As filed with the Securities and Exchange Commission on November 8, 2001
Registration Statement No. 333-_____

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

FORM SB-2
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

HOSTING SITE NETWORK, INC.
(Name of small business issuer in its charter)

| Delaware | 7379 | 13-4122844 |
|---|---|---|
| (State of incorporation or jurisdiction of organization) | (Primary Standard Industrial Classification Code Number) | (I.R.S. Employer Identification No.) |

32 Poplar Place, Fanwood, New Jersey 07023
(973) 652-6333
(Address and telephone number of principal executive offices)

Scott Vicari
President and Chief Executive Officer
Hosting Site Network, Inc.
32 Poplar Place, Fanwood, New Jersey 07023
(973) 652-6333
(Name, address and telephone number of agent for service)

Copies of all communications, including all communications sent to the agent for service, should be sent to:

Adam S. Gottbetter, Esq.
Kevin F. Barrett, Esq.
Kaplan Gottbetter & Levenson, LLP
630 Third Avenue
New York, New York 10017
(212) 983-6900

Approximate date of proposed sale to the public: From time to time after the effective date of the registration statement until such time that all of the shares of common stock registered hereunder have been sold.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. |X|

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. |_|

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check and following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. |_|

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. |_|

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. |_|

CALCULATION OF REGISTRATION FEE

<TABLE>
<CAPTION>

| TITLE OF EACH CLASS OF SECURITIES BEING REGISTERED | AMOUNT BEING REGISTERED | PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1) | PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1) | AMOUNT OF REGISTRATION FEE |
|---|---|---|---|---|
| <S> | <C> | <C> | <C> | <C> |
| Shares of Common Stock..... | 3,003,000 | $.05 | $150,150 | $50 |
| Total..... | | | $150,150 | $50 |
| Amount Due..... | | | | $50 |

</TABLE>

(1) Estimated for purposes of computing the registration fee pursuant to Rule 457.

THE REGISTRANT HEREBY AMENDS THE REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THE REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933, AS AMENDED, OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

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The information in this prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This Prospectus is not an offer to sell, nor does it seek an offer to buy, these securities in any state where the offer or sale is not permitted.

THE INFORMATION IN THIS PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. THESE SECURITIES MAY NOT BE SOLD UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROSPECTUS IS NOT AN OFFER TO SELL, NOR DOES IT SEEK AN OFFER TO BUY, THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

SUBJECT TO COMPLETION, DATED , 2001.

PROSPECTUS

# HOSTING SITE NETWORK, INC.

## 3,003,000 SHARES OF COMMON STOCK

This prospectus relates to the resale by the selling stockholders of 3,003,000 shares of our common stock. The selling stockholders will sell the shares from time to time at $.05 per share.

No public market currently exists for the shares of common stock.

We will not receive any of the proceeds from the sale of the shares by the selling stockholders.

AS YOU REVIEW THIS PROSPECTUS, YOU SHOULD CAREFULLY CONSIDER THE MATTERS DESCRIBED IN "RISK FACTORS" BEGINNING ON PAGE 2.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed on the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is ,2001

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You may rely only on the information contained in this prospectus. We have not authorized anyone to provide information different from that contained in this prospectus. Neither the delivery of this prospectus nor sale of common stock means that information contained in this prospectus is correct after the date of this prospectus.

Dealer Prospectus Delivery Obligation

Until _____, 2002 (90 days from the date of this prospectus), all dealers that effect transactions in these securities, whether or not participants in this offering, may be required to deliver a prospectus.

## PROSPECTUS SUMMARY

Hosting Site Network, Inc. ("Hosting") was incorporated May 31, 2000 in the state of Delaware. We intend to provide the computer software, network technology, and systems management necessary to offer our customers comprehensive outsourced web site and application hosting solutions. The principal products and services which we offer are: Web site hosting; and E-mail and related services such as conference and bulletin board facilities and mailing list management. We have had no operations to date.

In order to gain further funding Hosting, sold 2,803,000 shares of our common stock from November 2000 through May 2001 in a private placement offering. Scott Vicari owns 3,000,000 shares of our common stock.

## THE OFFERING

| | |
|---|---|
| Shares offered by the selling stockholders | 3,003,000 |
| Common stock outstanding | 6,023,000 |
| Use of proceeds | The selling stockholders will receive the net proceeds from the sale of shares. We will receive none of the proceeds from the sale of shares offered by this prospectus. |



## RISK FACTORS

Investing in our common stock involves a high degree of risk. You should carefully consider the risks and uncertainties described below before you purchase any of our common stock.

If any of these risks or uncertainties actually occur, our business, financial condition or results of operations could be materially adversely affected. In this event you could lose all or part of your investment.

### RISKS CONCERNING OUR BUSINESS

WE HAVE NO OPERATING HISTORY.

We are a new enterprise that has no operating history upon which an evaluation of our business and prospects can be based. We must, therefore, be considered to be subject to all of the risks inherent in the establishment of a new business enterprise, including the prospective development and marketing costs, along with the uncertainties of being able to effectively market our products. We cannot assure you at this time that we will operate profitably or that we will have adequate working capital to meet our obligations as they become due. Because of our limited financial history, we believe that period-to-period comparisons of our results of operations will not be meaningful in the short term and should not be relied upon as indicators of future performance. (See DESCRIPTION OF BUSINESS.)

WE ARE DEPENDENT UPON SCOTT VICARI, ANY REDUCTION IN HIS ROLE IN HOSTING WOULD HAVE A MATERIAL ADVERSE EFFECT.

The success of Hosting is dependent on the vision, knowledge, business relationships and abilities of Hosting's CEO and president Scott Vicari. Any reduction of Mr Vicari's role in the business would have a material adverse effect on Hosting. Hosting does have a three year employment contract with Mr. Vicari, but not a key man life insurance policy.

WE MAY HAVE DIFFICULTY IN OBTAINING ADDITIONAL FUNDING, IF REQUIRED.

Although we believe that the funds that were raised through our most recent private placement offering of common stock will be sufficient for our needs for the next twelve months, if additional funds are needed, we may have difficulty obtaining them, and we may have to accept terms that would adversely affect our shareholders. For example, the terms of any future financings may impose restrictions on our right to declare dividends or on the manner in which we conduct our business. Also, lending institutions or private investors may impose restrictions on future decisions by us to make capital expenditures, acquisitions or asset sales.

We may not be able to locate additional funding sources at all or on acceptable terms. If we cannot raise funds on acceptable terms, if and when needed, we may not be able to grow our business or respond to competitive pressures or unanticipated requirements, which could seriously harm our business.

WE ARE DEPENDENT ON NETWORK ACCESS CORPORATION (NAC) AND VERIZON FOR ACCESS TO THE INTERNET NETWORK.

Our ability to offer end-users a high-quality hosting network on an affordable basis is dependent upon our contractual relationship with NAC which charges us a fixed monthly fee for Internet access. If these contracts were to be terminated, or if the terms were to be substantially amended, we might be required to enter into arrangements for bandwidth and connectivity with others on less favorable terms. There is no assurance that we would be able to purchase connectivity on comparable terms and there is no assurance that we would be



able to pass on additional costs to our customers. Our inability to obtain bandwidth on comparable terms could materially and adversely affect our business, financial condition and results of operations.

PROVIDING SERVICES TO CUSTOMERS WITH MISSION-CRITICAL WEB SITES AND WEB-BASED APPLICATIONS COULD POTENTIALLY EXPOSE US TO LAWSUITS FOR CUSTOMERS' LOST PROFITS OR OTHER DAMAGES.

Because our Web site and application hosting services are critical to many of our customers' businesses, any significant interruption in our services could result in lost profits or other indirect or consequential damages to our customers. Our customers are required to sign service forms which incorporate our standard terms and conditions. Although these terms disclaim our liability for any such damages, a customer could still bring a lawsuit against us claiming lost profits or other consequential damages as the result of a service interruption or other Web site or application problems that the customer may ascribe to us. There can be no assurance a court would enforce any limitations on our liability, and the outcome of any lawsuit would depend on the specific facts of the case and legal and policy considerations. We also believe we would have meritorious defenses to any such claims, but there can be no assurance we would prevail. In such cases, we could be liable for substantial damage awards. Such damage awards might exceed our liability insurance by unknown but significant amounts, which would seriously harm our business.

RISKS CONCERNING OUR INDUSTRY

WE MAY BE HURT BY SYSTEM FAILURES.

Our success is largely dependent upon our ability to deliver high speed, uninterrupted access to our servers on the Internet. Any system failure that causes interruptions in our operations could have a material adverse effect on us. We currently rely upon NAC and Verizon. Failures in this or any other server farm on which we rely would result in customers' receiving no or diminished access to the Internet.

WE COULD BE HELD LIABLE FOR INFORMATION DISSEMINATED OVER OUR NETWORK.

The law relating to liability of ISPs for information and materials carried on or disseminated through their networks is not completely settled. The possibility that courts could impose liability for information or material carried on or disseminated through our network could require us to take measures to reduce our exposure to such liability. Such measures may require us to spend substantial resources or to discontinue certain product or service offerings. Any of these actions could have a material adverse effect on our business, operating results and financial condition.

Due to the increasing use of the Internet, it is possible that additional laws and regulations may be adopted with respect to the Internet covering issues such as user privacy, pricing, taxes, defamation, obscenity, intellectual property protection, consumer protection, technology export and other controls. Changes in the regulatory environment relating to the Internet services industry could have a material adverse effect on our business, results of operation and financial condition.

WE ARE SUBJECT TO THE RISKS ASSOCIATED WITH RAPID INDUSTRY CHANGES.

The Internet services industry in which we operate is characterized by rapidly changing technology, evolving industry standards, emerging competition and frequent new service, software and other product innovations. We cannot guarantee that we will be able to identify new service opportunities successfully and develop and bring new products and services to market in a timely and cost-effective manner, or that products, software and services or technologies developed by others will not render our products and services non-competitive or obsolete. In addition, we cannot provide any assurance that our product or service developments or



enhancements will achieve or sustain market acceptance or be able to address effectively the compatibility and interoperability issues raised by technological changes or new industry standards.

WE OPERATE IN AN EVOLVING MARKET WITH UNCERTAIN PROSPECTS FOR GROWTH.

Our future growth, if any, will depend on the continued trend of businesses outsourcing their Web site and application hosting and our ability to market our services effectively. There can be no assurance that the market for our services will grow, that our services will be adopted, or that businesses will use these Internet-based services to the degree or in the manner that we expect. It is

possible that at some point businesses may find it cheaper, more secure or otherwise preferable to host their Web sites and applications internally and decide not to outsource the management of their Web sites and applications internally or self-mange and decide not to outsource the management of their Web sites and applications. If we are unable to react quickly to changes in the market, if the market fails to develop, or develops more slowly than expected, or if our services do not achieve market acceptance, then we are unlikely to become or remain profitable.

WE MAY BE UNABLE TO ACHIEVE OUR OPERATING AND FINANCIAL OBJECTIVES DUE TO SIGNIFICANT COMPETITION IN THE WEB SITE AND APPLICATION HOSTING INDUSTRY.

The market for hosting Web sites and applications is highly competitive. There are few substantial barriers to entry into this market and most of our current competitors have substantially greater financial, technical and marketing resources, larger customer bases, more data centers, longer operating histories, greater name recognition and more established relationships in the industry than we possess. Our current and potential competitors in the market include Web hosting service providers, as well as web design companies and countless of individual free-lance web designers.

Our competitors may be able to expand their network infrastructures and service offerings more quickly. They may also bundle other services with their Web site hosting or application hosting services, which could allow them to reduce the relative prices of their Web site hosting and/or application hosting services beyond levels that we could compete with, and generally adopt more aggressive pricing policies. In addition, some competitors have entered and will likely continue to enter into joint ventures or alliances to provide additional services which may be competitive with those we provide. We also believe the Web site hosting and application hosting markets are likely to experience consolidation in the near future, which could result in increased price and other competition that would make it more difficult for us to compete. (See "Business--Competition.")

OUR SERVER FARMS AND THE NETWORKS WE RELY ON ARE SENSITIVE TO HARM FROM HUMAN ACTIONS AND NATURAL DISASTERS. ANY RESULTING DISRUPTION COULD SIGNIFICANTLY DAMAGE OUR BUSINESS AND REPUTATION.

Our ability to provide reliable service will largely depend on the performance and security of our server farms. In addition, our customers often maintain confidential information on our servers. However, our data centers and equipment, the networks we use, and our potential customers' information are subject to damage and unauthorized access from human error and tampering, breaches of security, natural disasters, power loss, capacity limitations, software defects, telecommunications failures, intentional acts of vandalism, including computer viruses, and other factors that have caused, and will continue to cause, interruptions in service or reduced capacity for our customers, and could potentially jeopardize the security of our customers' confidential information such as credit card and bank account numbers. Despite precautions we plan to take, the occurrence of a security breach, a natural disaster, interruption in service or other unanticipated problems could seriously damage our business and reputation and cause us to lose customers. Additionally, the time and expense required to eliminate computer viruses and alleviate other security problems could be significant



and could impair our service quality. We also intend to provide our customers with service level agreements. If we do not meet the required service levels, we may have to provide credits to our customers, which could significantly reduce our revenues. Additionally, in the event of any resulting harm to customers, we could be held liable for damages. Awards for such damages might exceed our liability insurance by an unknown but significant amount and could seriously harm our business.

IF WE DO NOT RESPOND EFFECTIVELY AND ON A TIMELY BASIS TO RAPID TECHNOLOGICAL CHANGE OUR BUSINESS COULD SUFFER.

Internet and networking technology is changing rapidly. Our future success will depend largely on our ability to:

- offer services that incorporate leading technologies;
- address the increasingly sophisticated and varied needs of our prospective customers;
- respond to technological advances and emerging industry standards on a timely and cost-effective basis; and
- continue offering services that are compatible with products and services of other vendors.

