

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 10-K**

(X) ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934 For the fiscal year ended December 31, 2008

OR

( ) TRANSITION REPORT UNDER SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE  
ACT OF 1934 For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number : 001 - 12571

**FOCUS AFFILIATES, INC.**

( Name of small business issuer in its charter )

Delaware

95 - 4467726

-----  
( State or other jurisdiction of  
incorporation or organization )

-----  
( I. R. S. Empl. Ident. No. )

3500 South Dupont Highway, Dover, DE 19901

---

( Address of principal executive offices ) ( Zip Code )

1 - 800 - 346 - 4646

( Issuer's telephone number )

Securities registered under Section 12(b) of the Exchange Act : None      None

Securities registered under Section 12(g) of the Exchange Act :- Common Stock, \$0.001 par value

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15 (d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ( X ) No ( )

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-K contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statement incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K ( X )

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer, or a small reporting company. See definitions of "large accelerated filer," "accelerated filer", and "small reporting company" in Rule 12B-2 of the Exchange Act. (Check one) :

Large accelerated filer ( )

Accelerated filer ( X )

Non-accelerated filer ( )

Smaller reporting company ( )

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act) YES ( X ) NO ( )

As of December 31, 2008, the aggregate market value of the voting stock held by non-affiliates of the Registrant was \$61,956 based upon the closing sales price of the Registrant's Common Stock as reported on the Over the Counter Bulletin Board of \$0.0007.

As of February 9, 2009, there were 638,508,112 shares of common stock, \$0.001 par value per share, outstanding.

**FOCUS AFFILIATES, INC.**  
**FORM 10-K**  
**For the Fiscal Year Ended December 31, 2008**  
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## **PART 1**

### **ITEM 1. DESCRIPTION OF BUSINESS**

Focus Affiliates, Inc. ( the "Company" or the " Registrant" ) was incorporated in the State of Delaware on March 1994 as Cellular Telecom Corporation and subsequently changed its name to Intellicell Corp. in June 1996 and then to Focus Affiliates, Inc. on September 29, 1999.

The Company was reinstated on December 8, 2006 in the State of Delaware by an incorporator. The Company has been dormant since 2001 and was reorganized under new management on March 16, 2007 which will put the Company into the Development Stage.

The Company, based on proposed business activities, is a " blank check " company. The SEC defines those companies as " any development stage company that is issuing a penny stock, within the meaning of Section 3 ( a ) ( 51 ) of the Exchange Act, and that has no specific business plan or purpose, or has indicated that its business plan is to merge with an unidentified company or companies. " Many states have enacted statutes, rules and regulations limiting the sale of securities of " blank check " companies in their respective jurisdictions. Management does not intend to undertake any efforts to cause a market to develop in our securities, either debt or equity, until we have successfully concluded a business combination. The Company intends to comply with the periodic reporting requirements of the Exchange Act for so long as we are subject to those requirements.

The Company was reorganized as a vehicle to investigate and, if such investigation warrants, acquire a target company or business seeking the perceived advantages of being a publicly held corporation. The Company's principal business objective for the next 12 months and beyond such time will be to achieve long-term growth potential through a combination with a business rather than immediate, short-term earnings. The Company will not restrict its potential candidate target companies to any specific business, industry or geographical location and, thus, may acquire any type of business.

The analysis of new business opportunities has and will be undertaken by or under the supervision of the officers and directors of the Registrant. The Registrant has considered potential acquisition transactions with several companies, but as of this date has not entered into any Letter of Intent or other agreement with any party. The Registrant has unrestricted flexibility in seeking, analyzing and participating in potential business opportunities. In its effort to analyze potential acquisition targets, the Registrant will consider the following kinds of factors :-

- ( a ) Potential for growth, indicated by new technology, anticipated market expansion or new products;
- ( b ) Competitive position as compared to other firms of similar size and experience within the industry segment as well as within the industry as a whole;
- ( c ) Strength and diversity of management, either in place or scheduled for recruitment;
- ( d ) Capital requirements and anticipated availability of required funds, to be provided by the Registrant or from operations, through the sale of additional securities, through joint ventures or similar arrangements or from other sources;

- ( e ) The cost of participation by the Registrant as compared to the perceived tangible and intangible values and potentials;
- ( f ) The extent to which the business opportunity can be advanced;
- ( g ) The accessibility of required management expertise, personnel, raw materials, services, professional assistance and other required items; and
- ( h ) Other relevant factors.

