

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10
GENERAL FORM FOR REGISTRATION OF SECURITIES

Pursuant to Section 12(b) or (g) of the Securities and Exchange
Act of 1934

FASHION DYNAMICS CORP.

(Exact name of registrant as specified in its charter)

Nevada 88-0352465
(State of organization) (I.R.S. Employer Identification No.)

8105 Lake Hills Dr., Las Vegas, NV 89128
(Address of principal executive offices)

Registrant's telephone number, including area code (702) 256-4250

Securities to be registered pursuant to Section 12(b) of the Act:
None

Securities to be registered pursuant to Section 12(g) of the Act:
Common Stock, \$0.001 par value per share

ITEM 1. BUSINESS

(a) The Company

FASHION DYNAMICS CORP. (the "Company") is a Nevada corporation formed on February 8, 1996. Its principal place of business is located at 8105 Lake Hills Dr., Las Vegas, NV 89128.

The Company was formed as an employment placement service targeting the fashion industry. The primary function of the Company will be to match employers in the fashion industry with skillfully screened employees seeking a job in the fashion industry. The Company will screen potential employees of fashion-related companies to match personnel to the corporation desiring to hire a fashion industry professional.

(b) The Nature of the Business

The Company will derive a fee from companies in the apparel/fashion industry in need of skilled employees. Many companies, large and small, do not have the time or financial resources to screen employees when the need arises. The Company will carefully screen and place qualified employees, hence saving employers valuable time and money when hiring. Although no market analysis has been done, the Company may consider charging a fee to the employee or possibly working out a process which requires both employer and employee to pay the fee.

Many companies use personnel placement services. Often these are provided by larger firms that offer services to a more generalized population of the job market and have pricing structures which small businesses in need of services cannot afford. The Company feels it can effectively identify these companies by the types of inquiries it will receive from ads placed in various publications targeting the fashion industries.

Since the Company is not aware of major competitors providing this type of specialized service, it would appear to have a ready market within this industry. The Company will not target specific geographic area for its services, although its primary focus will be on the western United States.

The Company has been keeping an open ear for any information concerning the fashion industry. Mr. Figgins has made many trips to Los Angeles to meet with other employers to see how their operations work. He has also traveled to New York City to take part in many fashion shows and pageants to see how they can be influenced by this Company. He has spoken with the representatives of many of these fashion shows to gain insight and to impose upon them his usefulness to their operation.

The main office has obtained a computer and scanner to help the Company progress at a faster pace. The Company has a contract with Starwest to provide employees for local shows and production.

The Company is of great avail to the placement of employees who can match up to the potential needed for exclusive fashion shows. Shows which represent such illustrious and prestigious artists such as DKNY, Calvin Klein, Armani and Escada, just to name a few, can benefit from our corporation. When these artists seek a specific look to model and to represent their clothesline, our skilled employees are prepared to send them above and beyond their request.

The Company can also supply electricians or stage hands to set up the stage for the shows. We expect to expand rapidly, as our services are in high demand.

ITEM 2 FINANCIAL INFORMATION

The Registrant's financial data presented below has been derived from the Financial Statements of the Company, including the notes thereto, appearing elsewhere herein.

FASHION DYNAMICS CORP.
(a Development Stage Company)
Year Ended December 31

	1997	1996
Summary of Operations		
Revenues	\$0	\$0
General, Selling and Administrative Expenses	\$5,268	\$3,803
Net Profit	(\$5,268)	(\$3,803)
Net Profit per Common Share	\$(0.0068)	\$(0.0063)
Summary Balance Sheet Data		
Total Assets	\$21,929	\$2,197

ITEM 3. PROPERTIES.

The Company owns no real property, but maintains office space donated by one of its Officers/Directors at 8105 Lake Hills Drive, Las Vegas, NV 89128. Should this offering be successful,

the Company plans to relocate its principal place of business by leasing office space in San Diego, California.

ITEM 4. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT.

Title of Class	Name/Address of Owner	Shares Beneficially Owned	Percentage Ownership
Common	Lynda Wennerstrom 4803 Refugio Ave. Carlsbad, CA 92008	200,000	18.18%
Common	David Wennerstorm 4803 Refugio Ave. Carlsbad, CA 92008	200,000	18.18%
Common	Lee R. Figgins 8105 Lake Hills Dr. Las Vegas, NV 89128	200,000	18.18%

ITEM 5. DIRECTORS AND EXECUTIVE OFFICERS

Lynda Wennerstrom, age 32, President/CEO/Director.
4803 Refugio Ave., Carlsbad, CA 92008.

Education:

Associate of Arts Degree-Design
The Fashion Institute of Design and Merchandising
Los Angeles, CA
December 1986

University of Kentucky
Lexington, Kentucky
August 1982 to May 1984

Experience:

Senior Buyer-International Male
San Diego, CA
August 1996-Present

V.P. of Merchandising-Gentlemen's Headquarters
Bell, CA
March 1995-August 1996

Lead Sales-Gateway Educational Products
May 1994-March 1995

Customer Service Manager-Goouch
April 1993-August 1994
National Sales Manager (YM Division)-Switch/W.I.P.

August 1992-June 1993
National Sales Manager (YM Division)-Maxims Collection

March 1991-August 1992
Showroom Manager-West Unity Belts

September 1987-May 1988

NOTE: (Complete resume on file with Company)

Lee R. Figgins, Secretary/Treasurer/CFO/ Director,
8105 Lake Hills Drive, Las Vegas, NV 89128

CRD #207439

NOTE: Mr. Figgins, age 63, is currently the Sales Agent for Salutations, Inc., whose application to register its securities has been approved by the Nevada Securities Commission.