Our failure to conform to the prevailing standards, or the failure of common standards to emerge, could harm our business. In addition, products, services or technologies developed by others may render our services no longer competitive or obsolete.

OUR BUSINESS WILL NOT GROW UNLESS INTERNET USAGE AND DEMAND FOR NEW WEB SITES GROWS.

Our success will depend on the continued growth of business's need to expand their presence on the web. Our business plan anticipates extensive growth in the Web site hosting and application hosting markets. The growth of the Internet, including the Web site hosting and application hosting markets, is subject to a high level of uncertainty and depends on a number of factors, including the growth in consumer and business use of new interactive technologies, the development of technologies that facilitate interactive communications, security concerns and increases in data transport capacity. If the Internet as a commercial medium fails to grow or develops more slowly than expected, then our business is unlikely to grow.

The recent growth in the use of the Internet in general has caused frequent periods of performance degradation. Any perceived degradation in the performance of the Internet as a whole could undermine the benefits of our services. The performance of our Web site and application hosting services is ultimately limited by and relies on the speed and reliability of our networks and third party networks. Consequently, the growth of the market for our services depends on improvements being made to the entire Internet infrastructure to alleviate overloading and congestion.

## RISKS CONCERNING OUR OFFERING

### UNLESS A PUBLIC MARKET DEVELOPS FOR OUR COMMON STOCK, YOU MAY NOT BE ABLE TO SELL YOUR SHARES.

There has been no public market for our common stock. There can be no assurance, moreover, that an active trading market will ever develop or, if developed, that it will be maintained. Failure to develop or maintain an active trading market could negatively affect the price of our securities, and you may be unable to sell your shares.



### IF OUR STOCK DOES BECOME PUBLICLY TRADED, WE WILL LIKELY BE SUBJECT TO THE PENNY STOCK RULES.

Broker-dealer practices in connection with transactions in "penny stocks" are regulated by certain rules adopted by the Securities and Exchange Commission. Penny stocks generally are equity securities with a price of less than $5.00 (other than securities registered on certain national securities exchanges or quoted on the NASDAQ Stock Market provided that current price and volume information with respect to transactions in such securities is provided by the exchange or system). The rules require that a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, deliver a standardized risk disclosure document that provides information about penny stocks and the risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in connection with the transaction and monthly account statements showing the market value of each penny stock held in the customer's account. In addition, the rules generally require that prior to a transaction in a penny stock, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the liquidity of penny stocks. If our securities become subject to the penny stock rules, investors in the offering may find it more difficult to sell their securities. (See PLAN OF DISTRIBUTION.)

### WE MAY NOT QUALIFY FOR NASD OVER-THE-COUNTER ELECTRONIC BULLETIN BOARD INCLUSION, AND THEREFORE YOU MAY BE UNABLE TO SELL YOUR SHARES.

Upon completion of this offering, we will attempt to have our common stock eligible for quotation on the NASD Over-the-Counter Electronic Bulletin Board ("OTCBB" or "Bulletin Board"). OTCBB eligible securities includes securities not listed on NASDAQ or a registered national securities in the U.S. and that are also required to file reports pursuant to Section 13 or 15(d) of the Securities Act of 1933, and the company is current in its periodic securities reporting obligations. Hosting has engaged a broker/dealer to file a Form 211 with the National Association of Securities Dealers ("NASD") in order to allow the quote of Inventory's common stock on the OTCBB. The Form 211 has been filed. The market maker has committed to make a market in our securities once the Form 211 clears with the NASD. For more information on the OTCBB see its website at www.otcbb.com. If for any reason, however, any of our securities are not eligible for continued quotation on the Bulletin Board or a public trading market does not develop, purchasers of the shares may have difficulty selling their securities should they desire to do so. If we are unable to satisfy the requirements for quotation on the Bulletin Board, any trading in our common stock would be conducted in the over-the-counter market in what are commonly referred to as the "pink sheets". As a result, an investor may find it more difficult to dispose of, or to obtain accurate quotations as to the price of, the securities offered hereby. The above-described rules may materially adversely affect the liquidity of the market for our securities. (See PLAN OF DISTRIBUTION.)

### WE ARE CONTROLLED BY OUR OFFICERS AND DIRECTORS WHICH MAY RESULT IN YOU HAVING NO CONTROL IN THE DIRECTION OR AFFAIRS OF HOSTING.

Our president, CEO and chairman of the board and our secretary and director

(three people in total) control approximately 50.1% of our outstanding common stock. As a result, they have the ability to control our company and direct our affairs and business, including the election of directors and approval of significant corporate transactions. This concentration of ownership may have the effect of delaying, deferring or preventing a change in control of our company and may make some transactions more difficult or impossible without the support of these stockholders. Any of these events could decrease the market price of our common stock. (See SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT.)



WE DO NOT EXPECT TO PAY DIVIDENDS.

We do not anticipate paying cash dividends in the foreseeable future.

## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Prospectus contains certain financial information and statements regarding our operations and financial prospects of a forward-looking nature. Although these statements accurately reflect management's current understanding and beliefs, we caution you that certain important factors may affect our actual results and could cause such results to differ materially from any forward-looking statements which may be deemed to be made in this Prospectus. For this purpose, any statements contained in this Prospectus which are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the generality of the foregoing, words such as, "may", "will", "intend", "expect", "believe", "anticipate", "could", "estimate", "plan" or "continue" or the negative variations of those words or comparable terminology are intended to identify forward-looking statements. There can be no assurance of any kind that such forward-looking information and statements will be reflective in any way of our actual future operations and/or financial results, and any of such information and statements should not be relied upon either in whole or in part in connection with any decision to invest in the shares.

## USE OF PROCEEDS

We will not receive any proceeds from the sale of the stockholder's shares offered by this prospectus. All proceeds from the sale of the stockholders' shares will be for the account of the selling shareholders.

## CAPITALIZATION

The following table sets forth our capitalization as of September 30, 2001.

<TABLE>

| <S> | <C> |
|---|---|
| Long-term debt | $ 0 |
| Total Liability | 1,298 |
| Stockholders' equity: | 62,083 |
| Common stock, $.001 par value; authorized 20,000 shares, issued and outstanding 6,023,000 shares | 6,023 |
| Preferred stock, $.001 par value; authorized 1,000,000 shares, issued and outstanding -0- | -- |
| Additional paid-in capital | 259,909 |
| Accumulated deficit as of September 30, 2001 | 203,429 |
| Total stockholders' equity | 62,083 |
| Total capitalization | 63,381 |

</TABLE>



## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### OVERVIEW

Hosting was incorporated on May 31, 2000. We plan to provide businesses with opportunities to generate revenues by supplying those businesses with Internet technology solutions and services. We intend to provide the computer software, network technology, and systems management necessary to offer our customers comprehensive outsourced web site and application hosting solutions. The principal products and services which we offer are: Web site hosting; and E-mail and related services such as conference and bulletin board facilities and mailing list management. We have had no operations to date.

Hosting's plan of operations for the next twelve months do not include hiring any new personal.

From its inception to the time of filing this registration statement, Hosting has been developing its business and had no operations. Hosting believes that it will not need to raise additional funds in the next twelve months.

### INTELLECTUAL PROPERTY

We have no trademark, copyright or patent protection at this time.

### COMPETITION

We expect to face intense competition in our efforts to deliver cost effective web solutions.

PROPERTIES

At present, Hosting owns no real property. Hosting is currently operated out of an office in Fanwood, New Jersey. This office is provided by our president at no charge. We believe our present office space will be adequate for our needs for the foreseeable future.

EMPLOYEES

As of October 31, 2001, we had no employees, other than our two officers and directors, Scott Vicari and Matthew Sebal, and director Ralph Brown.

## DIVIDEND POLICY

We have never declared or paid any cash dividends on our common stock. We anticipate that any earnings will be retained for development and expansion of our business and we do not anticipate paying any cash dividends in the foreseeable future. Our board of directors has sole discretion to pay cash dividends based on our financial condition, results of operations, capital requirements, contractual obligations and other relevant factors.



## DESCRIPTION OF BUSINESS

CORPORATE HISTORY

Hosting Site Network, Inc. ("Hosting") was incorporated May 31, 2000 in the state of Delaware. We have had no operations to date. Our wholly owned operating subsidiary HSN (NJ), Inc. was incorporated on August 20, 2001 in the state of New Jersey.

On September 14, 2000, we concluded an asset purchase agreement with Nicklas Weich, (our former president CEO, CFO and Chairman of the Board), through which our then wholly owned subsidiary, CreativeSites.Com, Inc. acquired all of the assets of CreativeSites.com for 4,000,000 shares of our common stock.

On April 30, 2001 we sold Creative Sites.com, Inc. to Nicklas Weich in exchange for his 4,000,000 shares of our common stock. At that time Nicklas Weich resigned as president CEO, CFO and Chairman of the Board. At that time Scott Ventura and John McVeigh also resigned as directors.

On April 30, 2001 Scott Vicari, Matthew Sebal and Ralph Brown were appointed directors and Mr. Vicari was elected as President, Treasurer, CEO and Chairman of the Board and Mr. Sebal was elected as Secretary.

OVERVIEW

We plan to provide businesses with opportunities to generate revenues by supplying those businesses with Internet technology solutions and services. We intend to provide the computer software, network technology, and systems management necessary to offer our customers comprehensive outsourced web site and application hosting solutions. The principal products and services which we offer are:

- Web site hosting; and

- E-mail and related services such as conference and bulletin board facilities and mailing list management.

The following are among the key factors that we believe will drive our growth:

- the ability to facilitate the rapid, cost-efficient implementation and expansion of customers' Web site initiatives and needs;

- an operating platform designed to allow us to scale our operations to achieve higher revenues, lower marginal unit costs and increased operating margins;

- a highly skilled research and development organization dedicated to identifying the best available tools, technologies and processes;

- we will seek to identify, test and utilize the best available technologies and processes. Our architecture will be specifically designed to facilitate the rapid, cost-efficient implementation and expansion of customers' Web hosting initiatives and accommodate for the launching and maintenance of Web sites in multiple languages.



INDUSTRY BACKGROUND

The Internet is a global network of multiple private and public networks that use standardized communication protocols to communicate with each other. The Internet has become an important communication and commercial medium and presents a significant opportunity for associations and businesses to interact in new and different ways with a larger number of members, customers, employees, suppliers and partners. As use of the Internet grows, associations and businesses are increasing the breadth and depth of their Internet product and service offerings. Pioneering Internet-based organizations have developed Internet products and services in areas such as finance, insurance, media, tourism, retail and advertising. Other organizations have begun to use the Internet for an expanding variety of applications, ranging from corporate or association publicity and advertising, to sales, distribution, customer service, employee training and communication with partners. Increasingly, Internet operations are becoming mission-critical for many of these enterprises. To ensure the reliability of their Internet operations, enterprises are requiring that these operations have high performance standards, scalability and expert management 24 hours a day, 7 days a week.

Enterprises generally utilize two types of Internet services: connectivity and valued-added services. We plan to provide companies with value-added services such as Web hosting and communication services that improve the internal and external operations of an enterprise. These value-added services represent one of the fastest growing segments of the Internet services market. The availability of Internet access, the advancements in technologies required to navigate the Internet and the proliferation of content and applications available over the Internet have attracted a growing number of Internet users.

The Web hosting provider market is segmented into large national or multinational providers with large high speed networks and regional or local hosting companies, who typically rely upon the larger networks for Internet connectivity. The larger Web hosting companies, like UUNet are referred to as "tier one" networks, which exchange Internet traffic cost-free, at multiple public peering points, as well as through private peering arrangements.

As is typical in the case of a new and rapidly evolving industry the Internet is characterized by rapidly changing technology, evolving industry standards and frequent new product and service introductions. Demand for recently introduced products and services is subject to a level of uncertainty. Despite growing interest in the many uses of the Internet some potential users could be deterred from purchasing Internet access services because of a perceived inconsistent quality of service, the need to deal with multiple and frequently incompatible vendors, and perceived inadequate protection of the confidentiality of stored data and information moving across the Internet. In particular, a perceived lack of security of commercial data, such as credit card numbers, could impede commercial exploitation of the Internet. There can be no assurance that encryption or other technologies will satisfactorily address these security concerns. The adoption of the Internet for commerce and communications, particularly by those individuals and enterprises which have historically relied upon alternative means of commerce and communication, generally requires the understanding and acceptance of a new way of conducting business.

OUR BUSINESS STRATEGY

Our business strategy is to provide affordable web hosting. We enable companies which seek to establish or reassess their presence on the Web by offering them attractive hosting packages at competitive rates. Through the binding of customers to monthly hosting and maintenance contracts, we encourage that the customer updates their web sites frequently, keeps the information current, and adapts the site to the changing need of their customers.



We anticipate that a majority of the clients of our services will initially be in the small to medium sized business market, as well as individual professionals. Therefore, to a large extent, our ability to grow depends upon the level at which we can attract new customers and bind them to our hosting and maintenance agreements. Recently various major Internet portals and communities have begun offering free Web hosting space which, in theory, would be sufficient to a substantial part of our potential Web hosting clients. Such free services however, in most cases involve the involuntary placement of advertisement and limits in hosting space and bandwidth. Even though the tools provided in connection with these free services are sufficient for the most basic self-made design of Web sites, they do not offer the capability to construct an entire professional Web site.

PRODUCTS AND SERVICES

We plan to offer a variety of Internet services including Web hosting, Web consulting and electronic mail services. In the future, we intend to develop a broader range of value added solutions and services independently, principally through the development of proprietary Web applications software. Following is a description of the products and services which we will provide to our customers.

