

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

FORM 10-KSB

Amendment #2

☒ ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2002

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

Commission file number: 000-49600

Signature Leisure, Inc. (formerly Valde Connections, Inc.)

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

1111 N. Orlando Avenue
Winter Park, Florida 32789
(407) 970-8460
Address of Principal Executive Offices

Colorado
(State of incorporation)

50-0012982
(IRS Employer Identification #)

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

Securities registered under Section 12(g) of the Exchange Act: Common Stock, par value \$.0001 per share
Preferred Stock, par value \$.001 per share

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

☐ Check if disclosure of delinquent filers in response to Item 405 of Regulation SB is not contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10KSB or any amendment to this Form 10-KSB.

Issuer's revenues for its most recent fiscal year: \$100,173

The number of shares outstanding of the Registrant's common stock as of February 11, 2003 was 32,340,000
The number of shares outstanding of the Registrant's preferred stock as of February 11, 2003 was - 0 -

Transitional Small Business Disclosure Format: ☐ YES ☒ NO

Introductory Note

This Amendment No. 2 on Form 10-KSB/A ("Amended 10-KSB") is being filed in response to a review of Amendment No. 1 of Form 10KSB and expands or clarifies that disclosure. This Amended 10-KSB speaks as of the filing date of the Original 10-KSB, except for the certifications which speak as of their respective dates 10-KSB. Except as specifically indicated, this Amended 10-KSB does not reflect any events occurring subsequent to the filing of the Original Form 10-KSB.

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Description of Business

General

Signature Leisure, Inc. (formerly Valde Connections, Inc.) was incorporated in the State of Colorado on March 15, 2000 as JDLPhotos.com, Inc. Through January 20, 2003, JDLPhotos.com, Inc. was located in Longmont, Colorado and was a retailer of matted and framed photographs. Due to the continuing losses from operations and the increasing expense related to the public entity a new management and business opportunities were sought. On January 20, 2003, the company transferred its business back to James DeLutes, its majority shareholder and underwent a change of control. As a result of this transfer and the change in control the company became a public shell. The board of directors, consisting solely of Mr. DeLutes, did not solicit or receive an independent, third party opinion regarding the fairness to Signature Leisure, Inc. (formerly Valde Connections, Inc. from a financial viewpoint, of the cancellation of the shares and the disposition of the assets.

In February of 2003, the company changed its name from JDLPhotos.com, Inc. to Valde Connections, Inc. In August of 2003 the company changed its name to Signature Leisure, Inc.

Signature Leisure, Inc. (formerly Valde Connections, Inc.) has authorized 50,000,000 shares of common stock, par value \$.0001 and 10,000,000 shares of preferred stock, par value \$.001. At February 11, 2003; 32,340,000 shares of common stock were issued and outstanding; No preferred shares have been issued.

The common stock of Signature Leisure, Inc. (formerly Valde Connections, Inc.) common stock is traded on the NASDAQ Bulletin Board under the symbol SGLI.

The Company has a December 31st fiscal year end.

Description of Business

The Company is pursuing a business strategy of identifying profitable clinical day spa and salons for potential acquisitions as a means of increasing the growth rate of revenues in addition to potential future Company expansion through means of building locations from the ground up. The Company is seeking partners, such as hotels that are located in resort destinations, as well as other potential high profile business partnerships.

On March 3, 2003, the Company signed a Letter of Intent with Main Street Inn Development Company, LLC to build and operate a hair salon and day spa within the Main Street Inn, located in Hilton Head South Carolina. Under the terms of the Letter of Intent, the Company and the LLC would share the costs of building the facility and in the subsequent revenues. During the three months ended September 30, 2003, further due diligence and negotiations continued with the LLC. Final closing details could not be agreed upon between the LLC and the Company. No further negotiations are anticipated.

On April 7, 2003, the Company signed a Letter of Intent with a combination salon and day spa, whereby the Company would acquire all of the outstanding common shares of the salon in exchange for common stock of the Company. The Clinical Day Spa is in located near the Orlando area of Central Florida and comprises a 5,000 sq ft facility that is presently in operation. During the three months ended September 30, 2003, further due diligence efforts were undertaken and the Company has elected to no longer pursue the salon and day spa as an acquisition candidate. No further negotiations are anticipated.

Due to the difficulty the company has had trying to complete the previously discussed agreements for spa operations; management is also considering other opportunities to establish revenue for the company.

Employees

Currently, the company has one employee, the President and sole Director of the company.

Description of Property

On October 14, 2003, Signature Leisure executed a commercial lease for a building located in Winter Park, Florida. The leased property comprises approximately 6000 square feet of usable space. The lease began December 1, 2003 and expires November 30, 2004; monthly lease payments are \$5,857.

Previously, Signature Leisure's president has been providing office space, which consisted of approximately two thousand square feet in an office building.

Signature Leisure does not currently have an operational Website on the internet. A website may be created in the future if beneficial

Legal Proceedings

No legal proceedings were initiated or served upon the company in the fiscal year ending December 31, 2002.

Submission of Matters to a Vote of Security Holders

None in the fiscal year ending December 31, 2002.

Market for Common Equity and Related Stockholder Matters

Market Information

As of February 14, 2003 the Signature Leisure, Inc. (formerly Valde Connections, Inc.) common stock was listed on the NASDAQ Bulletin Board under the symbol "VLDE". Prior to that the common stock was listed under the symbol "JDLP" (effective 5/24/2002). The first available quotes on the bulletin board appeared in the first quarter of 2003. The quotations provided are for the over the counter market which reflect interdealer prices without retail mark-up, mark-down or commissions, and may not represent actual transactions. The bid prices included below have been obtained from sources believed to be reliable (YAHOO, finance as of March 26, 2003):

Period Ending	High	Low
January 28, 2003	\$0.01	\$0.01
February 26, 2003	\$0.29	\$0.24
March 26, 2003	\$0.24	\$0.23

Holders

Valde Connections, Inc. had 32,340,000 shares of common stock issued and outstanding as of February 11, 2003, which were held by approximately 42 shareholders. Signature Leisure, Inc. (formerly Valde Connections, Inc.) has currently 0 shares of preferred stock issued and outstanding.

