

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-QSB

(Mark One)

- Quarterly report under Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended **September 30, 2005**.
- Transition report under Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number: **0-50546**

**Hendrx Corp.**

(Formerly known as "Starsoft, Inc.")

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

**Nevada**

(State or Other Jurisdiction of  
Incorporation or Organization)

**86-0914052**

(I.R.S. Employer  
Identification No.)

**3665 Ruffin Road, Suite 225, San Diego, California 92123**

(Address of Principal Executive Offices) (Zip Code)

**(778) 889-8014**

(Issuer's Telephone Number, Including Area Code)

Check whether the registrant: (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 \_\_\_

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes \_\_\_

No X

At November 14, 2005, the number of shares outstanding of the registrant's common stock, \$0.001 par value (the only class of voting stock), was 37,238,067.

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### PART II

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## **PART I**

### **ITEM 1. FINANCIAL STATEMENTS**

As used herein, the term “Hendrx” refers to Hendrx, Corp. (formerly known as “Starsoft, Inc.”), a Nevada corporation, unless otherwise indicated. In the opinion of management, the accompanying unaudited interim consolidated financial statements included in this Form 10-QSB reflect all adjustments (consisting only of normal recurring accruals) necessary for a fair presentation of the results of operations for the periods presented. The results of operations for the periods presented are not necessarily indicative of the results to be expected for the full year.

**HENDRX CORP.****(Former name Starsoft, Inc.)****Consolidated Balance Sheet****At September 30, 2005****(With Comparative Figures at December 31, 2004)****(Expressed in US Dollars)**

|   | September 30,<br>2005<br>(Unaudited) | December 31,<br>2004<br>(Audited) |
|---|--------------------------------------|-----------------------------------|
| <b>Assets</b>                                     |                                      |                                   |
| <b>Current Assets</b>                             |                                      |                                   |
| Cash and cash equivalents (Note 2)                | \$ 2,192,279                         | \$ 507,677                        |
| Accounts receivable (Note 4)                      | 1,073,435                            | 412,724                           |
| Inventories (Note 5)                              | 1,493,175                            | 978,376                           |
| Short term loan (Note 18)                         | 105,271                              | 114,952                           |
| Taxes refundable                                  | 66,236                               | -                                 |
| Prepaid expenses and deposits                     | 13,811                               | 86,284                            |
| <b>Total Current Assets</b>                       | <b>4,944,207</b>                     | <b>2,100,013</b>                  |
| <b>Fixed assets (Note 7)</b>                      | <b>5,593,672</b>                     | <b>5,071,568</b>                  |
| <b>Intangible assets (Note 6)</b>                 | <b>2,942,622</b>                     | <b>3,069,352</b>                  |
| <b>Goodwill (Note 3)</b>                          | <b>31,854,137</b>                    | <b>31,854,137</b>                 |
| <b>Total assets</b>                               | <b>\$ 45,334,638</b>                 | <b>\$ 42,095,070</b>              |
| <b>Liabilities and Stockholders' Equity</b>       |                                      |                                   |
| <b>Current Liabilities</b>                        |                                      |                                   |
| Accounts payable and accrued liabilities (Note 9) | \$ 636,963                           | \$ 401,419                        |
| Accrued wage benefits (Note 12)                   | -                                    | 517,440                           |
| Short term bank loans (Note 11)                   | 2,729,639                            | 3,481,057                         |
| Loan from Kirin Capital Corp. (Note 3)            | -                                    | 300,000                           |
| Due on purchase of subsidiary (Note 3)            | 1,200,000                            | 3,200,000                         |
| <b>Total Current Liabilities</b>                  | <b>4,566,602</b>                     | <b>7,899,916</b>                  |
| <b>Stockholders' Equity</b>                       |                                      |                                   |
| Capital stock (Note 8)                            |                                      |                                   |
| Par value   | 37,238                               | 31,800                            |
| Additional paid in capital                        | 41,432,066                           | 34,129,400                        |
| Contributed surplus - stock-based compensation    | 1,764,000                            | -                                 |
| Retained earnings (Deficit)                       | (2,465,268)                          | 33,954                            |
| <b>Total stockholders' equity</b>                 | <b>40,768,036</b>                    | <b>34,195,154</b>                 |
| <b>Total liabilities and stockholders' equity</b> | <b>\$ 45,334,638</b>                 | <b>\$ 42,095,070</b>              |

Commitments: Notes 3, 11, 18; Going Concern: Note 1; Guarantees: Note 11; Subsequent Events: Note 20

- See Accompanying Notes -

**HENDRX CORP.**  
(Former name Starsoft, Inc.)  
**Consolidated Statement of Operations**  
(Expressed in US Dollars)  
(Unaudited)

|  | Three Months Ended |         | Nine Months Ended |            |
|--|--------------------|---------|-------------------|------------|
|  | September 30,      |         | September 30,     |            |
|  | 2005               | 2004    | 2005              | 2004       |
| <b>Revenue</b>                             | \$ 991,330         | \$ -    | \$ 3,752,392      | \$ -       |
| <b>Cost of Goods Sold</b>                  | 908,254            | -       | 3,019,453         | -          |
| <b>Gross Profit</b>                        | 83,076             | -       | 732,939           | -          |
| <b>Gross Profit %</b>                      | 8.38%              | -       | 19.53%            | -          |
| <b>Selling Expenses</b>                    | 123,750            | -       | 261,767           | -          |
| <b>General and administrative expenses</b> | 413,359            | 54      | 1,175,921         | 2,991      |
| <b>Stock-based compensation (Note 8)</b>   | -                  | -       | 1,764,000         | -          |
| <b>Total Expenses</b>                      | 537,109            | 54      | 3,201,688         | 2,991      |
| <b>Profit before income taxes</b>          | (454,033)          | (54)    | (2,468,749)       | (2,991)    |
| <b>Income taxes</b>                        | 538                | -       | 30,473            | -          |
| <b>Net loss for the period</b>             | \$ (454,571)       | \$ (54) | \$ (2,499,222)    | \$ (2,991) |

**HENDRX CORP.**  
(Former name Starsoft, Inc.)  
**Consolidated Statement of Retained Earnings (Deficit)**  
(Expressed in US Dollars)  
(Unaudited)

|   | Three Months Ended |             | Nine Months Ended |             |
|---|--------------------|-------------|-------------------|-------------|
|   | September 30,      |             | September 30,     |             |
|   | 2005               | 2004        | 2005              | 2004        |
| <b>Retained earnings (Deficit),</b>               |                    |             |                   |             |
| <b>Beginning of the period</b>                    | \$ (2,010,697)     | \$ (75,197) | \$ 33,954         | \$ (72,260) |
| <b>Net loss for the period</b>                    | (454,571)          | (54)        | (2,499,222)       | (2,991)     |
| <b>Retained earnings (Deficit), end of period</b> | \$ (2,465,268)     | \$ (75,251) | \$ (2,465,268)    | \$ (75,251) |

- See Accompanying Notes -

**HENDRX CORP.**  
**(Former name Starsoft, Inc.)**  
**Consolidated Statement of Cash Flows**  
**(Expressed in US Dollars)**  
**(Unaudited)**

|   | Three Months Ended  |                 | Nine Months Ended   |                 |
|---|---------------------|-----------------|---------------------|-----------------|
|   | September 30,       |                 | September 30,       |                 |
|   | 2005                | 2004            | 2005                | 2004            |
| <b>Cash derived from (used for)</b>                                     |                     |                 |                     |                 |
| <b>Operating activities</b>   |                     |                 |                     |                 |
| Net loss for the period   | \$ (454,571)        | \$ (54)         | \$ (2,499,222)      | \$ (2,991)      |
| Items not required for cash   |                     |                 |                     |                 |
| Amortization - tangible assets  | 119,766             | -               | 322,494             | -               |
| Amortization - intangible assets  | 42,469              | -               | 126,730             | -               |
| Stock-based compensation  | -                   | -               | 1,764,000           | -               |
| Changes in non-cash working capital items                               |                     |                 |                     |                 |
| Accounts receivable   | (65,522)            | -               | (660,711)           | -               |
| Inventories   | (250,407)           | -               | (514,799)           | -               |
| Taxes refundable  | (2,388)             | -               | (66,236)            | -               |
| Prepaid expenses  | -                   | -               | 62,671              | -               |
| Accounts payable and accrued liabilities                                | 136,053             | -               | 235,544             | -               |
| <b>Total funds used for operating activities</b>                        | <b>(474,600)</b>    | <b>(54)</b>     | <b>(1,229,529)</b>  | <b>(2,991)</b>  |
| <b>Financing activities</b>   |                     |                 |                     |                 |
| Short term bank loans   | (19,122)            | -               | (751,418)           | -               |
| Loan from Kirin capital Corp.   | -                   | -               | (300,000)           | -               |
| Share capital   | (131,133)           | -               | 6,790,664           | -               |
| <b>Total funds from financing activities</b>                            | <b>(150,255)</b>    | <b>-</b>        | <b>5,739,246</b>    | <b>-</b>        |
| <b>Investing activities</b>   |                     |                 |                     |                 |
| Short term loan   | -                   | -               | -                   | 4,000           |
| Fixed assets  | (222,967)           | -               | (844,598)           | -               |
| Payment on purchase of subsidiary                                       | -                   | -               | (2,000,000)         | -               |
| <b>Total funds from (used in ) investing activities</b>                 | <b>(222,967)</b>    | <b>-</b>        | <b>(2,844,598)</b>  | <b>4,000</b>    |
| <b>Effect of foreign exchange translation</b>                           | <b>19,483</b>       | <b>-</b>        | <b>19,483</b>       | <b>-</b>        |
| <b>Cash and cash equivalents, increase (decrease) during the period</b> | <b>(828,339)</b>    | <b>(54)</b>     | <b>1,684,602</b>    | <b>1,009</b>    |
| <b>Cash and cash equivalents, beginning of the period</b>               | <b>3,020,618</b>    | <b>1,153</b>    | <b>507,677</b>      | <b>90</b>       |
| <b>Cash and cash equivalents, end of the period</b>                     | <b>\$ 2,192,279</b> | <b>\$ 1,099</b> | <b>\$ 2,192,279</b> | <b>\$ 1,099</b> |

