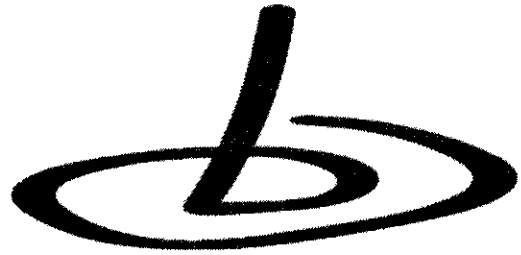


Exhibit A



blendz®

BLENDZ FRANCHISE SYSTEM, INC.

FINANCIAL STATEMENTS

BLENDZ FRANCHISE SYSTEM, INC.
(A Development Stage Company)

FINANCIAL STATEMENTS

Period from May 20, 2005 (Date of Inception)
to December 31, 2005

BLENDZ FRANCHISE SYSTEM, INC.
(A Development Stage Company)

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Statement of Cash Flows	5
Notes to Financial Statements	6

Thomas C. Bondi
Lawrence S. Kuechler
Roberto M. Maragoni
Frank A. Minuti, Jr.

EMERITUS

Alexander W. Berger (1916-2005)
Griffith R. Lewis



CERTIFIED PUBLIC ACCOUNTANTS AND BUSINESS ADVISORS

Daniel C. Moors
Randy G. Peterson
Martha A. Sanford
Robert W. Smiley
Suzanne M. Weber

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Blendz Franchise System, Inc.
(A Development Stage Company)
Campbell, California

We have audited the accompanying balance sheet of Blendz Franchise System, Inc. (a California corporation in the development stage) as of December 31, 2005, and the related statement of operations, changes in stockholders' equity, and cash flows for the period from May 20, 2005 (date of inception) to December 31, 2005. 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 audit.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Blendz Franchise System, Inc. as of December 31, 2005, and the results of its operations and its cash flows for the period from May 20, 2005 (date of inception) to December 31, 2005 in conformity with accounting principles generally accepted in the United States of America.

Berger/Lewis Accountancy Corporation hereby consents to the use in the Franchise Disclosure Document or Uniform Franchise Offering filed by Blendz Franchise Systems, Inc. of our report dated March 13, 2006, relating to the financial statements of Blendz Franchise Systems, Inc. for the period from May 20, 2005 (date of inception) to December 31, 2005.

Berger/Lewis Accountancy Corporation

BERGER/LEWIS ACCOUNTANCY CORPORATION
San Jose, California
March 13, 2006

99 ALMADEN BLVD. SUITE 600 SAN JOSE, CA 95113 (408) 494-1200 (P) (408) 279-8186 (F)

MEMBER OF  AN ASSOCIATION OF SEPARATE AND INDEPENDENT ACCOUNTING & CONSULTING FIRMS

- 1 -

BLENDZ FRANCHISE SYSTEM, INC.
(A Development Stage Company)

BALANCE SHEET

December 31, 2005

ASSETS

CURRENT ASSETS:	
Cash and Cash Equivalents	\$ <u>121</u>
OTHER ASSETS:	
Franchise Development Costs	<u>99,950</u>
TOTAL ASSETS	\$ <u>100,071</u>

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES:	
Note Payable - Stockholder	\$ <u>150</u>
Total Liabilities	<u>150</u>
STOCKHOLDERS' EQUITY:	
Common Stock, No Par Value, 100,000 Shares Authorized, 1,000 Shares Issued and Outstanding	100,000
Deficit Accumulated During the Development Stage	<u>(79)</u>
Total Stockholders' Equity	<u>99,921</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ <u>100,071</u>

The Accompanying Notes are an Integral Part of these Financial Statements.

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BLENDZ FRANCHISE SYSTEM, INC.
(A Development Stage Company)

STATEMENT OF OPERATIONS

Period from May 20, 2005 (Date of Inception) to December 31, 2005

REVENUE	\$	-
EXPENSES		<u>79</u>
NET LOSS	\$	<u>(79)</u>

The Accompanying Notes are an Integral Part of these Financial Statements.

