recently issued accounting standards with pending adoptions that have any applicability to the Company.

**NOTE 7 - SUBSEQUENT EVENTS**

On January 4, 2007, Mr. Guy Peckham returned to the Company, for cancellation 11,952,999 shares of common stock. As a result of this cancellation, Mr. Peckham's ownership interest was reduced from 62.7% to 20.2%.

Effective January 12, 2007, the Company approved a forward stock split of 4.6 common shares for each common share held.

On February 2, 2007, the Company completed the sale of 970,000 shares of our common stock at a price of \$0.60 per share for a total proceeds to the Company of \$582,000 paid in cash. Each share purchased included one warrant for the purchase of our common stock at a price of \$0.80 per share. The warrants expire on December 31, 2008. The Company has utilized the proceeds to acquire license rights to expand and develop its online content and portal services.

On February 14, 2007, the Company completed a private placement for \$1,000,000 consisting of two convertible debentures of \$500,000 each. Net proceeds to the Company were \$915,000 paid in cash.

The terms of the convertible debentures provide for six percent interest accruing ninety days from the effective date, payable thereafter monthly and have a one year maturity. The conversion is at \$0.60 cents per share and includes a warrant for the purchase of additional shares at \$0.80; the warrant expires two years from the date issued. The Company is under obligation to register the underlying equity with penalty if not declared effective within six months.

The Company will utilize the proceeds to fund general operations including the development of its online content and portal services.

In January 2007, the Company acquired the exclusive publishing rights from South Korea's Sidus Company to launch and operate "Battle Zone Online" for the People's Republic of China.



EWORLD INTERACTIVE, INC.

**EWORLD INTERACTIVE, INC.**

**FINANCIAL STATEMENTS**

**For the nine month period ended September 30, 2007**

EWORLD INTERACTIVE, INC. AND SUBSIDIARY  
CONDENSED CONSOLIDATED BALANCE SHEET

(UNAUDITED)

(STATED IN U.S. DOLLARS)

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	<u>September 30, 2007</u>
Assets:	
Current assets:	
Cash	\$ 205,907
Receivables	<u>207,775</u>
Total current assets	<u>413,681</u>
License fees	470,000
Fixed assets	<u>202,312</u>
	<u>\$ 1,085,993</u>
Liabilities and Stockholders' Equity:	
Current liabilities:	
Accrued interest	10,000
Accounts and other payables	650,041
Short-term borrowings	<u>220,000</u>
Total current liabilities	<u>880,041</u>
Convertible notes	<u>500,000</u>
Stockholders' Equity:	
Preferred stock, no par value, 5,000,000 shares authorized and no shares outstanding	-
Common stock, no par value, 150,000,000 shares authorized and 51,789,551 shares outstanding and 7,000,000 unissued shares	8,795,920
Stock subscription receivable	-
Exchange difference	(15,501)
Accumulated deficit	<u>(9,074,467)</u>
	<u>(294,048)</u>
	<u>\$ 1,085,993</u>

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

EWORLD INTERACTIVE, INC. AND SUBSIDIARY  
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS

THREE AND NINE MONTH PERIODS ENDING SEPTEMBER 30, 2007 AND 2006

(UNAUDITED)

(STATED IN U.S. DOLLARS)

	Three Month Period Ended September 30,		Nine Month Period Ended September 30,	
	<u>2007</u>	<u>2006</u>	<u>2007</u>	<u>2006</u>
Sales:	\$ 539,003	\$ 453	\$ 540,460	\$ 2,238
Cost of sales	<u>(415,622)</u>	<u>-</u>	<u>(415,622)</u>	<u>-</u>
Gross profit	123,381	453	124,838	\$ 2,238
Professional fees	190,447	29,136	363,364	56,100
Loan fees	-	-	85,000	-
Office and miscellaneous expense	<u>561,001</u>	<u>846</u>	<u>925,264</u>	<u>2,193</u>
Total operating expense	<u>751,449</u>	<u>29,982</u>	<u>1,373,629</u>	<u>58,293</u>
Interest income/(expense)	(155,343)	-	(628,796)	34
Goodwill impairment	<u>-</u>	<u>-</u>	<u>7,055,772</u>	<u>-</u>
Net loss	<u>\$ 783,411</u>	<u>\$ 29,529</u>	<u>\$ 8,933,359</u>	<u>\$ 56,021</u>
Net loss per share basic and diluted	<u>\$ (0.02)</u>	<u>\$ 0.00</u>	<u>\$ (0.18)</u>	<u>\$ 0.00</u>
Weighted average shares outstanding	<u>51,789,551</u>	<u>79,900,491</u>	<u>49,760,724</u>	<u>79,900,491</u>