Recent Issuance of Securities

On January 20, 2003, the Company transferred its photography business and substantially all of its assets back to its president (and majority shareholder) in exchange for the cancellation of all of the common stock of the Company held by the president. In addition, 50,000 shares of common stock previously issued to the Company's attorney, Patricia Cudd, for services related to the formation and initial organization of the company were cancelled.

Also, on January 20, 2003, the Company issued 1,080,000 shares of common stock to Mr. Stephen W. Carnes as consideration for his serving on the Board of Directors, assuming the liability of being an officer and director of a publicly trading and reporting Company, his business expertise and his business concept of establishing Salon and day spa services. Mr. Carnes is in the process of establishing a new business plan for the Company.

On January 27, 2003, the Company executed a twenty-for-one stock dividend for shareholders of record on January 24, 2003. As a result of the stock dividend, the number of common shares issued and outstanding increased from 1,540,000 to 32,340,000.

Recent Sales of Unregistered Securities*

** Sales indicated prior to January 27, 2003 do not reflect the twenty for one stock dividend*

On March 15, 2000, we issued 3,000,000 shares of common stock and paid the sum of \$14,157 in cash to Mr. James J. DeLutes, our sole executive officer, director and controlling shareholder, in exchange for 100% of Mr. DeLutes' interest in Jim DeLutes Photography, a sole proprietorship having total assets, subject to liabilities, valued, at historical cost, at \$23,887. The net value of the consideration delivered by Mr. DeLutes for the shares was \$9,730, at the rate of \$.003 per share, representing the difference between the aggregate historical cost value of the assets, subject to the liabilities (\$23,887), of Jim DeLutes Photography and the \$14,157 cash sum received by Mr. DeLutes together with the shares. On March 15, 2000, we issued 3,000,000 shares of common stock and paid the sum of \$14,157 in cash to Mr. James J. DeLutes, our sole executive officer, director and controlling shareholder, in exchange for 100% of Mr. DeLutes' interest in Jim DeLutes Photography, a sole proprietorship having total assets, subject to liabilities, valued, at historical cost, at \$23,887. On September 30, 2000, we issued 3,000,000 shares of common stock to Mr. Scott M. Thornock, a former executive officer and director of JDLphotos.com, in consideration for services performed by him in connection with the organization of the company valued at \$9,730, at the rate of \$.003 per share. These services, performed over a period of approximately 49 hours, related to: (a) the development, design, layout and function of JDLphotos.com's site on the Internet; (b) the development and maintenance of potential strategic relationships with other web sites and portals; (c) the development and implementation of marketing strategies, including the expansion of distribution channels; (d) the formation and capitalization of JDLphotos.com, including the amount of required funding; and (e) coordinating the efforts of Cordovano and Harvey, P.C., JDLphotos.com's independent auditors. Mr. DeLutes purchased all 3,000,000 shares of common stock owned by Mr. Thornock on May 8, 2001.

On September 30, 2000, we issued 50,000 shares of common stock to Patricia Cudd, Esq., the sole proprietor of Cudd & Associates, our special securities counsel, for the performance of legal services in organizing JDLphotos.com valued at \$162, at the rate of \$.003 per share. The 50,000 shares owned by Patricia Cudd, Esq., represent approximately .8% of our outstanding common stock.

With respect to the sales described above, we relied upon Section 4(2) of the Securities Act of 1933 for transactions by an issuer not involving any public offering, as an exemption from the registration requirements of Section 5 of the Securities Act of 1933. Each of the purchasers was an executive officer and director or legal counsel to the company at the time of the purchase. Each investor had enough knowledge and experience in finance and business matters to evaluate the risks and merits of his or her investment. Each purchaser represented in writing that he or she acquired the securities for investment for his or her own account and not with a view to distribution. Stop transfer instructions have been issued to our transfer agent with respect to the securities, and the transfer agent has been instructed to issue the certificates representing the securities bearing a restrictive investment legend. Each purchaser signed a written agreement stating that the securities will not be sold except by registration under the Securities Act of 1933 or pursuant to an exemption from registration.

During October and November 2001, we issued an aggregate of 460,000 shares of common stock to a total of thirty-five persons, all of whom are residents of the State of Colorado, for cash consideration totaling \$115,000. The offering price of the shares was \$.25 per share. We made the sales in reliance upon the exemption from registration with the U.S. Securities and Exchange Commission provided under Section 3(b) of the Securities Act of 1933 and Regulation A promulgated thereunder and in reliance upon the exemption with the Colorado Division of Securities afforded under Section 11-51-308(1)(p) of the Colorado Securities Act. No underwriter was employed in connection with the offering and sale of the shares. The facts we relied upon to make the Federal exemption available include, among others, the following:

- (i) The aggregate offering price for the offering of the shares of common stock did not exceed \$5,000,000, less the aggregate offering price for all securities sold within the twelve months before the start of and during the offering in reliance upon the exemption under Regulation A;
- (ii) The required number of manually executed originals and true copies of Form 1-A were duly and timely filed with the U.S. Securities and Exchange Commission;
- (iii) The fact that we have not been since our inception:
 - (a) Subject to the reporting requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934;
 - (b) An "investment company" within the meaning of the Investment Company Act of 1940;
 - (c) A development stage company that either has no specific business plan or purpose or has indicated that its business plan is to engage in a merger or acquisition with an unidentified company or companies, or other entity or person; or
 - (d) Is not disqualified because of Regulation Section 230.262.

No additional sales unregistered securities occurred through the period ended December 31, 2002.

Dividend Policy

Signature Leisure, Inc. (formerly Valde Connections, Inc.) has not paid a cash dividend on its common stock in the past 12 months. The company does not anticipate paying any cash dividends on its common stock in the next 12 month period. Management anticipates that earnings, if any, will be retained to fund the company's working capital needs and the implementation of its business plan. The payment of any dividends is at the discretion of the Board of Directors.