Education:

Bachelor of Science in Finance
University of Southern California
1955

Experience:

First Interstate Bank
Various Positions, Including Branch Manager
1955-1962

Downey Savings and Loan

Vice- President
1962-1964

Hayden, Stone, Ernst & Company
Joseph Sebag
Paulson Investment Company

J. Alexander Securities
1964-1991

Diamond Lane Corporation
Secretary/Treasurer/CFO
February 1995-Present

NOTE: (Complete resume on file with the Company)

David E. Wennerstrom, age 35, Vice President/Director
4803 Refugio Ave, Carlsbad, CA 92008

Education:

Associates of Arts Degree-Design
The Fashion Institute of Design and Merchandising
Los Angeles, CA
March 1986

Experience:

Sales Representative- BJD, Inc.
Bell, CA
May 1995-Present

Independent Sales Representative
Mulberry Neckwear, QNT Corp., Peter Finnie & Associates
June 1992-May 1995

Sales Manager/Merchandiser-NKL, Inc.
Los Angeles, CA
January 1991-September 1992

Western U.S. Sales Representative-Dweedo, Inc.
Los Angeles, CA
January 1990-January 1991

Sales Representative, Sales Manager, Merchandiser
BJD, Inc., Los Angeles, CA
November 1986-January 1990

Sales Assistant-Bugle Boy, Inc.
Los Angeles, CA
February 1986-November 1986

NOTE: (Complete resume on file with the Company)

ITEM 6. EXECUTIVE COMPENSATION

{a} No Officer or Director is receiving any remuneration at this time.

{b} There are no annuity, pension or retirement benefits proposed to be paid to officers, directors, or employees of the corporation in the event of retirement at normal retirement date pursuant to any presently existing plan provided or contributed to by the corporation or any of its subsidiaries.

{c} No remuneration other than that reported in paragraph (a) of this item is proposed to be in the future directly or indirectly by the corporation to any officer or director under any plan which is presently existing.

ITEM 7. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.

There are no relationships or transactions to be reported.

ITEM 8. LEGAL PROCEEDINGS

The Company is not a party to any material pending legal proceedings and, to the best of its knowledge, no such action by or against the Company has been threatened.

ITEM 9. MARKET PRICE OF AND DIVIDENDS ON THE REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS.

Registrant's common stock is traded in the over-the-counter market in the United States.

There has been no trading in the corporations stock, therefore, no high or low bid quotations are available.

There are 37 record owners of Registrant's common stock.

The Registrant has never paid a cash dividend and has no present intention of so doing.

ITEM 10. RECENT SALES OF UNREGISTERED SECURITIES.

An offering of 500,000 shares of the Company's common stock pursuant to Regulation D, Rule 504, promulgated under the Securities Act of 1933, was completed on August 27, 1997. The sales price was \$0.05 per share, for a total gross offering of \$25,000.

ITEM 11. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The securities to be registered are Common Stock, \$0.001 par value per share. The shares are non-assessable, without preemptive rights, and do not carry cumulative voting rights.

ITEM 12. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Company and its affiliates may not be liable to its shareholders for errors in judgment or other acts, or omissions not amounting to intentional misconduct, fraud or a knowing violation of the law, since provisions have been made in the Articles of incorporation and By-laws limiting such liability. The Articles of Incorporation and By-laws also provide for indemnification of the officers and directors of the Company in most cases for any liability suffered by them or arising from their activities as officers and directors of the Company if they

were not engaged in intentional misconduct, fraud or a knowing violation of the law. Therefore, purchasers of these securities may have a more limited right of action than they would have except for this limitation in the Articles of Incorporation and By-laws.

The officers and directors of the Company are accountable to the Company as fiduciaries, which means such officers and directors are required to exercise good faith and integrity in handling the Company's affairs. A shareholder may be able to institute legal action on behalf of himself and all others similarly stated shareholders to recover damages where the Company has failed or refused to observe the law.

Shareholders may, subject to applicable rules of civil procedure, be able to bring a class action or derivative suit to enforce their rights, including rights under certain federal and state securities laws and regulations. Shareholders who have suffered losses in connection with the purchase or sale of their interest in the Company in connection with such sale or purchase, including the misapplication by any such officer or director of the proceeds from the sale of these securities, may be able to recover such losses from the Company.

ITEM 13. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements and supplemental data required by this Item 13 follow the index of financial statements appearing at Item 15 of this Form 10.

ITEM 14. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

Not Applicable.

ITEM 15. FINANCIAL STATEMENTS AND EXHIBITS

FINANCIAL STATEMENTS

Report of Independent Auditors, Barry L. Friedman, CPA,
dated January 30, 1998

Balance Sheet as of December 31, 1997 and the period
January 23, 1996 to December 31, 1996

Statement of Operation for the year ended December 31,
1997 and the period January 23, 1996 to December 31,
1996

Statement of Stockholders' Equity

Statement of Cash Flows for the years ended year ended
December 31, 1997 and the period January 23, 1996 to
December 31, 1996