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

EWORLD INTERACTIVE, INC.  
STATEMENT OF CASH FLOWS

NINE MONTH PERIOD ENDING SEPTEMBER 30 2007 AND 2006

(UNAUDITED)

(STATED IN U.S. DOLLARS)

	<u>2007</u>	<u>2006</u>
Cash flows from operating activities:		
Net loss	\$ (8,933,359)	\$ (26,492)
Adjustments to reconcile net loss to net cash used in operating activities –		
Impairment of goodwill	7,055,772	-
Amortization of loan fees	85,000	-
Accretion of warrants and beneficial conversion	472,388	-
Changes in operating assets and liabilities:		
Receivables	43,111	(1,473)
Accounts and other payables	<u>18,835</u>	<u>(12,944)</u>
Cash used in operating activities	<u>(1,258,252)</u>	<u>(40,909)</u>
Cash flows from investing activities:		
Purchase of subsidiaries, net of cash acquired	31,975	-
Purchase of fixed assets	(109,315)	-
Acquisition of license fees	<u>(340,000)</u>	<u>-</u>
Cash used in investing activities	<u>(417,340)</u>	<u>-</u>
Cash flows from financing activities:		
Repayment of short-term borrowings	(689,711)	-
Stock sold	1,171,711	22,500
Convertible notes issued	1,500,000	-
Convertible note fees	<u>(85,000)</u>	<u>-</u>
Cash provided by financing activities	<u>1,897,000</u>	<u>22,500</u>
Effects of exchange rate changes	<u>(15,501)</u>	<u>-</u>
Increase (decrease) in cash	205,907	(18,409)
Cash, beginning of period	<u>-</u>	<u>19,282</u>
Cash, end of period	<u>\$ 205,907</u>	<u>\$ 873</u>
Supplemental disclosure of cash flow information:		
Cash paid for interest	<u>\$ -</u>	<u>\$ -</u>
Cash paid for income taxes	<u>\$ -</u>	<u>\$ -</u>
Non-cash financing activities:		
Conversion of convertible notes	<u>\$ 1,000,000</u>	<u>\$ -</u>
Warrants issued with convertible notes	<u>\$ 194,527</u>	<u>\$ -</u>
Acquisition of subsidiaries		
- Cash consideration	\$ 450,000	\$ -
- Receivable	\$ 250,886	\$ -
- Accounts and other payables	\$ 631,919	\$ -
- Short-term borrowings	\$ 909,711	\$ -
- Assets acquired (including licensing agreements)	<u>\$ 222,997</u>	<u>\$ -</u>

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

**Note 1 - Basis of Presentation**

The unaudited condensed financial statements have been prepared in accordance with United States generally accepted accounting principles for interim financial information and with the instructions to Form 10-QSB and reflect all adjustments which, in the opinion of management, are necessary for a fair presentation. All such adjustments are of a normal recurring nature. The results of operations for the interim period are not necessarily indicative of the results to be expected for a full year. Certain amounts in the prior year statements have been reclassified to conform to the current year presentations. The statements should be read in conjunction with the financial statements and footnotes thereto included in our Form 10-KSB for the year ended December 31, 2006.

The financial statements include our wholly owned subsidiary. All significant inter-company transactions and balances have been eliminated.

**Note 2 – Going Concern**

The accompanying condensed consolidated financial statements have been prepared assuming that we will continue as a going concern. Our ability to continue as a going concern is dependent upon attaining profitable operations based on the development of products that can be sold. We intend to use borrowings and security sales to mitigate the affects of our cash position, however, no assurance can be given that debt or equity financing, if and when required, will be available. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets and classification of liabilities that might be necessary should we be unable to continue in existence.

**Note 3 – Acquisition of subsidiaries**Mojo Media Works, Limited

On May 21, 2007, the Company issued 7,000,000 shares of common stocks for the 100% equity interest of Mojo Media Works, Limited (“Mojo”), a British Virgin Islands company, and assumed liabilities from this transaction. The price used for the acquisition was the closing price of our stock on May 17, 2007 of \$.86 per share which makes the fair value of the transaction \$6,020,000.

For the quarter ended June 30, 2007, we record an impairment of goodwill arising from this transaction of \$6,510,551.