On January 27, 2003, the Company executed a twenty-for-one stock dividend for shareholders of record on January 24, 2003. As a result of the stock dividend, the number of common shares issued and outstanding increased from 1,540,000 to 32,340,000.

Management's Discussion and Analysis or Plan of Operations

Overview

Signature Leisure, Inc. (formerly Valde Connections, Inc.) (formerly JDLPhotos.com, Inc.), since the Company's inception, has had insufficient revenues to support operations. Revenue from sales were generally sufficient to cover the costs of goods and selling expenses, but never developed to a sufficient level to support the officers salaries and marketing expenses.

On January 20, 2003, the Board of Directors determined to alter the business direction from retail sales of matted and framed photographs (JDLPhotos.com, Inc.) to providing services, sales and marketing in the hair salon, spa and modeling industries (Signature Leisure, Inc. (formerly Valde Connections, Inc.)).

The Spa Industry

In 2000 and 2002, the International SPA Association (ISPA) engaged PricewaterhouseCoopers to conduct a Spa Industry Study. The following summary is from that 2002 study.

Spa Locations. There are an estimated 9,600 spas throughout the U.S. and 1,300 in Canada. In the U.S., the largest spa category, accounting for over three-quarters of locations, is day spas. Resort/hotel spas are the second largest group, followed by club spas, mineral springs spas, medical spas and destination spas.

Spa Visits. There were approximately 155.8 million spa visits made in the U.S. in 2001. Sixty-eight percent (68 percent) of these were to day spas. Resort/hotel spas and club spas received the next largest numbers of spa visits.

Revenues. In 2001, the U.S. spa industry achieved approximately \$10.7 billion in revenues. Half (51 percent) of the spa industry's revenues are derived from treatment rooms. Beauty salons and retail also account for significant portions of industry revenue.

Employment. An estimated 282,000 people are employed by the U.S. spa industry. Sixty-three percent (63 percent) of employees are full time. Employee wages and salaries totaled approximately \$4.9 billion in 2001.

Spa Industry Growth

Spa Locations. The number of spa locations has doubled in number every four years. The number of locations has increased by an average of 20 percent annually over the last eight years. The resort/hotel spa segment has been expanding faster than any other and showed a cumulative two-year increase of 143 percent in number of locations. Mineral springs spas are also growing faster than the industry average.

Spa visits. Demand continues to be the driving force behind the tremendous growth of the industry. Despite poor economic conditions, the number of spa visits continues to grow rapidly, increasing by 71 percent between 1999 and 2001.

Revenues. Industry revenues have grown by 114 percent between 2000 and 2002. However, the annual growth in revenues for individual spas has moderated from 28 percent in 1999 to only 14 percent in 2000 and 8 percent in 2001.

Employment. The spa industry saw an 87 percent increase in the total number of employees in the past two years.

The Company is pursuing a business strategy of identifying profitable clinical day spa and salons for potential acquisitions as a means of increasing the growth rate of revenues in addition to potential future Company expansion through means of building locations from the ground up. The Company is seeking partners, such as hotels that are located in resort destinations, as well as other potential high profile business partnerships.

Inherent in the Company's business are various risks and uncertainties, including its limited operating scale and its lack of operating history. The Company's future success will be dependent upon its ability to provide effective and competitive products, its ability to develop and provide new services or products that meet customers changing requirements, and its ability to use leading technologies to influence and respond to emerging industry standards on a timely and cost-effective basis.

Financial Condition and Results of Operations

Signature Leisure, Inc. (formerly Valde Connections, Inc.) has sustained operational losses since its inception. Principal funding during the prior two fiscal years was primarily through the receipt of proceeds of \$115,000 from a private offering concluded at fiscal year-end 2001. Cash and cash equivalents at fiscal year-end were \$14,303.

During October and November 2001, we issued an aggregate of 460,000 shares of common stock to a total of thirty-five persons, all of whom are residents of the State of Colorado, for cash consideration totaling \$115,000. The offering price of the shares was \$.25 per share. Proceeds were utilized basically planned:

\$36,000 for the Presidents salary, \$20,000 for the repayment of promissory notes held by Mr. James J. DeLutes the company president and Mr. Scott Thornock, a former officer of the company. Approximately \$24,500 was related to offering costs \$7,500 of which was prepaid from the proceeds of the promissory notes. Approximately \$10,000 was used for Marketing, \$3600 in rent paid to James J. DeLutes and the remaining approximately \$29,000 was used as working capital for operations.

Signature Leisure, Inc. (formerly Valde Connections, Inc.) will require additional funding to establish the corporate organization and infrastructure; and to complete the corporation's business plan to address the hair salon, spa and modeling industries. The source of such additional funding may be through an additional offering of Valde Connections' equity securities or such other means as may be determined by the Board of Directors.

Liquidity and Capital Resources

For the fiscal years ending December 31, 2001 and 2002; the Company experienced operating losses of \$33,157 and \$73,433, respectively. Gross profits for these periods were \$70,569 and \$69,657, respectively; offset by operating expenses of \$103,726 and \$143,090, respectively, to result in the operating losses previously stated. Due to efforts to expand operations, selling costs increased approximately \$15,000 and general administrative costs, consisting primarily of increased accounting and professional fees, increased \$25,000 in 2002.

The Company's cash position in fiscal 2001 increased by \$75,980 from \$2,859 to result in cash at the end of the period in the amount of \$78,839. The primary source of funds during this period resulted from proceeds of \$115,000 from a private offering concluding at fiscal 2001 year-end.

The Company's cash position in fiscal 2002 decreased by \$64,536 to \$14,303. Net cash used in operating activities during this period totaled \$63,000.

The Company has limited capital with which to pursue its business plan. There can be no assurance that the Company's future operations will be significant and profitable, or that the Company will have sufficient resources to meet its objectives. The company is seeking initial funding of \$500,000 for general operations and the build out of its first spa location. A typical Spa location is expected to require approximately \$250,000 for its initial setup and operation. The additional \$250,000 is intended for general operations and reserve until an initial spa location begins to develop revenue. Future offerings of equity securities may have a materially dilutive effect on the holdings of the existing shareholders. The company has no operations and it may be difficult to obtain financing.