Notes to Financial Statements

LIST OF EXHIBITS

INDEPENDENT AUDITORS' REPORT

ASSETS

LIABILITIES AND STOCKHOLDERS' EQUITY

STATEMENT OF OPERATIONS

STATEMENT OF STOCKHOLDERS' EQUITY

STATEMENT OF CASH FLOWS

NOTES TO FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

Board of Directors January 30, 1998
Fashion Dynamics Corp.
Las Vegas, Nevada

I have audited the accompanying Balance Sheets of Fashion Dynamics Corp., (A Development Stage Company), as of December 31, 1997 and December 31, 1996, and the related Statements of Operations, Stockholders' Equity and Cash Flows for the two years ended December 31, 1997 and December 31, 1996. These financial statements are the responsibility of the Company's management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audit in accordance with generally accepted auditing standards. 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. I believe that my audit provides a reasonable basis for my opinion.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Fashion Dynamics Corp., (A Development Stage Company), as of December 31, 1997 and December 31, 1996, and the results of its operations and cash flows for the two years ended December 31, 1997 and December 31, 1996, in conformity with generally accepted accounting principles.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company has suffered recurring losses from operations and has no established source of revenue. This raises substantial doubt about its ability to continue as a going concern. Management's plan in regard to these matters are also described in Note 3. The financial statements do not include any adjustments that might result from outcome of this uncertainty.

/S/ Barry L. Friedman

Certified Public Accountant

FASHION DYNAMICS CORP.
(A Development Stage Company)
BALANCE SHEET

	December 31, 1997	December 31, 1996
ASSETS		
CURRENT ASSETS:		
Cash	\$19,145	\$2,013

TOTAL CURRENT ASSETS	\$19,145	\$2,013
EQUIPMENT:		
Computer (Net)	\$2,645	\$2,645
TOTAL EQUIPMENT	\$2,645	\$2,645
OTHER ASSETS;		
Organizational Costs (Net)	\$139	\$184
TOTAL OTHER ASSETS	\$139	\$184
TOTAL ASSETS	\$21,929	\$2,197

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES;		
Accounts Payable	\$0	\$0
TOTAL CURRENT LIABILITIES	\$0	\$0
STOCKHOLDERS' EQUITY;		
Common stock, \$0.001 par value, authorized 25,000,000 shares issued and outstanding December 31, 1996 - 600,000 shares		\$600
December 31, 1996 - 1,100,000 shares	\$1,100	
Additional paid-in Capital	\$29,900	\$5,400
Deficit accumulated during development stage	-9,071	-3,803
TOTAL STOCKHOLDERS' EQUITY	\$21,929	\$2,197
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$21,929	\$2,197

FASHION DYNAMICS CORP.
(A Development Stage Company)
STATEMENT OF OPERATION

	Year Ended Dec. 31, 1997	Year Ended Dec. 31, 1996	Jan. 23, 1996 (inception) to Dec. 31, 1997
INCOME:			
Revenue	\$0	\$0	\$0
EXPENSES:			
Accounting	\$850	\$350	\$1,200
Bank Charges	43	70	113
Escrow Fees	500	0	500
Filing Fees	170	100	270
Legal Fees	1,905	0	1,905
Professional Fees	0	3,000	3,000
Sales Commissions	1,250	0	1,250
Transfer Fees	437	0	437
Travel	0	242	242
Depreciation	68	0	68
Amortization of organization costs	45	41	86
Total Expenses	\$5,268	\$3,803	\$9,071
Net Profit/Loss(-)	(\$5,268)	(\$3,803)	(\$9,071)
Net Profit/Loss (-) Per weighted Share (Notel)	(\$0.0068)	(\$0.0063)	(\$0.0131)

Weighted average	772,603	600,000	693,506
Number of common Shares outstanding			

See accompanying notes to financial statements & audit report

FASHION DYNAMICS CORP.
(A Development Stage Company)
STATEMENT OF STOCKHOLDERS' EQUITY

	Common Shares	Stock Amount	Additional paid-in Capital	Deficit accumulated during developmental stage
February 8, 1996 Issued for cash	600,000	\$600	\$5,400	\$0
Net Loss, January 23, 1996 (inception) to Dec. 31, 1996				-\$3,803
Balance Dec. 31, 1996	600,000	\$600	\$5,400	-\$3,803
August 28, 1997 Issued for cash	500,000	500	24,500	
Net loss year ended Dec. 31, 1997				-5,268
Balance, Dec. 31, 1997	1,100,000	\$1,100	\$29,900	-\$9,071

See accompanying notes to financial statements & audit report.

FASHION DYNAMICS CORP.
(A Development Stage Company)
STATEMENT OF CASH FLOWS

	Year ended Dec. 31, 1997	Jan 23, 1996 to Dec. 31, 1996	Jan 23, 1996 (inception) to Dec. 31, 1997
Cash Flows from Operating Activities:			
Net Loss	-\$5,268	-	-\$9,071
		\$3,803	
Depreciation	+68	0	+68
Amortization	+45	+41	+86
Cash flows from Investing activities	-7,868	-3,987	-11,855
Equipment	-2,713	0	-2,713
Organization Costs		-225	-225

Net cash used in operating activities	-\$7,868	-	-\$11,855
Cash Flows from Financing Activities:		\$3,987	
Issuance of common stock	+25,000	+6,000	+31,000
Net increase (decrease) in cash	+\$17,132	+\$2,013	+\$19,145
Cash, Beginning of period	2013	0	0
Cash, end of period	\$19,145	\$2,013	\$19,145

See accompanying notes to financial statements & audit report

FASHION DYNAMICS CORP.
(A Development Stage Company)
NOTES TO FINANCIAL STATEMENTS
December 31, 1997 and December 31, 1996

NOTE 1 - HISTORY AND ORGANIZATION OF THE COMPANY

The Company was organized January 23, 1996, under the laws of the State of Nevada, as Fashion Dynamics Corp. The Company has no operations and, in accordance with SFAS #7, is considered a development stage company.