Eworld China

On May 11, 2007, we entered into various contractual arrangements with Eworld China for the Group’s internet business in China. By virtue of these contractual arrangements, the Group has total control over the operation and interest of Eworld China and entitles for significant all the risks and rewards of Eworld China. Accordingly, Eworld China is treated as a variable interest entity of the Group and its results are consolidated into those of the Group. For the quarter ended June 30, 2007, we record an impairment of goodwill arising from this transaction of \$545,221.

**Note 4 – Convertible Notes**

We sold \$1,000,000 in convertible notes with a detachable warrant in the quarter ended March 31, 2007 for net proceeds of \$915,000. The terms of the notes are to provide 6% interest accruing beginning 90 days from the effective date, payable thereafter and have a one-year maturity. The notes are convertible at \$.60 per share and include a warrant for the purchase of an additional share at \$.80 for a period ending 2 years after the notes are issued. We are under the obligation to register the underlying equity with penalty if not declared effective within six months.

On June 11, 2007, the entire amounts of the convertible notes were converted to 1,666,667 shares of common stocks. Accordingly, for the quarter ended June 30, 2007, beneficial conversion and unaccreted value of warrants of \$413,336 were accreted to interest expense. Also, for the quarter ended June 30, 2007, loan fee of \$74,374 were recorded as loan fee expense.

In July 2007, we sold \$500,000 in convertible notes at an interest rate of 12% per annum with a maturity period on 25 January 2008. The notes are convertible at a 20% discount to the ten day average trading price at the time the request for conversion. Also, the convertible notes had a beneficial conversion of \$145,800. This will be accreted as additional interest of the loans as at September 30, 2007.

**Note 5 – Common Stock and Warrants**

In April 2007, the Company completed the sale of 800,000 shares of our common stock at a price of \$0.60 per share for a total proceeds to the Company of \$100,000 paid in cash and a stock subscription receivable of \$380,000 which was subsequently received in September 2007. Each share purchased included one warrant for the purchase of our common stock at a price of \$0.80 per share. The warrants expire on December 31, 2008.

On May 21, 2007, the Company issued 7,000,000 shares of common stocks for the 100% equity interest of Mojo Media Works, Limited. Upon the issuance of 7,000,000 shares of common stocks of the Company for this transaction, Mr. Peckham returned to us, for cancellation 7,000,000 shares of common stock.

On June 11, 2007, \$1,000,000 of the convertible notes was converted to common stock at \$.60 per share and hence 1,666,667 shares of common stocks were issued.

At September 30, 2007 we have 2,770,000 warrants outstanding at a strike price of \$.80 expiring from December 31, 2008 to February 14, 2009.

**Note 6 – License Fees**

Game Battle Zone Online

We entered into a license agreement with Sidus Corporation on January 19, 2007 granting us exclusive rights to service, use, sell, promote, distribute and market the Game Battle Zone Online for the People's Republic of China. At September 30, 2007, license fees of \$340,000 were paid and additional license fees of \$220,000 will be paid when certain service dates have been achieved. Additionally we will pay royalty fee of 28% of sales revenue subject to minimum amounts. The contract is for a 2-year period beginning on the commercial launch date in the territory. We will amortize the total lease fees when beginning on the commercial launch date.

Open TV Participate Back Office Modules/Systems

Mojo entered into various agreements with Open TV, Inc in September 2006 for the Open TV Participate Back Office Modules/Systems. Pursuant to the agreement, Mojo is required to pay an upfront licensing fee of \$130,000 and various annual services fees of \$212,500 payable upon commencing of the respective projects. At September 30, 2007, upfront licensing fee of \$45,500 was paid. We will amortize the upfront licensing fee upon commencing of the respective projects.

**Note 7 – Short-term borrowings**

On September 26, 2006, Eworld China entered into an agreement with Mr. Laurence Li, the shareholder of Eworld China, to borrow a total amount of \$220,000 ("borrowed amount") which is unsecured and non-interest bearing and is repayable by December 31, 2007. The borrowed amount was in fact provided by Crown Ocean International Ltd. ("Crown Ocean") to Mr. Laurence Li through a separate agreement. The terms of the agreement only allows Mr. Laurence Li to lent the borrowed amount to Eworld China which is non-interest bearing and is repayable within 15 working days after the payments were received from Eworld China. In addition, Mr. Laurence Li pledged his equity interest in Eworld China as a security in which his liability to Crown Ocean shall not exceed the net value of his equity interest in Eworld China. As at September 30, 2007, Mr. Laurence Li holds 80% of the equity interest in Eworld China.