The limited operations of Signature leisure have relied on loans and contribution of labor from it's President Stephen Carnes. No commitments are in place to continue this financing.

Forward-Looking Statements

Certain statements concerning the Company's plans and intentions included herein may constitute forward-looking statements for purposes of the Securities Litigation Reform Act of 1995 for which the Company claims a safe harbor under that Act. There are a number of factors that may affect the future results of the Company, including, but not limited to, (a) the ability of the company to obtain additional funding for operations, (b) the continued availability of management to develop the business plan and (c) successful development and market acceptance of the company's products.

Signature Leisure, Inc. (formerly Valde Connections, Inc.)

- Financial Statements

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Independent Auditor's Report

To the Board of Directors and Shareholders:
Valde Connections, Inc. (formerly JDLPhotos.com, Inc.)

We have audited the accompanying balance sheet of Valde Connections, Inc. (formerly JDLPhotos.com, Inc.) as of December 31, 2002, and the related statements of operations, changes in shareholders' equity, and cash flows for the years ended December 31, 2002 and 2001. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Valde Connections, Inc. as of December 31, 2002, and the results of its operations and its cash flows for the years ended December 31, 2002 and 2001, in conformity with accounting principles generally accepted in the United States of America.

Effective January 20, 2003, the Company transferred its photography operations and substantially all of its assets (subject to related liabilities) to the Company's former president. As part of this transaction, the Company also underwent a change in control and became a public shell company (see Note 6).

Cordovano and Harvey, P.C.
Denver, Colorado
March 14, 2003

VALDE CONNECTIONS, INC.
(Formerly JDLPhotos.com, Inc.)
BALANCE SHEET

December 31, 2002

Assets

Current Assets	
Cash	\$ 14,303
Merchandise inventories, at cost	<u>13,077</u>
Total Current Assets	27,380
Property and equipment, net (Note 3)	4,815
Intangible assets (Note 3)	<u>800</u>
	<u><u>\$ 32,995</u></u>

Liabilities and Shareholders' Equity

Current Liabilities	
Accounts payable and accrued liabilities	\$ 9,731
Indebtedness to related party (Note 2)	<u>8,655</u>
Total Current Liabilities	<u>18,386</u>

Shareholders' Equity (Note 5)

Preferred stock, \$.001 par value; 10,000,000 shares authorized; -0- shares issued and outstanding	-
Common stock, \$.0001 par value; 50,000,000 shares authorized; 6,510,000 shares issued and outstanding	651
Additional paid-in capital	138,028
Retained deficit	<u>(124,070)</u>
Total Shareholders' Equity	<u>14,609</u>
	<u><u>\$ 32,995</u></u>

See accompanying notes to financial statements

VALDE CONNECTIONS, INC.
(Formerly JDLPhotos.com, Inc.)
STATEMENTS OF OPERATIONS

	For the Year Ended December 31,	
	<u>2002</u>	<u>2001</u>
Revenues	\$ 100,173	\$ 97,278
Cost of revenues	<u>30,516</u>	<u>26,709</u>
Gross profit	69,657	70,569
Operating expenses:		
Selling	42,982	27,413
General and administrative (Note 2 and 5)	<u>100,108</u>	<u>76,313</u>
Total operating expenses	<u>143,090</u>	<u>103,726</u>
Operating loss	(73,433)	(33,157)
Other income (expense):		
Interest expense, related parties (Note 2)	-	(1,169)
Interest expense, other	(320)	-
Interest income	<u>466</u>	<u>124</u>
Loss before income taxes	(73,287)	(34,202)
Provision for income taxes (Note 4)	-	-
Net loss	<u>\$ (73,287)</u>	<u>\$ (34,202)</u>
Basic and diluted	<u>\$ (0.01)</u>	<u>\$ (0.01)</u>
Weighted average number of shares of common stock outstanding	<u>6,510,000</u>	<u>6,055,897</u>

See accompanying notes to financial statements

VALDE CONNECTIONS, INC.
(Formerly JDLPhotos.com, Inc.)
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

For the Years Ended December 31, 2002 and 2001

	<u>Common Stock</u>		<u>Additional</u>	<u>Retained</u>	
	<u>Shares</u>	<u>Par Value</u>	<u>Paid-in</u>	<u>Deficit</u>	<u>Total</u>
			<u>Capital</u>		
Balance - December 31, 2000	6,050,000	\$ 605	\$ 42,966	\$ (16,581)	\$ 26,990
Contributed services (Note 2)	-	-	4,667	-	4,667
Proceeds from private offering (Note 5)	460,000	46	114,954	-	115,000
Offering expenses (Note 5)	-	-	(24,559)	-	(24,559)
Net loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>(34,202)</u>	<u>(34,202)</u>
Balance - December 31, 2001	6,510,000	651	138,028	(50,783)	87,896
Net loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>(73,287)</u>	<u>(73,287)</u>
Balance - December 31, 2002	<u>6,510,000</u>	<u>\$ 651</u>	<u>\$ 138,028</u>	<u>\$ (124,070)</u>	<u>\$ 14,609</u>