On February 8, 1996, the company issued 600,000 shares of its \$0.001 par value common stock for \$6,000.00.

On August 27, 1997, the Company completed an offering of its common stock under Regulation D, Rule 504 for 500,000 common shares of stock at \$0.05 per share or \$25,000.00.

NOTE 2- ACCOUNTING POLICIES AND PROCEDURES

Accounting policies and procedures have not been determined except as follows:

1. The Company uses the accrual method of accounting.

The cost of organization, \$225.00, is being amortized over a period of 60 months (January 23, 1996, through January 22, 2001).

3. Earnings per share is computed using the weighted average number of shares of common shares outstanding.

4. The Company has not yet adopted any policy regarding payment of dividends. No dividends have been paid since inception.

NOTE 3- GOING CONCERN

The company's financial statements are prepared using the generally accepted accounting principles applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, the Company has no current source of revenue. Without realization of additional capital, it would be unlikely for the Company to continue as a going concern. It is management's plan to seek additional capital through a merger with an existing operating company.

FASHION DYNAMICS CORP.
(A Development Stage Company)
NOTES TO FINANCIAL STATEMENTS
December 31, 1997 and December 31, 1996

NOTE 4- RELATED PARTY TRANSACTION

The company neither owns or leases any real or personal property.

Office services are provided without charge by a director. Such costs are immaterial to the financial statements and, accordingly, have not been reflected therein. The officers and directors of the Company are involved in other business activities and may, in the future, become involved in other business opportunities. If a specific business opportunity becomes available, such persons may face a conflict in selecting between the Company and their other business interests. The Company has not formulated a policy for the resolution of such conflicts.

NOTE 5 - WARRANTS AND OPTIONS

There are no warrants or options outstanding to acquire any additional shares of common stock.

EXHIBITS

- 3.1 Articles of Incorporation
- 3.2 By-Laws
- 10. Contract with Star West International, Inc.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

FASHION DYNAMICS CORP.

By:/s/ Lee R. Figgins
Lee R. Figgins,
Secretary/Treasurer

ARTICLES OF INCORPORATION
of
Fashion Dynamics Corp.

Know all men by these present;

That the undersigned, have this day voluntary associated ourselves together for the purpose of forming a corporation under and pursuant to the provisions of Nevada Revised Statutes 78.010. to Nevada Revised Statutes 78.090 inclusive, as amended, and certify that;

1. The name of this corporation is:

Fashion Dynamics Corp.

2. Offices for the transaction of any business of the Corporation, and where meetings of the Board of Directors and of Stockholders may be held, may be established and maintained in any part of the State of Nevada, or in any other state, territory, or possession of the United States.

3. The nature of the business is to engage in any lawful activity.

4. The Capital Stock shall consist of 25,000,000 shares of common stock, \$0.001 par value.

5. The members of the governing board of the corporation shall be styled directors, of which there shall be no less than 1. The Directors of this corporation need not be stockholders. The first Board of Directors is:

Lee Figgins, Secretary/ Treasurer/Director

8105 Lake Hills Drive, Las Vegas, NV 89128

6. The corporation shall have perpetual existence.

7. The name and address of each of the incorporators signing these Articles of Incorporation are as follows: Lee Figgins whose address is 8105 Lake Hills Drive, Las Vegas, NV 89128.

8. This Corporation shall have a president, a secretary, a treasurer, and a resident agent, to be chosen by the Board of Directors, any person may hold two or more offices.

9. The resident agent of this Corporation shall be Lee Figgins whose address is 8105 Lake Hills Drive, Las Vegas, NV 89128.

10. The Capital Stock of the corporation, after the fixed consideration thereof has been paid or performed, shall not be subject to assessment, and the individual liable for the debts and liabilities of the Corporation, and the Articles of Incorporation shall never be amended as the aforesaid provisions.

11. No director or officer of the corporation shall be personally liable to the corporation or any of its stockholders for breach of fiduciary duty as a director or officer involving any act or omission of any such director or officer provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or the payment of dividends in violation of Section 78.300 of the Nevada Revised Statutes. Any repeal or modification of this Article of the Stockholders of the Corporation shall be prospective only, and shall not adversely

affect any limitation on the liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

I, the undersigned, being the Incorporator herein above named for the purpose of forming a corporation pursuant to the general corporation law of the State of Nevada, do make and file these Articles of incorporation, hereby declaring and certifying that the facts within stated are true, and accordingly have hereunto set my hand this 23rd day of January 1996

Lee Figgins

/s/ Lee R. Figgins

BY-LAWS
OF
Fashion Dynamics Corp.

ARTICLE I
MEETING OF STOCKHOLDERS

SECTION 1. The annual meeting of the stockholders of the Company shall be held at its office in the City of Las Vegas, Clark County, at 1 o'clock in the afternoon on the 29th day of August in each year, if not a legal holiday, and if a legal holiday, then on the next succeeding day not a legal holiday, for the purpose of electing directors of the company to serve during the ensuing year and for the transaction of such other business as may be brought before the meeting.

At least five days' written notice specifying the time and place, when and where, the annual meeting shall be convened, shall be mailed in a United States Post Office addressed to each of the stockholders of record at the time of issuing the notice at his or her, or its address last known, as the same appears on the books of the company.

SECTION 2. Special meetings of the stockholders may be held at the office of the company in the State of Nevada or elsewhere, whenever called by the President, or by the Board of Directors, or by vote of, or by an instrument in writing signed by the holders of 51% of the issued and outstanding capital stock of the company. At least ten days' written notice of such meeting, specifying the day and hour and place, when and where such meeting shall be convened, and objects for calling the same, shall be mailed in a United States Post Office, addressed to each of the stockholders of record at the time of issuing the notice, at his or her or its address last known, as the same appears on the books of the company.