BLENDZ FRANCHISE SYSTEM, INC.
 STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
 Period from May 20, 2005 (Date of Inception) to December 31, 2005

	Common Stock	Accumulated Deficit	Total Stockholders' Equity
BALANCE, May 20, 2005	\$ -	\$ -	\$ -
Common Stock Issued	100,000	-	100,000
Net Loss	-	(79)	(79)
BALANCE, December 31, 2005	<u>\$ 100,000</u>	<u>\$ (79)</u>	<u>\$ 99,921</u>

The Accompanying Notes are an Integral Part of these Financial Statements.

BLENDZ FRANCHISE SYSTEM, INC.
(A Development Stage Company)

STATEMENT OF CASH FLOWS

Period from May 20, 2005 (Date of Inception) to December 31, 2005

CASH FLOWS FROM OPERATING ACTIVITIES:	
Net Loss	\$ <u>(79)</u>
Net Cash Used by Operating Activities	<u>(79)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:	
Payments to Franchise Development	<u>(99,950)</u>
Net Cash Used by Investing Activities	<u>(99,950)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:	
Proceeds from Issuance of Common Stock	100,000
Proceeds from Note Payable - Stockholder	<u>150</u>
Net Cash Provided by Financing Activities	<u>100,150</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	121
CASH AND CASH EQUIVALENTS, Beginning of Period	<u>-</u>
CASH AND CASH EQUIVALENTS, End of Period	<u>\$ 121</u>

The Accompanying Notes are an Integral Part of these Financial Statements.

BLENDZ FRANCHISE SYSTEM, INC.
(A Development Stage Company)
NOTES TO FINANCIAL STATEMENTS

NOTE 1 - GENERAL INFORMATION:

Blendz Franchise System, Inc. (the "Company"), is a California corporation established on May 20, 2005, and is engaged in the development and sale of quality food businesses under franchise arrangements. The Company headquarters are in Campbell, Ca. The Company plans to have operations in several states and internationally.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Accounting - The financial statements of Blendz Franchise System, Inc. have been prepared on the accrual basis of accounting.

Use of Estimates - The preparation of financial statements in conformity with generally accepted accounting principles includes the use of estimates that affect the financial statements. Accordingly, actual results could differ from those estimates.

Cash and Cash Equivalents - Cash and cash equivalents include highly liquid investments and investments with a maturity of three months or less.

Franchise Development Costs - Franchise development costs consist of costs incurred in the development of the Company's franchise offering circular and franchise program, which will be capitalized and amortized using the straight-line method when they are placed in service.

Income Taxes - The Company uses Statement of Financial Accounting Standards (SFAS) No. 109, Accounting for Income Taxes in reporting deferred income taxes. SFAS No. 109 requires a company to recognize deferred tax assets and liabilities for the expected future income tax consequences of events that have been recognized in the Company's financial statements. Under this method, deferred tax assets and liabilities are determined based on temporary differences between the financial carrying amounts and the tax bases of assets and liabilities using enacted tax rates in effect in the years in which the temporary differences are expected to reverse. There was no provision for income taxes for the year ended December 31, 2005.

NOTE 3 - DEVELOPMENT STAGE OPERATIONS:

The Corporation was formed May 20, 2005 with the issuance of 1,000 shares of common stock in exchange for \$100,000 cash. Operations are expected to commence upon the sale of an initial franchise.

BLENDZ FRANCHISE SYSTEM, INC.
(A Development Stage Company)
NOTES TO FINANCIAL STATEMENTS

NOTE 4 - RELATED PARTY TRANSACTIONS:

Stockholder Loans - During the year ended December 31, 2005 a stockholder loaned \$150 to the Company. The loan is due on demand and is non-interest bearing.

Franchise Development Costs - During the year ended December 31, 2005, Blendz Franchise System, Inc. engaged Blendz, LLC to procure and develop through consultants and advisors the franchise documentation. Blendz, LLC is a related entity through common shareholder/member interests.

Thomas C. Bondi
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Daniel C. Moors
Martha A. Sanford
Robert W. Smiley
Suzanne M. Weber

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Blendz Franchise System, Inc.
(A Development Stage Company)
Campbell, California

We have audited the accompanying balance sheet of Blendz Franchise System, Inc. (a California corporation in the development stage) as of May 23, 2005, and the related statement of operations and retained earnings, and cash flows for the period of inception (May 20, 2005) to May 23, 2005. 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 audit.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Blendz Franchise System, Inc. as of May 23, 2005, and the results of its operations and its cash flow for the initial period then ended in conformity with accounting principles generally accepted in the United States of America.