See accompanying notes to financial statements

VALDE CONNECTIONS, INC.
(Formerly JDLPhotos.com, Inc.)
STATEMENTS OF CASH FLOWS

	For the Year Ended December 31,	
	<u>2002</u>	<u>2001</u>
Cash Flows from Operating Activities		
Net Loss	\$ (73,287)	\$ (34,202)
Transactions not requiring cash:		
Depreciation and amortization	3,857	4,239
Contributed services (Note 2)	-	4,667
Changes in operating assets and liabilities:		
Inventory and other current assets	3,080	(2,200)
Advances and accrued expenses due to related party	2,346	10,226
Accounts payable and other current liabilities	<u>1,004</u>	<u>7,704</u>
Net cash used in operating activities	<u>(63,000)</u>	<u>(9,566)</u>
Cash Flows from Investing Activities		
Capital expenditures	<u>(1,536)</u>	<u>(4,395)</u>
Net cash provided (used) in investing activities	<u>(1,536)</u>	<u>(4,395)</u>
Cash Flows from Financing Activities		
Proceeds from issuance of notes payable	-	2,500
Payments on notes payable	-	(20,500)
Proceeds from private offering	-	115,000
Offering costs	<u>-</u>	<u>(7,059)</u>
Net cash provided by financing activities	<u>-</u>	<u>89,941</u>
Net change in Cash	(64,536)	75,980
Cash at beginning of period	<u>78,839</u>	<u>2,859</u>
Cash at end of period	<u><u>\$ 14,303</u></u>	<u><u>\$ 78,839</u></u>
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Interest	<u><u>\$ 320</u></u>	<u><u>\$ 1,169</u></u>
Income taxes	<u><u>\$ -</u></u>	<u><u>\$ -</u></u>

See accompanying notes to financial statements

VALDE CONNECTIONS, INC.
(Formerly JDLPhotos.com, Inc.)
Notes To Financial Statements

Note 1 - Nature of Business and Summary of Significant Accounting Policies

Description of organization

Through January 20, 2003, JDLPhotos.com, Inc. (referred to as the "Company") was a retailer of matted and framed photographs located in Longmont, Colorado. Photographs were sold at art shows and via the Internet. On January 20, 2003, the Company transferred its business back to its majority shareholder and underwent a change in control (see Note 6).

Effective February 10, 2003, the Company changed its name from JDLPhotos.com, Inc. to Valde Connections, Inc.

The Company has developed a new business plan; however, it has limited capital with which to pursue its business plan. There can be no assurance that the Company's future operations will be significant and profitable, or that the Company will have sufficient resources to meet its objectives.

Inherent in the Company's business are various risks and uncertainties, including its limited operating scale and its lack of operating history. The Company's future success will be dependent upon its ability to provide effective and competitive products, its ability to develop and provide new services or products that meet customers changing requirements, and its ability to use leading technologies to influence and respond to emerging industry standards on a timely and cost-effective basis.

Use of estimates

The preparation of the financial statements in conformity with generally accepted accounting principals requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities; disclosure of contingent assets and liabilities at the date of the financial statements; and the reported amounts of revenues and expenses during the reporting period. Accordingly, actual results could differ from those estimates.

Merchandise inventories

Merchandise inventories consist of supplies and matted and framed photographs and are valued at the lower of cost (average cost) or market.

Property, equipment and depreciation

Property and equipment are stated at cost. Depreciation is computed, for financial reporting purposes, over the estimated useful life of the assets using the straight-line method:

Office equipment.....	3 years
Furniture.....	10 years
Photography equipment.....	5 years

Intangible assets

Intangible assets consist of the software development costs related to the Company's web site. The cost of developing and implementing its web site and related software is expensed until the Company has determined that the web site and related software will result in probable future economic benefits and management has committed to funding the project. Thereafter, all direct external implementation costs and purchased software costs are capitalized and amortized using the straight-line method over the remaining estimated useful lives, not exceeding three years, in accordance with Emerging Issues Task Force Issue No. 00-2 ("EITF 00-2"), "Accounting for Web Site Development Costs".

VALDE CONNECTIONS, INC.
(Formerly JDLPhotos.com, Inc.)
Notes To Financial Statements

Deferred offering costs

Costs associated with its common stock offering, consisting of legal, accounting and printing costs were deferred until the offering was completed at which time the costs were offset against the offering proceeds.

Impairment of long-lived assets and certain identifiable intangibles

The Company evaluates the carrying value of its long-lived assets under the provisions of SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*. Statement No. 144 requires impairment losses to be recorded on long-lived assets used in operations when indicators of impairment are present and the undiscounted future cash flows estimated to be generated by those assets are less than the assets' carrying amount. If such assets are impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying value or fair value, less costs to sell.

Revenue recognition

Revenue, derived principally from the sale of framed and unframed original photographs, is recognized when the photograph is delivered. The Company offers a full refund, less shipping and handling, to dissatisfied customers for a period of one year from date of purchase. There is no allowance for customer returns recorded in the accompanying financial statements, as a refund has never been claimed.

Income taxes

The Company accounts for income taxes under the provisions of SFAS No. 109, *"Accounting for Income Taxes"*. SFAS No. 109 requires recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities arise from the difference between the tax basis of an asset or liability and its reported amount on the financial statements. Deferred tax amounts are determined by using the tax rates expected to be in effect when the taxes will actually be paid or refunds received, as provided under currently enacted law. Valuation allowances are established when necessary to reduce the deferred tax assets to the amounts expected to be realized. Income tax expense or benefit is the tax payable or refundable, respectively, for the period plus or minus the change during the period in the deferred tax assets and liabilities.

Stock-based compensation

The Company accounts for stock-based compensation arrangements in accordance with Statement of Financial Accounting Standards No. 123, *"Accounting for Stock-Based Compensation,"* (SFAS 123) which permits the use of either a fair value based method or permits the continued use of the intrinsic value method as defined in Accounting Principles Board Opinion No. 25, *"Accounting for Stock Issued to Employees"* (APB 25). Companies that elect to continue to apply the method provided in APB 25 are required to disclose the pro forma net income and earnings per share that would have resulted from the use of the fair value based method. The Company has elected to continue to determine the value of the stock-based compensation arrangements under the provisions of APB 25. However, there was no effect on net loss or loss per share. Accordingly, the pro forma disclosures required under SFAS 123 are not provided.

VALDE CONNECTIONS, INC.
(Formerly JDLPhotos.com, Inc.)
Notes To Financial Statements

Note 2 – Related Party Transactions

The Company accrued compensation to the President at \$3,000 per month between January and June of 2001 and began to pay a cash salary to the President in July 2001. The accrued compensation by its President totaling \$18,000 was offset by receivables in the amount of \$7,774 and \$3,917 owed to the Company by the President from prior years. The President also paid certain administrative expenses on behalf of the Company, of which \$2,346 was owed to the President at December 31, 2002. As of December 31, 2002, the Company owed the President a total of \$8,655 for unpaid compensation and expense reimbursements. This amount is included in the accompanying financial statements as indebtedness to related party at December 31, 2002.