**Note 8 – Subsequent events**

On 26 October 2007, we sold another \$100,000 in convertible note at an interest rate of 12% per annum with a maturity period on 25 January 2008. The note is convertible at a 20% discount to the ten day average trading price at the time the request for conversion.

## Changes In / Disagreements with Accountants on Accounting / Financial Disclosure

There have been no disagreements between the Company and its independent accountants on any matter of accounting principles or practices or financial statement disclosure.

## Part II – Information Not Required in Prospectus

### Indemnification of Directors and Officers

Eworld Interactive, Inc.'s indemnification of officers and directors are permitted under our Articles of Incorporation and our Bylaws.

Our Articles of Incorporation, as well as our By-Laws provide for the indemnification of directors, officers, employees and agents of the corporation to the fullest extent provided by the Corporate Law of the State of Florida, as well as is described in the Articles of Incorporation and the By-Laws. These sections generally provide that the Company may indemnify any person who was or is a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative except for an action by or in right of the corporation by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation. Generally, no indemnification may be made where the person has been determined to be negligent or guilty of misconduct in the performance of his or her duties to the Company.

Eworld Interactive, Inc. shall indemnify (a) its directors and officers, whether serving the corporation or at its request any other entity, to the fullest extent required or permitted by the General Laws of the State of Florida now or hereafter in force, including the advancement of expenses under procedures and to the fullest extent permitted by law and (b) other employees and agents to such extent as shall be authorized by the Board of Directors or the Corporation's Bylaws and by law.

To the fullest extent permitted by Florida statutory or decisional law, as amended or interpreted, no director or officer of the corporation shall be personally liable to the corporation or its stockholders for money damages. No amendment of the Articles of the Corporation or repeal of any of its provisions shall limit or eliminate the limitation on liability provided to directors and officers hereunder with respect to any act or omission occurring prior to such amendment or repeal.

### Other Expenses of Issuance and Distribution

The expense relating to the registration of the shares of common stock being registered hereby will be borne entirely by Eworld Interactive, Inc. and not the selling stockholders. Such expenses are estimated as follows:

<u>Item</u>	<u>Amount</u>
SEC Registration Fee	\$ 500
Transfer Agent Fee	500
Legal Fees	15,000
Printing and Engravings Expenses	0
Accounting Fees	<u>1,000</u>
Total	\$ 17,000

### Recent Sales of Unregistered Securities

On March 19, 2004, Earl T. Shannon and Steven W. Hudson agreed that 5,110,200 of their shares of common stock of Nucotec, Inc. would be redeemed by Nucotec, Inc. in exchange for all of Nucotec's shares of Salty's Warehouse, Inc. which consisted of 80 shares of common stock of Salty's Warehouse, Inc. This redemption was exempt from the registration provisions of the Act by virtue of Section 4(2) of the Act as a transaction by an issuer not involving any public offering. The securities issued in this transaction were restricted securities as defined in Rule 144 of the Act.

On April 20, 2004, Salty's Warehouse, Inc. issued ten shares of common stock to Scott W. Bodenweber for his past accounting services rendered to Salty's Warehouse, Inc. This issuance was exempt from the registration provisions of the Act by virtue of Section 4(2) of the Act as a transaction by an issuer not involving any public offering. The securities issued in this transaction were restricted securities as defined in Rule 144 of the Act.

From June 23, 2004 through March 22, 2005, Salty's Warehouse, Inc. conducted a private placement of its common stock. Salty's sold 6,400,000 shares of common stock to 52 accredited or sophisticated investors at \$0.01 per share for total net proceeds of \$58,921. No underwriter or NASD member broker/dealer participated in this private offering and no discounts or commissions were given or paid. This private placement was exempt from the registration provisions of the Act by virtue of Section 4(2) of the Act and pursuant to Rule 504 of Regulation D, as transactions by an issuer not involving any public offering. The securities issued pursuant to the private placement were restricted securities as defined in Rule 144 of the Act.

On April 3, 2006, we sold 750,000 shares of common stock to each of our officers and directors, Earl T. Shannon, Steven W. Hudson and Scott W. Bodenweber, for the purchase price of \$0.01 per share for an aggregate of 2,250,000 shares and gross proceeds to us of \$22,500. This issuance was exempt from the registration provisions of the Securities Act of 1933 (the "Act") by virtue of Section 4(2) of the Act as a transaction by an issuer not involving any public offering. The securities issued in this transaction were restricted securities as defined in Rule 144 of the Act.