WEB SITE HOSTING

We plan to offer our customers several options for hosting their Web sites. A customer can share space on a server which also hosts the Web sites of other customers. A Web site provides a company with a tangible identity and interactive presence on the Internet. The site allows a company to post

information about itself that is easily accessible to all Internet users. We plan to offer a comprehensive range of basic Web site hosting products, as well as a growing suite of enhanced Web site hosting products. Generally, our customers elect to rely upon us to provide the hardware and software that is necessary to host a Web site. We offer three basic Web site hosting plans, the largest of which provides up to 4,000 megabytes of data transfer per month and up to 50 megabytes of disk storage on our servers.

We also plan to offer customers the convenience of a limited free monthly update to their web site, which is included in the hosting cost. The extent of the free update provided depends on the hosting plan and cannot be carried forward if it was not used in any given month. The free update will encourage customers to keep their web site up-to-date with the most current information and prices.

CONSULTING SERVICES

Our consulting services will provide customized assistance to customers with unique architecture, deployment or maintenance requirements. These services include performance tuning, site architecture assessment, migration planning, capacity planning, disaster recovery planning and database optimization. Our consulting services will assist customers with limited resources or who lack Internet and technical expertise. Our consulting engagements will range from a few hours to a few weeks depending on the complexity and volume of the services needed. We believe our consulting services will play an increasingly important role in supporting the implementation and maintenance of complex Web sites and Web-based applications.

OTHER SERVICES

We plan to offer a variety of other services, which enable communication over the Internet. These include virtual hosting of electronic mail. This allows users to maintain their own domains while housing their e-mail on our servers. We also offer the filtering of unsolicited e-mail. Our ListServe Management product enables the broadcast of e-mail to an established user group. It is used to conduct training sessions electronically,



thereby eliminating the travel and related costs associated with live sessions. Our Web board product is used to post messages to members of a closed group and allows recipients of messages to respond. We offer our customers various combinations of these services which we call packages. We will charge our customers a monthly fee per user per package, which varies from $5 to $25 depending on the complexity of the package.

COMPETITION

The business of providing Web hosting services and solutions is highly competitive and there are no substantial barriers to entry. We believe that competition will intensify in the future and our ability to successfully compete depends on a number of factors, including:

- the capacity, reliability and security of the network with which we interconnect;
- the pricing structure of our services;
- expansion of the variety of products and services which we offer;
- our ability to adapt our products and services to new technological developments;
- our ability to implement broad and effective distribution channels; and
- principal market and economic trends.

Current and prospective competitors include:

- national, regional and local Web hosting companies;
- Web site hosting providers; and
- Free web hosting services and communities such as Yahoo's Geocities, HyperMart.net, and Xoom.com.

As web hosting providers we will compete with Interland, UUNet, HostPro, IMC Online and a large number of smaller hosting companies. We are dependent upon NAC for access to the Internet. If our contract with NAC were to be terminated or if the cost were substantially raised, our ability to maintain competitive prices to our customers could be materially and adversely affected.

In the area of Web site hosting, and the business of providing packaged Internet services to associations, a number of our competitors have significantly greater revenues than we have, and we believe that we can represent substantially less than 1% of these market sectors. We strive to differentiate ourselves from our competitors:

- by offering lower prices made possible by our lower overhead; and

- with our ability to quickly adapt to new developments in our industry resulting from the small size of our organization.

EMPLOYEES

As of October 31, 2001, we had no employees, other than our two officers and directors, Scott Vicari and Matthew Sebal, and director Ralph Brown.

INTELLECTUAL PROPERTY

We have no patented technology that would preclude or inhibit competitors from entering our market. We intend to apply for registration of the trade name HSN(NJ).com. We intend to apply for copyrights as we develop new products and Web application solutions. There can be no assurance that these measures will



prove sufficient to prevent misappropriation of our intellectual property or to deter independent third-party development of similar products.

REGULATION

Our operations are not currently subject to direct regulation by governmental agencies other than regulations applicable to businesses generally. As use of the Internet continues to grow, jurisdictions in which we operate may adopt regulations relating to prices charged users, content, privacy, intellectual property protection, libel or other matters. If adopted, such regulations could significantly affect our results of operations.

PROPERTIES

Our corporate headquarters is in Fanwood, New Jersey. Our president is providing this space without charge. We believe that our properties are adequate and suitable for their intended purposes.

LEGAL PROCEEDINGS

We do not believe there are any pending or threatened legal proceedings that, if adversely determined, would have a material adverse effect on us.

## MANAGEMENT

EXECUTIVE OFFICERS AND DIRECTORS

The following table sets forth certain information regarding our executive officers and directors:

<TABLE>
<CAPTION>

| Name | Age | Position |
|---|---|---|
| <S> | <C> | <C> |
| Scott Vicari | 29 | Chairman of the Board, President, Treasurer, CEO |
| Matthew Sebal | 31 | Secretary, Director |
| Ralph Brown | 68 | Director |

</TABLE>

SCOTT VICARI, PRESIDENT, TREASURER, CEO AND CHAIRMAN OF THE BOARD

Mr. Vicari has served as President, Treasurer, CEO and Chairman of the Board of Hosting Site Network, Inc. since April 30, 2001. Mr. Vicari has worked in the computer network hardware/software industry since 1991. From 1991 to 1996 he was the manager of information systems for Clinton Industries Incorporated. From 1997 to 2001 he was a network consultant with e-partners, Inc. During that period he has been trained and certified on numerous industry standard software/hardware including Microsoft, Novel, Cisco, Citrix and Sage. He currently holds Microsoft MCSE, Cisco CCNA and Sage certifications. He has worked as an IT administrator and ITconsultant implementing a variety of network software/hardware and Internet projects for numerous clients. Mr. Vicari graduated from Bergen Community College in New Jersey with an A.S. degree in Business Management in 1994.



MATTHEW SEBAL, SECRETARY AND DIRECTOR

Mr. Sebal has served as Secretary and Director of Hosting Site Network, Inc. since April 30, 2001. Mr. Sebal has served as President and Chairman of Return Assured Incorporated since June 2000. Return Assured creates and markets products that build trust in e-retail transactions. From January 1999 to May 2000 he was Principal in IBM's e-business Services Group for British Columbia, Canada. From 1997 to 1998, Mr. Sebal was Director of Business Development for

Communicate.com. From 1995 to 1997, he was Senior Strategist for Emerge Online, Inc. From 1990 to 1995, he was President of Sebal Enterprises, an import-export business. Mr. Sebal is also a Director of Mindfuleye Systems Inc. Mindfuleye developed and markets Lexant, a new class artificial intelligence. Mr. Sebal graduated from the University of Western Ontario with a B.A. in Political Science in 1994.

RALPH BROWN, DIRECTOR

Mr. Brown has served as a director of Hosting Site Network, Inc. since April 30, 2001. He has practiced law in Toronto, Canada since 1959. He is also Secretary and a director of the Canadian Film Centre, the Chairman of Feature Film Project, and a director of the Norman Jewison Charitable Foundation. From October 1991 to July 1999, he was a partner in the law firm of Miller Thomson. Since August of 1999 to the present time, Mr. Brown has been a sole proprietor in Canada. Mr. Brown's practice concentrates on corporate, commercial and entertainment law. He acts for a diverse range of clients in private and public companies, varying in size from small owner-operated businesses to large, diversified corporations.

Mr. Brown received his LL.B. from Osgood Hall Law School, York University in 1959, his B.A. from University of Toronto in 1955. He was called to the Ontario Bar in 1959 and was appointed Queen's Counsel in 1975. He is a member of the Canadian Bar Association.

EXECUTIVE COMPENSATION

We have not paid any of our officers from our inception in May 31, 2000 through October 31, 2001.

2001 STOCK OPTION PLAN

We adopted our 2001 Stock Option Plan in April 2001. The plan provides for the grant of options intended to qualify as "incentive stock options", options that are not intended to so qualify or "nonstatutory stock options" and stock appreciation rights. The total number of shares of common stock reserved for issuance under the plan is 500,000, subject to adjustment in the event of a stock split, stock dividend, recapitalization or similar capital change, plus an indeterminate number of shares of common stock issuable upon the exercise of "reload options" described below. We have not yet granted any options or stock appreciation rights under the plan.

The plan is presently administered by our board of directors, which selects the eligible persons to whom options shall be granted, determines the number of common shares subject to each option, the exercise price therefor and the periods during which options are exercisable, interprets the provisions of the plan and, subject to certain limitations, may amend the plan. Each option granted under the plan shall be evidenced by a written agreement between us and the optionee.

Options may be granted to our employees (including officers) and directors and certain or our consultants and advisors.



The exercise price for incentive stock options granted under the plan may not be less than the fair market value of the common stock on the date the option is granted, except for options granted to 10% stockholders which must have an exercise price of not less than 110% of the fair market value of the common stock on the date the option is granted. The exercise price for nonstatutory stock options is determined by the board of directors. Incentive stock options granted under the plan have a maximum term of ten years, except for 10% stockholders who are subject to a maximum term of five years. The term of nonstatutory stock options is determined by the board of directors. Options granted under the plan are not transferable, except by will and the laws of descent and distribution. The board of directors may grant options with a reload feature. Optionees granted a reload feature shall receive, contemporaneously with the payment of the option price in common stock, a right to purchase that number of common shares equal to the sum of (i) the number of shares of common stock used to exercise the option, and (ii) with respect to nonstatutory stock options, the number of shares of common stock used to satisfy any tax withholding requirement incident to the exercise of such nonstatutory stock option.

Also, the plan allows the board of directors to award to an optionee for each share of common stock covered by an option, a related alternate stock appreciation right, permitting the optionee to be paid the appreciation on the option in lieu of exercising the option. The amount of payment to which an optionee shall be entitled upon the exercise of each stock appreciation right shall be the amount, if any, by which the fair market value of a share of common stock on the exercise date exceeds the exercise price per share of the option.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information regarding the beneficial ownership of our common stock as of October 31, 2001. The information in this table provides the ownership information for:

a. each person known by us to be the beneficial owner of more than 5% of our common stock;
b. each of our directors;
c. each of our executive officers; and
d. our executive officers, directors and director nominees as a group.

Beneficial ownership has been determined in accordance with the rules and regulations of the SEC and includes voting or investment power with respect to the shares. Unless otherwise indicated, the persons named in the table below have sole voting and investment power with respect to the number of shares indicated as beneficially owned by them. Common stock beneficially owned and percentage ownership are based on 6,023,500 shares outstanding. There are currently no outstanding options or warrants to purchase any common stock.



<TABLE>
<CAPTION>

| NAME AND ADDRESS OF BENEFICIAL OWNER | NUMBER OF SHARES BENEFICIALLY OWNED | PERCENTAGE OUTSTANDING |
|---|---|---|
| <S> | <C> | <C> |
| Scott Vicari | *3,000,000 | 49.9% |
| Matthew Sebal | 10,000 | less than 1% |
| Ralph Brown | 10,000 | less than 1% |
| All Executive Officers and Directors as a Group (3 persons) | 3,020,000 | 50.1% |
| ** KGL Investments, Ltd. 630 Third Avenue, 5th Floor New York, New York 10017 | 200,000 | 3% |

</TABLE>

* Pursuant to the terms of the employment contract with Mr. Vicari, if he is no longer employed with the Company prior to December 31, 2002 he forfeits all 3,000,000 shares of the Company's common stock. If he is no longer employed with the Company prior to December 31, 2003 he forfeits 2,000,000 shares of the Company's stock. If he is no longer employed with the Company prior to December 31, 2004 he forfeits 1,000,000 shares of the Company's stock.

**KGL Investment, Ltd. is owned and controlled by Kaplan Gottbetter & Levenson, LLP, counsel for the Company.

## CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

In April, 2001 Hosting issued 3,000,000 shares of its common stock to its president Scott Vicari in exchange for him working as president of the Company. Pursuant to the terms of the employment contract with Mr. Vicari, if he is no longer employed with the Company prior to December 31, 2002 he forfeits 3,000,000 shares of the Company's common stock. If he is no longer employed with the Company prior to December 31, 2003 he forfeits 2,000,000 shares of the Company's stock. If he is no longer employed with the Company prior to December 31, 2004 he forfeits the remaining 1,000,000 shares of the Company's stock. These shares were valued at par value, $.05 per share.

In April, 2001 Hosting issued 10,000 shares of common stock to director Ralph Brown. These shares were valued at par value, $.001 per share for a total of $10.

In April, 2001 Hosting issued 10,000 shares of common stock to director Matthew Sebal. These shares were valued at par value, $.001 per share for a total of $10.

From November, 2000 to May, 2001 the Company issued 2,803,000 shares of its common stock at $.05 per share.

In October, 2000 Hosting issued 200,000 shares of its common stock to KGL Investments, Ltd, the beneficial owner of which is Kaplan Gottbetter & Levenson, LLP, counsel to Hosting in exchange for legal services rendered, valued at $10,000. These shares were valued at $.05 per share.

On September 14, 2000, Hosting concluded an asset purchase agreement with Nicklas Weich, (our former president CEO, CFO and Chairman of the Board), through which Hosting's then wholly owned subsidiary,



CreativeSites.Com, Inc. acquired all of the assets of CreativeSites.com (Nicklas Weich's sole proprietorship) for 4,000,000 shares of our common stock issued to Nicklas Weich.

On April 30, 2001 Hosting sold CreativeSites.com, Inc. to Nicklas Weich in exchange for his 4,000,000 shares of Hosting common stock. At that time Nicklas Weich resigned as president CEO, CFO and Chairman of the Board. At that time Scott Ventura and John McVeigh also resigned as directors.

On September 14, 2000 Hosting issued 300,000 shares of Hosting common stock to each of Hosting's then directors Scott Ventura and John McVeigh in exchange for $300 from each of them. Mr. Ventura and Mr. McVeigh failed to pay the purchase price and subsequently resigned as directors. They both returned each of their 300,000 shares of common stock.