For all periods presented, the Company rented space from the President (sole shareholder in 1999) and paid associated utilities expense and property taxes. These expenses totaled \$4,843 and \$4,445, respectively, for the years ended December 31, 2002 and 2001.

An officer of the Company provided services to the Company at no charge from January 1, 2001 through May 20, 2001. The fair value of the services was determined to be 4,666. The accompanying financial statements reflect a charge to operations and a corresponding credit to additional paid-in capital in the amount of \$-0- and \$4,666, respectively, for the years ended December 31, 2002 and 2001, to recognize the value of the services. These charges are included in general and administrative expenses.

During the years ended December 31, 2002 and 2001, the Company received \$-0- and \$2,500, respectively, in bridge financing from the President and an officer in exchange for promissory notes. The Company also owed the officers an additional \$18,000 for bridge financing received in prior years. Bridge financing was provided to offset costs of the Company's proposed common stock offering (See Note 5) and was expected to be repaid from its proceeds. The notes, plus accrued interest, were due on the closing date of the Company's common stock offering, December 1, 2001. Interest on the bridge financing totaled \$-0- and \$1,169, respectively, for the years ended December 31, 2002 and 2001. The Company paid off all outstanding notes and accrued interest to the President and the officer prior to December 31, 2001.

On March 15, 2000, the Company entered into a License Agreement with its President and sole shareholder (the "Licensor"). The Licensor granted the Company the exclusive right and license, not including the right to sublicense to others, to use the transparencies of the Licensor to create prints for retail sale and distribution. In exchange, the Licensor will receive a royalty of ten percent of net revenue for each increment of \$200,000 realized by the Company annually from the sale of prints created from the transparencies. The Agreement has an initial term of five years and may be renewed by the Company for a second five-year period upon approval by the Licensor. The net revenue in 2002 and 2001 did not exceed \$200,000. No royalty expense has been accrued.

VALDE CONNECTIONS, INC.
(Formerly JDLPhotos.com, Inc.)
Notes To Financial Statements

Note 3 – Balance Sheet Components

Property and Equipment

Property and equipment consisted of the following at December 31, 2002:

Office equipment.....	\$	6,145
Furniture.....		812
Photography equipment.....		<u>15,836</u>
		22,793
Less accumulated depreciation.....		<u>(17,978)</u>
	\$	<u><u>4,815</u></u>

Depreciation expense for the years ended December 31, 2002 and 2001, respectively, was \$2,258 and \$2,640.

Intangible assets

Intangible assets consisted of the following at December 31, 2002:

Software development costs.....	\$	4,798
Less accumulated amortization.....		<u>(3,998)</u>
	\$	<u><u>800</u></u>

Amortization is computed, for financial reporting purposes, over the estimated useful life of the web site (3 years) using the straight-line method. Amortization expense was \$1,599 and \$1,599, for the years ended December 31, 2002 and 2001, respectively.

VALDE CONNECTIONS, INC.
(Formerly JDLPhotos.com, Inc.)
Notes To Financial Statements

Note 4 – Income Taxes

A reconciliation of U.S. the statutory federal income tax rate to the effective rate is as follows for the years ended December 31, 2002 and 2001:

	For the Years Ended	
	December 31,	
	2002	2001
U.S. statutory federal rate, graduated.....	17.85%	15.65%
State income tax rate, net of federal benefit.....	3.80%	4.99%
Permanet book-to-tax differences.....	0.00%	-7.28%
Net operating loss carry forward.....	-21.65%	-13.36%
Effective tax rate	<u>0.00%</u>	<u>0.00%</u>

At December 31, 2002, the Company's current tax benefit consisted of a net tax asset of \$20,065, due to operating loss carryforwards of \$95,455, which was fully allowed for, in the valuation allowance of \$20,065. The valuation allowance results in deferred tax expense, which offsets the net deferred tax asset for which there is no assurance of recovery. The changes in the valuation allowance for the years ended December 31, 2002 and 2001 totaled \$15,867 and \$5,593, respectively. Net operating loss carryforwards will expire through 2022.

The valuation allowance will be evaluated at the end of each year, considering positive and negative evidence about whether the asset will be realized. At that time, the allowance will either be increased or reduced; reduction could result in the complete elimination of the allowance if positive evidence indicates that the value of the deferred tax asset is no longer impaired and the allowance is no longer required.

Should the Company undergo an ownership change, as defined in Section 382 of the Internal Revenue Code, the Company's tax net operating loss carryforwards generated prior to the ownership change will be subject to an annual limitation which could reduce or defer the utilization of those losses.

Note 5 - Shareholder's Equity

Preferred stock

The preferred stock may be issued in series as determined by the Board of Directors. As required by law, each series must designate the number of shares in the series and each share of a series must have identical rights of (1) dividend, (2) redemption, (3) rights in liquidation, (4) sinking fund provisions for the redemption of the shares, (5) terms of conversion and (6) voting rights. The Company is authorized to issue 10,000,000 of its \$0.001 par value preferred stock. No preferred stock was issued and outstanding at December 31, 2002.

Common stock

The Company is authorized to issue 50,000,000 of its \$0.0001 par value common stock. As of December 31, 2002, the Company had 6,510,000 shares of its common stock issued and outstanding.

VALDE CONNECTIONS, INC.
(Formerly JDLPhotos.com, Inc.)
Notes To Financial Statements

Private offering

The Company commenced an offering, pursuant to an exemption from registration requirements under Regulation A of the Securities Act of 1933, in October 2001 and closed such offering in November 2001. The Company received \$115,000 in gross offering proceeds from the sale of 460,000 shares of its \$.0001 par value common stock at \$.25 per share. The Company paid a total of \$24,559 in offering costs.