In applying the foregoing criteria, no one of which will be controlling, management will attempt to analyze all factors and circumstances and make a determination based upon reasonable investigative measures and available data. Potentially available business opportunities may occur in many different industries, and at various stages of development, all of which will make the task of comparative investigation and analysis of such business opportunities extremely difficult and complex. Due to the Registrant's limited capital available for investigation, the Registrant may not discover or adequately evaluate adverse facts about the opportunity to be acquired.

It is anticipated that the investigation of specific business opportunities and the negotiation, drafting and execution of relevant agreements, disclosure documents and other instruments will require substantial management time and attention and substantial cost for accountants, attorneys and others. If a decision is made not to participate in a specific business opportunity, the costs theretofore incurred in the related investigation would not be recoverable. Furthermore, even if an agreement is reached for the participation in a specific business opportunity, the failure to consummate that transaction may result in the loss to the Registrant of the related costs incurred.

We presently have no employees. Our sole officer and director is engaged in outside business activities and anticipate that he will devote to our business only several hours per week until the acquisition of a successful business opportunity has been consummated. We expect no significant changes in the number of our employees other than such changes, if any, incident to a business combination.

## **ITEM 1A. RISK FACTORS**

**AN INVESTMENT IN THE COMPANY IS HIGHLY SPECULATIVE IN NATURE AND INVOLVES AN EXTREMELY HIGH DEGREE OF RISK.**

We operate in a dynamic and rapidly changing business environment that involves substantial risks and uncertainty. Additional risks not presently known to us, or that we currently deem immaterial, may become important factors that impair our business operations. Any of these risks could caused, or contribute to causing, our actual results to differ materially from expectations. Prospective and existing investors are strongly urged to carefully consider the various cautionary statements and risks set forth in this report and our other public filings.

**FUTURE SUCCESS IS HIGHLY DEPENDENT ON THE ABILITY OF MANAGEMENT TO LOCATE AND ATTRACT A SUITABLE ACQUISITION.**

The nature of our operations is highly speculative and there is a consequent risk of loss of your investments. The success of our plan of operation will depend to a great extent on the operations, financial condition and management of the identified business opportunity. While management intends to seek business combination(s) with entities having established operating histories, we cannot assure you that we will be successful in locating candidates meeting that criterion. In the event we complete a business combination, the success of our operations may be dependent upon management of the successor firm or venture partner firm and numerous other factors beyond our control.

THE COMPANY HAS NO EXISTING AGREEMENT FOR A BUSINESS COMBINATION OR OTHER TRANSACTION.

We have no arrangement, agreement or understanding with respect to engaging in a merger with, joint venture with or acquisition of, a private or public entity. No assurances can be given that we will successfully identify and evaluate suitable business opportunities or that we will conclude a business combination. Management has not identified any particular industry or specific business within an industry for evaluation. We cannot guarantee that we will be able to negotiate a business combination on favorable terms, and there is consequently a risk that funds allocated to the purchase of our shares will not be invested in a company with active business operations.

MANAGEMENT INTENDS TO DEVOTE ONLY A LIMITED AMOUNT OF TIME TO SEEKING A TARGET COMPANY WHICH MAY ADVERSELY IMPACT OUR ABILITY TO IDENTIFY A SUITABLE ACQUISITION CANDIDATE.

While seeking a business combination, management anticipates devoting no more than a few hours per week to the Company's affairs. Our officers have not entered into written employment agreements with us and are not expected to do so in the foreseeable future. This limited commitment may adversely impact our ability to identify and consummate a successful business combination.