On September 22, 2006, we sold 1,300,000 shares of common stock to each of our officers and directors, Earl T. Shannon, Steven W. Hudson and Scott W. Bodenweber, for the purchase price of \$0.01 per share for an aggregate of 3,900,000 shares and gross proceeds to us of \$39,000. These issuances were exempt from the registration provisions of the Securities Act of 1933 (the "Act") by virtue of Section 4(2) of the Act as a transaction by an issuer not involving any public offering. The securities issued in this transaction were restricted securities as defined in Rule 144 of the Act.

On February 2, 2007, the Company completed the sale of 970,000 shares of our common stock at a price of \$0.60 per share for a total proceeds to the Company of \$582,000 paid in cash. Each share purchased included one warrant for the purchase of our common stock at a price of \$0.80 per share. The warrants expire on December 31, 2008.

On February 14, 2007, the Company completed a private placement for \$1,000,000 consisting of two convertible debentures of \$500,000 each. Net proceeds to the Company were \$915,000 paid in cash. The terms of the convertible debentures provide for six percent interest accruing ninety days from the effective date, payable thereafter monthly and have a one year maturity. The conversion is at \$0.60 cents per share and includes a warrant for the purchase of additional shares at \$0.80; the warrant expires two years from the date issued. The Company is under obligation to register the underlying equity with penalty if not declared effective within six months.

On April 12, 2007, the Company commenced a new private offering and as of April 24, 2007 has sold 700,000 shares of our common stock at a price of \$0.60 per share for total proceeds to the Company of \$420,000 paid in cash. Each share purchased included one warrant for the purchase of our common stock at a price of \$0.80 per share. The warrants expire two years from the date of issue.

All shares were issued as exempted transactions under Section 4(2) of the Securities Act of 1933, Regulation S and are subject to Rule 144 of the Securities Act of 1933. The recipient(s) of our stock took their shares for investment purposes without a view to distribution. Furthermore, they had access to information concerning our Company and our business prospects; there was no general solicitation or advertising for the purchase of our shares; there were no commissions paid; and the securities are restricted pursuant to Rule 144.



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Effective May 21<sup>st</sup>, 2007 Eworld Interactive, Inc. (Eworld) acquired 100% of the issued and outstanding equity of Mojo Media Works, Limited (Mojo), a British Virgin Islands company. The purchase price for Mojo was 7,000,000 shares of common stock will be issued to 4 shareholders of MOJO and other persons designated by these shareholders in exchange for 100% of the outstanding equity of Mojo. Additional bonus shares can also be issued pursuant to performance conditions required of Mojo; these bonus shares could be up to 3,000,000 additional shares if all conditions are met.

The value of the consideration paid by Eworld bears no relation to the book value or ascertainable tangible or intangible assets of Mojo. Mojo has limited operations and has not established significant revenues to date through its operations. Based on the current market price for Eworld's common stock as quoted on the OTC.BB by the symbol EWIN the valuation would be approximately \$6,000,000. However, the common equity of Eworld has only been available for quotation for a limited time and has had limited trading volume during that time. The equity being issued in this transaction is restricted pursuant to Rule 144 and must be held for an extended period. The total transaction represents an issuance of only 14% in new equity. Eworld and Mojo having similar operational structures through their operations in China, assets, revenue history and other factors were significant considerations related to the amount and type of consideration paid. The synergies between the media portal operated by Eworld and media production opportunities presented by Mojo were also significant considerations related to this transaction.

All intangible assets were analyzed by management and it was determined that no value could reasonably be assigned to those assets at the date of acquisition.

All shares were issued as exempted transactions under Section 4(2) of the Securities Act of 1933, Regulation S and are subject to Rule 144 of the Securities Act of 1933. The recipient(s) of our stock took their shares for investment purposes without a view to distribution. Furthermore, they had access to information concerning our Company and our business prospects; there was no general solicitation or advertising for the purchase of our shares; there were no commissions paid; and the securities are restricted pursuant to Rule 144.

On June 11, 2007, \$1,000,000 of the convertible notes were converted to common stock at \$.60 per share and hence 1,666,667 shares of common stocks were issued.

All shares were issued as exempted transactions under Section 4(2) of the Securities Act of 1933, Regulation S and are subject to Rule 144 of the Securities Act of 1933. The recipient(s) of our stock took their shares for investment purposes without a view to distribution. Furthermore, they had access to information concerning our Company and our business prospects; there was no general solicitation or advertising for the purchase of our shares; there were no commissions paid; and the securities are restricted pursuant to Rule 144.