**Supplementary cash flow information**

|   |    |   |    |   |    |           |    |   |
|---|----|---|----|---|----|-----------|----|---|
| Shares issued for accrued wage benefits | \$ | - | \$ | - | \$ | 517,440   | \$ | - |
| Stock Based Compensation                | \$ | - | \$ | - | \$ | 1,764,000 | \$ | - |

- See Accompanying Notes -

**HENDRX CORP.**  
**(Former name StarSoft, Inc.)**  
**Consolidated Statement of Changes in Stockholders' Equity**  
**From Date of Inception on May 4, 1998 to September 30, 2005**  
**(Expressed in US Dollars)**  
**(Unaudited)**

|  | Common<br>Shares  | Par Value<br>@ \$0.001<br>Per Share | Additional<br>Paid-in<br>Capital | Accumulated<br>Retained<br>Earnings<br>(Deficit) | Contributed<br>Surplus | Stockholders'<br>Equity |
|--|-------------------|-------------------------------------|----------------------------------|--|------------------------|-------------------------|
| Balance, May 4, 1998   |                   | \$                                  | \$                               | \$   | \$                     | \$                      |
| Stock issued   | 1,000,000         | 1,000                               | 9,000                            |  |                        | 10,000                  |
| Net income (loss) – 1998   |                   |                                     |                                  | (10,000)   |                        | (10,000)                |
| Balance December 31, 1998  | 1,000,000         | 1,000                               | 9,000                            | (10,000)   |                        | -                       |
| Stock issued – 504   | 1,220,000         | 1,220                               | 59,780                           |  |                        | 61,000                  |
| Net income (loss) – 1999   |                   |                                     |                                  | (61,046)   |                        | (61,046)                |
| Balance December 31, 1999  | 2,220,000         | 2,220                               | 68,780                           | (71,046)   |                        | (46)                    |
| Stock Cancelled October 24, 2000                                 | (100,000)         | (100)                               | 100                              |  |                        | -                       |
| Net income (loss) – 2000   |                   |                                     |                                  | (454)  |                        | (454)                   |
| Balance December 31, 2000  | 2,120,000         | 2,120                               | 68,880                           | (71,500)   |                        | (500)                   |
| Net income (loss) – 2001   |                   |                                     |                                  | (167)  |                        | (167)                   |
| Balance December 31, 2001  | 2,120,000         | 2,120                               | 68,880                           | (71,667)   |                        | (667)                   |
| Net income (loss) – 2002   |                   |                                     |                                  | (341)  |                        | (341)                   |
| Balance December 31, 2002  | 2,120,000         | 2,120                               | 68,880                           | (72,008)   |                        | (1,008)                 |
| Net income (loss) – 2003   |                   |                                     |                                  | (252)  |                        | (252)                   |
| Balance December 31, 2003  | 2,120,000         | 2,120                               | 68,880                           | (72,260)   |                        | (1,260)                 |
| 2004 Forward stock split and<br>reorganization of stock          | 19,080,000        | 16,960                              | (16,960)                         |  |                        | -                       |
|  | 19,080,000        | 19,080                              | 51,920                           | (72,260)   |                        | (1,260)                 |
| Issuance of shares for acquisition of<br>wholly-owned subsidiary | 12,720,000        | 12,720                              | 34,077,480                       |  |                        | -                       |
|  |                   |                                     |                                  |  |                        | 34,090,200              |
| Net profit for year ended<br>December 31, 2004                   |                   |                                     |                                  | 106,214  |                        | 106,214                 |
| Balance, December 31, 2004                                       | 31,800,000        | 31,800                              | 34,129,400                       | 33,954   |                        | 34,195,154              |
| Shares issued for cash   | 5,303,667         | 5,304                               | 6,785,360                        |  |                        | 6,790,664               |
| Shares issued for<br>accrued wage benefits                       | 134,400           | 134                                 | 517,306                          |  |                        | 517,440                 |
| Stock-based compensation   |                   |                                     |                                  |  | 1,764,000              | 1,764,000               |
| Net loss for nine months ended September 30, 2005                |                   |                                     |                                  | (2,499,222)                                      |                        | (2,499,222)             |
| <b>Balance, September 30, 2005</b>                               | <b>37,238,067</b> | <b>\$ 37,238</b>                    | <b>\$ 41,432,066</b>             | <b>\$ (2,465,268)</b>                            | <b>\$ 1,764,000</b>    | <b>\$ 40,768,036</b>    |

- See Accompanying Notes -

**HENDRX CORP.**

*(formerly "Starsoft, Inc.")*

**Notes to the Interim Consolidated Financial Statements****September 30, 2005**

*(Expressed in US Dollars)*

*(Unaudited)*

**Note 1. ORGANIZATION AND NATURE OF BUSINESS****Organization**

HENDRX Corp. (formerly StarSoft Inc.) ("Hendrx") was incorporated under the laws of the State of Nevada on May 4, 1998 for the purpose of promoting and carrying on any lawful business for which a corporation may be incorporated under the laws of the State of Nevada. Hendrx operated from May 4, 1998 through approximately October 31, 2000 developing and marketing computer software. Hendrx had also planned to offer consulting services for software developers but that aspect of Hendrx's business never materialized. Since October 31, 2000, Hendrx ceased the aforementioned operations and was in the development stage until December 16, 2004, when it acquired 100% of the issued shares of Eastway Global Investment Limited, which included the latter company's wholly-owned operating subsidiary, Fujian Yuxin Electronic Equipment Co., Ltd.

**Organization and Nature of Business of the Wholly Owned Operating Subsidiary**

Fujian Yuxin Electronic Equipment Co., Ltd. ("YuXin"), was incorporated under the laws of People's Republic of China on February 18, 1993.

The principal business of Yuxin is to manufacture and distribute water dispenser systems, air conditioners and energy-saving bulbs. The main effort of Yuxin is to specialize in the manufacture and distribution of water dispenser systems. Yuxin owns patents of atmospheric water generation in China and utilizes patents under license that are registered in the United States. Its head office and plant facilities are located in Ron Qiao Economic Development Zone, Fuqing City, Fujian Province, P.R. China.

**Going Concern**

These consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America applicable to a going concern which assume that Hendrx will realize its assets and discharge its liabilities in the normal course of business. Hendrx has working capital of \$377,605 at September 30, 2005, but might not have sufficient working capital for the next twelve months. These factors create doubt as to the ability of Hendrx to continue as a going concern. Realization values may be substantially different from the carrying values as shown in these financial statements should Hendrx be unable to continue as a going concern. Management is in the process of identifying sources for additional financing to fund the ongoing development of Hendrx's business.

**HENDRX CORP.**

*(formerly "Starsoft, Inc.")*

**Notes to the Interim Consolidated Financial Statements****September 30, 2005**

*(Expressed in US Dollars)*

*(Unaudited)*

**Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES****Principles of consolidation**

The accompanying consolidated financial statements include the accounts of Hendrx and its wholly-owned subsidiaries. All significant inter-company transactions and balances have been eliminated on consolidation.

**Basis of presentation**

These financial statements have been prepared in accordance with Generally Accepted Accounting Principles in the United States ("USGAAP").

**Development Stage Enterprise**

Hendrx was a development stage enterprise, as defined in Financial Accounting Standards Board No. 7 until the date of the acquisition in Note 1, above. Its planned principal operations had not commenced prior to that date, and, accordingly, no revenue had been derived during the organizational period. The development stage discontinued when Hendrx acquired the wholly owned subsidiary on December 16, 2004.

**Accounting Method**

Hendrx financial statements are prepared using the accrual method of accounting. Fixed assets are stated at cost. Depreciation and amortization uses the straight-line method for financial reporting purposes and accelerated methods for income tax purposes.

**Use of estimates**

The preparation of financial statements in conformity with USGAAP 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 dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

**Concentration of credit risk**

Financial instruments that potentially subject Hendrx to a significant concentration of credit risk consist primarily of cash and cash equivalents that are not collateralized and accounts receivable that are unsecured. Hendrx limits its exposure to credit loss by placing its cash and cash equivalents with high credit quality financial institutions.

**Cash and cash equivalents**

Cash and cash equivalents consist of cash on deposit and highly liquid short-term interest bearing securities with the maturity at the date of purchase of three months or less.

**HENDRX CORP.**

(formerly "Starsoft, Inc.")

**Notes to the Interim Consolidated Financial Statements****September 30, 2005**

(Expressed in US Dollars)

(Unaudited)

**Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)****Selling expenses and general and administrative expenses**

These expenses are recorded as incurred.

**Inventories**

Inventories consist of the manufacture of finished goods, raw materials used in production and work-in-process, and are stated at the weighted average method, on a first-in, first-out ("FIFO") basis.

**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 statement 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.

**Compensated absences**

Employees of the corporation are entitled to paid vacations, sick days and other time off depending on job classification, length of service and other factors. It is impractical to estimate the amount of compensation for future absences, and accordingly, no liability has been recorded in the accompanying financial statements. The corporation's policy is to recognize the costs of compensated absences when paid to employees.