ANY POTENTIAL ACQUISITION OR MERGER WITH A FOREIGN COMPANY MAY SUBJECT US TO ADDITIONAL RISKS.

If we enter into a business combination with a foreign concern, we will be subject to risks inherent in business operations outside of the United States. These risks include, for example, currency fluctuations, regulatory problems, punitive tariffs, unstable local tax policies, trade embargoes, risks related to shipment of raw materials and finished goods across national borders and cultural and language differences. Foreign economies may differ favorably or unfavorably from the United States economy in growth of gross national product, rate of inflation, market development, rate of savings, and capital investment, resources self-sufficiency and balance of payments positions, and in other respects.

THE COMPANY INTENDS TO ISSUE MORE SHARES IN A MERGER OR ACQUISITION, WHICH WILL RESULT IN SUBSTANTIAL DILUTION.

Our certificate of incorporation authorizes the issuance of a maximum of 1,000,000,000 shares of common stock. Any merger or acquisition effected by us may result in the issuance of additional securities without stockholder approval and may result in substantial dilution in the percentage of our common stock held by our then existing stockholders. Moreover, the common stock issued in any merger or acquisition transaction may be valued on an arbitrary or non-arm's-length basis by our management, resulting in an additional reduction in the percentage of common stock held by our then existing stockholders. Our Board of Directors has the power to issue any or all of such authorized but unissued shares without stockholder approval. To the extent that additional shares of Common Stock are issued in connection with a business combination or otherwise, dilution to the interests of our stockholders will occur and the rights of the holders of Common Stock might be materially adversely affected.

THESE REGISTRATION STATEMENT CONTAINS FORWARD-LOOKING STATEMENTS AND INFORMATION RELATING TO US, OUR INDUSTRY AND TO OTHER BUSINESSES.

These forward-looking statements are based on the beliefs of our management, as well as assumptions made by and information currently available to our management. When used in this prospectus, the words "estimate," "project," "believe," "anticipate," "intend," "expect" and similar expressions are intended to identify forward-looking statements. These statements reflect our current views with respect to future events and are subject to risks and uncertainties that may cause our actual results to differ materially from those contemplated in our forward-looking statements. We caution you not to place undue reliance on these forward-looking statements, which speak only as of the date of this prospectus. We do not undertake any obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date of this prospectus or to reflect the occurrence of unanticipated events.

#### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None

#### **ITEM 2. PROPERTIES**

The Company neither rents or owns any properties. The Company currently has no policy with respect to investments or interests in real estate, real estate mortgages or securities of, or interests in, persons primarily engaged in real estate activities.

#### **ITEM 3. LEGAL PROCEEDINGS**

There are not presently any material pending legal proceedings to which the Registrant is a party or as to which any of its property is subject, and no such proceedings are known to the Registrant to be threatened or contemplated against it.

#### **ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

None

## PART 2

### ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDERS MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

#### ( a ) Market Price

The Company's Common Stock is presently quoted on the National Association of Securities Dealers' Over-The-Counter Bulletin Board under the symbol "FONE".

The Company has not paid cash dividends on its common stock. The Company anticipates that for the foreseeable future any earnings will be retained for use in its business, and no cash dividends will be paid on the common stock. Declaration of common stock dividends will remain within the discretion of the Company's Board of Directors and will depend upon the Company's growth, profitability, financial condition and other relevant factors.

The table below reflects the high and low "bid" and "ask" quotations for the Company's Common Stock for each of the calendar years covered by this report, as reported by the National Association of Securities Dealers Over the Counter Bulletin Board National Quotation System. The prices reflect inter-dealer prices, without retail mark-up, markdown or commission and do not necessarily represent actual transactions.