SECTION 3. If all the stockholders of the company shall waive notice of a meeting, no notice of such meeting shall be required, and whenever all of the stockholders shall meet in person or by proxy, such meeting shall be valid for all purposes without call or notice, and at such meeting any corporate action may be taken.

The written certificate of the officer or officers calling any meeting setting forth the substance of the notice, and the time and place of the mailing of the same to the several stockholders, and the respective addresses to which the same were mailed, shall be prima facie evidence of the manner and fact of the calling and giving such notice.

If the address of any stockholder does not appear upon the books of the company, it will be sufficient to address any notice to such stockholder at the principal office of the corporation.

SECTION 4. All business lawful to be transacted by the stockholders of the company, may be transacted at any special meeting or at any adjournment thereof. Only such business, however, shall be acted upon at special meeting of the stockholders as shall have been referred to in the notice calling such meetings, but at any stockholders' meeting at which all of the outstanding capital stock of the company is represented, either in person or by proxy, any lawful business may be transacted, and such meeting shall be valid for all purposes.

SECTION 5. At the stockholders' meetings the holders of more than 50 percent (50%) in amount of the entire issued and outstanding capital stock of the company, shall constitute a quorum for all purposes of such meetings.

If the holders of the amount of stock necessary to constitute a quorum shall fail to attend, in person or by proxy, at the time and place fixed by these By-laws for any annual meeting, or fixed by a notice as above provided for a special meeting, a majority in interest of the stockholders present in person or by proxy may adjourn from time to time without notice other than by announcement at the meeting, until holders of the amount of stock requisite to constitute a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted as originally called.

SECTION 6. At each meeting of the stockholders every stockholder shall be entitled to vote in person or by his duly authorized proxy appointed by instrument in writing subscribed by such stockholder or by his duly authorized attorney. Each stockholder shall have one vote for each share of stock standing registered in his or her or its name on the books of the corporation, ten days preceding the day of such meeting. The votes for directors, and upon demand by any stockholder, the votes upon any question before the meeting, shall be by voice vote.

At each meeting of the stockholders, a full, true and complete list, in alphabetical order of all the stockholders entitled to vote at such meeting, and indicating the number of shares held by each, certified by the Secretary of the Company, shall be furnished, which list shall be prepared at least ten days before such meeting, and shall be open to the inspection of the stockholders, or their agents or proxies, at the place where such meeting is to be held, and for ten days prior thereto. Only the persons in whose names shares of stock are registered on the books of the company for ten days preceding the date of such meeting, as evidenced by the list of stockholders, shall be entitled to vote at such meeting. Proxies and powers of Attorney to vote must be filed with the Secretary of the Company before an election or a meeting of the stockholders, or they cannot be used at such election or meeting.

SECTION 7. At each meeting of the stockholders the polls shall be opened and closed; the proxies and ballots issued, received, and be taken in charge of, for the purpose of the meeting, and all questions touching the qualifications of voters and the validity of proxies, and the acceptance or rejection of votes, shall be decided by two inspectors. Such inspectors shall be appointed at the meeting by the presiding officer of the meeting.

SECTION 8. At the stockholders' meetings, the regular order of business shall be as follows:

1. Reading and approval of the Minutes of previous meeting or meetings;
2. Reports of the Board of Directors, the President, Treasurer and Secretary of the Company in the order named;
3. Reports of Committee;
4. Election of Directors;
5. Unfinished Business;

6. New Business;

7 Adjournment.

ARTICLE II
DIRECTORS AND THEIR MEETINGS

SECTION 1. The Board of Directors of the Company shall consist of 3 persons who shall be chosen by the stockholders annually, at the annual meeting of the Company, and who shall hold office for one year, and until their successors are elected and qualify.

SECTION 2. When any vacancy occurs among the Directors by death, resignation, disqualification or other cause, the stockholders, at any regular or special meeting, or at any adjourned meeting thereof, or the remaining Directors, by the affirmative vote of a majority therefor shall elect a successor to hold office for the unexpired portion of the term of the Director whose place shall have become vacant and until his successor shall have been elected and shall qualify.

SECTION 3. Meeting of the Directors may be held at the principal office of the company in the state of Nevada or elsewhere, at such place or places as the Board of Directors may, from time to time, determine.

SECTION 4. Without notice or call, the Board of Directors shall hold its first annual meeting for the year immediately after the annual meeting of the stockholders or immediately after the election of Directors at such annual meeting.

Regular meetings of the Board of Directors shall be held at the office of the company in the City of Las Vegas, State of Nevada on November 1, at 3 o'clock in the P.M. Notice of such regular meetings shall be mailed to each Director by the Secretary at least three days previous to the day fixed for such meetings, but no regular meeting shall be held void or invalid if such notice is not given, provided the meeting is held at the time and place fixed by these by-laws for holding such regular meetings.

Special meetings of the Board of Directors may be held on the call of the President or Secretary on at least three days notice by mail or telegraph.

Any meeting of the Board, no matter where held, at which all of the members shall be present, even though without or of which notice shall have been waived by all absentees, provided a quorum shall be present, shall be valid for all purposes unless otherwise indicated in the notice calling the meeting or in the waiver of notice.

Any and all business may be transacted by any meeting of the Board of Directors, either regular or special.