**Stock based compensation**

Effective January 1, 2005, Hendrx adopted revised SFAS No. 123, "Share-Based Payment" which replaces SFAS No. 123 "Accounting for Stock-Based Compensation" and supersedes APB Opinion No.25, "Accounting for Stock Issued to Employees." This statement, which requires the cost of all share-based payment transactions be recognized in the financial statements, establishes fair value as the measurement objective and requires entities to apply a fair-value-based measurement method in accounting for share-based payment transaction. The statement applies to all awards granted, modified, repurchased or cancelled after January 1, 2005, and unvested portion of previously issued and outstanding awards. Stock-based compensation newly issued in 2005 is expensed in accordance with the fair value based method of accounting. The fair value of equity instruments issued to employees is measured on the date of grant and recognized as compensation expense over the applicable vesting period. Hendrx estimates the fair value of stock options using the Black-Scholes option valuation model.

## **HENDRX CORP.**

(formerly "Starsoft, Inc.")

### **Notes to the Interim Consolidated Financial Statements**

**September 30, 2005**

(Expressed in US Dollars)

(Unaudited)

#### **Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

##### **Earnings per Common Share**

Hendrx adopted Financial Accounting Standards (SFAS) No. 128, Earnings Per Share which simplifies the computation of earnings per share requiring the restatement of all prior periods.

Basic earnings per share are computed on the basis of the weighted average number of common shares outstanding during each year.

Diluted earnings per share are computed on the basis of the weighted average number of common shares and dilutive securities outstanding. Dilutive securities having an anti-dilutive effect on diluted earnings per share are excluded from the calculation.

##### **Long-lived assets**

Statement of Financial Accounting Standards No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed of," requires that long-lived assets be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset in question may not be recoverable.

##### **Capital assets and depreciation**

Capital assets are recorded at cost. Depreciation is provided on the straight line method based on the following estimated useful life, with a 10% residual value:

|                                       |          |
|---------------------------------------|----------|
| Buildings                             | 20 years |
| Manufacturing machinery and equipment | 10 years |
| Transportation equipment              | 10 years |
| Electronic equipment                  | 5 years  |
| Office equipment                      | 5 years  |

##### **Intangible assets and amortization**

###### Land use rights

The subsidiary, Fujian Yuxin Electronic Equipment Co., Ltd., entered into an agreement on May 15, 1995 for land use rights with Fujian Fuqing Land Management Bureau for a 50 year period, and recorded at the appraisal value at the date of acquisition and amortized over 50 years.

###### Patents

Hendrx owns patents of atmospheric water generation ("AWG") registered in the People's Republic of China under number P200304823. The subsidiary utilizes patents under sub-license that are registered in the United States under the numbers 5,106,512, 5,149,466, 5,203,989 and 5,366,705.

The patents are recorded at the appraisal value at the date of acquisition and amortized over 15 years.

**HENDRX CORP.**

(formerly "Starsoft, Inc.")

**Notes to the Interim Consolidated Financial Statements****September 30, 2005**

(Expressed in US Dollars)

(Unaudited)

**Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)****Recognition criteria**

Gains are recognized when realized. Expenses and losses are recognized when an expenditure or previously recognized asset does not have future economic benefit. Expenses that are not linked with specific revenues are related to a period on the basis of transactions or events occurring in that period or by allocation to the periods to which they apply. The cost of assets that benefit more than one period is normally allocated over the periods benefited.

**Revenue recognition**

Hendrx generates revenue through the sale of atmospheric water generation units to wholesale distributors or to individual consumers. Revenues are recognized only when persuasive evidence for a sales arrangement exists i.e., delivery of the product has occurred; the product fee is fixed or determinable; and collection of the sale is reasonably assured.

**Research and development**

Research and development costs, which include the cost of materials and services consumed and salaries and wages of personnel directly engaged in research and development, are expensed as incurred.

**Financial instruments**

Hendrx's financial instruments consist of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, short term loans payable and other current liabilities. Unless otherwise noted, it is management's opinion that Hendrx is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximate their carrying values.

**Segmented information**

Hendrx's identifiable assets are all located in China except cash of \$10,069 in Canada and cash of \$1,952,515 in Switzerland. Revenue on a geographical basis is disclosed in note 13, below.

**HENDRX CORP.**

(formerly "Starsoft, Inc.")

**Notes to the Interim Consolidated Financial Statements****September 30, 2005**

(Expressed in US Dollars)

(Unaudited)

**Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)****Foreign currency translation**

The reporting currency of Hendrx is the United States Dollar. The accounts of other currencies are translated into US Dollars on the following basis:

- Monetary assets and liabilities are translated at the current rate of exchange.
- The weighted average exchange rate for the period is used to translate revenue, expenses, and gains or losses from the functional currency to the reporting currency.
- Gains or losses on remeasurement from the recording currency are recognized in current net income.
- Gains or losses from foreign currency transactions are recognized in current net income.
- Fixed assets are measured at historical exchange rates that existed at the time of the transaction.
- Depreciation is measured at historical exchange rates that existed at the time the underlying related asset was acquired.

**Note 3. ACQUISITION OF EASTWAY GLOBAL INVESTMENTS LIMITED AND ITS WHOLLY-OWNED OPERATING SUBSIDIARY FUJIAN YUXIN ELECTRONIC EQUIPMENT CO., LTD.**

On December 16, 2004, Hendrx acquired from Mr. Hendrik Tjandra, Eastway Global Investment Limited ("Global"), a corporation formed under the laws of the British Virgin Islands, which owns Fujian Yuxin Electronic Equipment Co., Ltd. ("Yuxin")

Yuxin carries on the business of the design, manufacture and sale of atmospheric water generators from a facility on lands leased by Yuxin located in Fuqing, Fujian, China.

Eastway was the owner of all of the registered capital of Yuxin, and Mr. Hendrik Tjandra ("Tjandra") was the owner of all the issued and outstanding shares in the capital of Eastway.

The completion of the purchase and sale of the shares took place immediately upon delivery and execution of the agreement on December 16, 2004.

David Tjahjadi, the son of Hendrik Tjandra, is also a principal to the agreement as he is an officer and director of Yuxin.

Hendrik Tjandra and David Tjahjadi are referred to as "the Principals" in the agreement.

## **HENDRX CORP.**

*(formerly "Starsoft, Inc.")*

### **Notes to the Interim Consolidated Financial Statements**

**September 30, 2005**

*(Expressed in US Dollars)*

*(Unaudited)*

#### **Note 3. ACQUISITION OF EASTWAY GLOBAL INVESTMENTS LIMITED AND ITS WHOLLY-OWNED OPERATING SUBSIDIARY FUJIAN YUXIN ELECTRONIC EQUIPMENT CO., LTD. (Cont'd)**

Terms and conditions of this agreement are as follows:

- (a) a deposit of \$300,000 deposited with the solicitors of Kirin Capital pursuant to a letter Agreement dated October 29, 2004 between Kirin Capital Corp., the Principals and Yuxin.
- (b) The purchase price for the shares was \$3,500,000 cash plus the market value of purchase price shares, in (d); below, and in future earn-out shares as computed in (e), below.
- (c) The cash purchase price in (b), above, was to be paid as follows:
  - (i) \$300,000 by assignment and release of the deposit outlined in (a), above, to Tjandra, and
  - (ii) \$1,000,000 payable to Tjandra on January 31, 2005, and
  - (iii) \$1,000,000 payable to Tjandra on April 30, 2005, and
  - (iv) \$1,200,000 payable to Tjandra on August 31, 2005 (**Note 20**)

The payments required in (i), (ii), (iii) and (iv) have been paid.

- (d) the issuance on closing of 12,720,000 common shares to Tjandra equal to 40% of the issued and outstanding shares of Hendrx
- (e) an earn-out bonus to the Principals, in equal shares, the number of shares required to bring the principals' aggregate holding of shares in the capital of Hendrx up to 51% within 30 days after the release and publication of Hendrx's audited financial statements for the first fiscal year in which the gross revenue, on a consolidated basis, exceeds \$15,000,000.
- (f) The payment dates in (c)(iii) and (iv), above, had an additional "Grace Period" of 60 days to make any such payment. Interest accrues during any given Grace Period to Tjandra's benefit on any unpaid amount at the rate of 18% per annum, compounded monthly.
- (g) A non-compete agreement whereby the Principals agreed not to compete with the businesses carried on by Hendrx and /or Yuxin or any affiliates or related companies, anywhere in the world, for a period of 2 years from the closing date.

**HENDRX CORP.***(formerly "Starsoft, Inc.")***Notes to the Interim Consolidated Financial Statements****September 30, 2005***(Expressed in US Dollars)**(Unaudited)***Note 3. ACQUISITION OF EASTWAY GLOBAL INVESTMENTS LIMITED AND ITS WHOLLY-OWNED OPERATING SUBSIDIARY FUJIAN YUXIN ELECTRONIC EQUIPMENT CO., LTD. (Cont'd)**

- (h) Funding commitment by Hendrx as follows:
- (i) to raise financing or dedicate existing financing and resources, of \$1,500,000 for further development of Yuxin's business, within 30 days after the closing date; and
  - (ii) after closing, Hendrx was to formalize with Tjandra an irrevocable marketing commitment and strategy for marketing the business and for increasing market and investor awareness of Yuxin's business, whereby. shall use its best commercial efforts to raise financing, or to dedicate existing financing and/or resources, of \$2,000,000 to be allocated therefrom as to (a) \$1,000,000 to market the operating company and promote the business, market and product strategy, and (b) \$1,000,000 to increase brand and product awareness through video, digital print and electronic media, endorsements, sponsorship and media campaigns.