We believe that the terms of the above transactions are commercially reasonable and no less favorable to us than we could have obtained from an unaffiliated third party on an arm's length basis. To the extent we may enter into any agreements with related parties in the future, the board of directors has determined that such agreements must be on similar terms.

## INDEMNIFICATION AND LIMITATION OF LIABILITY OF MANAGEMENT

This will limit your ability as shareholders to hold officers and directors liable and collect monetary damages for breaches of fiduciary duty, and requires us to indemnify officers and directors to the full extent permitted by law. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers, and controlling persons under these provisions or otherwise, we have been advised that in the opinion of the Securities and Exchange Commission, indemnification is against public policy as expressed in the Act and is unenforceable.

## DESCRIPTION OF SECURITIES

Our authorized capital stock currently consists of 20,000,000 shares of Common Stock, par value $0.001 per share, of which 1,000,000 shares are issued and outstanding as of the date of the prospectus, and 1,000,000 shares of preferred stock, par value $0.001 per share, of which no shares are issued and outstanding, the rights and preferences of which may be established from time to time by our Board of Directors.

The following description of our securities contains all material information. However, the description of our securities contained herein is a summary only and may be exclusive of certain information that may be important to you. For more complete information, you should read our Certificate of Incorporation together with our corporate bylaws.

### COMMON STOCK

Holders of our common stock are entitled to one vote for each share held on all matters submitted to a vote of stockholders and do not have cumulative voting rights. Accordingly, holders of a majority of the shares of our common stock entitled to vote in any election of directors may elect all of the directors standing for election. Subject to preferences that may be applicable to any shares of preferred stock outstanding at the time, holders of our common stock are entitled to receive dividends ratably, if any, as may be declared from time to time by our board of directors out of funds legally available therefor.



Upon our liquidation, dissolution or winding up, the holders of our common stock are entitled to receive ratably, our net assets available after the payment of:

a. all secured liabilities, including any then outstanding secured debt securities which we may have issued as of such time;

b. all unsecured liabilities, including any then unsecured outstanding secured debt securities which we may have issued as of such time; and

c. all liquidation preferences on any then outstanding preferred stock.

Holders of our common stock have no preemptive, subscription, redemption or conversion rights, and there are no redemption or sinking fund provisions applicable to the common stock. The rights, preferences and privileges of holders of common stock are subject to, and may be adversely affected by, the rights of the holders of shares of any series of preferred stock which we may designate and issue in the future.

### PREFERRED STOCK

Our board of directors is authorized, without further stockholder approval, to issue up to 1,000,000 shares of preferred stock in one or more series and to fix the rights, preferences, privileges and restrictions of these shares, including dividend rights, conversion rights, voting rights, terms of redemption and liquidation preferences, and to fix the number of shares constituting any series and the designations of these series. These shares may have rights senior to our common stock. The issuance of preferred stock may have the effect of delaying or preventing a change in control of us. The issuance of preferred stock could decrease the amount of earnings and assets available for distribution to the holders of common stock or could adversely affect the rights and powers, including voting rights, of the holders of our common stock. At present, we have no plans to issue any shares of our preferred stock.

### REPORTS TO STOCKHOLDERS

We intend to furnish our stockholders with annual reports containing audited financial statements as soon as practical after the end of each fiscal year. Our fiscal year ends September 30.

TRANSFER AGENT

We have appointed Continental Stock Transfer & Trust Company, 2 Broadway, New York, New York 10004 as transfer agent for our common stock.

## SELLING STOCKHOLDERS

All of the shares of Hosting common stock offered under this prospectus may be sold by the holders. We will not receive any of the proceeds from sales of shares offered under this prospectus.

All costs, expenses and fees in connection with the registration of the selling stockholders' shares will be borne by us. All brokerage commissions, if any, attributable to the sale of shares by selling stockholders will be borne by such holders.

The selling stockholders are offering a total of 3,003,000 shares of Hosting common stock. The selling stockholders are not, nor are they affiliated with, broker dealers. The following table sets forth:



a. the name of each person who is a selling stockholder;

b. the number of securities owned by each such person at the time of this offering; and

c. the number of shares of common stock such person will own after the completion of this offering.

The column "Shares Owned After the Offering" gives effect to the sale of all the shares of common stock being offered by this prospectus.

<TABLE>
<CAPTION>

| SELLING STOCKHOLDER | NUMBER OF SHARES OFFERED | SHARES OWNED PRIOR TO THE OFFERING | | SHARES OWNED AFTER THE OFFERING | |
|---|---|---|---|---|---|
| | | NUMBER | PERCENTAGE | NUMBER | PERCENTAGE |
| <S> | <C> | <C> | <C> | <C> | <C> |
| Berinoto, Josephine | 5,000 | 5,000 | | -0- | -0- |
| Brown, Christopher F. | 2,500 | 2,500 | | -0- | -0- |
| CCD Consulting Commerce | 300,000 | 300,000 | 4.9% | -0- | -0- |
| Distribution AG | | | | | |
| Coker, Peter L, Jr. | 40,000 | 40,000 | | -0- | -0- |
| Connaughton, Amanda M. | 2,500 | 2,500 | | -0- | -0- |
| Conte, Michael C. | 5,000 | 5,000 | | -0- | -0- |
| Dunlap Industries, LTD. | 200,000 | 200,000 | 3% | -0- | -0- |
| Florio, Carlotta | 5,000 | 5,000 | | -0- | -0- |
| Francis, Debra | 2,500 | 2,500 | | -0- | -0- |
| Galioto, Grayce G. | 10,000 | 10,000 | | -0- | -0- |
| Gottbetter, Paul B. | 5,000 | 5,000 | | -0- | -0- |
| Gottbetter, Adam S. | 5,000 | 5,000 | | -0- | -0- |
| Graham, Marcus | 2,500 | 2,500 | | -0- | -0- |
| Gunter, Shaaron K. | 2,500 | 2,500 | | -0- | -0- |
| Hancock, Abigail and Steve | 10,000 | 10,000 | | -0- | -0- |
| HAPI Handels-und Beteiligungsgesellschaft mbH | 300,000 | 300,000 | 4.9% | -0- | -0- |
| Hatcher, Katje E. | 2,000 | 2,000 | * | -0- | -0- |
| Kaplan, Douglas | 4,000 | 4,000 | * | -0- | -0- |
| Kaplan, Steven | 4,000 | 4,000 | * | -0- | -0- |
| Kauffman, Jeffrey I., Dr. | 5,000 | 5,000 | * | -0- | -0- |
| Kaussen, Winfried | 20,000 | 20,000 | * | -0- | -0- |

</TABLE>



<TABLE>
<CAPTION>

| SELLING STOCKHOLDER | NUMBER OF SHARES OFFERED | SHARES OWNED PRIOR TO THE OFFERING | | SHARES OWNED AFTER THE OFFERING | |
|---|---|---|---|---|---|
| | | NUMBER | PERCENTAGE | NUMBER | PERCENTAGE |
| <S> | <C> | <C> | <C> | <C> | <C> |
| KGL Investments, Ltd. | 200,000 | 200,000 | 3% | -0- | -0- |
| Kramon, Florence | 2,500 | 2,500 | * | -0- | -0- |
| La Centra, Ann | 5,000 | 5,000 | * | -0- | -0- |
| Levenson, Paul R. | 5,000 | 5,000 | * | -0- | -0- |
| Levner, Lawrence H. | 5,000 | 5,000 | * | -0- | -0- |
| Ming Capital Enterprises, Ltd. | 300,000 | 300,000 | 4.9% | -0- | -0- |
| Parisella, Mae | 5,000 | 5,000 | * | -0- | -0- |
| Partner Marketing AG | 300,000 | 300,000 | 4.9% | -0- | -0- |
| Private Investment Company, Ltd. | 300,000 | 300,000 | 4.9% | -0- | -0- |
| Rapfogel, Scott E. | 6,000 | 6,000 | * | -0- | -0- |
| Rector, David S. | 10,500 | 10,500 | * | -0- | -0- |
| Rubinstein, Florence | 2,000 | 2,000 | * | -0- | -0- |
| Schirmer, Susan J. | 2,500 | 2,500 | * | -0- | -0- |
| Seloz Gestion & Finance S.A. | 300,000 | 300,000 | 4.9% | -0- | -0- |
| Shangrila Investments Ltd ./Turf Holding Ltd. | 300,000 | 300,000 | 4.9% | -0- | -0- |
| Sprung, Priscilla | 2,500 | 2,500 | * | -0- | -0- |
| TEL-EX-KA AG | 300,000 | 300,000 | 4.9% | -0- | -0- |
| Tuttle, Thomas | 2,500 | 2,500 | * | -0- | -0- |
| Viking Investment Group II, Inc. | 20,000 | 20,000 | * | -0- | -0- |
| Yacht Club International, Inc. | 2,000 | 2,000 | * | -0- | -0- |
| Total | 3,003,000 | 3,003,000 | 100% | -0- | -0- |

</TABLE>

* Indicates less than one percent of the total outstanding common stock.

## PLAN OF DISTRIBUTION

The shares covered by this prospectus may be offered and sold from time to time by the selling stockholders. The term "selling stockholder" includes donees, pledgees, transferees or other successors-in-interest selling shares received after the date of this prospectus from a selling stockholder as a gift, pledge, partnership distribution or other non-sale related transfer. The selling stockholders will act independently of us in making decisions with respect to the timing, manner and size of each sale. The price is set at $.05 per share. The selling stockholders may sell their shares through registered broker-dealers by one or more of, or a combination of, the following methods:



a. purchase by a broker-dealer as principal and resale by such broker-dealer for its own account through this prospectus; and

b. ordinary brokerage transactions and transactions in which the broker solicits purchasers.

In addition, any shares that qualify for sale under Rule 144 may be sold under Rule 144 rather that through this prospectus.

In offering the shares covered by this prospectus, the selling stockholders and any broker-dealers who execute sales for the selling stockholders may be deemed to be "underwriter" within the meaning of the Securities Act in connection with such sales. Any profits realized by the selling stockholders and the compensation of any broker-dealer may be deemed to be underwriting discounts and commissions.

Selling shareholders may sell their shares in all 50 states in the U.S. Hosting

will be profiled in the Standard & Poor's publications or "manuals".

## MARKET FOR COMMON EQUITY

### SHARES ELIGIBLE FOR FUTURE SALE

### MARKET INFORMATION

There is no public trading market on which Hosting's Common Stock is traded. Hosting has engaged a broker/dealer to file a Form 211 with the National Association of Securities Dealers ("NASD") in order to allow the quote of Hosting's common stock on the NASD Over-the-Counter Bulletin Board (OTCBB). There is no assurance that our common stock will be included on the OTCBB.

There are approximately forty-four (44) record holders of common equity.

There are no outstanding options or warrants to purchase, or securities convertible into, common equity of Hosting.

We have outstanding 6,023,000 shares of our common stock. Of these shares, 3,003,000 shares, will be freely tradable without restriction under the Securities Act unless held by our "affiliates" as that term is defined in Rule 144 under the Securities Act. These shares will be eligible for sale in the public marker, subject to certain volume limitations and the expiration of applicable holding periods under Rule 144 under the Securities Act. Non-affiliates currently hold 49.9% of our outstanding shares. In general, under Rule 144 as currently in effect, a person (or persons whose shares are aggregated) who has beneficially owned restricted shares for at least one year (including the holding period of any prior owner or affiliate) would be entitled to sell within any three-month period a number of shares that does not exceed the greater of (1)% of the number of shares of common stock then outstanding or (2) the average weekly trading volume of the common stock during the four calendar weeks preceding the filing of a From 144 with respect to such sale. Sales under Rule 144 are also subject to certain manner of sale provisions and notice requirements and to the availability of current public information about us. Under Rule 144(k), a person who is not deemed to have been an affiliate of us at any time during the three months preceding a sale, and who has beneficially owned the shares proposed to be sold for at least two years (including the holding period of any prior owner except an affiliate), is entitled to sell such shares without complying with the manner of sale, public information, volume limitation or notice provisions of Rule 144.



We can offer no assurance that an active public market in our shares will develop. Future sales of substantial amounts of our shares in the public market could adversely affect market prices prevailing from time to time and could impair our ability to raise capital through the sale of our equity securities.

## LEGAL PROCEEDINGS

We are not a party to nor are we aware of any existing, pending or threatened lawsuits or other legal actions.

## LEGAL MATTERS

Certain legal matters, including the legality of the issuance of the shares of common stock offered herein, are being passed upon for us by our counsel, Kaplan Gottbetter & Levenson, LLP, 630 Third Avenue, New York, New York 10017.

## EXPERTS

The financial statements of Hosting Site Network, Inc., a development stage company, as of October 31, 2001 and for the period from May 31, 2000 (inception) through July 31, 2000, have been included herein and in the registration statement in reliance upon the report of Rogoff & Company, P.C., independent certified public accountants, appearing elsewhere herein, and upon the authority of that firm as experts in accountant and auditing.

## WHERE YOU CAN FIND MORE INFORMATION

We have not previously been required to comply with the reporting requirements of the Securities Exchange Act. We have filed with the SEC a registration statement on Form SB-2 to register the securities offered by this prospectus. The prospectus is part of the registration statement, and, as permitted by the SEC's rules, does not contain all of the information in the registration statement. For future information about us and the securities offered under this prospectus, you may refer to the registration statement and to the exhibits and schedules filed as a part of this registration statement. You can review the registration statement and its exhibits at the public reference facility maintained by the SEC at Judiciary Plaza, Room 1024, 450 Fifth Street, N.W., Washington, D.C. 20549 and at the regional offices of the SEC at 233 Broadway, New York, New York 10279 and Citicorp Center, Suite 1400, 500 West Madison Street, Chicago, Illinois 60661. Please call the SEC at 1-800-SEC-0330 for

further information on the public reference room. The registration statement is also available electronically on the World Wide Web at http://www.sec.gov.