	2007	High	Low
1st Quarter		0.0020	0.0005
2nd Quarter		0.0010	0.0005
3rd Quarter		0.0020	0.0005
4th Quarter		0.0020	0.0020
	2008	High	Low
1st Quarter		0.0040	1.0007
2nd Quarter		0.0030	0.0010
3rd Quarter		0.0012	0.0010
4th Quarter		0.0010	0.0007

( b ) Dividends. We have not paid any dividends on our common stock to date and do not intend to pay dividends prior to the completion of a business combination. The payment of dividends in the future will be contingent upon our revenues and earnings, if any, capital requirements and general financial condition subsequent to completion of a business combination. The payment of any dividends subsequent to a business combination will be within the discretion of our then board of directors. It is the present intention of our board of directors to retain all earnings, if any, for use in our business operations and, accordingly, our board does not anticipate declaring any dividends in the foreseeable future.



( c ) Transfer Agent

The Transfer Agent for the Company's Common Stock is Presidents Stock Transfer, located at 900, 850 West Hastings Street, Vancouver, BC V6C 1E1 Canada.

### Recent Sales of Unregistered Securities and Use of Proceeds

None

### ITEM 6. SELECTED FINANCIAL DATA

The selected financial data set forth below should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations," the financial statements and the related notes included elsewhere in this Annual Report on Form 10-K.

The statements of operations data for the years ended December 31, 2008 and 2007 and the balance sheets data at December 31, 2008 and 2007 are derived from our financial statements.

	Year Ended December 31,	
	2008	2007
Statements of Operations Data :		
Total revenues	-	-
Expenses		
Reorganization and general expenses	31	25,000
Filing fees	1,717	-
Total expenses	1,748	25,000
Net income (loss)	(1,748)	(25,000)
Earnings (loss) per share attributable to common stockholders :	(0.00)	(0.00)
Shares used in computing net income (loss) per share	638,508,112	638,508,112
	Year Ended December 31,	
	2008	2007
Balance Sheets Data :		
Cash and cash equivalents	-	-
Working capital (deficit)	(26,748)	(25,000)
Total assets	-	-
Total stockholders' equity (deficit)	(26,748)	(25,000)

## **ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following Management's Discussion and Analysis of Financial Condition and Results of Operations, as well as information contained in "Risk Factors" in Part 2, Item 1A and elsewhere in this yearly Report on Form 10K, contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We intend that these forward-looking statements be subject to the safe harbors created by those provisions. Forward-looking statements are generally written in the future tense and/or are preceded by words such as "will," "may," "should," "forecast," "could," "expect," "suggest," "believe," "anticipate," "intend," "plan," or other similar words. These statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, many of which are beyond our control, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. These risks and uncertainties include, but are not limited to, those described in "Risk Factors" and elsewhere in this report. Forward-looking statements that were believed to be true at the time made may ultimately prove to be incorrect or false.

### **COMPANY OVERVIEW**

The Company has been in the process of identifying and discussing strategic merger or acquisitions. The Company will need to raise substantial additional capital to fund this strategy. The Company is seeking such additional funds through private equity or debt financing. There can be no assurance that such funding will be available on acceptable terms. The Company's continued existence as a going concern is ultimately dependent upon its ability to secure additional funding. The Company has no lines of credit available at this time.

### **OPERATION**

The Company has not been active since 2001. The losses for the year ended December 31, 2008 was \$1,240 for filing and general expenses. There was no revenue for the year ended December 31, 2008.

### **BUSINESS COMBINATION**

The Company's main objective is to achieve long-term growth potential through a combination with a business. The Company will not restrict the potential candidate target companies to any specific business, industry or geographical location and, thus, may acquire any type of business. At present, the Company has no business opportunities under contemplation for acquisitions. No assurances can be given that the Company will be successful in locating or negotiating with any target business.

Our management anticipates that it will likely be able to effect only one business combination, due primarily to our limited financing, and the dilution of interest for present and prospective stockholders, which is likely to occur as a result of our management's plan to offer a controlling interest to a target business in order to achieve a tax free reorganization. This lack of diversification should be considered a substantial risk in investing in us, because it will not permit us to offset potential losses from one venture against gains from another.

We do not currently intend to retain any entity to act as a "finder" to identify and analyze the merits of potential target businesses.