The market price of 12,720,000 common shares issued for this acquisition was \$2.68 per common share for total stock consideration of \$34,090,200 plus cash payments of \$3,500,000 on the terms, as outlined above, for total consideration of \$37,590,200.

There is goodwill on the acquisition, computed as follows:

|                                |               |
|--------------------------------|---------------|
| Assets Acquired                |               |
| Current Assets                 | \$ 1,973,259  |
| Fixed Assets                   | 5,071,568     |
| Intangible Assets              | 3,069,352     |
| TOTAL ASSETS                   | 10,114,179    |
| Liabilities Assumed            |               |
| Current Liabilities            | 4,378,116     |
| Net Equity                     | 5,736,063     |
| Consideration issued, as above | 37,590,200    |
| Goodwill, on acquisition       | \$ 31,854,137 |

The acquisition agreement was signed on December 16, 2004. Net profit from the operations of the subsidiary of Fujian Yuxin Electronic Equipment Co., Ltd. of \$126,709 is included in these financial statements from the date of acquisition on December 16, 2004 to December 31, 2004.

**Note 4. ACCOUNTS RECEIVABLE**

Bad debts are determined on a direct write off basis.

**HENDRX CORP.***(formerly "Starsoft, Inc.")***Notes to the Interim Consolidated Financial Statements****September 30, 2005***(Expressed in US Dollars)**(Unaudited)***Note 5. INVENTORIES**

Inventories are stated at the weighted average method on a first-in first-out ("FIFO") basis. Summary of inventories, is as follows:

|                 | <b>September 30,</b> | <b>December 31,</b> |
|-----------------|----------------------|---------------------|
|                 | <b>2005</b>          | <b>2004</b>         |
| Finished goods  | \$ 115,441           | \$ 123,797          |
| Raw materials   | 931,841              | 542,702             |
| Work-in-process | 445,893              | 311,877             |
| <b>Total</b>    | <b>\$ 1,493,175</b>  | <b>\$ 978,376</b>   |

**Note 6. INTANGIBLE ASSETS AND ACCUMULATED AMORTIZATION**

| <b><u>September 30, 2005</u></b> |           | <b>Cost</b>      | <b>Accumulated<br/>Amortization</b> | <b>Net Book<br/>Figures</b> |
|----------------------------------|-----------|------------------|-------------------------------------|-----------------------------|
| Land use rights                  | \$        | 1,560,931        | \$ 398,519                          | \$ 1,162,412                |
| Patents                          |           | 2,067,931        | 287,721                             | 1,780,210                   |
| <b>Total</b>                     | <b>\$</b> | <b>3,628,862</b> | <b>\$ 686,240</b>                   | <b>\$ 2,942,622</b>         |

| <b><u>December 31, 2004</u></b> |           | <b>Cost</b>      | <b>Accumulated<br/>Amortization</b> | <b>Net Book<br/>Figures</b> |
|---------------------------------|-----------|------------------|-------------------------------------|-----------------------------|
| Land use rights                 | \$        | 1,560,931        | \$ 375,693                          | \$ 1,185,238                |
| Patents                         |           | 2,067,931        | 183,817                             | 1,884,114                   |
| <b>Total</b>                    | <b>\$</b> | <b>3,628,862</b> | <b>\$ 559,510</b>                   | <b>\$ 3,069,352</b>         |

**Note 7. FIXED ASSETS AND ACCUMULATED DEPRECIATION**

| <b><u>September 30, 2005</u></b>      |           | <b>Cost</b>      | <b>Accumulated<br/>Depreciation</b> | <b>Net Book<br/>Figures</b> |
|---------------------------------------|-----------|------------------|-------------------------------------|-----------------------------|
| Buildings                             | \$        | 2,461,475        | \$ 522,500                          | \$ 1,938,975                |
| Manufacturing machinery and equipment |           | 4,083,807        | 655,817                             | 3,427,990                   |
| Lease                                 |           | 12,904           | 655                                 | 12,249                      |
| Transportation equipment              |           | 245,410          | 82,710                              | 162,700                     |
| Electronic equipment                  |           | 88,984           | 54,664                              | 34,320                      |
| Office equipment                      |           | 59,340           | 41,902                              | 17,438                      |
| <b>Total</b>                          | <b>\$</b> | <b>6,951,920</b> | <b>\$ 1,358,248</b>                 | <b>\$ 5,593,672</b>         |

**HENDRX CORP.***(formerly "Starsoft, Inc.")***Notes to the Interim Consolidated Financial Statements****September 30, 2005***(Expressed in US Dollars)**(Unaudited)***Note 7. FIXED ASSETS AND ACCUMULATED DEPRECIATION (continued)**

|                                       | <u>December 31, 2004</u> |                     | Accumulated<br>Depreciation | Net Book<br>Figures |
|---------------------------------------|--------------------------|---------------------|-----------------------------|---------------------|
|                                       | Cost                     |                     |                             |                     |
| Buildings                             | \$ 2,298,057             | \$ 444,592          | \$ 1,853,465                |                     |
| Manufacturing machinery and equipment | 3,421,748                | 440,979             | 2,980,769                   |                     |
| Transportation equipment              | 245,041                  | 69,134              | 175,907                     |                     |
| Electronic equipment                  | 83,870                   | 45,755              | 38,115                      |                     |
| Office equipment                      | 58,606                   | 35,294              | 23,312                      |                     |
| <b>Total</b>                          | <b>\$ 6,107,322</b>      | <b>\$ 1,035,754</b> | <b>\$ 5,071,568</b>         |                     |

**Note 8. COMMON STOCK**Net Loss Per Share

Basic and diluted weighted average number of shares outstanding for the period ended September 30, 2005 are as follows:

|  | <u>Three Months Ended<br/>September 30,</u> |             | <u>Six Months Ended<br/>September 30,</u> |             | <u>Year Ended<br/>December 31</u> |
|--|---|-------------|---|-------------|-----------------------------------|
|  | <u>2005</u>                                 | <u>2004</u> | <u>2005</u>                               | <u>2004</u> | <u>2004</u>                       |
| Weighted average number of shares<br>(after forward split) |   |             |   |             |                                   |
| Basic  | 37,238,067                                  | 19,080,000  | 36,146,857                                | 19,080,000  | 31,800,000                        |
| Diluted  | 37,588,067                                  | 19,080,000  | 36,496,857                                | 19,080,000  | 31,800,000                        |
| Net Profit (Loss) per share                                |   |             |   |             |                                   |
| Basic  | \$ (0.01)                                   | \$ (0.00)   | \$ (0.06)                                 | \$ (0.00)   | 0.00                              |
| Diluted  | \$ (0.01)                                   | \$ (0.00)   | \$ (0.06)                                 | \$ (0.00)   | 0.00                              |

Stock Options / Stock Based Compensation

Stock options outstanding at September 30, 2005:

| <u>Options Outstanding</u>                   |  |                   |  |
|--|--|-------------------|--|
| Number<br>Outstanding at<br>June 30,<br>2005 | Weighted-<br>Average<br>Remaining<br>Contractual<br>Life (years) | Exercise<br>Price | Number<br>Exercisable at<br>June 30,<br>2005 |
| 350,000                                      | 5.00   | \$1.50            | --   |

**HENDRX CORP.***(formerly "Starsoft, Inc.")***Notes to the Interim Consolidated Financial Statements****September 30, 2005***(Expressed in US Dollars)**(Unaudited)***Note 8. COMMON STOCK (continued)**Stock Options / Stock Based Compensation (continued)

The fair value of these options was determined using the Black-Scholes option pricing model, recognizing forfeitures as they occur, using the following assumptions:

|                           |         |
|---------------------------|---------|
| Options not yet forfeited | 350,000 |
| Stock price               | 5.8     |
| Risk free interest rate   | 4.50%   |
| Expected volatility       | 745%    |
| Expected dividend yield   | \$0     |

The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options that are fully transferable and have no vesting restrictions. Hendrx's stock options are not transferable and cannot be traded. The Black-Scholes model also requires an estimate of expected volatility. Hendrx uses historical volatility rates of Hendrx to arrive at an estimate of expected volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore do not necessarily provide a reliable measure of the fair value of Hendrx's stock options.

Stock based compensation expensed for the quarter ended March 31, 2005 was \$1,764,000 and is also disclosed as contributed surplus.

**Note 9. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

|                            | <b>September 30,</b> | <b>December 31,</b> |
|----------------------------|----------------------|---------------------|
|                            | <b>2005</b>          | <b>2004</b>         |
| Accounts payable - trade   | \$ 615,426           | \$ 170,063          |
| Wages and benefits payable | -                    | 25,274              |
| Other payables             | 21,537               | 206,082             |
| <b>Total</b>               | <b>\$ 636,963</b>    | <b>\$ 401,419</b>   |

**HENDRX CORP.***(formerly "Starsoft, Inc.")***Notes to the Interim Consolidated Financial Statements****September 30, 2005***(Expressed in US Dollars)**(Unaudited)***Note 10. RELATED PARTY TRANSACTIONS**

(a) During the period ended September 30, 2005, sales to related parties are as follows:

| <b>Related Parties</b>   | <b>Nine Months Ended Year Ended</b> |                     |
|--|-------------------------------------|---------------------|
|  | <b>September 30,</b>                | <b>December 31,</b> |
|  | <b>2005</b>                         | <b>2004</b>         |
| <b>Controlled by the Chairman of the Company<br/>and related parties</b> |                                     |                     |
| PT. Galaksi Perkasa  | \$ 440,028                          | \$ 1,024,715        |

(b) During the period ended September 30, 2005, purchases from related parties are as follows:

| <b>Related Parties</b>  | <b>Nine Months Ended Year Ended</b> |                     |
|---|-------------------------------------|---------------------|
|   | <b>September 30,</b>                | <b>December 31,</b> |
|   | <b>2005</b>                         | <b>2004</b>         |
| Fuqing Huanyu plastic products Co., Ltd.<br>controlled by sister of Mr. Hendrik Tjandra | \$ 16,485                           | \$ 73,091           |
| Fuqing Yongxia Color Printing Factory<br>controlled by sister of Mr. Hendrik Tjandra    |                                     | 40,265              |
| <b>Total</b>  | <b>\$ 16,485</b>                    | <b>\$ 113,356</b>   |

(c) During the period ended September 30, 2005, Hendrx paid total consulting services of \$142,823 to officers and directors.