SECTION 5: A majority of the Board of Directors in office shall constitute a quorum for the transaction of business, but if at any meeting of the Board there be less than a quorum present, a majority of those present may adjourn from time to time, until a quorum shall be present, and no notice of such adjournment shall be required. The Board of Directors may prescribe rules not in conflict with these By-laws for the conduct of its business; provided, however, that in the fixing of salaries of the officers of the corporation, the unanimous action of all of the Directors shall be required.

SECTION 6. A Director need not be a stockholder of the

corporation.

SECTION 7. The Directors shall be allowed and paid all necessary expenses incurred in attending any meeting of the Board, but shall not receive any compensation for their services as Directors until such time as the company is able to declare and pay dividends on its capital stock.

SECTION 8. The Board of Directors shall make a report to the stockholders at annual meetings of the stockholders of the condition of the company, and shall, at request, furnish each of the stockholders with a true copy thereof.

The Board of Directors in its discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders called for the purpose of considering any such contract or act, which, if approved, or ratified by the vote of the holders of a majority of the capital stock of the company represented in person or by proxy at such meeting, provided that a lawful quorum of stockholders be there represented in person or by proxy, shall be valid and binding upon the corporation and upon all the stockholders thereof, as if it had been approved or ratified by every stockholder of the corporation.

SECTION 9. The Board of Directors shall have the power from time to time to provide for the management of the offices of the company in such manner as they see fit, and in particular from time to time to delegate any of the powers of the Board in the course of the current business of the company to any standing or special committee or to any officer or agent and to appoint any persons to be agents of the company with such powers (including the power to subdelegate), and upon such terms as may be deemed fit.

SECTION 10. The Board of Directors is invested with the complete and unrestrained authority in the management of all the affairs of the company, and is authorized to exercise for such purpose as the General Agent of the Company, its entire corporate authority.

SECTION 11. The regular order of business at meetings of the Board of Directors shall be as follows:

1. Reading and approval of the minutes of any previous meeting or meetings;
2. Reports of officers and committeemen;
3. Election of officers;
4. Unfinished business;
5. New business;
6. Adjournment.

ARTICLE III OFFICERS AND THEIR DUTIES

SECTION 1. The Board of Directors, at its first and after each meeting after the annual meeting of stockholders, shall elect a President, a Vice-President, a Secretary and a Treasurer to hold office for one, year next coming, and until their successors are elected and qualify. The offices of the Secretary and Treasurer may be held by one person.

Any vacancy in any of said offices may be filled by the

Board of Directors.

The Board of Directors may from time to time by resolution, appoint such additional Vice Presidents and additional Assistant Secretaries, Assistant Treasurer and Transfer Agents of the company as it may deem advisable; prescribe their duties, and fix their compensation, and all such appointed officers shall be subject to removal at any time by the Board of Directors. all officers, agents, and factors of the company shall be chosen and appointed in such manner and shall hold their office for such terms as the Board of Directors may by resolution prescribe.

SECTION 2. The President shall be the executive officer of the company and shall have the supervision and, subject to the control of the Board of Directors, the direction of the Company's affairs, with full power to execute all resolutions and orders of the Board of Directors not especially entrusted to some other officer of the company. He shall be a member of the Executive Committee, and the Chairman thereof; he shall preside at all meetings of the Board of Directors, and at all meetings of the stockholders, and shall sign the Certificates of Stock issued by the company and shall perform such, other duties as shall be prescribed by the Board of Directors.

SECTION 3. The Vice-President shall be vested with all the powers and perform all the duties of the President in his absence or inability to act, including the signing of the Certificates of Stock issued by the company, and he shall so perform such other duties as shall be prescribed by the Board of Directors.

SECTION 4. The Treasurer shall have the custody of all the funds and securities of the company. When necessary or proper he shall endorse on behalf of the company for collection checks, notes, and other obligations; he shall deposit all monies to the credit of the company in such bank or banks or other depository as the Board of Directors may designate; he shall sign all receipts and vouchers for payments made by the company, except as herein otherwise provided. He shall sign with the President all bills of exchange and promissory notes of the company; he shall also have the care and custody of the stocks, bonds, certificates, vouchers, evidence of debts, securities, and such other property belonging to the company as the Board of Directors shall designate; he shall sign all papers required by law or by those By-Laws or the Board of Directors to be signed by the Treasurer. Whenever required by the Board of Directors, he shall render a statement of his cash account; he shall enter regularly in the books of the company to be kept by him for the purpose, full and accurate accounts of all monies received and paid by him on account of the company. He shall at all reasonable times exhibit the books of account to any Directors of the company during business hours, and he shall perform all acts incident to the position of Treasurer subject to the control of the Board of Directors.

The Treasurer shall, if required by the Board of Directors, give bond to the company conditioned for the faithful performance of all his duties as Treasurer in such sum, and with such security as shall be approved by the Board of Directors, with expense of such bond to be borne by the company.

SECTION 5. The Board of Directors may appoint an Assistant Treasurer who shall leave such powers and perform such duties as may be prescribed for him by the Treasurer of the company or by the Board of Directors, and the Board of Directors shall require the Assistant Treasurer to give a bond to the company in such sum and with such security as it shall approve, as conditioned for the faithful performance of his duties as Assistant Treasurer, the expense of such bond to be borne by the company.