## **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The Company does not hold any derivatives or investments that are subject to market risks. The carrying values of any financial instruments, approximate fair value as of those dates because of the relatively short-term maturity of these instruments which eliminates any potential market risk associated with such instruments.

## **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

### **1ST LIGHT RESOURCES, CORP.**

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**FOCUS AFFILIATES, INC.**  
**(FORMERLY : INTELICEL CORP.)**  
(A development stage company)

**These financial statements have not been reviewed or audited by our independent auditors**

**Balance Sheet As At December 31, 2008 and 2007**

(U.S. Dollars)

(Unaudited)

	2008	2007
<b>Assets</b>		
<b>Current Assets</b>	-	-
<b>Total Assets</b>	\$ -	-
<b>Liabilities</b>		
Related parties accounts	26,748	25,000
<b>Total Liabilities</b>	\$ 26,748	25,000
<b>Stockholders' Equity</b>		
Common stock, \$0.001 par value		
Authorized 1,000,000,000 shares		
638,508,112 shares issued and outstanding at	\$ 638,508	638,508
December 31, 2008 and 2007		
Additional paid-in capital	(638,508)	(638,508)
Accumulated deficit	(26,748)	(25,000)
<b>Total Stockholders' Equity (Deficit)</b>	(26,748)	(25,000)
<b>Total Liabilities and Stockholders' Equity</b>	\$ -	-

The accompanying notes are an integral part of the financial statements

**FOCUS AFFILIATES, INC.**  
**(FORMERLY : INTELICEL CORP.)**  
(A development stage company)

**STATEMENTS OF OPERATIONS**  
**For the year ended December 31, 2008 and 2007**  
(U.S. Dollars)  
(Unaudited)

	2008	2007
<b>Revenue</b>	\$ -	-
<b>Expenses</b>		
Reorganization and general expenses	31	25,000
Filing fees	1,717	-
<b>Total</b>	\$ 1,748	25,000
<b>Operating loss</b>	\$ (1,748)	(25,000)
Net loss per common shares - Basic and Diluted	(0.00)	(0.00)
Weighted average number of shares outstanding	638,508,112	638,508,112

The accompanying notes are an integral part of the financial statements

**FOCUS AFFILIATES, INC.**  
**(FORMERLY : INTELICEL CORP.)**  
(A development stage company)

**Statement of Stockholders' Equity from the period of entry into the  
Development Stage (March 16, 2007) to December 31, 2008**

(U.S. Dollars )

(Unaudited)

	Shares	Amount	Additional Paid-In Capital	Accum. Deficit	Total Stockholders' Equity
Balance, March 2007	638,508,112	638,508	(638,508)	-	-
Net loss for the period				(25,000)	(25,000)
Balance December 31, 2007	638,508,112	638,508	(638,508)	(25,000)	(25,000)
Net loss for the year				(1,748)	(1,748)
Balance, December 31, 2008	638,508,112	638,508	(638,508)	(26,748)	(26,748)

The accompanying notes are an integral part of the financial statements

**FOCUS AFFILIATES, INC.**  
**(FORMERLY : INTELLICEL CORP.)**  
(A development stage company)

**Statements Of Cash Flows For The Year Ended December 31, 2008 and 2007**

(Unaudited)

(U.S. Dollars )

	2008	2007
<b>Cash Flows (Used In) Provided By :</b>		
<b>Operating Activities</b>		
Net Loss	\$ (1,748)	(25,000)
Adjustments to reconcile net loss to net cash provided by operations :		
Related parties account	1,748	-
	-	(25,000)
<b>Investing Activities</b>	-	-
<b>Financing Activities</b>		
Due to shareholders	-	25,000
Increase/(Decrease) in Cash	-	-
Cash, beginning	-	-
Cash, ending	\$ -	-

The accompanying notes are an integral part of the financial statements

**FOCUS AFFILIATES, INC.**  
**(FORMERLY : INTELICEL CORP.)**  
(A development stage company)  
**NOTES TO FINANCIAL STATEMENTS**

December 31, 2008

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**1. GENERAL COMPANY INFORMATION**

Focus Affiliates, Inc. ( the "Company" or the " Registrant" ) is a Delaware corporation. It was incorporated on March 1994 as Cellular Telecom Corporation and subsequently changed its name to Intellicell Corp. in June 1996 and then to Focus Affiliates, Inc in October, 1999.