(d) There are no balances due to, or from, related parties at September 30, 2005, except for the amount due on purchase of the subsidiary which is payable to Mr. Hendrik Tjandra, President, Chairman and Director of Hendrx, of \$1,200,000 due on August 31, 2005 (**Note 3 and Note 20**)

**HENDRX CORP.***(formerly "Starsoft, Inc.")***Notes to the Interim Consolidated Financial Statements****September 30, 2005***(Expressed in US Dollars)**(Unaudited)***Note 11. SHORT TERM BANK LOANS/GUARANTEES**

Short term loans are borrowing from banks. The terms of these short term loans are summarized as follows:

|  | <b>Interest Rate<br/>(Per Annum)</b> | <b>September 30,<br/>2005</b> | <b>December 31,<br/>2004</b> |
|--|--------------------------------------|-------------------------------|------------------------------|
| Agricultural Bank of China,<br>Fuqing Branch | 5.55% to 6.96%                       | \$ 2,098,004                  | \$ 2,089,106                 |
| Xiamen International Bank                    | 5.31%                                |                               | 641,736                      |
| Huaxing Trust Company                        | 9.88%                                | 136,235                       | 266,205                      |
| XingYie Bank,<br>Fuqing Branch               | 7.25%                                | 495,400                       | 484,010                      |
| <b>Total</b>                                 |                                      | <b>\$ 2,729,639</b>           | <b>\$ 3,481,057</b>          |

These short term loans are secured by Hendrx's assets and guaranteed by Fujian Tianyu Steel Products Co., Ltd. owned by the Chairman of Hendrx Corp.

Hendrx also provides guarantees of bank loans of, Fujian Tianyu Steel Products Co., Ltd., owned by the Chairman of Hendrx Corp, in the amount of \$5,268,544 at December 31, 2004 and remains unchanged to September 30, 2005, as below.

Bank guarantees of loans of Fujian Tianyu Steel Products Co., Ltd., as borrower from the banks, are below:

|                         | Bank Loan Payable<br>Balance at<br>December 31, 2004 |                     | Maximum Amount<br>of Guarantee at<br>December 31, 2004 |                     |
|-------------------------|--|---------------------|--|---------------------|
|                         | RMB  | US\$                | RMB  | US\$                |
| Fuqing Agriculture Bank | 18,500,000   | \$ 2,238,544        | 18,500,000   | \$ 2,238,544        |
| Fuqing Agriculture Bank | 5,000,000  | 605,000             | 5,000,000  | 605,000             |
| Communication Bank      | 8,200,000  | 992,200             | 10,000,000   | 1,210,000           |
| ChungXing Bank          | 4,400,000  | 532,400             | 5,000,000  | 605,000             |
|                         | <u>36,100,000</u>                                    | <u>4,368,144</u>    | <u>38,500,000</u>                                      | <u>4,658,544</u>    |
|                         | Hong Kong<br>Dollars                                 |                     | Hong Kong<br>Dollars                                   |                     |
| Xing Chang Bank         | 5,000,000  | 610,000             | 5,000,000  | 610,000             |
| <b>TOTAL</b>            |  | <b>\$ 4,978,144</b> |  | <b>\$ 5,268,544</b> |

These loans are secured by general security on all of the assets of Fujian Tianyu Steel Products Co., Ltd.

**HENDRX CORP.***(formerly "Starsoft, Inc.")***Notes to the Interim Consolidated Financial Statements****September 30, 2005***(Expressed in US Dollars)**(Unaudited)***Note 12. PENSION AND EMPLOYMENT LIABILITIES**

Hendrx does not have any liabilities as at September 30, 2005, for pension, post-employment benefits or post-retirement benefits. Hendrx does not have a pension plan. The consolidated balance sheet includes past service wage benefits payable by the wholly-owned subsidiary, Fujian Yuxin Electronic Equipment Co., Ltd. at December 31, 2004 of \$517,440. These past service wage benefits were accrued and expensed by the subsidiary prior to the acquisition of control by Hendrx. Hendrx on January 26, 2005 authorized the approval and issued by September 30, 2005, 134,400 common shares at a price of \$3.85 to liquidate this debt of the subsidiary by issuance of these shares in varying amounts to the employees of the subsidiary.

**Note 13. GEOGRAPHIC INFORMATION**

(a) Revenue from external customers

| <b>Countries</b> | <b>Nine Months Ended</b> |                | <b>Three Months Ended</b> |                |
|------------------|--------------------------|----------------|---------------------------|----------------|
|                  | <b>September 30,</b>     |                | <b>September 30,</b>      |                |
|                  | <b>2005</b>              | <b>%</b>       | <b>2005</b>               | <b>%</b>       |
| Australia        | 42,604                   | 1.12%          | 42,604                    | 0.00%          |
| Canada           | 14,931                   | 0.39%          | 11,631                    | 1.18%          |
| China            | 77,813                   | 2.05%          | 74,457                    | 7.52%          |
| Indonesia        | 443,062                  | 11.68%         | 55,018                    | 5.56%          |
| India            | 56,639                   | 1.49%          | 1,384                     | 0.14%          |
| Israel           | 468,097                  | 12.34%         | 132,875                   | 13.43%         |
| Italy            | 1,899                    | 0.05%          | 1,899                     | 0.19%          |
| Lebanon          | 2,237,227                | 58.98%         | 655,940                   | 66.28%         |
| Malaysia         | 57,673                   | 1.52%          | 1,410                     | 0.14%          |
| Thailand         | 223,028                  | 5.88%          | 51,922                    | 5.25%          |
| United States    | 170,361                  | 4.49%          | 3,132                     | 0.32%          |
| <b>Total</b>     | <b>\$ 3,793,334</b>      | <b>100.00%</b> | <b>\$ 989,668</b>         | <b>100.00%</b> |

(b) Assets

All of the assets of Hendrx as at September 30, 2005 are located in China except cash of \$10,070 in Canada and cash of \$1,952,514 in Switzerland.

**HENDRX CORP.**

*(formerly "Starsoft, Inc.")*

**Notes to the Interim Consolidated Financial Statements****September 30, 2005**

*(Expressed in US Dollars)*

*(Unaudited)*

**Note 14. PATENTS**

In 2003, Mr. Hendrik Tjandra transferred his patents of atmospheric water generation ("AWG") to the wholly-owned subsidiary, Fujian Yuxin Electronic Equipment Co., Ltd. These patents are registered in the People's Republic of China under the number P200304823. The subsidiary utilizes patents under sub-license that are registered in the United States under the numbers 5,106,512, 5,149,466, 5,203,989 and 5,366,705.

Based on the appraisal report dated May 20, 2003 by Fujian Huayi Assets Appraisal Co., Ltd., these patents are valued at \$2,067,931 (RMB 17,090,000 Yuan) and has been amortized by \$218,273 to March 31, 2005. This amount was recorded by Hendrx for the patents as intangible assets; \$1,034,755 was credited to the registered capital and \$1,033,176 was credited to additional paid in capital.

**Note 15. TAXES**

Hendrx has incurred operating losses up to September 30, 2005 that may be available to offset future taxable income. Hendrx has adopted FASB No. 109 for reporting purposes. The potential tax benefit of these losses has not been recorded and a fully deferred tax asset valuation allowance has been provided due to the uncertainty regarding the realization of these losses.

**Note 16. SALES DISTRIBUTORS**

Hendrx has entered into agreements with a number of entities that will act as sales distributors for Hendrx. These parties are either independent third parties or related parties. Terms and conditions with these sales distributors may vary, but they essentially require the sales distributor to commit to buy finished products from Hendrx, to sell these products to their customers and to provide technical support to their customers as ongoing follow-up of sales.

**Note 17. DIVIDENDS PAID BY SUBSIDIARY**

In 2004 the subsidiary, Fujian Yuxin Electronic Equipment Co., Ltd. prior to acquisition by Hendrx paid dividends of \$2,344,393 (RMB 19,374,771) to its shareholders

**Note 18. SHORT TERM LOAN**

In August 2002, the subsidiary lent RMB 950,000 (equivalent to US\$114,952 as at December 31, 2004) to Hengxing Trading Company for business development purposes. This amount is unsecured, yields no interest and with no specific terms of repayment. This loan is expected to be returned in 2005 by an agreement between the legal representative, Mr. Linbin of Hengxing Trading Company and the President, Mr. Hendrix Tjandra on behalf of the subsidiary, Fujian Yuxin Electronic Products Co., Ltd.