INDEX TO FINANCIAL STATEMENTS

Hosting Site Network, Inc.
(A Development Stage Company)





Hosting Site Network, Inc.
and Subsidiary
(A Development Stage Enterprise)
[Letterhead of Rogoff & Company, P.C.]

Independent Auditors' Report

The Shareholders and Board of Directors
Hosting Site Network, Inc.:

We have audited the accompanying balance sheet of Hosting Site Network, Inc. and subsidiary, (a development stage enterprise) as of September 30, 2001 and the related statements of operations, of cash flows and of changes in shareholders' equity (deficit) for the year ended September 30, 2001 and the periods from May 31, 2000 (inception) to September 30, 2000 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. 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 Hosting Site Network, Inc. and subsidiary at September 30, 2001, and the results of its operations, its cash flows and the changes in its shareholders' equity for the year ended September 30, 2001 and the periods from May 31, 2000 (inception) to September 30, 2000 and 2001, in conformity with accounting principles generally accepted in the United States.

/s/ Rogoff & Company, P.C.
---

New York, NY
November 6, 2001



Hosting Site Network, Inc.
and Subsidiary
(A Development Stage Enterprise)

Consolidated Balance Sheet
September 30, 2001

Assets
---

<TABLE>
<CAPTION>

| <S> | <C> |
|---|---|
| Current assets: | |
| Cash | $ 35,045 |
| Total current assets | 35,045 |
| Fixed assets: | |
| Computers and equipment (net of accumulated depreciation of $0) | 28,336 |
| Total assets | $ 63,381 |

Liabilities and Shareholders' Equity

| | |
|---|---|
| Current liabilities: | |
| Accrued liabilities | $ 1,298 |
| Total current liabilities | 1,298 |
| Shareholder's equity: | |
| Common stock - 20,000,000 shares authorized;6,023,000 shares issued and outstanding; par value $.001 | 6,023 |
| Preferred stock - 1,000,000 shares Authorized; -0- shares issued and Outstanding; par value $.001 | -- |
| Additional paid in capital | 259,909 |
| Subscriptions receivable | (20) |
| Deficit accumulated during the development stage | (203,429) |
| Total shareholders' equity | 62,083 |
| Total liabilities and shareholders' equity | $ 63,381 |

</TABLE>

See accompanying Notes to Financial Statements.



Hosting Site Network, Inc.
and Subsidiary
(A Development Stage Enterprise)

Consolidated Statements of Operations

<TABLE>
<CAPTION>

| | Year Ended September 30, 2001 | Period from May 31, 2000 (inception) September 30, 2000 | Period from May 31, 2000 (inception) September 30, 2001 |
|---|---|---|---|
| <S> | <C> | <C> | <C> |
| Revenues | $ -0- | $ -0- | $ -0- |
| Expenses: | | | |
| General and administrative | 204,498 | 595 | 204,393 |
| Total expenses | 204,498 | 595 | 204,393 |
| Other Income: | | | |
| Interest | 1,464 | -- | 1,464 |
| Net loss | $ (202,834) | $ (595) | $ (202,929) |
| Net Loss Per Share: | | | |
| Basic | $ (0.03) | $ (0.01) | |
| Diluted | (0.03) | (0.01) | |

| | | |
|---|---|---|
| Weighted average shares of common stock used in calculation of net loss per share | 6,235,659 | 201,644 |

</TABLE>

See accompanying Notes to Financial Statements.



Hosting Site Network, Inc.
and Subsidiary
(A Development Stage Enterprise)

Consolidated Statements of Cash Flows

<TABLE>
<CAPTION>

| | Year Ended September 30, 2001 | Period from May 31, 2000 (inception) September 30, 2000 | Period from May 31, 2000 (inception) September 30, 2001 |
|---|---|---|---|
| <S> | <C> | <C> | <C> |
| Cash Flows From Operating Activities: | | | |
| Net loss | $(202,834) | $ (595) | $(203,429) |
| Adjustments to reconcile net loss to net cash used by operating activities: | | | |
| Depreciation | 48 | 167 | 215 |
| Common stock issued for services/expenses | 150,980 | 428 | 151,408 |
| | (51,806) | -- | (51,806) |
| Changes in assets and liabilities: | | | |
| Increase(Decrease) in accounts payable | 1,298 | -- | 1,298 |
| Cash used by operating activities | (50,508) | -- | (50,508) |
| Cash Flows from investing activities Activities: | | | |
| Investment in property and equipment | (28,336) | -- | (28,336) |
| Cash used by investing activities | (28,336) | -- | (28,336) |
| Cash Flows From Financing Activities: | | | |
| Proceeds of private placement offering net of $26,261 direct costs | 113,889 | -- | 113,889 |
| Cash provided by financing Activities | 113,889 | -- | 113,889 |
| Net increase in cash | 35,045 | -- | 35,045 |
| Supplemental cash flow disclosures: | | | |
| Non-cash investing and financing activities: | | | |
| Common stock issued for acquisition | $ -- | 6,295 | 6,295 |
| Receivable from shareholders in connection with subscription from common stock | $ (580) | 600 | 20 |
| Issuance of common stock for deferred offering costs | $ (10,000) | 20,000 | 10,000 |
| Cancellation of stock purchased back | $ (5,652) | -- | (5,652) |

</TABLE>

See accompanying Notes to Financial Statements.

Hosting Site Network, Inc.
and Subsidiary
(A Development Stage Enterprise)

Statement of Changes in Shareholders' Equity

May 31, 2000 (inception) to September 30, 2001

<TABLE>
<CAPTION>

| | Numbered of Shares | Common Stock | Paid-In Capital | Earnings (Deficit) | Subscription Receivable | Total |
|---|---|---|---|---|---|---|
| <S> | <C> | <C> | <C> | <C> | <C> | <C> |
| Issuance of common stock for subscription receivable | 600,000 | $ 600 | $ -- | $ -- | $ (600) | $ -- |
| In kind contributions: Creativesites.com's | | | | | | |
| Assets and contracts | 4,000,000 | 4,000 | 2,295 | -- | -- | 6,295 |
| Contributed legal services | 400,000 | 400 | 19,600 | -- | -- | 20,000 |
| Net income (loss) | | -- | -- | (595) | -- | (595) |
| Balances, September 30, 2000 | 5,000,000 | 5,000 | 21,895 | (595) | (600) | 25,700 |
| Change in the agreement for Contributed legal services - October 1, 2000 | (200,000) | (200) | (9,800) | -- | -- | (10,000) |
| Purchase back and cancellation of stock in exchange for subsidiary Creativesite.com, Inc.,- April 30, 2001 | (4,000,000) | (4,000) | (1,652) | -- | -- | (5,652) |
| Cancellation of stock issued for subscription receivable April 30, 2001 | (600,000) | (600) | -- | -- | 600 | -- |
| Issuance of common stock for compensated services | 3,000,000 | 3,000 | 147,000 | -- | -- | 150,000 |
| Issuance of common stock at $0.05 per share, net of $36,261 direct costs - November 2000 - May 2001 | 2,803,000 | 2,803 | 101,086 | -- | -- | 103,889 |
| Issuance of common stock for subscription receivable | 20,000 | 20 | 980 | -- | (20) | 980 |
| Net loss | -- | -- | -- | (202,834) | -- | (202,834) |
| Balances, August 31, 2001 | 6,023,000 | $ 6,023 | $ 259,509 | $ (203,429) | $ (20) | $ 62,083 |

</TABLE>

See accompanying Notes to Financial Statements.



Hosting Site Network, Inc.
and Subsidiary
(A Development Stage Enterprise)

Notes to Financial Statements

1. Nature of Business

Hosting Site Network, Inc. ("Hosting" or the "Company") which was incorporated on May 31, 2000, seeks through its wholly owned subsidiary HSN, Inc., to provide businesses with opportunities to generate revenues by supplying those businesses with internet technology solutions and services. The Company intends to provide the computer software, network technology and systems management necessary to offer its customers comprehensive outsourced website and application hosting solutions. The principal products and services, that the Company and its subsidiary plan to offer are:

Website hosting
E-mail and related services such as conference and bulletin board facilities and mailing list management.

From inception through September 30, 2001, Hosting has been in the developmental stage, developing its business plans and raising capital. There have been no operations or revenues since inception.

2. Basis of Presentation and Consolidation

On September 14, 2000, Hosting concluded an asset purchase agreement with Nicklas Weich, through which the Company's wholly owned subsidiary, Creative Site.Com, Inc. acquired all of the assets of CreativeSites.com for 4,000,000 of the Company's common stock. In the absence of any other basis to estimate the fair market value of the stock transferred to Nicklas Weich, the Company took the position that the fair market value of the stock equaled the fair market value of the assets and contracts acquired from Creative Sites.com.

<TABLE>
<CAPTION>

| <S> | <C> |
|---|---|
| Out-of-pocket expenses | $ 428 |
| Computers and equipment | 2,867 |
| Realized portion of contract agreements | 3,000 |
| | $6,295 |

</TABLE>

The September 30, 2000 financial statements were prepared as if this asset purchase agreement took place on May 31, 2000.

On April 30, 2001 the Company's wholly owned subsidiary CreativeSites.com, Inc. was sold to Nicklas Weich in exchange for his 4,000,000 shares of the Company's common stock.





2. Basis of Presentation and Consolidation-(continued)

On August 20, 2001 the Company's wholly owned operating subsidiary HSN (NJ), Inc. was incorporated in the state of New Jersey.

The consolidated financial statements include the accounts of Hosting Site Network, Inc. and its wholly owned subsidiaries, Creativesites.com, Inc. for the period from September 14, 2000 through April 30, 2001 and HSN (NJ), Inc. for the period from August 21, 2001 through September 30, 2001. All intercompany transactions and balances have been eliminated.

3. Significant Accounting Policies

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and matters for disclosure at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Income Taxes

The Company uses the liability method for income taxes as required by SFAS No. 109 "Accounting for Income Taxes." Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax basis of assets and liabilities. Deferred tax assets and liabilities are measured using enacted tax rates and laws that will be in effect when the differences are expected to reverse. Valuation allowances are established when necessary to reduce the deferred tax asset to the amounts expected to be realized.

Dividends

Hosting Site Network, Inc. does not expect to pay cash dividends on its common stock in the foreseeable future. The board of directors has sole discretion to pay cash dividends based on the company's financial condition, results of operations, capital requirements, contractual obligations and other relevant factors.

3. Significant Accounting Policies-(continued)

Financial Instruments

Current assets and liabilities are reported at their face amount which, because of their short-term nature, approximates fair value.

Subscription Receivable

Ralph Brown and Matthew Sebal, both directors of the Company, subscribed for the purchase of 20,000 shares of common stock in consideration of the sum of $20. Both officers can fulfill their obligation by either paying cash or providing their services to the Company.

Net Loss Per Share

Basic net loss per share is computed by dividing net loss by the weighted average number of shares outstanding for the period. Diluted earnings per share reflects the potential dilution of securities by adding other common stock equivalents, including, stock options, warrants and convertible preferred stock, to the weighted average number of common shares outstanding during the period, if dilutive. Potentially dilutive securities have been excluded from the computation of diluted net loss as their inclusion would be antidilutive.

The calculation of basic and diluted net loss per share is as follows:

| | Year Ended September 30 | |
|---|---|---|
| | 2001 | 2000 |
| Net loss per share: | | |
| Net loss | $ (202,834) | $ (595) |
| Weighted average shares of Common stock outstanding Used in calculation of Basic and diluted net Loss per share | 6,235,659 | 201,644 |
| Basic and diluted net loss | $ (0.03) | $ (0.01) |



Hosting Site Network, Inc.
and Subsidiary
(A Development Stage Enterprise)

Notes to Financial Statements

3. Significant Accounting Policies-(continued)

Fixed Assets

Fixed assets, consisting of computers and equipment are stated at historical cost, net of accumulated depreciation. Depreciation and amortization are computed using the straight-line method over the estimated useful lives of the assets, which is generally five years or lees for computers and equipment.

Comprehensive Income (Loss)

There is no difference in the Company's historical net losses as reported and comprehensive net loss.

Accrual Basis

The financial statements have been prepared on the accrual basis of accounting. Revenues are reflected when earned and expenses are recognized when incurred.

The Company has reviewed Securities and Exchange Commission Staff Accounting Bulletin ("SAB") No. 101, "Revenue Recognition in Financial Statements," and its effect on the recognition of web hosting fee revenue. At September 30, 2001 The

Company has not entered into any written or oral web site hosting agreements with third parties. The Company only expects to make written agreements in the future. Revenue from these third parties will be recognized only when the terms of the written contracts are satisfied.

4. Related Parties, Contributed Capital & Compensation Services

As of September 30, 2000, all significant contributed capital of the Company was provided by four shareholders who owned one hundred (100) percent of the Company's shares. Nicklas Weich the then president, CEO, CFO and Chairman of the Board owned eighty (80) percent of the Company's outstanding common stock. Two other executive officers and directors of the Company, Scott Ventura and John McVeigh owned twelve (12) percent of the Company's common stock, six (6) percent each. They both purchased the stock at par value. Kaplan, Gottbetter & Levenson, LLP,("KGL") the Company's legal representative owned eight (8) percent of the Company's common stock. 400,000 shares, were committed to KGL, in exchange for $20,000 worth of legal services in connection with planned private and public placements of the Company's stock. However during the fiscal year ended September 30, 2001 their compensation





4. Related Parties Contributed Capital & Compensation Services- (continued)

agreement was amended and KGL was given 200,000 shares for $10,000 worth of legal services and the balance on the legal fees was paid in cash.