SECTION 6. The Secretary shall keep the Minutes of all meetings of the Board of Directors and the Minutes of all meetings of the stockholders and of the Executive Committee in books provided for that purpose. He shall attend to the giving and serving of all notices of the company; he may sign with the President or Vice-President, in the name of the Company, all contracts authorized by the Board of Directors or Executive Committee; he shall affix the corporate seal of the company thereto when so authorized by the Board of Directors or Executive Committee; he shall have the custody of the corporate seal of the company; he shall affix the corporate seal to all certificates of stock duly issued by the company; he shall have charge of Stock Certificate Books, Transfer books and Stock Ledgers, and such other books and papers as the Board of Directors or the Executive Committee may direct, all of which shall at all reasonable times be open to the examination of any Director upon application at the office of the company during business hours, and he shall, in general, perform all duties incident to the office of Secretary.

SECTION 7. The Board of Directors may appoint an Assistant Secretary who shall have such powers and perform such duties as may be prescribed for him by the Secretary of the company or by the Board of Directors.

SECTION 8. Unless otherwise ordered by the Board of Directors, the President shall have full power and authority in behalf of the company to attend and to act and to vote at any meetings of the stockholders of any corporation in which the company may hold stock, and at any such meetings, shall possess and may exercise any and all rights and powers incident to the ownership of such stock, and which as the new owner thereof, the company might have possessed and exercised if present. The Board of Directors, by resolution, from time to time, may confer like powers on any person or persons in place of the President to represent the company for the purposes in this section mentioned.

ARTICLE IV CAPITAL STOCK

SECTION 1. The capital stock of the company shall be issued in such manner and at such times and upon such conditions as shall be prescribed by the Board of Directors.

SECTION 2. Ownership of stock in the company shall be evidenced by certificates of stock in such forms as shall be prescribed by the Board of Directors, and shall be under the seal of the company and signed by the President or the Vice-President and also by the Secretary or by an Assistant Secretary

All certificates shall be consecutively numbered; the name of the person owning the shares represented thereby with the number of such shares and the date of issue shall be entered on the company's books.

No certificates shall be valid unless it is signed by the President or Vice-President and by the Secretary or Assistant Secretary.

All certificates surrendered to the company shall be cancelled and no new certificate shall be issued until the former certificate for the same number of shares shall have been surrendered or cancelled.

SECTION 3. No transfer of stock shall be valid as against the company except on surrender and cancellation of the certificate therefor, accompanied by an assignment or transfer by the owner therefor.

Whenever any transfer shall be expressed as made for collateral security and not absolutely, the same shall be so expressed in the entry of said transfer on the books of the company.

SECTION 4. The Board of Directors shall have power and authority to make all such rules and regulations not inconsistent herewith as it may deem expedient concerning the issue, transfer and registration of certificates for shares of the capital stock of the company.

The Board of Directors may appoint a transfer agent and a registrar of transfers and may require all stock certificates to bear the signature of such transfer agent and such registrar of transfer.

SECTION 5. The Stock Transfer Books shall be closed for all meetings of the stockholders for the period of ten days prior to such meetings and shall be closed for the payment of dividends during such periods as from time to time may be fixed by the Board of Directors, and during such periods no stock shall be transferable.

SECTION 6. Any person or persons applying for a certificate of stock in lieu of one alleged to have been lost or destroyed, shall make affidavit or affirmation of the fact, and shall deposit with the company an affidavit. Whereupon, at the end of six months after the deposit of said affidavit and upon such person or persons giving Bond of Indemnity to the company with surety to be approved by the Board of Directors in double the current value of stock against any damage, loss or inconvenience to the company which may or can arise in consequence of a new or duplicate certificate being issued in lieu of the one lost or missing, the Board of Directors may cause to be issued to such person or persons a new certificate, or a duplicate of the certificate, or a duplicate of the certificate so lost or destroyed. The Board of Directors may, in its discretion refuse to issue such new or duplicate certificate save upon the order of some court having jurisdiction in such matter, anything herein to the contrary notwithstanding.

ARTICLE V OFFICES AND BOOKS

SECTION 1. The principal office of the corporation, in Nevada shall be at 2001 Spring Lake Drive, Henderson, Nevada, and the company may have a principal office in any other state or territory as the Board of Directors may designate.

SECTION 2. The Stock and Transfer Books and a copy of the By-Laws and Articles of Incorporation of the company shall be kept at the office of its Resident Agent, Robert C. Bovard, Esq. 1700 E. Desert Inn Rd. #113, Las Vegas in the County of Clark, State of Nevada, for the inspection of all who are authorized or have the right to see the same, and for the transfer of stock. All other books of the company shall be kept at such places as may be prescribed by the Board of Directors.

ARTICLE VI MISCELLANEOUS

SECTION 1. The Board of Directors shall have power to reserve over and above the capital stock paid in, such an amount in its discretion as it may deem advisable to fix as a reserve fund, and may, from time to time, declare dividends from the accumulated profits of the company in excess of the amounts so reserved, and pay the same to the stockholders of the company,

and may also, if it deems the same advisable, declare stock dividends of the unissued capital stock of the company.

SECTION 2. No agreement, contract or obligation (other than checks in payment of indebtedness incurred by authority of the Board of Directors involving the payment of monies or the credit of the company for more than dollars) shall be made without the authority of the Board of Directors, or of the Executive Committee acting as such.

SECTION 3. Unless otherwise ordered by the Board of Directors, all agreements and contracts shall be signed by the President and the Secretary in the name and on behalf of the company, and shall have the corporate seal thereto attached.

SECTION 4. All monies of the corporation shall be deposited when and as received by the Treasurer in such bank or banks or other depository as may from time to time be designated by the Board of Directors, and such deposits shall be made in the name of the company.