## **HENDRX CORP.**

*(formerly "Starsoft, Inc.")*

### **Notes to the Interim Consolidated Financial Statements**

**September 30, 2005**

*(Expressed in US Dollars)*

*(Unaudited)*

#### **Note 19. SIGNIFICANT EVENTS DURING THE CURRENT YEAR**

(a) Financing by Common Stock

- (i) During the nine months ended September 30, 2005, Hendrx issued 5,303,667 common shares for net proceeds of \$6,785,360.
- (ii) On January 26, 2005, Hendrx authorized the issuance of 134,400 shares of restricted common stock, for services rendered at a price of \$3.35 per share to 327 employees, each of whom is an employee of Fujian Yuxin Electronic Equipment Co., Ltd., a wholly-owned subsidiary. These shares were issued on February 2, 2005, at a market price of \$3.85 per share for a total of \$517,306.

(b) Amendment of Articles of Association

By written consent resolution of the Board of Director on January 14, 2005, by Articles of Amendment to the Articles of Association of StarSoft, Inc. dated February 18, 2005, Hendrx:

- (i) changed its name to Hendrx Corp.
- (ii) authorized the total common stock that may be issued by the corporation at 350,000,000 shares of common stock with a par value per share of one-tenth of one cent \$(0.001) and no other class shall be authorized. The change in the corporation's name and the decrease in the number of authorized common shares is effective on March 28, 2005.

(c) By resolution of the Board of Directors effective March 12, 2005, Hendrx adopted a 2005 – 2007 Omnibus Stock Option Plan ("Plan") for key employees, directors and consultants and reserved 3,500,000 common shares for issuance under this plan out of Hendrx's authorized but unissued common shares. Out of these shares reserved, Hendrx granted non-qualified stock options to each of seven directors to acquire 50,000 common stocks, for five years for a total of 350,000 shares, at a price of \$1.50 per share.

(d) Legal fees & financing costs:

Hendrx engaged a law firm to conduct NASDAQ application and general corporate counseling matters. The total billings for legal services and the commissions / finder's fees charged for Regulation D financing directly raised by that firm since February 2005 up to date amount to \$121,346.53. In Hendrx's view, the fees and commissions charged by the firm were unreasonable or without contractual rights to do so and Hendrx has challenged about the reasonableness of that amount. Hendrx has reached settlement with the firm for the legal service fees of \$35,000 for outstanding amount around \$56,250. The fees settled are booked on the books on the settlement date on July 26, 2005, subject to review of the work product to be provided by the law firm.

**HENDRX CORP.**

*(formerly "Starsoft, Inc.")*

**Notes to the Interim Consolidated Financial Statements****September 30, 2005**

*(Expressed in US Dollars)*

*(Unaudited)*

**Note 19. SIGNIFICANT EVENTS DURING THE CURRENT YEAR (continued)****(e) Financing costs and operating expenses:**

Hendrx has been reviewing the financing expenses and other operating expenses advanced by an unrelated party doing overseas financing which was completed in April 2005. The total amount of financing costs and advances for operations claimed by that party was equivalent to \$348,022.09. However, due to the fact that there were many of expenses and costs lacking valid invoices and receipts and thus were problematic, the actual amount of financing costs and operating expenses to be recorded was uncertain and undeterminable at of June 30, 2005, and thus had not been fully posted in accounting records and in the financial statements as of June 30, 2005. In mid July, Hendrx decided not to wait until all receipts and received and all problems were resolved and posted those valid expenses and costs by stages. On July 20, 2005 Hendrx approved part of the financing costs and operating expenses with valid receipts and invoices as of that day in the amount of \$273,685 (including financing costs of \$87,055 and operating costs of \$186,630) and recorded on books accordingly. There is no remaining balance claimed by that party.

**Note 20. SUBSEQUENT EVENTS**

\$1,200,000 payable to Hendrik as described in Note 3 (c) (iv) was not paid on August 31, 2005. Hendrx reached an agreement with Hendrik on October 9, 2005, where Hendrx agreed to pay a total of \$1,224,000 including \$24,000 interest, and Hendrik agreed to endorse the final documentation related to the sale of Eastway Global Investment Ltd upon receipt of the final payment.

The full payment was paid on October 14, 2005.

## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS**

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the Financial Statements and accompanying notes and the other financial information appearing elsewhere in this periodic report. Hendrx's fiscal year end is December 31.

This report and the exhibits attached hereto contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The forward-looking statements include, without limitation, statements as to management's good faith expectations and beliefs, which are subject to inherent uncertainties which are difficult to predict and may be beyond the ability of Hendrx to control. Forward-looking statements are made based upon management's expectations and belief concerning future developments and their potential effect upon Hendrx. There can be no assurance that future developments will be in accordance with management's expectations or that the effect of future developments on Hendrx will be those anticipated by management.

The words "believes," "expects," "intends," "plans," "anticipates," "hopes," "likely," "will," and similar expressions identify such forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of Hendrx, or industry results, to differ materially from future results, performance or achievements expressed or implied by such forward-looking statements.

These risks and uncertainties, many of which are beyond our control, include (i) the sufficiency of existing capital resources and Hendrx's ability to raise additional capital to fund cash requirements for future operations; (ii) uncertainties related to the acceptance of Hendrx's current and future products; (iii) the ability of Hendrx to achieve and maintain sufficient revenues to fund operations; (iv) volatility of the stock market; and (v) general economic conditions. Although Hendrx believes the expectations reflected in these forward-looking statements are reasonable, such expectations may prove to be incorrect.

Readers are cautioned not to place undue reliance on these forward-looking statements which reflect management's view only as of the date of this report. Hendrx undertakes no obligation to publicly release the result of any revisions to these forward-looking statements which may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, conditions or circumstances. For additional information about risks and uncertainties that could adversely affect Hendrx's forward-looking statements, please refer to Hendrx's filings with the Securities and Exchange Commission, including its Annual Report on Form 10-KSB for the fiscal year ended December 31, 2004.

### **General**

Hendrx acquired Fujian Yuxin Electronic Equipment Co., Ltd. ("Yuxin") as its wholly owned subsidiary on December 16, 2004. Since then, Hendrx's principal business has been the manufacture and distribution of water dispenser systems. Hendrx plans to continue acquiring positive cash flow businesses that own innovative technology products and services in the water purification industry. Hendrx owns patents for atmospheric water generation ("AWG") in China and utilizes patents under sub-license that are registered in the United States. Hendrx's head office and plant facilities are located in the Rong Qiao Economic Development Zone, Fuqing City, Fujian Province, People's Republic of China.

Hendrx's mission is to be a market leader in the design, manufacture and distribution of water solutions that bring safe, disease free, clean and affordable water to the world.

### **Short Term Business Strategy**

Hendrx's short term strategy is to realize net cash flow from operations, to expand marketing efforts, to enlarge manufacturing capacity, to continue research and development, and to ensure that Hendrx is recognized as a global leader in AWG.

Hendrx intends to focus on a comprehensive marketing plan that will increase international sales as well as local sales in Mainland China. This marketing plan includes re-branding Hendrx's image, re-design of its products, increasing the level of customer service, and adopting a new business culture. Management will reevaluate existing distribution agreements, enter into new distribution agreements, develop new markets, and consider alternative methods for distributing its products, such as joint ventures, partnerships, franchise or leasing arrangements. Hendrx also hopes to align itself with major distribution partners and "Big Box" retailers. Hendrx intends to penetrate the North American market within the next twelve months by initially targeting residential and commercial market segments.

Anticipation of increased sales has caused Hendrx in the short term to increase manufacturing capacity. A current expansion of Hendrx's manufacturing facility in Fujian, China has increased the number of AWG, reverse osmosis, and ionic units that can be produced. With the existing plant and the new plant expansion, the current manufacturing capacity has been increased from 160 units per day to 200 units per day in one shift. If Hendrx were to increase this capacity to a three-shift system then the plant could produce over 180,000 units annually. Management believes that the increase in manufacturing capacity and the addition of new manufacturing facilities is sufficient to meet anticipated demand for AWG products over the next twelve months. The expansion is scheduled to be completed in late 2005.

Research and development focused on AWG units, reverse osmosis, and ionic devices, in addition to related filtration systems, will concentrate on readying the next generation of the "HENDRX" brand unit for market. Further, it is anticipated that Hendrx will introduce North American research and development facilities to accommodate the potential acquisition of new technologies and new patents.

Hendrx completed a private equity placement of \$7,964,200 on April 22, 2005 to ensure sufficient cash flow, expand marketing efforts, complete the expansion of Hendrx's manufacturing facility, streamline operations, improve existing product quality and continue research and development. Proceeds of the funding were also designated for obligations to Hendrx's chairman of the board of directors and chief executive officer, Hendrik Tjandra, in connection with Hendrx's acquisition of Yuxin.

During July of 2005, Hendrx decided to pursue additional funding through a private equity placements of up to \$10,000,000. The anticipated funds are to be used to further develop Hendrx's business plan. However, as of September 30, 2005 there has been no firm commitment obtained from any investor to participate in additional fund raising.

### **Long Term Business Strategy**

Hendrx's longer term strategy is to establish sales in the industrial, military, commercial, disaster relief and humanitarian market segments of the water industry. Management believes that Hendrx's industrial AWG units, which are capable of producing from 100 liter per day to 5,000-liter per day, are ideally positioned to service this prospective market. Hendrx will also explore the establishment of a new manufacturing/assembly facility to facilitate future expansion and growth in expanding markets. Hendrx plans on entering the Mexican market to take advantage of the low labor costs and the North America Free Trade Agreement, which will enable Hendrx to be more competitive. In addition, this will allow Hendrx to be able to apply for a "CSA" number that will qualify Hendrx to bid on contracts being tendered by the United States Government for the supply of AWG units.

Meanwhile, Hendrx is looking at other strategic locations for value added manufacturing. Hendrx intends to maintain a position of technological leadership and innovation in AWG technology by adopting an aggressive approach towards product improvement through the continual expansion of research and development. Management intends to continue growing its intellectual property portfolio by registering patents and trademarks for new products.