In September 2000, the Company's Board of Directors authorized a private placement offering of the Company's common stock to a limited number of sophisticated investors at a price of $.05 per share. From November 2000 to May 2001,the Company completed the private placement of 2,803,000 shares of common stock, resulting in cash proceeds of $140,150. The offering expenses were charged against the proceeds of this offering.

On April 30, 2001 the Company sold Creativesites.com to Mr. Weigh in exchange for his 4,000,000 shares of the Company's common stock. At that time Mr. Weigh resigned from all his duties with the Company. In addition both Scott Ventura and John McVeigh returned each of their 300,000 shares of common stock since they failed to pay the purchase price and subsequently resigned as directors of the Company.

On April 30, 2001 the Company signed an executive employment agreement with the Company's new president Mr. Scott Vicari. Under the agreement Mr. Vicari was granted 3,000,000 shares of common Stock as a compensation for his services to the Company. However if Mr. Vicari's employment with the Company is terminated prior to December 31, 2002 he forfeits the entire 3,000,000 shares of the Company's stock. If his employment is terminated prior to December 31, 2003 he forfeits 2,000,000 shares of the Company's stock. Finally if Mr. Vicari's employment is terminated prior to December 31, 2004 he forfeits the remaining 1,000,000 shares of the Company's stock. The stock compensation issued to Mr. Vicari was valued based upon the value placed on the shares during the private placement(five cents per share) as that was the value for the securities at the time of issue, and there was not a more reliable way to measure the services performed by Mr. Vicari for the Company.





4. Related Parties Contributed Capital & Compensation Services- (continued)

In April 30, 2001 the Company issued 10,000 shares of common stock, at par value, to each of its newly appointed directors Ralph Brown and Matthew Sebal as a compensation for their services. These shares were also valued based upon the value placed on the shares during the private placement.

Holders of common stock are entitled to one vote for each share held on all matters submitted to a vote of stockholders and do not have cumulative voting rights.

5. Stock Options

Hosting Site Network adopted its 2000 Stock Option Plan in April 2001. The plan provides for the grant of options intended to qualify as "incentive stock options," options that are not intended to so qualify or "non-statutory stock options" and stock appreciation rights. The total number of shares of common stock reserved for issuance under the plan is 500,000, subject to adjustment in the event of a stock split, stock dividend, recapitalization or similar capital change, plus an indeterminate number of shares of common stock issuable upon the exercise of "reload options". The Company has not yet granted any options or stock appreciation rights under the plan.

The plan is presently administered by the Company's board of directors, which selects the eligible persons to whom options shall be granted, determines the number of common shares subject to each option, the exercise price thereof and the periods during which options are exercisable, interprets the provisions of the plan and, subject to certain limitations, may amend the plan. Each option granted under the plan will be evidenced by a written agreement between the company and the optionee.

Options may be granted to the Company 's employees (including officers) and directors and certain of the Company 's consultants and advisors.





Notes to Financial Statements

6. Income taxes

No provision for federal or state income taxes has been recorded due to net operating loss carryforwards totaling approximately $22,000 that will be offset against future taxable income. A valuation allowance was established to the extent of the tax benefit of this operating loss. Accordingly no deferred tax asset was provided for.

Because of a there is a risk of forfeiture, the compensatory shares issued to Mr. Vicari (directors' fees) will not be expensed for income tax purpose during the current fiscal year. Instead they should be expensed according to the following schedule:

<TABLE>
<CAPTION>

| Year Ended September 30 | Financial Statements | Tax Returns |
|---|---|---|
| <S> | <C> | <C> |
| 2001 | $ 150,000 | $ -0- |
| 2002 | -0- | -0- |
| 2003 | -0- | 50,000 |
| 2004 | -0- | 50,000 |
| 2005 | -0- | 50,000 |

</TABLE>

7. Recent Accounting Pronouncements

In June 2001, the Financial Accounting Standards Board issued Statement No. 141 Business Combinations and Statement No. 142 Goodwill and Other Intangible Assets. These statements become effective to the Company on July 1, 2001 for Statement No. 141 and August 1, 2002 for Statement No. 142. The Company has not completed any business combinations as of September 30, 2001 and management cannot currently assess what effect the future adoption of these pronouncements will have on the Company's financial statements.

In addition, in June 15, 2001, the Financial Accounting Standards Board also issued Statement No. 143 Accounting For Asset Retirement Obligations effective for years beginning after June 15, 2002 and in August 15, 2001, Statement No. 144 Accounting For Impairment and Disposal of Long Lived Assets effective for years beginning after December 15, 2001. Management has reviewed the conclusions of Statements No. 143 and No. 144 in connection with the Company's current business plan and could not assess, the effect the future adoption of these pronouncements will have on the Company's financial statements.



PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 24. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Delaware General Corporation Law provides for the indemnification of the officers, directors and corporate employees and agents of Hosting Site Network, Inc. (the "Registrant") under certain circumstances as follows:

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS; INSURANCE.

(a) A corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) A corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstance of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such court shall deem proper.

(c) To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b) of this section, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under subsections (a) and (b) of this section (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsections (a) and (b) of this section. Such determination shall be made (1)



by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the stockholders.

(e) Expenses incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this section. Such expenses including attorneys' fees incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the board of directors deems appropriate.

(f) The indemnification and advancement expenses provided by, or granted pursuant to, the other subsections of this section shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement expenses may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

(g) A corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him

and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under this section.

(h) For purposes of this Section, references to "the corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers and employees or agents so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this section with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation as he would have with respect to such constituent corporation if its separate existence had continued.

(i) For purposes of this section, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this section.

(j) The indemnification and advancement of expenses provided by, or granted pursuant to, this section shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Articles Ninth and Tenth of the Registrant's certificate of incorporation provide as follows:



NINTH:

The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of Section 102 of the Delaware General Corporation Law, as the same may be amended and supplemented.

TENTH:

The Corporation shall, to the fullest extent permitted by the provisions of Section 145 of the Delaware General Corporation Law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Article VII of the Registrant's by-laws provides as follows:

ARTICLE VII - INDEMNIFICATION

Section 7.1. RIGHT TO INDEMNIFICATION. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding") by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such person. Notwithstanding the preceding sentence, the Corporation shall be required to indemnify a person in connection with a proceeding (or part thereof) initiated by such person only if the proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

Section 7.2. PREPAYMENT OF EXPENSES. The Corporation shall pay the expenses (including attorneys' fees) incurred in defending any proceeding in advance of its final disposition; provided, however, that the payment of

expenses incurred by a director or officer in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the director or officer to repay all amounts advanced if it should be ultimately determined that the director or officer is not entitled to be indemnified under this Article VII or otherwise.

Section 7.3. CLAIMS. If a claim for indemnification or payment of expenses under this Article VII is not paid in full within sixty days after a written claim therefor has been received by the Corporation, the claimant may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the claimant was not entitled to the requested indemnification or payment of expenses under applicable law.



Section 7.4. NONEXCLUSIVITY OF RIGHTS. The rights conferred on any person by this Article VII shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, these Bylaws, agreement, vote of stockholders or disinterested directors or otherwise.

Section 7.5. OTHER INDEMNIFICATION. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust, enterprise or nonprofit enterprise.

Section 7.6. AMENDMENT OR REPEAL. Any repeal or modification of the foregoing provisions of this Article VII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ITEM 25. EXPENSES OF ISSUANCE AND DISTRIBUTION.

The other expenses payable by the Registrant in connection with the issuance and distribution of the securities being registered are estimated as follows:

<TABLE>
<S> <C>

| | |
|---|---|
| Securities and Exchange Commission Registration Fee | $50.00 |
| Legal Fees | 65,000.00 |
| Accounting Fees | 5,000.00 |
| Printing and Engraving | 2,600.00 |
| Miscellaneous | 1,900.00 |
| TOTAL | $74,550.00 |

</TABLE>

ITEM 26. RECENT SALES OF UNREGISTERED SECURITIES.

In April, 2001 Hosting issued 3,000,000 shares of its common stock to its president Scott Vicari in exchange. These shares were valued at par value, $.05 per share. Pursuant to the terms of the employment contract with Mr. Vicari, if he is no longer employed with Hosting prior to December 31, 2002 he forfeits all 3,000,000 shares of Hosting's common stock. If he is no longer employed with Hosting prior to December 31, 2003 he forfeits 2,000,000 shares of Hosting's stock. If he is no longer employed with the Company prior to December 31, 2004 he forfeits the remaining 1,000,000 shares of the Company's stock.

In April, 2001 Hosting issued 10,000 shares of common stock to director Ralph Brown. These shares were valued at par value, $.001 per share for a total of $10.

In April, 2001 Hosting issued 10,000 shares of common stock to director Matthew Sebal. These shares were valued at par value, $.001 per share for a total of $10.

From November, 2000 to May, 2001 Hosting issued 2,803,000 shares of its common stock at $.05 per share for a total of $140,175.

In October, 2000 Hosting issued 200,000 shares of its common stock to KGL Investments, Ltd, the beneficial owner of which is Kaplan Gottbetter & Levenson, LLP, counsel to Hosting in exchange for legal services rendered, valued at $10,000. These shares were valued at $.05 per share.



On September 14, 2000, Hosting concluded an asset purchase agreement with Nicklas Weich, (Hosting's former president CEO, CFO and Chairman of the Board), through which Hosting's then wholly owned subsidiary, CreativeSites.Com, Inc. acquired all of the assets of CreativeSites.com (Nicklas Weich's sole proprietorship) for 4,000,000 shares of Hosting's common stock issued to Nicklas Weich. These shares were valued at $.001 per share.

On April 30, 2001 Hosting sold Creative Sites.com, Inc. to Nicklas Weich in exchange for his 4,000,000 shares of the Registrant's common stock. At that time Nicklas Weich resigned as president CEO, CFO and Chairman of the Board. At that time Scott Ventura and John McVeigh also resigned as directors.

On September 14, 2000 Hosting issued 300,000 shares of Hosting common stock to each of the Registrant's then directors Scott Ventura and John McVeigh in exchange for $300 from each of them. Mr. Ventura and Mr. McVeigh failed to pay the purchase price and subsequently resigned as directors. They both returned each of their 300,000 shares of Hosting common stock. These shares were valued at $.001 per share.

These securities were sold under the exemption from registration provided by Section 4(2) of the Securities Act. Neither the Registrant nor any person acting on its behalf offered or sold the securities by means of any form of general solicitation or general advertising. All purchasers represented in writing that they acquired the securities for their own accounts. A legend was placed on the stock certificates stating that the securities have not been registered under the Securities Act and cannot be sold or otherwise transferred without an effective registration or an exemption therefrom.

ITEM 27. EXHIBITS.

<TABLE>
<CAPTION>

| EXHIBIT NUMBER | | DESCRIPTION |
|---|---|---|
| <S> | | <C> |
| 3.1 | -- | Certificate of Incorporation |
| 3.2 | -- | By-Laws |
| 4.1 | -- | Specimen Certificate of Common Stock |
| 5.1 | -- | Form of Opinion of Counsel |
| 10.1 | -- | Stock Option Plan |
| 21.1 | -- | List of Subsidiaries |
| 23.1 | -- | Accountant's Consent |
| 23.2 | -- | Counsel's Consent to Use Opinion (included in Exhibit 5.1) |

</TABLE>

ITEM 28. UNDERTAKINGS.

The Registrant undertakes:

(1) To file, during any period in which offers or sales are being made, post-effective amendment to this registration statement (the "Registration Statement"):

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933 (the "Securities Act");



(ii) To reflect in the prospectus any facts or events arising after the Effective Date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in this registration statement, including (but not limited to) the addition of an underwriter.

(2) That, for the purpose of determining any liability under the Securities Act, each such post- effective amendment shall be treated as a new registration statement of the securities offered, and the offering of the securities at that time to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to any provisions contained in its Certificate of Incorporation, or by-laws, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether indemnification by it is against public policy as expressed in the Securities

Act and will be governed by the final adjudication of such issue.



## SIGNATURES

In accordance with the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form SB-2 and authorized this registration statement to be signed on its behalf by the undersigned, in New York, New York on November 5, 2001.

Hosting Site Network, Inc.

By: /s/Scott Vicari
Scott Vicari
President, CEO and Chairman of the Board

In accordance with the requirements of the Securities Act of 1933, the registration statement was signed by the following persons in the capacities and on the dates stated.

<TABLE>
<CAPTION>

| SIGNATURE | TITLE | DATED |
|---|---|---|
| <S> | <C> | <C> |
| /s/Scott Vicari<br>Scott Vicari | President, CEO, Chairman of the Board | November 5, 2001 |
| /s/Matthew Sebal<br>Matthew Sebal | Secretary, Director | November 5, 2001 |
| /s/Ralph Brown<br>Ralph Brown | Director | November 5, 2001 |

</TABLE>

Exhibit 3.1

CERTIFICATE OF INCORPORATION

OF

HOSTING SITE NETWORK, INC.

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

FIRST: The name of the corporation (hereinafter called the "corporation") is

Hosting Site Network, Inc.

SECOND: The address, including street, number, city, and county, of the registered office of the corporation in the State of Delaware is 9 East Loockerman Street, Suite 214, Dover, Delaware 19901, County of Kent; and the name of the registered agent of the corporation in the State of Delaware at such address is National Corporate Research, Ltd.

THIRD: The nature of the business and the purpose to be conducted and promoted by the corporation which shall be, in addition to the authority of the corporation to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is 21,000,000 of which 20,000,000 shares are designated as common stock, par value $.001 per share, and 1,000,000 shares are designated as preferred stock, par value $.001 per share, the rights, privileges and preferences of which may be designated as provided herein.