SECTION 5. No note, draft, acceptance, endorsement or other evidence of indebtedness shall be valid or against the company unless the same shall be signed by the President or a Vice-President, and attested by the Secretary or an Assistant Secretary, or signed by the Treasurer or an Assistant Treasurer, and countersigned by the President, Vice-President, or Secretary, except that the Treasurer or an Assistant Treasurer may, without countersignature, make endorsements for deposit to the credit of the company in all its duly authorized depositories.

SECTION 6. No loan or advance of money shall be made by the company to any stockholder or officer therein, unless the Board of Directors shall otherwise authorize.

SECTION 7. No director nor executive officer of the company shall be entitled to any salary or compensation for any services performed for the company, unless such salary or compensation shall be fixed by resolution of the Board of Directors, adopted by the unanimous vote of all the Directors voting in favor thereof.

SECTION 8. The company may take, acquire, hold, mortgage, sell, or otherwise deal in stocks or bonds or securities of any other corporation, if and as often as the Board of Directors shall so elect.

SECTION 9. The Directors shall have power to authorize and cause to be executed, mortgages, and liens without limit as to amount upon the property and franchise of this corporation, and pursuant to the affirmative vote, either in person or by proxy, of the holders of a majority of the capital stock issued and outstanding; the Directors shall have the authority to dispose in any manner of the whole property of this corporation.

SECTION 10. The company shall have a corporate seal, the design thereof being as follows:

ARTICLE VII
AMENDMENT OF BY-LAWS

SECTION 1. Amendments and changes of these By-Laws may be made at any regular or special meeting of the Board of Directors by a vote of not less than all of the entire Board, or may be made by a vote of, or a consent in writing signed by the holders of 77% of the issued and outstanding capital stock.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned.

being the directors of the above named corporation. do hereby consent to the foregoing By-Laws and adopt the same as and for the By-Laws of said corporation.

IN WITNESS WHEREOF we have hereunto act our hands this 3rd. day of October, 1995.

Fashion Dynamics Corp.

By___/s/ Howard Manoff_____

Howard Manoff, President

CONTRACT

This contract, is made and entered into as of the 26th day of Sept., 1997, by and between Star West International, Inc., a Nevada corporation (Purchaser) and Fashion Dynamics Corp., a Nevada Corporation (Supplier). In consideration of the mutual covenants set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound, Purchaser and Supplier hereby agree as follows:

1. Purchaser hereby engages the personnel services of Supplier, and Supplier agrees to provide his/her/its personnel services to purchaser, by providing designers for production sets, costumes, and hydraulics and effects.
2. Purchaser agrees to pay supplier an initial consulting fee of \$1,000 and 10% of actual job costs, for specific services rendered.
3. Purchaser will pay 50% upon execution of contracts, and will pay the balance of 50%, upon satisfaction completion of projects, for each service technician provided.
4. Nothing in the Contract shall be considered to create the relationship of employer and employee between the parties. Supplier shall be deemed at all times to be an independent contractor. In no event shall Purchaser be deemed an employer of the Supplier. Purchaser assumes no liability or responsibility for, among other things, reporting employee taxes or paying any levies required by the Internal Revenue Service and/or other state or federal agency.
5. Supplier agrees to provide fully qualified technician's, who are properly licensed in accordance to the State of Nevada, permits, and/or approvals which may be necessary to hold or carry out a production or performance, and shall be solely responsible for paying for any and all fees and costs associated with and for maintaining such licenses, permits or approvals.
6. The term of this contract will commence upon actual contracting for technicians, and payment will be provided as set forth herein. Supplier acknowledges and understands that possession and/or consumption of intoxicating beverages, narcotics, or other illegal substances on any project, is prohibited. If technicians violate the provisions of this paragraph, a penalty of \$1,000.00 shall be deducted from the Consideration. If narcotics or any other illegal substance is rendered, in the sole discretion of the Purchaser, incapable of fulfilling his/her/its obligations under this Contract, Purchaser, and reimbursement for services rendered will occur.
7. In the event either party is delayed or hindered in or prevented from a project by any required act by reason of strikes, lockouts, labor troubles, inability to procure necessary materials or equipment, failure of power, restrictive governmental laws or regulations, riots, insurrections, war, acts of God, or other similar nature not the fault of the party delayed in performing work, then performance of services cannot be held because of such event, there will be no liability of either party, and neither party shall be entitled to reimbursement of damages.
8. This Contract shall be amended, modified or supplemented only by an instrument in writing executed by both parties.

9. Each party shall bear its own attorneys' fees and costs incurred in connection with the negotiation, drafting, review if finalization of this Contract except that, in the event either party brings an action to enforce any of the terms of this Contract or for breach of this Contract, the prevailing party shall be entitled to his/her/its reasonable attorneys' fees and costs.

10. This Contract shall be governed , construed and enforced in accordance with the laws of the State of Nevada. The parties agree that any litigation relating directly or indirectly to this Contract shall be brought before and determined by a court of competent jurisdiction within the County of Clark, State Of Nevada.

IN WITNESS WHEREOF, the parties have executed the Contract as of the date first above written.

STARWEST INTERNATIONAL INC.

FASHION DYNAMICS, CORP.

A Nevada Corporation

A Nevada Corporation

By: /s/ Patricia J. Linson
Patricia J. Linson

By: /s/ Lee R. Figgins
Lee R. Figgins

PRESIDENT

Secretary

Address: 3315 E. Russell Rd. H-209
Las Vegas, NV 89120

8105 Lake Hills Drive
Las Vegas, NV 89128

Telephone: (702)795-7091

(702)-256-4250

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