Hendrx also plans to expand and develop targeted “acquisitive” growth in the water industry that will add technologies, distribution channels, product lines and, ultimately, customers to its existing business.

### **Quantitative and Qualitative Disclosures of Various Risks**

Historically Hendrx has had difficulty generating sufficient cash flow to expand marketing, increase manufacturing capacity, and fund necessary research and development. Accordingly, there can be no assurance that Hendrx’s short or long term business strategy will provide sufficient cash flows to accomplish those objectives defined by management for future growth. Should Hendrx be unable to generate sufficient cash flow from the sale of its products or from the successful completion of private equity placements, it will be required to seek financing from alternative sources such as additional sales of its common stock or incurring additional debt in order to accomplish its current marketing, manufacturing, and research and development objectives. Hendrx can provide no assurance that such efforts, if necessary, would be successful.

Hendrx’s business development strategy is prone to significant risks and uncertainties which can have an immediate impact on efforts to increase net cash flow and deter future prospects of revenue growth. Hendrx’s financial condition and results of operations depend primarily on revenue generated from the sale of AWG units and its ability to control expenses. Hendrx has a limited history of generating revenue which should not be viewed as an indication of continued growth. Hendrx also has a historical record of incurring losses. Should Hendrx be unable to consistently generate revenue and reduce or stabilize expenses to the point where it can consistently maintain net cash flow, such failure will have an immediate impact on the its ability to continue its business operations.

### **Results of Operations**

Hendrx’s financial statements are stated in U.S. dollars in accordance to US GAAP and are consolidated with the financial statements of Eastway and Yuxin for the three and nine month periods ended September 30, 2005. Note that the consolidated statement of operations and the consolidated statement of cash flows for the three and nine month periods in 2004 do not include the operations of Eastway or Yuxin which operations were acquired on December 16, 2004.

During the period from January 1, 2005 through September 30, 2005, Hendrx’s subsidiary Yuxin was engaged in the research, development, manufacturing and marketing of AWG units from Fujian, China. Hendrx expects that over the next twelve months it will embark on a comprehensive marketing plan for the sale of AWG, reverse osmosis, and ionic units, while expanding manufacturing capacity and focusing on innovation through research and development. Management also plans to seek acquisitions which will add value to Hendrx including (a) cash flow positive businesses in the water purification industry, (b) intellectual property, (c) strategic distribution channels, (d) manufacturing facilities, and (e) revenue generating companies.

## **Three and nine month periods ended September 30, 2005 and 2004**

### **Revenue**

Revenue for the three month period ended September 30, 2005 was \$991,330 as compared to \$0 for the three month period ended September 30, 2004. Revenue for the nine months period ended September 30, 2005 was \$3,752,392 as compared to \$0 for the nine month period ended September 30, 2004. Revenue in the current three and nine month periods is based almost entirely on the sale of AWG units. Prior to the acquisition of Yuxin, in the prior comparative three and nine month periods, Hendrx had no significant operations. Hendrx expects to increase gross revenue over the next twelve months.

### **Cost of Goods Sold**

Cost of goods sold for the three months period ended September 30, 2005 was \$908,254 as compared to \$0 for the three month period ended September 30, 2004. Cost of goods sold for the nine month period ended September 30, 2005 was \$3,019,453 as compared to \$0 for the nine month period ended September 30, 2004. Cost of goods sold can be attributed primarily to the purchase of components used in the AWG units. Hendrx expects that the cost of goods sold will increase in relation to anticipated increases in gross revenue.

### **Expenses**

Selling expenses for the three month period ended September 30, 2005 were \$123,750 as compared to \$0 for the three month period ended September 30, 2004. Selling expenses for the nine month period ended September 30, 2005 were \$261,767 as compared to \$0 for the comparable period ended September 30, 2004. Hendrx anticipates that selling expenses will increase over the next twelve months as a comprehensive marketing strategy is launched to increase sales of Hendrx's water dispenser systems.

General and administrative expenses for the three month period ended September 30, 2005 were \$413,359 as compared to \$54 for the three month period ended September 30, 2004. General and administrative expenses for the nine month period ended September 30, 2005 were \$1,175,921 as compared to \$2,991 of the comparable period ended September 30, 2004. The increase in general and administrative expenses over the comparative periods can be attributed to an increase in costs associated with Hendrx's acquisition of Yuxin's operations. Increases were recorded for personnel costs, consulting fees, professional advice, accounting expenses, auditing fees, public reporting and travel. Hendrx anticipates that general and administrative will decrease in future periods.

Stock-based compensation was \$0 for the three month periods ended September 30, 2005 and 2004. Stock-based compensation for the nine month period ended September 30, 2005 was \$1,764,000 as compared to \$0 for the comparable period ended September 30, 2004. Stock-based compensation in the current nine month period can be attributed to the extraordinary grant of 350,000 stock options to certain board members on March 12, 2005. The stock-based compensation cost was calculated using fair value method by Black-Scholes Option Pricing model. Hendrx does not anticipate further stock-based compensation costs over the next twelve months.

## **Net Losses**

Net losses for the three month period ended September 30, 2005 increased to \$454,571 from \$54 for the comparable three month period ended September 30, 2004. Net losses for the nine month period ended September 30, 2005 increased to \$2,499,222 from \$2,991 for the comparable nine month period ended September 30, 2004. Net losses in the current three and nine month periods can be attributed to general and administrative expenses and extraordinary stock based compensation costs associated with the grant of stock options. Prior to the acquisition of Yuxin, Hendrx had no significant operations. Hendrx expects that net losses will decrease in future periods in relation to anticipated increases in revenue and decreases in general and administrative costs.

## **Liquidity and Capital Resources**

### *Cash Flow*

Cash flow used for operations in the three month period ended September 30, 2005 was \$474,600 as compared to \$54 for the three month period ended September 30, 2004. Cash flow used for operations in the nine month period ended September 30, 2005 was \$1,229,529 as compared to cash flow used for operations of \$2,991 for the comparable nine month period ended September 30, 2004. Cash flow used for operations for the current three and nine month periods can be attributed to net losses, accounts receivable and inventories. Hendrx expects that a decrease in net losses and accounts payable in future periods will produce cash flow from operations.

Cash flow used for financing activities for the three month period ended September 30, 2005 was \$150,255, as compared to \$0 for the three month period ended September 30, 2004. Cash flow provided by financing activities was \$5,739,246 for the nine months ended September 30, 2005 as compared to \$0 for the nine month period ended September 30, 2004. Cash flow used for financing activities in the current three month periods can be attributed to financing cost for the initial first round investment and attributed to obtaining a second round financing. Cash flow provided by financing activities in the current nine month period can be attributed to the completion of a private placement of Hendrx's equity. Hendrx expects to produce additional cash flow from financing activities during 2005.

Cash flow used for investing activities for the three month period ended September 30, 2005 was \$222,967 as compared to \$0 for the three month period ended September 30, 2004. Cash flow used for investing activities for the nine month period ended September 30, 2005 was \$2,844,598 as compared to cash flows from investing activities of \$4,000 for the nine months ended September 30, 2004. Cash flow used in investing activities in the current three and nine month periods can be attributed to the purchase obligations associated with the acquisition of Yuxin and the purchase of manufacturing equipment utilized in the production of AWG units. Hendrx expects that cash flow used for investing activities may increase over future periods as it continues to improve its manufacturing facility. In addition, cash flow used in investing activities will increase in the next quarter as Hendrx completed the final payment on the purchase of Yuxin on October 14, 2005.

### *Capital Surplus*

Hendrx had a working capital surplus of \$377,605 as of September 30, 2005 and has funded its cash needs since inception from revenue in combination with debt and equity financing provided by banks and other unrelated parties. Hendrx issued 134,400 restricted common shares to pay accrued wage benefits of \$517,440. Hendrx anticipates that cash flow from revenues and anticipated equity placements will be sufficient to fund operations in 2005. However, there can be no assurance that Hendrx will generate sufficient cash flows from revenue or debt or equity placements to fund current operations. Since any earnings, if realized, are anticipated to be reinvested in operations, cash dividends are not expected to be paid in the foreseeable future. Commitments for future capital expenditures will be primarily funded by future equity financings.

### *Loans and the Equity Placement*

Hendrx's bank loans of \$2,729,639 are all guaranteed by Fujian Tienyu Steel Products Co., Ltd., ("Tienyu") a company owned by the chairman of the board of directors of Hendrx. In return, Hendrx, through its subsidiary Yuxin, has guaranteed Tienyu's bank loans of \$5,268,544. Based on the financial results of Tienyu, Hendrx believes that Tienyu will be able repay its loans on a consistent basis. Nonetheless, Hendrx intends to reduce these mutual guarantees gradually over time.

On April 22, 2005, Hendrx completed a private equity placement that raised a total of \$7,964,200 from the sale of 4,428,667 restricted common shares at \$1.50 per share and 875,000 restricted common shares at \$1.51 per share. Hendrx paid a ten percent (10%) financing sales commission, a 0.5% finder's fee, and \$40,000 in escrow fees in connection with the placement. A portion of the proceeds from the placement, \$1,224,000, were used to complete the purchase of Yuxin. The remainder of the proceeds will be used to improve and expand manufacturing capacity, expand marketing efforts on a comprehensive basis, and fund further research and development.