Note 6 - Subsequent Events

On January 20, 2003, the Company transferred its photography business and substantially all of its assets back to its president (and majority shareholder) in exchange for the cancellation of all of the common stock of the Company held by the president. In addition, 50,000 shares of common stock previously issued to the Company's attorney for services were cancelled. This transaction left the Company as a public shell corporation. The income tax effects on the Company, if any, will be reported in the first quarter of 2003.

Also, on January 20, 2003, the Company issued 1,080,000 shares of its common stock to new management. New management is in the process of establishing a new business plan for the Company.

The following unaudited pro forma condensed balance sheet gives effect to the transfer of the Company's business as if it had occurred at December 31, 2002. The unaudited pro forma financial information should be read in conjunction with the Company's separate audited financial statements and notes thereto.

Valde Connections, Inc.
Pro Forma Balance Sheet

December 31, 2002 (Unaudited)	Actual Balance Sheet	Pro Forma Adjustments	Pro Forma Balance Sheet
Cash.....	\$ 14,303	\$ (14,303) 1	\$ -
Inventory.....	13,077	(13,077) 1	-
Property and equipment, net.....	4,815	(4,815) 1	-
Intangible assets, net.....	800	(800) 1	-
Total Assets.....	<u>\$ 32,995</u>	<u>\$ (32,995)</u>	<u>\$ -</u>
Accounts payable and accruals.....	\$ 9,731	\$ (4,731) 1	\$ 5,000
Indebtedness to related party.....	8,655	(8,655) 1	-
Total Liabilities.....	<u>18,386</u>	<u>(13,386)</u>	<u>5,000</u>
Common stock.....	651	2,583 1,2,3,4	3,234
Additional paid-in capital.....	138,028	(22,192) 1,2,3,4	115,836
Retained deficit.....	<u>(124,070)</u>	<u>-</u>	<u>(124,070)</u>
Total Equity (Deficit).....	<u>14,609</u>	<u>(19,609)</u>	<u>(5,000)</u>
Total Liabilities and Equity (Deficit)...	<u>\$ 32,995</u>	<u>\$ (32,995)</u>	<u>\$ -</u>

VALDE CONNECTIONS, INC.
(Formerly JDLPhotos.com, Inc.)
Notes To Financial Statements

Pro forma adjustments

1. Assets, and associated liabilities, related to the Company's previous operations released to the Company's former president in exchange for the cancellation of the former president's 6,000,000 shares of the Company's common stock;
2. Cancellation of the former attorney's 50,000 shares of the Company's common stock;
3. 1,080,000 shares of the Company's common stock issued to the Company's new management;
4. 20 for 1 common stock dividend.

Following the change in control, the Company's Board of Directors resolved to alter the Company's business plan and focus on the hair salon, spa, and modeling industries.

On January 27, 2003, the Company executed a twenty-for-one stock dividend for shareholders of record on January 24, 2003. As a result of the stock dividend, the number of common shares issued and outstanding increased from 1,540,000 to 32,340,000.

Effective February 10, 2003, the Company changed its name from JDLPhotos.com, Inc. to Valde Connections, Inc.

Changes In / Disagreements with Accountants on Accounting/Financial Disclosure

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

Directors, Executive Officers, Promoters and Control Persons

The directors and officers are as follows:

NAME	POSITION(S)	TENURE
Stephen W. Carnes	President, Director	January 20, 2003 to present

Office Street Address: 1111 N. Orlando Avenue
Winter Park, Florida 32789

Telephone: (407) 970-8460

Mr. Stephen W. Carnes serves as the President of Signature Leisure, Inc. (formerly Valde Connections, Inc.) and is the company's sole director. Mr. Carnes was appointed President and Director of the corporation filling the vacancy created by the prior President's resignation, in connection with the company's decision to alter its business direction and focus on the hair salon, spa and modeling industries.

Employment History

<u>Employer</u>	<u>Title</u>	<u>Dates of Position</u>
Signature Leisure, Inc. (OTC BB: SGLI)	President and CEO	February 2003 to Present

Fortis Enterprises, Inc. (OTC BB: FRTE)	President and CEO	July 2003 to Present
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Fortis Enterprises is a publicly traded company on the Over-the-Counter Bulletin Board under the symbol FRTE. Fortis Enterprises is presently a development stage company that intends to capitalize upon the niche market opportunities within the commercial and residential restoration service markets.

Self-employed as an independent manufacturers representative acting as an outside sales representative for various companies	1998 to 2003
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Founder and co-owner of a private public relations firm that assisted companies with marketing and public relations	2000 to 2003
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Education

1982 to 1986, Indiana University at Fort Wayne, Indiana

Received a B.S. degree in Business Administration

The directors shall be elected at an annual meeting of the stockholders and except as otherwise provided within the Bylaws of Signature Leisure, Inc. (formerly Valde Connections, Inc.), as pertaining to vacancies, shall hold office until his successor is elected and qualified.

Signature Leisure, Inc. (formerly Valde Connections, Inc.)

Executive Compensation

Board of Director Meetings and Committees

The Board of Directors, consisting of a single director, held no formal meetings during the year ended December 31, 2002, but conducted board actions unanimous written consent resolutions in lieu of meetings.

Compensation Summary

SUMMARY COMPENSATION TABLE

Position	Year	<u>Annual Compensation</u>			<u>Award(s)</u>		<u>Payouts</u>	
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)	Restricted Stock Award(s) (\$)	Securities Underlying Options/SARs (#)	LTIP Payouts (\$)	All Other Compensation (\$)
James J. DeLutes President and Director	2002	36,000	0	0	0	0	0	0
	2001	36,000	0	0	0	0	0	1,515*

*discontinued medical insurance benefit plan

Notes:

As of December 31, 2002, we had no group life, health, hospitalization, medical reimbursement or relocation plans in effect. Further, we had no pension plans or plans or agreements which provide compensation on the event of termination of employment or change in control of us.

We do not pay members of our Board of Directors any fees for attendance or similar remuneration or reimburse them for any out-of-pocket expenses incurred by them in connection with our business.

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

Compensation of Directors

There was no compensation paid to any directors of Signature Leisure, Inc. (formerly Valde Connections, Inc.) as director's fees.