At September 30, 2007 we have 2,770,000 warrants outstanding at a strike price of \$.80 expiring from December 31, 2008 to February 14, 2009.

**Exhibits**

**Exhibits**

Exhibit Table

<u>Number</u>	<u>Description</u>
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**Eworld Interactive, Inc. includes the following exhibits:**

- |      |  |
|------|--|
| 4.1  | Form of Debenture with Lapointe Rosenstein, LLP, dated February 12, 2007 |
| 5.1  | Opinion Re: Legality   |
| 23.1 | Consent of Accountant  |
| 23.2 | Consent of Attorney (combined with Opinion Exhibit 5.1)                  |

**Eworld Interactive, Inc. includes, by reference, the following exhibits:**

- |     |  |
|-----|--|
| 3.1 | Articles of Incorporation, exhibit 3.1 filed with the registrant's Registration Statement on Form SB-2, as amended; filed with the Securities and Exchange Commission on December 27, 2005.              |
| 3.2 | Amendment to Articles of Incorporation, exhibit 3.2 filed with the registrant's Registration Statement on Form SB-2, as amended; filed with the Securities and Exchange Commission on December 27, 2005. |
| 3.3 | Amendment to Articles of Incorporation, exhibit 3.3 filed with the registrant's Registration Statement on Form SB-2, as amended; filed with the Securities and Exchange Commission on December 27, 2005. |
| 3.4 | Bylaws, filed as exhibit 3.4 with the registrant's Registration Statement on Form SB-2, as amended; filed with the Securities and Exchange Commission on December 27, 2005.                              |
| 3.5 | Amendment to Articles of Incorporation, filed as exhibit 3.5 with the registrant's Registration Statement on Form 8-A; filed with the Securities and Exchange Commission on December 14, 2006.           |

Eworld Interactive, Inc. includes herewith the following exhibits From our report on Form 8K filed on May 23, 2007

- |      |                                      |
|------|--------------------------------------|
| 10.1 | Agreement - Call Option              |
| 10.2 | Agreement - Equity Pledge            |
| 10.3 | Agreement - Commercial Consulting    |
| 10.4 | Agreement - Technical Service        |
| 10.5 | Agreement - Proxy                    |
| 10.6 | Agreement - Sub-License - Battlezone |

Eworld Interactive, Inc. includes herewith the following exhibits from our report on Form 8K filed on May 25, 2007.

- |      |  |
|------|--|
| 10.1 | Agreement – Definitive Stock Purchase Agreement  |
| 99.1 | Financial Statements – Eworld Interactive, Inc. - Unaudited Pro Forma Condensed Financial Statements for the Year Ended December 31,2007 and the Three Months Ended March 31, 2007                     |
| 99.2 | Financial Statements – Mojo Media Works, Ltd. - Audited Financial Statements for the Periods from June 1, 2006 (date of incorporation) to December 31, 2006 and from January 1, 2007 to April 30, 2007 |

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**Undertakings**

The undersigned registrant hereby undertakes to:

1. File, during any period in which it offers or sells securities, a post-effective amendment to this registration statement to:
  - a. Include any prospectus required by section 10(a)(3) of the Securities Act;
  - b. Reflect in the prospectus any facts or events which, individually or together, represent a fundamental change in the information in the registration statement; and notwithstanding the foregoing, any increase or decrease in volume of securities offered, and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.
  - c. 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. 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 liabilities (other than the 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 in the Securities Act and will be governed by the final adjudication of such issue.

## 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 all the requirements of filing on Form SB-2 and authorized this registration statement to be signed on its behalf by the undersigned, in the City of Shanghai, Country of China on November 30, 2007.

\_\_\_\_\_  
EWORLD INTERACTIVE, INC.

By: /s/ Guy Peckham, President  
Guy Peckham, President and Director  
Principal Executive Officer and Principal Accounting Officer

In accordance with the requirements of the Securities Act of 1933, this registration statement was signed by the following persons in the capacities and on the dates stated:

(Signature) /s/Guy Peckham\_\_\_\_\_

(Title) Director, President, Principal Executive Officer and Principal Accounting Officer\_\_\_\_

(Date) November 30, 2007\_\_\_\_\_

(Signature) /s/Frank A. O'Donnell\_\_\_\_\_

(Title) Director\_\_\_\_\_

(Date) November 30, 2007\_\_\_\_\_