### *Compensation Plans*

Hendrx adopted a Stock Option and Compensation Plan ("Plan") on March 12, 2005. Under the Plan, Hendrx may issue stock, stock appreciation rights, or grant options to acquire Hendrx's common stock to employees of Hendrx or its subsidiaries. The board of directors, at its own discretion may also issue stock, stock appreciation rights or grant options to other individuals, including consultants or advisors, who render services to Hendrx or its subsidiaries. Hendrx granted 350,000 options with an exercise price of \$1.50 for a period of five years to all members of the board of directors as of March 12, 2005.

Hendrx, except in respect to the grant of stock options, has no defined benefit plan or contractual commitment with any of its officers or directors. However, Hendrx, intends to create a benefit plan and engage in contractual obligations with its officers and directors.

### *Equipment and Employees*

Hendrx has plans to expand its manufacturing facility in Fujian, China and intends to purchase equipment in connection with that expansion.

Hendrx has no current plans to make any significant changes in the number of employees. At the time of expansion of the new manufacturing facilities, however, additional employees will be required.

## **Income Tax Expense (Benefit)**

Hendrx recognizes deferred tax assets and liabilities for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. The deferred tax liability associated with any net earnings will be offset by deferred tax assets related to Hendrx's net operating loss carryforwards. A valuation allowance has been recorded for the remaining amount of net deferred tax asset due to the uncertainty surrounding its ultimate realization.

## **Impact of Inflation**

Hendrx believes that inflation has had a negligible effect on operations over the past three years. Hendrx believes that it can offset inflationary increases in maintenance costs by increasing revenue and improving operating efficiencies.

## **Critical Accounting Policies**

In Note 2 to the unaudited consolidated financial statements for the period ended September 30, 2005 and 2004 included in this Form 10-QSB, Hendrx discusses those accounting policies that are considered to be significant in determining the results of operations and its financial position. Hendrx believes that the accounting principles utilized by it conform to accounting principles generally accepted in the United States of America.

The preparation of financial statements requires management to make significant estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. By their nature, these judgments are subject to an inherent degree of uncertainty. On an on-going basis, management evaluates these estimates, including those related to bad debts, inventories, intangible assets, warranty obligations, product liability, revenue, and income taxes. Hendrx bases its estimates on historical experience and other facts and circumstances that are believed to be reasonable, and the results form the basis for making judgments about the carrying value of assets and liabilities. The actual results may differ from these estimates under different assumptions or conditions.

## **Revenue Recognition**

Hendrx generates revenue through the sale of AWG, reverse osmosis, and ionic units whether to wholesale distributors or to individual consumers. Revenues are recognized only when (a) persuasive evidence for a sales arrangement exists, (b) delivery of the product has occurred, (c) the product fee is fixed or determinable, and (d) collection of the fee is reasonably assured. Revenue derived from the sale of services is initially recorded as deferred revenue on the balance sheet. The amount is recognized as income over the term of the contract.

## **Going Concern**

Hendrx's auditor expressed concern as to Hendrx's ability to continue as a going concern as a result of recurring losses, limited revenue-generating activities and working capital deficiency of \$5,799,903 as of December 31, 2004. Though Hendrx has a working capital surplus of \$377,605 at September 30, 2005, it may not have sufficient working capital for the next twelve months. Hendrx's ability to continue as a going concern is subject to the ability of Hendrx to realize net income and obtain funding from outside sources. Management's plan to address Hendrx's ability to continue as a going concern, include: (1) obtaining further funding from private placement sources; (2) obtaining additional funding from the sale of Hendrx's securities; (3) generating sufficient revenues to sustain operations; and (4) obtaining loans and grants from various financial institutions, where possible. Although management believes that it will be able to obtain the necessary funding to allow Hendrx to remain a going concern through the methods discussed above, there can be no assurances that such methods will prove successful.

## **ITEM 3. CONTROLS AND PROCEDURES**

### **(a) Evaluation of Disclosure Controls and Procedures**

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 ("Exchange Act"), as of September 30, 2005. Based on this evaluation, our principal executive officer and our principal financial officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective and adequately designed to ensure that the information required to be disclosed by us in the reports we submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the applicable rules and forms and that such information was accumulated and communicated to our chief executive officer and chief financial officer, in a manner that allowed for timely decisions regarding required disclosure.

### **(b) Changes in Internal Controls**

During the period ended September 30, 2005, there has been no change in internal control over financial reporting that has materially affected, or is reasonably likely to materially affect our internal control over financial reporting.

## **PART II**

### **ITEM 1. LEGAL PROCEEDINGS**

None.

### **ITEM 2. CHANGES IN SECURITIES**

None.

### **ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

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

None.

**ITEM 5. OTHER INFORMATION**

None.

**ITEM 6. EXHIBITS**

Exhibits required to be attached by Item 601 of Regulation S-B are listed in the Index to Exhibits on page 35 of this Form 10-QSB, and are incorporated herein by this reference.

## SIGNATURES

In accordance with Section 12 of the Securities Exchange Act of 1934, the registrant caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, this 11<sup>th</sup> day of November, 2005.

Hendrx Corp.

/s/ Hendrik Tjandra

Name: Hendrik Tjandra

Title: Chief Executive Officer, Chairman of the Board of Directors

/s/ Cherry Chai

Name: Cherry Chai

Title: Chief Financial Officer and Principal Accounting Officer

## INDEX TO EXHIBITS

| <u>EXHIBIT<br/>NO.</u> | <u>PAGE<br/>NO.</u> | <u>DESCRIPTION</u>   |
|------------------------|---------------------|--|
| 3(i)(a)                | *                   | Articles of Incorporation of Hendrx adopted May 4, 1998 (incorporated by reference to the Form 10-SB filed with the Securities and Exchange Commission (“Commision”) on January 12, 2004).         |
| 3(i)(b)                | *                   | Amendment to the Articles of Incorporation dated March 28, 2005 (incorporated by reference to the Form 10-KSB filed with Commision on April 15, 2005).   |
| 3(ii)                  | *                   | Bylaws of Hendrx adopted May 4, 1998 (incorporated by reference to the Form 10-SB filed with the Commission on January 12, 2004).  |
| 10                     | *                   | Share Purchase Agreement dated December 16, 2004 (incorporated by reference to the Form 8-K filed with the Commission on December 20, 2005).   |
| 31(a)                  | 36                  | Certification of the Chief Executive Officer pursuant to Rule 13a-14 of the Securities and Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31(b)                  | 37                  | Certification of the Chief Financial Officer pursuant to Rule 13a-14 of the Securities and Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32(a)                  | 38                  | Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  |
| 32(b)                  | 39                  | Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  |
| 99                     | *                   | Stock Option Plan adopted March 12, 2005 (incorporated by reference to the Form 10-KSB filed with the Commission on April 15, 2005).   |

\* Incorporated by reference from previous filings of Hendrx.

EXHIBIT 31(a)

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT  
TO RULE 13a-14 OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AS  
ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Hendrik Tjandra, chief executive officer of Hendrx Corp. (“Registrant”) certify that:

1. I have reviewed this Quarterly Report on Form 10-QSB (“Report”) of Registrant;
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 period presented in this Report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the Registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this Report is being prepared;
  - b) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this Report my 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
  - c) 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 registrants 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; and
5. I have disclosed, based on my most recent evaluation, to the Registrant's auditors and the audit committee of 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 controls over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize 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 controls over financial reporting.

Date: November 11, 2005

/s/ Hendrik Tjandra  
Hendrik Tjandra  
Chief Executive Officer

EXHIBIT 31(b)

**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT  
TO RULE 13a-14 OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AS  
ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Cherry Chai, chief financial officer of Hendrx Corp. (“Registrant”) certify that:

1. I have reviewed this Quarterly Report on Form 10-QSB (“Report”) of Registrant;
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 period presented in this Report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the Registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this Report is being prepared;
  - b) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this Report my 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
  - c) 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 registrants 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; and
5. I have disclosed, based on my most recent evaluation, to the Registrant's auditors and the audit committee of 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 controls over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize 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 controls over financial reporting.

Date: November 11, 2005

/s/ Cherry Chai  
Cherry Chai  
Chief Financial Officer

EXHIBIT 32(a)

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER 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 Quarterly Report on Form 10-QSB of Hendrx Corp. (“Registrant”) for the quarterly period ended September 30, 2005 as filed with the Securities and Exchange Commission on the date hereof (“Report”), I, Hendrik Tjandra, chief executive officer, hereby certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) This Report 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 this Report fairly represents, in all material respects, the financial condition and results of operation of the Registrant.

/s/ Hendrik Tjandra  
Hendrik Tjandra  
Chief Executive Officer  
November 11, 2005

This certification accompanies this Report pursuant to §906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by Registrant for the purposes of §18 of the Securities Exchange Act of 1934, as amended. This certification shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of this Report), irrespective of any general incorporation language contained in such filing.

A signed original of this written statement required by §906 has been provided to the Registrant and will be retained by the Registrant and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT 32(b)

**CERTIFICATION OF CHIEF FINANCIAL OFFICER 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 Quarterly Report on Form 10-QSB of Hendrx Corp. (“Registrant”) for the quarterly period ended September 30, 2005 as filed with the Securities and Exchange Commission on the date hereof (“Report”), I, Cherry Chai, chief financial officer, hereby certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) This Report 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 this Report fairly represents, in all material respects, the financial condition and results of operation of the Registrant.

/s/ Cherry Chai  
Cherry Chai  
Chief Financial Officer  
November 11, 2005

This certification accompanies this Report pursuant to §906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by Registrant for the purposes of §18 of the Securities Exchange Act of 1934, as amended. This certification shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of this Report), irrespective of any general incorporation language contained in such filing.

A signed original of this written statement required by §906 has been provided to the Registrant and will be retained by the Registrant and furnished to the Securities and Exchange Commission or its staff upon request.