Berger Lewis Accountancy Corporation hereby consents to the use in the Franchise Disclosure Document filed by Blendz Franchise Systems, Inc. of our report dated July 21, 2005, relating to the financial statements of Blendz Franchise Systems, Inc. for the period ended May 23, 2005.

A handwritten signature in cursive script that reads "Berger Lewis Accountancy Corporation".

BERGER/LEWIS ACCOUNTANCY CORPORATION
San Jose, California
July 21, 2005

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Certified Public Accountants and Business Advisors



Associated with AGN International

BLENDZ FRANCHISE SYSTEM, INC.
(A Development Stage Company)

BALANCE SHEET

May 23, 2005

ASSETS

CURRENT ASSETS:

Cash and Cash Equivalents \$ 100,000

TOTAL ASSETS \$ 100,000

LIABILITIES AND STOCKHOLDER'S EQUITY

STOCKHOLDER EQUITY'S:

Common Stock, no par value, 100,000 Shares Authorized,
1,000 Shares Issued and Outstanding \$ 100,000

Retained Earnings 0

TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY \$ 100,000

The Accompanying Notes are an Integral Part of these Financial Statements.

BLENDZ FRANCHISE SYSTEM, INC.
(A Development Stage Company)
STATEMENT OF OPERATIONS AND RETAINED EARNINGS
For the Period of Inception (May 20, 2005) to May 23, 2005

REVENUE	\$	0
EXPENSES		<u>0</u>
NET INCOME		0
RETAINED EARNINGS, Beginning of Period		<u>0</u>
RETAINED EARNINGS, End of Period	\$	<u>0</u>

The Accompanying Notes are an Integral Part of these Financial Statements.

BLENDZ FRANCHISE SYSTEM, INC.
(A Development Stage Company)

STATEMENT OF CASH FLOWS

For the Period of Inception (May 20, 2005) to May 23, 2005

CASH FLOWS FROM FINANCING ACTIVITIES:	
Proceeds From Issuance of Common Stock	<u>\$ 100,000</u>
Net Cash Provided by Financing Activities	<u>100,000</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	100,000
CASH AND CASH EQUIVALENTS, Beginning of Period	<u>0</u>
CASH AND CASH EQUIVALENTS, End of Period	<u>\$ 100,000</u>

The Accompanying Notes are an Integral Part of these Financial Statements.

BLENDZ FRANCHISE SYSTEM, INC.
(A Development Stage Company)
NOTES TO FINANCIAL STATEMENTS

NOTE 1 - GENERAL INFORMATION:

Blendz Franchise System, Inc. (the "Company"), is a California corporation established on May 20, 2005 and is engaged in the development and sale of quality food businesses under franchise arrangements. The Company headquarters are in Campbell, CA. The Company plans to have operations in several states and internationally. Additionally, the Company expects to elect subchapter S status under the Internal Revenue Code.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Accounting - The financial statements of Blendz Franchise System, Inc. have been prepared on the accrual basis of accounting.

Use of Estimates - The preparation of financial statements in conformity with generally accepted accounting principles includes the use of estimates that affect the financial statements. Accordingly, actual results could differ from those estimates.

Cash and Cash Equivalents - Cash and cash equivalents include highly liquid investments and investments with a maturity of three months or less.

Income Taxes - In lieu of corporation income taxes, the stockholders of an S corporation are taxed on their proportionate share of the Company's taxable income. Therefore, no provision or liability for federal income taxes has been included in the financial statements related to the Company's taxable income. Under state income tax laws, an S corporation is also required to pay income taxes at a rate of 1.5%. A provision has been included for the Company's state and local tax liabilities, which for the current period is none.

NOTE 3 - DEVELOPMENT STAGE OPERATIONS:

The Corporation was formed May 20, 2005 with the issuance of 1,000 shares of common stock in exchange for \$100,000 cash. Operations are expected to commence upon the Company receiving approval from the filing of a UFOC.