The preferred stock may be issued from time to time in one or more series. The Board of Directors is hereby expressly authorized to provide by resolution or resolutions duly adopted prior to issuance, for the creation of each such series and to fix the designation and the powers, preferences, rights, qualifications, limitations, and restrictions relating to the shares of each such series. The authority of the Board of Directors with respect to each series of preferred stock shall include, but not be limited to, determining the following:

(a) the designation of such series, the number of shares to constitute such series and the stated value thereof if different from the par value thereof;



(b) whether the shares of such series shall have voting rights, in addition to any voting rights provided by law, and, if so, the term of such voting rights, which may be general or limited;

(c) the dividends, if any, payable on such series, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, and the preference or relation which such dividends shall bear to the dividends payable on any shares of stock of any other class or any other series of preferred stock;

(d) whether the shares of such series shall be subject to redemption by the corporation, and, if so, the times, prices and other conditions of such redemption;

(e) the amount or amounts payable upon shares of such series

upon, and the rights of the holders of such series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the corporation;

(f) whether the shares of such series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such series for retirement or other corporation purposes and the terms and provisions relating to the operation thereof;

(g) whether the shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or any other series of preferred stock or any other securities and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of conversion or exchange;

(h) the conditions or restrictions, if any, upon the creation of indebtedness of the corporation or upon the issue of any additional stock, including additional shares of such series or of any other series of preferred stock or of any other class; and

(i) any other powers, preferences and relative, participating, options and other special rights, and any qualifications, limitations and restrictions, thereof.



The powers, preferences and relative, participating optional and other special rights of each series of preferred stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding. All shares of any one series of preferred stock shall be identical in all respects with all other shares of such series, except that shares of any one series issued at different times may differ as to the dates from which dividends thereof shall be cumulative.

FIFTH: The name and the mailing address of the incorporator are as follows:

<TABLE>
<CAPTION>

| Name | Mailing Address |
|---|---|
| <S> | <C> |
| James G. Smith, Esq. | Kaplan Gottbetter & Levenson, LLP<br>630 Third Avenue<br>New York, NY 10017 |

</TABLE>

SIXTH: The corporation is to have perpetual existence.

SEVENTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made,

be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

EIGHTH: For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation, and regulation of the powers of the corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

1. The management for the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number



of directors which the corporation would have if there were no vacancies. No election of directors need be by written ballot.

2. After the original or other Bylaws of the corporation have been adopted, amended, or repealed, as the case may be, in accordance with the provisions of Section 109 of the General Corporation Law of the State of Delaware, and, after the corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the Bylaws of the corporation may be exercised by the Board of Directors of the corporation; provided, however, that any provision for the classification of directors of the corporation for staggered terms pursuant to the provisions of subsection (d) of Section 141 of the General Corporation Law of the State of Delaware shall be set forth in an initial Bylaw or in a Bylaw adopted by the stockholders entitled to vote of the corporation unless provisions for such classification shall be set forth in this certificate of incorporation.

3. Whenever the corporation shall be authorized to issue only one class of stock, each outstanding share shall entitle the holder thereof to notice of, and the right to vote at, any meeting of stockholders. Whenever the corporation shall be authorized to issue more than one class of stock, no outstanding share of any class of stock which is denied voting power under the provisions of the certificate of incorporation shall entitle the holder thereof to the right to vote at any meeting of stockholders except as the provisions of paragraph (2) of subsection (b) of Section 242 of the General Corporation Law of the State of Delaware shall otherwise require; provided, that no share of any such class which is otherwise denied voting power shall entitle the holder thereof to vote upon the increase or decrease in the number of authorized shares of said class.

NINTH: The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

TENTH: The corporation shall, to the fullest extent permitted by the provisions of Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockbrokers or disinterested directors or otherwise both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has



ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ELEVENTH: From time to time any of the provisions of this certificate

of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the corporation by this certificate of incorporation are granted subject to the provisions of this Article ELEVENTH.

Signed on May 31, 2000

/s/James G. Smith
---
James G. Smith, Esq., Incorporator
Kaplan Gottbetter & Levenson, LLP
630 Third Avenue
New York, NY 10017

EXHIBIT 3.2

# BYLAWS

# OF

# HOSTING SITE NETWORK, INC.

(a Delaware corporation)

## ARTICLE I

## STOCKHOLDERS

1. CERTIFICATES REPRESENTING STOCK. Certificates representing stock in the corporation shall be signed by, or in the name of, the corporation by the Chairperson or Vice-Chairperson of the Board of Directors, if any, or by the President or a Vice-President and by the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary of the corporation. Any or all the signatures on any such certificate may be a facsimile. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if such person were such officer, transfer agent, or registrar at the date of issue.

Whenever the corporation shall be authorized to issue more than one class of stock or more than one series of any class of stock, and whenever the corporation shall issue any shares of its stock as partly paid stock, the certificates representing shares of any such class or series or of any such partly paid stock shall set forth thereon the statements prescribed by the General Corporation Law. Any restrictions on the transfer or registration of transfer of any shares of stock of any class or series shall be noted conspicuously on the certificate representing such shares.

The corporation may issue a new certificate of stock or uncertificated shares in place of any certificate theretofore issued by it, alleged to have been lost, stolen, or destroyed, and the Board of Directors may require the owner of the lost, stolen, or destroyed certificate, or such owner's legal representative, to give the corporation a bond sufficient to indemnify the corporation against any claim that may be made against it on account of the alleged loss, theft, or destruction of any such certificate or the issuance of any such new certificate or uncertificated shares.

2. UNCERTIFICATED SHARES. Subject to any conditions imposed by the General Corporation Law, the Board of Directors of the corporation may provide by resolution or resolutions that some or all of any or all classes or series of the stock of the corporation shall be uncertificated shares. Within a reasonable time after the issuance or transfer of any uncertificated shares, the corporation shall send to the registered owner thereof any written notice prescribed by the General Corporation Law.

3. FRACTIONAL SHARE INTERESTS. The corporation may, but shall not be required to, issue fractions of a share. If the corporation does not issue fractions of a share, it shall (1) arrange for the disposition of fractional interests by those entitled thereto, (2) pay in cash the fair value of fractions of a share as of the time when those entitled to receive such fractions are determined, or (3) issue scrip or warrants in registered form (either represented by a certificate or uncertificated) or bearer form (represented by a certificate) which shall entitle the holder to receive a full share upon the surrender of such scrip or warrants aggregating a full share. A certificate for a fractional share or an uncertificated fractional share shall, but scrip or warrants shall not unless otherwise provided therein, entitle the holder to exercise voting rights, to receive dividends thereon, and to participate in any of the assets of the corporation in the event of liquidation. The Board of Directors may cause scrip or warrants to be issued subject to the conditions that they shall become void if not exchanged for certificates representing the full shares or uncertificated full shares before a specified date, or subject to the conditions that the shares for which scrip or warrants are exchangeable may be sold by the corporation and the proceeds thereof distributed to the holders

of scrip or warrants, or subject to any other conditions which the Board of Directors may impose.

4. STOCK TRANSFERS. Upon compliance with provisions restricting the transfer or registration of transfer of shares of stock, if any, transfers or registration of transfers of shares of stock of the corporation shall be made only on the stock ledger of the corporation by the registered holder thereof, or by the registered holder's attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the corporation or with a transfer agent or a registrar, if any, and, in the case of shares represented by certificates, on surrender of the certificate or certificates for such shares of stock properly endorsed and the payment of all taxes due thereon.

5. RECORD DATE FOR STOCKHOLDERS. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall not be more than sixty nor less than ten days before the date of such meeting. If no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting. In order that the corporation may



determine the stockholders entitled to consent to corporate action in writing without a meeting, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which date shall not be more than ten days after the date upon which the resolution fixing the record date is adopted by the Board of Directors. If no record date has been fixed by the Board of Directors, the record date for determining the stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is required by the General Corporation Law, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the corporation by delivery to its principal place of business or an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded. If no record date has been fixed by the Board of Directors and prior action by the Board of Directors is required by the General Corporation Law, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting shall be at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action. In order that the corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the stockholders entitled to exercise any rights in respect of any change, conversion, or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than sixty days prior to such action. If no record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

6. MEANING OF CERTAIN TERMS. As used herein in respect of the right to notice of a meeting of stockholders or a waiver thereof or to participate or vote thereat or to consent or dissent in writing in lieu of a meeting, as the case may be, the term "share" or "shares" or "share of stock" or "shares of stock" or "stockholder" or "stockholders" refers to an outstanding share or shares of stock and to a holder or holders of record of outstanding shares of stock when the corporation is authorized to issue only one class of shares of stock, and said reference is also intended to include any outstanding share or shares of stock and any holder or holders of record of outstanding shares of stock of any class upon which or upon whom the certificate of incorporation confers such rights where there are two or more classes or series of shares of stock or upon which or upon whom the General Corporation Law confers such rights notwithstanding that the certificate of incorporation may provide for more than one class or series of shares of stock, one or more of which are limited or

denied such rights thereunder; provided, however, that no such right shall vest in the event of an increase or a decrease in the authorized number of shares of stock of any class or series which is otherwise denied voting rights under the provisions of the certificate of incorporation, except as any provision of law may otherwise require.

7. STOCKHOLDER MEETINGS.

- TIME. The annual meeting shall be held on the date and at the time fixed, from time to time, by the directors, provided, that the first annual meeting shall be held on a date within thirteen months after the organization of the corporation, and each successive annual meeting shall be held on a date within



thirteen months after the date of the preceding annual meeting. A special meeting shall be held on the date and at the time fixed by the directors.

- PLACE. Annual meetings and special meetings may be held at such place, either within or without the State of Delaware, as the directors may, from time to time, fix. Whenever the directors shall fail to fix such place, the meeting shall be held at the registered office of the corporation in the State of Delaware. The board of directors may also, in its sole discretion, determine that the meeting shall not be held at any place, but may instead be held solely by means of remote communication as authorized by Section 211(a)(2) of the Delaware General Corporation Law. If a meeting by remote communication is authorized by the board of directors in its sole discretion, and subject to guidelines and procedures as the board of directors may adopt, stockholders and proxyholders not physically present at a meeting of stockholders may, by means of remote communication participate in a meeting of stockholders and be deemed present in person and vote at a meeting of stockholders whether such meeting is to be held at a designated place or solely by means of remote communication, provided that (a) the corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a stockholder or proxyholder, (b) the corporation shall implement reasonable measures to provide such stockholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the stockholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and (c) if any stockholder or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the corporation.

- CALL. Annual meetings and special meetings may be called by the directors or by any officer instructed by the directors to call the meeting.

- NOTICE OR WAIVER OF NOTICE. Written notice of all meetings shall be given, which shall state the place, if any, date, and hour of the meeting, the means of remote communication, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at such meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called. The notice of an annual meeting shall state that the meeting is called for the election of directors and for the transaction of other business which may properly come before the meeting, and shall (if any other action which could be taken at a special meeting is to be taken at such annual meeting) state the purpose or purposes. The notice of any meeting shall also include, or be accompanied by, any additional statements, information, or documents prescribed by the General Corporation Law. Except as otherwise provided by the General Corporation Law, the written notice of any meeting shall be given not less than ten days nor more than sixty days before the date of the meeting to each stockholder entitled to vote at such meeting. If mailed, notice is given when deposited in the United States mail, postage prepaid, directed to the stockholder at such stockholder's address as it appears on the records of the corporation. If a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time, place, if any, thereof, and the means of remote communications, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at such adjourned meeting are announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation may transact any business



which might have been transacted at the original meeting. If the adjournment is for more than 30 days, or if after the adjournment a new record date is fixed

for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting. Whenever notice is required to be given under the Delaware General Corporation Law, certificate of incorporation or bylaws, a written waiver signed by the person entitled to notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a stockholder at a meeting of stockholders shall constitute a waiver of notice of such meeting, except when the stockholder attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders need be specified in any written waiver of notice or any waiver by electronic transmission unless so required by the certificate of incorporation or these bylaws.

- STOCKHOLDER LIST. The officer who has charge of the stock ledger of the corporation shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting for a period of at least ten days prior to the meeting on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting or during ordinary business hours at the principal place of business of the corporation. In the event that the corporation determines to make the list available on an electronic network, the corporation may take reasonable steps to ensure that such information is available only to stockholders of the corporation. If the meeting is to be held at a place, then the list shall be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present. If the meeting is to be held solely by means of remote communication, then the list shall also be open to the examination of any stockholder during the whole time of the meeting on a reasonably accessible electronic network, and the information required to access such list shall be provided with the notice of the meeting. The stock ledger shall be the only evidence as to who are the stockholders entitled to examine the stock ledger, the list required by this section or the books of the corporation, or to vote in person or by proxy at any meeting of stockholders.

- CONDUCT OF MEETING. Meetings of the stockholders shall be presided over by one of the following officers in the order of seniority and if present and acting - the Chairperson of the Board, if any, the Vice-Chairperson of the Board, if any, the President, a Vice-President, or, if none of the foregoing is in office and present and acting, by a chairperson to be chosen by the stockholders. The Secretary of the corporation, or in such Secretary's absence, an Assistant Secretary, shall act as secretary of every meeting, but if neither the Secretary nor an Assistant Secretary is present the chairperson of the meeting shall appoint a secretary of the meeting.