The Company was reinstated on December 8, 2006 in the State of Delaware by an incorporator. The Company has been dormant since 2001 and was reorganized under new management on March 16, 2007 which will put the Company into the Development Stage.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States. Because a precise determination of many assets and liabilities is dependent upon future events the preparation of financial statements for a period necessarily involves the use of estimates which have been made using careful judgment.

The financial statements have, in management's opinion, been properly prepared within reasonable limits of materiality within the framework of the accounting policies summarized below :

(a) Cash and cash equivalents

The Company considers all short-term investments, including investments in certificates of deposits, with a maturity date at purchase of three months or less to be cash equivalents.

(b) Use Of Estimates

In preparing financial statements in conformity with accounting principles generally accepted in the United States of America ( US GAAP ), management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

(c) Foreign currencies

The functional currency of the Company is the United States dollar. Transactions in foreign currencies are translated into United States dollars at the rates in effect on the transaction date. Exchange gains or losses arising on translation or settlement of foreign currency denominated monetary items are included in the statement of operations.



**FOCUS AFFILIATES, INC.**  
**(FORMERLY : INTELICEL CORP.)**  
(A development stage company)  
**NOTES TO FINANCIAL STATEMENTS**

December 31, 2008

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**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

(d) Income taxes

The Company follows the asset and liability method of accounting for income taxes. Under this method, current taxes are recognized for the estimated income taxes payable for the current period.

Deferred income taxes are provided based on the estimated future tax effects on temporary differences between financial statement carrying amounts of assets and liabilities and their respective tax bases as well as the benefit of losses available to be carried forward to future years for tax purposes.

Deferred tax assets and liabilities are measured using enacted tax rates that are expected to apply to taxable income in the years in which those temporary differences are expected to be covered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in operations in the period that includes the enactment date. A valuation allowance is recorded for deferred tax assets when it is more likely than not that such deferred tax assets will not be realized.

(e) Loss per share

Loss per share computations are based on the weighted average number of common shares outstanding during the period. Common share equivalents consisting of stock options and warrants are not considered in the computation because their effect would be anti-dilative.

**3. Stockholders' Equity**

As of December 31, 2008 the Company has issued and outstanding common stock of 638,508,112 shares of \$0.001 par value.

**4. Share Capital**

Amend the Company's authorized share capital

On March 16, 2007 the authorized shares capital was increased as follows :-

Authorized common stock consist of 1,000,000,000 shares having a par value of \$0.001 per share.

## **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

### **ITEM 9A. CONTROLS AND PROCEDURES**

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company's Exchange Act reports is recorded, processed and summarized and is reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure control procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As of the date of this report, the Company's management, including the President ( principal executive officer ) and Chief Financial Officer, carried out an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Exchange Act Rule 13a-14. Based upon the evaluation, the Company's President ( principal executive officer ) and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective in timely alerting them to material information required to be included in the Company's periodic SEC filings. There have been no significant changes in the Company's disclosure controls and procedures or in other factors, which could significantly affect disclosure controls subsequent to the date the Company's management carried out its evaluation. During the period covered by this quarterly report on Form 10Q, there was no change in our internal control over financial reporting ( as defined in Rule 13a - 15(f) under the Exchange Act ) that materially affected, or is reasonably likely materially affect, our internal control over financial reporting.

### **ITEM 9B. OTHER INFORMATION**

None.

## **PART 3**

### **ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The following table furnishes the information concerning Company directors and officers as of the date of this report. The directors of the Registrant are elected every year and serve until their successors are elected and qualify. They are :

Name	Title
Michael Burke	President and Director

## ITEM 11. EXECUTIVE COMPENSATION

None

## ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth, as of December 31, 2008, the number of shares of Common Stock owned of record and beneficially by executive officers, directors and persons who hold 5% or more of the outstanding Common Stock of the Company. Also included are the shares held by all executive officers and directors as a group.