Employment Agreements

No formal employment agreements existed as of December 31, 2002 with any officer or employee. An employment agreement with the President is contemplated in the near future but the terms have not been determined at this time.

A consulting agreement was entered into in March of 2003 with an independent health and fitness advisor for stock compensation of 7,500 common shares payable quarterly with 10,000 common shares payable on signing. This agreement is renewable in six month intervals and can be terminated 30 days prior to any renewal period.

Long-Term Incentive Plan

None

Section 16(a) Beneficial Ownership Reporting Compliance

To the best knowledge of the Company, based on reports received pursuant to rule 16a-3(e) of the 1934 act, all reports required to be filed pursuant to rule 16a-3(e) were filed as of the date of this report.

Signature Leisure, Inc. (formerly Valde Connections, Inc.)

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth, all individuals known to beneficially own 5% or more of the Company's common stock, and all officers and directors of the registrant, with the amount and percentage of stock beneficially owned as of January 20, 2003:

<u>Name and Address of Beneficial Holder</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percent of Class</u>
Stephen W. Carnes 1180 Spring Centre South Blvd. Suite 310 Altamonte Springs, FL 32714	20,679,960 shares	63.9 %
Valdemar Castro 1180 Spring Centre South Blvd. Suite 310 Altamonte Springs, FL 32714	2,000,040 shares	6.2 %

Certain Relationships and Related Transactions

The Company accrued compensation to the President at \$3,000 per month between January and June of 2001 and began to pay a cash salary to the President in July 2001. The accrued compensation by its President totaling \$18,000 was offset by receivables in the amount of \$7,774 and \$3,917 owed to the Company by the President from prior years. The President also paid certain administrative expenses on behalf of the Company, of which \$2,346 was owed to the President at December 31, 2002. As of December 31, 2002, the Company owed the President a total of \$8,655 for unpaid compensation and expense reimbursements.

For all periods presented, the Company rented space from James DeLutes the President (sole shareholder in 1999) and paid associated utilities expense and property taxes. These expenses totaled \$4,843 and \$4,445, respectively, for the years ended December 31, 2002 and 2001.

An officer of the Company, Mr. Scott M. Thornock provided services to the Company at no charge from January 1, 2001 through May 20, 2001. The fair value of the services was determined to be 4,666. The accompanying financial statements reflect a charge to operations and a corresponding credit to additional paid-in capital in the amount of \$-0- and \$4,666, respectively, for the years ended December 31, 2002 and 2001, to recognize the value of the services. These charges are included in general and administrative expenses.

During the years ended December 31, 2002 and 2001, the Company received \$-0- and \$2,500, respectively, in bridge financing from the President, James DeLutes and Scott M. Thornock, an officer, in exchange for promissory notes. The Company also owed the officers an additional \$18,000 for bridge financing received in prior years. Bridge financing was provided to offset costs of the Company's proposed common stock offering and was expected to be repaid from its proceeds. The notes, plus accrued interest, were due on the closing date of the Company's common stock offering, December 1, 2001. Interest on the bridge financing totaled \$-0- and \$1,169, respectively, for the years ended December 31, 2002 and 2001. The Company paid off all outstanding notes and accrued interest prior to December 31, 2001.

On March 15, 2000, the Company entered into a License Agreement with its President and sole shareholder, James DeLutes (the "Licensor"). The Licensor granted the Company the exclusive right and license, not including the right to sublicense to others, to use the transparencies of the Licensor to create prints for retail sale and distribution. In exchange, the Licensor will receive a royalty of ten percent of net revenue for each increment of \$200,000 realized by the Company annually from the sale of prints created from the transparencies. The Agreement has an initial term of five years and may be renewed by the Company for a second five-year period upon approval by the Licensor. The net revenue in 2002 and 2001 did not exceed \$200,000. No royalty expense has been accrued.

Exhibits and Reports on Form 8-K

On February 20, 2003, the company filed a report on form 8-K disclosing changes in control of the registrant and the acquisition and disposition of assets. As pertinent to the change in control of the registrant and in the business direction of the registrant, effective February 10, 2003, the Company changed its name from JDLPhotos.com, Inc. to Signature Leisure, Inc. (formerly Valde Connections, Inc.)

Index to Exhibits and Reports

Signature Leisure, Inc. (formerly Valde Connections, Inc.) includes herewith the following exhibits:

- 99.1 Certification of Chief Executive Officer and Principal Accounting Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Controls and Procedures

Signature Leisure, Inc. (formerly Valde Connections, Inc.) management, including the Principal Executive Officer and Principal Financial Officer, have conducted an evaluation of the effectiveness of disclosure controls and procedures pursuant to Exchange Act Rule 13a-14(c) and 15d-14(c). This evaluation was conducted within 90 days prior to the filing of this report. Based on that evaluation, the Principal Executive Officer and Principal Financial Officer concluded that the disclosure controls and procedures are effective in ensuring that all material information required to be filed in this annual report has been made known to them in a timely fashion. There have been no significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date the Principal Executive Officer and Principal Financial Officer completed their evaluation.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Signature Leisure, Inc. (formerly Valde Connections, Inc.)

By: /s/ Stephen W. Carnes, President
Stephen W. Carnes, President
Principal Executive Officer and Principal Accounting Officer

Date: December 23, 2003

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature Leisure, Inc. (formerly Valde Connections, Inc.)

By: /s/ Stephen W. Carnes, President
Stephen W. Carnes, President
Principal Executive Officer and Principal Accounting Officer

Date: December 23, 2003

CERTIFICATION

I, Stephen W. Carnes, certify that:

1. I have reviewed this annual report on Form 10-KSB of Signature Leisure, Inc. (formerly Valde Connections, Inc.);
2. Based on my knowledge, this annual 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 annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
 - c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officer and I have disclosed, based on our 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 in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; 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; and
6. The registrant's other certifying officer and I have indicated in this annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: December 23, 2003

/s/ Stephen W. Carnes.

Stephen W. Carnes

Principal Executive Officer and Principal Accounting Officer