Name and Address	Amount and Nature of Beneficial Ownership	Percentage of Class
Corporate Advisors Management	333,333	15.67%
Cherrett Law Office	166,667	7.83%
Cyberhand Technologies International	1,333,333	62.65%

## ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

None

## ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

None

## PART 4

## ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES SIGNATURES AND EXHIBIT INDEX

(a) The following documents are filed as part of this Report :

### 1. Financial Statements :

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## 2. Exhibits

Exhibit Number	Exhibit Description
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31.01	Certification of Principal Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act and Section 302 of the Sarbanes-Oxley Act of 2002.
31.02	Certification of Principal Accounting Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act and Section 302 of the Sarbanes-Oxley Act of 2002.
32.01	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
32.02	Certification of Principal Accounting Officer pursuant to 18 U.S.C. Section 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*

\* These certificates accompany Focus Affiliates, Inc. Annual Reports on Form 10-K; they are not deemed "filed" with the Securities and Exchange Commission and are not to be incorporated by reference in any filing of Focus Affiliates, Inc. under the Securities Act of 1933, or the Securities Exchange Act of 1934, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

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### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

March 2, 2009

Focus Affiliates, Inc.

/s/ Michael Burke

\_\_\_\_\_  
Michael Burke  
Director and Chief Executive Officer

/s/ Michael Lee

\_\_\_\_\_  
Michael Lee  
Chief Accounting Officer

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO  
RULE 13A-14(A) OF THE SECURITIES EXCHANGE ACT AND  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Michael Burke, Director and Chief Executive Officer of Focus Affiliates, Inc. certify that :

1. I have reviewed this Annual Report on Form 10-K of Focus Affiliates, Inc. ;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have :
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with general accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions ):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarized and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated : March 2, 2009

Signature : /s/ Michael Burke

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Michael Burke  
Director and Chief Executive Officer

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO  
RULE 13A-14(A) OF THE SECURITIES EXCHANGE ACT AND  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Michael Lee, Chief Accounting Officer of Focus Affiliates, Inc. certify that :

1. I have reviewed this Annual Report on Form 10-K of Focus Affiliates, Inc. ;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have :
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with general accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions ):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarized and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated : March 2, 2009

Signature : /s/ Michael Lee

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Michael Lee  
Chief Accounting Officer



EXHIBIT 32.01

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED  
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Focus Affiliates, Inc. ( the "Registrant" ) on Form 10-K for the year ended December 31, 2008, as filed with the Securities and Exchange Commission on the date hereof ( the "Annual Report" ), I, Michael Burke, Director and Chief Executive Officer of the Registrant, certify, in accordance with 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

( 1 ) The Annual Report, to which this certification is attached as Exhibit 32.01, fully complies with the requirements of Section 13 (a) or 15(d) of the Securities Exchange Act of 1934; and

( 2 ) The information contained in the Annual Report fairly presents, in all material respects, the financial condition and result of operations of the Registrant.

Dated : March 2, 2009      Signature : /s/ Michael Burke

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Michael Burke  
Director and Chief Executive Officer

EXHIBIT 32.02

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED  
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Focus Affiliates, Inc. ( the "Registrant" ) on Form 10-K for the year ended December 31, 2008, as filed with the Securities and Exchange Commission on the date hereof ( the "Annual Report" ) , I, Michael Lee, Chief Accounting Officer of the Registrant, certify, in accordance with 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

( 1 ) The Annual Report, to which this certification is attached as Exhibit 32.01, fully complies with the requirements of Section 13 (a) or 15(d) of the Securities Exchange Act of 1934; and

( 2 ) The information contained in the Annual Report fairly presents, in all material respects, the financial condition and result of operations of the Registrant.

Dated : March 2, 2009

Signature : /s/ Michael Lee

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Michael Lee  
Chief Accounting Officer