- PROXY REPRESENTATION. Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize



another person or persons to act for such stockholder by proxy, but no such proxy shall be voted or acted upon after 3 years from its date, unless the proxy provides for a longer period. A stockholder may execute a writing authorizing another person or persons to act for such stockholder as proxy. Execution may be accomplished by the stockholder or such stockholder's authorized officer, director, employee or agent signing such writing or causing such person's signature to be affixed to such writing by any reasonable means including, but not limited to, by facsimile signature. A stockholder may also authorize another person or persons to act for such stockholder as proxy by transmitting or authorizing the transmission of a telegram, cablegram, or other means of electronic transmission to the person who will be the holder of the proxy or to a proxy solicitation firm, proxy support service organization or like agent duly authorized by the person who will be the holder of the proxy to receive such transmission, provided that any such telegram, cablegram or other means of electronic transmission must either set forth or be submitted with information from which it can be determined that the telegram, cablegram or other electronic transmission was authorized by the stockholder. If it is determined that such telegrams, cablegrams or other electronic transmissions are valid, the

inspectors or, if there are no inspectors, such other persons making the determination shall specify the information upon which they relied. Any copy, facsimile telecommunication or other reliable reproduction of the writing or transmission created pursuant to Section 212(c) of the Delaware General Corporation Law may be substituted or used in lieu of the original writing or transmission for any and all purposes for which the original writing or transmission could be used, provided that such copy, facsimile telecommunication or other reproduction shall be a complete reproduction of the entire original writing or transmission. A duly executed proxy shall be irrevocable if it states that it is irrevocable and, if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A proxy may be made irrevocable regardless of whether the interest with which it is coupled is an interest in the stock itself or an interest in the corporation generally.

- INSPECTORS. The directors, in advance of any meeting, may, but need not, appoint one or more inspectors of election to act at the meeting or any adjournment thereof. If an inspector or inspectors are not appointed, the person presiding at the meeting may, but need not, appoint one or more inspectors. In case any person who may be appointed as an inspector fails to appear or act, the vacancy may be filled by appointment made by the directors in advance of the meeting or at the meeting by the person presiding thereat. Each inspector, if any, before entering upon the discharge of duties of inspector, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of such inspector's ability. The inspectors, if any, shall determine the number of shares of stock outstanding and the voting power of each, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots, or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots, or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all stockholders. On request of the person presiding at the meeting, the inspector or inspectors, if any, shall make a report in writing of any challenge, question, or matter determined by such inspector or inspectors and execute a certificate of any fact found by such inspector or inspectors. Except as may otherwise be required by subsection (e) of Section 231 of the General Corporation Law, the provisions of that Section shall not apply to the corporation.



- QUORUM. The holders of a majority of the outstanding shares of stock shall constitute a quorum at a meeting of stockholders for the transaction of any business. The stockholders present may adjourn the meeting despite the absence of a quorum.

- VOTING. Each share of stock shall entitle the holder thereof to one vote. Directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors. Any other action shall be authorized by a majority of the votes cast except where the General Corporation Law prescribes a different percentage of votes and/or a different exercise of voting power, and except as may be otherwise prescribed by the provisions of the certificate of incorporation and these Bylaws. In the election of directors, and for any other action, voting need not be by ballot.

8. STOCKHOLDER ACTION WITHOUT MEETINGS. Except as any provision of the General Corporation Law may otherwise require, any action required by the General Corporation Law to be taken at any annual or special meeting of stockholders, or any action which may be taken at any annual or special meeting of stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. A telegram, cablegram or other electronic transmission consenting to an action to be taken and transmitted by a stockholder or proxyholder, or by a person or persons authorized to act for a stockholder or proxyholder, shall be deemed to be written, signed and dated for the purposes of this section, provided that any such telegram, cablegram or other electronic transmission sets forth or is delivered with information from which the corporation can determine that the telegram, cablegram or other electronic transmission was transmitted by the stockholder or proxyholder or by a person or persons authorized to act for the stockholder or proxyholder and the date on which such stockholder or

proxyholder or authorized person or persons transmitted such telegram, cablegram or electronic transmission. The date on which such telegram, cablegram or electronic transmission is transmitted shall be deemed to be the date on which such consent was signed. No consent given by telegram, cablegram or other electronic transmission shall be deemed to have been delivered until such consent is reproduced in paper form and until such paper shall be delivered to the corporation by delivery to its principal place of business or an officer or agent of the corporation having custody of the book in which the proceedings of meetings of stockholders are recorded, to the extent and in the manner provided by resolution of the board of directors of the corporation.. Any copy, facsimile or other reliable reproduction of a consent in writing may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing. Action taken pursuant to this paragraph shall be subject to the provisions of Section 228 of the General Corporation Law.



## ARTICLE II

## DIRECTORS

1. FUNCTIONS AND DEFINITION. The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors of the corporation. The Board of Directors shall have the authority to fix the compensation of the members thereof. The use of the phrase "whole board" herein refers to the total number of directors which the corporation would have if there were no vacancies.

2. QUALIFICATIONS AND NUMBER. A director need not be a stockholder, a citizen of the United States, or a resident of the State of Delaware. The initial Board of Directors shall consist of one (1) person. Thereafter the number of directors constituting the whole board shall be at least one. Subject to the foregoing limitation and except for the first Board of Directors, such number may be fixed from time to time by action of the stockholders or of the directors, or, if the number is not fixed, the number shall be one (1). The number of directors may be increased or decreased by action of the stockholders or of the directors.

3. ELECTION AND TERM. The first Board of Directors, unless the members thereof shall have been named in the certificate of incorporation, shall be elected by the incorporator or incorporators and shall hold office until the first annual meeting of stockholders and until their successors are elected and qualified or until their earlier resignation or removal. Any director may resign at any time upon notice given in writing or by electronic transmission to the corporation. Thereafter, directors who are elected at an annual meeting of stockholders, and directors who are elected in the interim to fill vacancies and newly created directorships, shall hold office until the next annual meeting of stockholders and until their successors are elected and qualified or until their earlier resignation or removal. Except as the General Corporation Law may otherwise require, in the interim between annual meetings of stockholders or of special meetings of stockholders called for the election of directors and/or for the removal of one or more directors and for the filling of any vacancy in that connection, newly created directorships and any vacancies in the Board of Directors, including unfilled vacancies resulting from the removal of directors for cause or without cause, may be filled by the vote of a majority of the remaining directors then in office, although less than a quorum, or by the sole remaining director.

4. MEETINGS.

- TIME. Meetings shall be held at such time as the Board shall fix, except that the first meeting of a newly elected Board shall be held as soon after its election as the directors may conveniently assemble.

- PLACE. Meetings shall be held at such place within or without the State of Delaware as shall be fixed by the Board.

- CALL. No call shall be required for regular meetings for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairperson of the Board, if any, the Vice-Chairperson of the Board, if any, of the President, or of a majority of the directors in office.



- NOTICE OR ACTUAL OR CONSTRUCTIVE WAIVER. No notice shall be required for regular meetings for which the time and place have been fixed. Written, oral, or any other mode of notice of the time and place shall be given for special meetings in sufficient time for the convenient assembly of the directors thereat. Whenever notice is required to be given under the Delaware General Corporation Law, certificate of incorporation or bylaws, a written waiver signed by the person entitled to notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of any such person at a meeting shall constitute a waiver of notice of such meeting, except when such person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the directors need be specified in any written waiver of notice.

- QUORUM AND ACTION. A majority of the whole Board shall constitute a quorum except when a vacancy or vacancies prevents such majority, whereupon a majority of the directors in office shall constitute a quorum, provided, that such majority shall constitute at least one-third of the whole Board. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except as herein otherwise provided, and except as otherwise provided by the General Corporation Law, the vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. The quorum and voting provisions herein stated shall not be construed as conflicting with any provisions of the General Corporation Law and these Bylaws which govern a meeting of directors held to fill vacancies and newly created directorships in the Board or action of disinterested directors.

Any member or members of the Board of Directors or of any committee designated by the Board, may participate in a meeting of the Board, or any such committee, as the case may be, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

- CHAIRPERSON OF THE MEETING. The Chairperson of the Board, if any and if present and acting, shall preside at all meetings. Otherwise, the Vice-Chairperson of the Board, if any and if present and acting, or the President, if present and acting, or any other director chosen by the Board, shall preside.

5. REMOVAL OF DIRECTORS. Except as may otherwise be provided by the General Corporation Law, any director or the entire Board of Directors may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors.

6. COMMITTEES. The Board of Directors may designate one or more committees, each committee to consist of one or more of the directors of the corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of any member of any such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board, shall have and may



exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation with the exception of any power or authority the delegation of which is prohibited by Section 141 of the General Corporation Law, and may authorize the seal of the corporation to be affixed to all papers which may require it.

7. WRITTEN ACTION. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing or electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

## ARTICLE III

## OFFICERS

The officers of the corporation shall consist of a President, a Secretary, a Treasurer, and, if deemed necessary, expedient, or desirable by the Board of Directors, a Chairperson of the Board, a Vice-Chairperson of the Board, an Executive Vice-President, one or more other Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers with such titles as the resolution of the Board of Directors choosing them shall designate. Except as may otherwise be provided in the resolution of the Board of Directors choosing such officer, no officer other than the Chairperson or Vice-Chairperson of the Board, if any, need be a director. Any number of offices may be held by the same person, as the directors may determine.

Unless otherwise provided in the resolution choosing such officer, each officer shall be chosen for a term which shall continue until the meeting of the Board of Directors following the next annual meeting of stockholders and until such officer's successor shall have been chosen and qualified.

All officers of the corporation shall have such authority and perform such duties in the management and operation of the corporation as shall be prescribed in the resolutions of the Board of Directors designating and choosing such officers and prescribing their authority and duties, and shall have such additional authority and duties as are incident to their office except to the extent that such resolutions may be inconsistent therewith. The Secretary or an Assistant Secretary of the corporation shall record all of the proceedings of all meetings and actions in writing of stockholders, directors, and committees of directors, and shall exercise such additional authority and perform such additional duties as the Board shall assign to such Secretary or Assistant Secretary. Any officer may be removed, with or without cause, by the Board of Directors. Any vacancy in any office may be filled by the Board of Directors.

## ARTICLE IV

## CORPORATE SEAL

The corporate seal shall be in such form as the Board of Directors shall prescribe.



## ARTICLE V

## FISCAL YEAR

The fiscal year of the corporation shall be fixed, and shall be subject to change, by the Board of Directors.

## ARTICLE VI

## CONTROL OVER BYLAWS

Subject to the provisions of the certificate of incorporation and the provisions of the General Corporation Law, the power to amend, alter, or repeal these Bylaws and to adopt new Bylaws may be exercised by the Board of Directors or by the stockholders.

EXHIBIT 4.1

SPECIMEN CERTIFICATE OF COMMON STOCK

NUMBER SHARES

Incorporated under the laws of the State of Delaware

HOSTING SITE NETWORK, INC.

Total Authorized Issue 21,000,000 Shares

See Reverse for
Certain Definitions

20,000,000 Shares $.001 Par Value
Common Stock

1,000,000 Shares $.001 Par Value
Preferred Stock

SPECIMEN

This is to certify that _____ is the owner of

_____

Fully Paid and Non-Assessable Shares of Common Stock of

HOSTING SITE NETWORK, INC.

transferable only on the books of the Corporation by the holder thereof in person or by a duly authorized Attorney upon surrender of this Certificate properly endorsed. Witness, the seal of the Corporation and the signatures of its duly authorized officers.

Dated

[GRAPHIC OMITTED]

EXHIBIT 5.1

Kaplan Gottbetter & Levenson, LLP
630 Third Avenue
New York, NY 10017-6705
(212) 983-6900

November 6, 2001

Hosting Site Network, Inc.
32 Poplar Place
Fanwood, NJ 07023

Re: Hosting Site Network (the "Company")
Registration Statement on Form SB-2 for 3,003,000 Shares of Common Stock

At your request, we have examined the Registration Statement on Form SB-2 (the "Registration Statement") to be filed by Hosting Site Network, Inc., a Delaware corporation (the Company"), with the Securities and Exchange Commission (the "Commission") on or about November 6, 2001, in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 3,003,000 shares of the Company's Common Stock, of which 3,003,000 are presently issued and outstanding (the "Shares") all of which will be sold or distributed by certain selling security holders (the "Selling Security Holders").

In rendering this opinion, we have examined the following:

- the Registration Statement, together with the Exhibits filed as a part thereof or incorporated therein by reference;

- the minutes of meetings and actions by written consent of the stockholders and Board of Directors that are contained in the Company's minute books; and

- the Company's stock transfer ledger stating the number of the Company's issued and outstanding shares of capital stock as of November 6, 2001.

In our examination of documents for purposes of this opinion, we have assumed, and express no opinion as to, the genuineness of all signatures on original documents, the authenticity and completeness of all documents submitted to us as originals, the conformity to originals and completeness of all documents submitted to us as copies, the legal capacity of all persons or entities executing the same, the lack of any undisclosed termination, modification, waiver or amendment to any document reviewed by us and the due authorization, execution and delivery of all documents where due authorization, execution and delivery are prerequisites to the effectiveness thereof.

We have also assumed that the certificates representing the Shares have been, or will be when issued, properly signed by authorized officers of the Company or their agents.

As to matters of fact relevant to this opinion, we have relied solely upon our examination of the documents referred to above and have assumed the current accuracy and completeness of the information obtained from records and documents referred to above. We have made no independent investigation or other attempt to verify the accuracy of any of such information or to determine the existence or non-existence of any other factual matters; however, we are not aware of any facts that would cause us to believe that the opinion expressed herein is not accurate. We are admitted to practice law in the State of New York, and we render this opinion only with respect to, and express no opinion herein concerning the application or effect of the laws of any jurisdiction other than, the existing laws of the United States of America and of the State of New York.

Based upon the foregoing, it is our opinion that the Shares to be sold or distributed by the Selling Security Holders pursuant to the Registration Statement are validly issues, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement and any amendments thereto. This opinion speaks only as of its date and we assume no obligation to update this opinion should circumstances change after the date hereof. This opinion is intended solely for use in connection with the issuance and sale of shares subject to the Registration Statement and is not to be relied upon for any other purpose.

Very truly yours,

KAPLAN GOTTBETTER & LEVENSON, LLP

/s/ KAPLAN GOTTBETTER & LEVENSON, LLP
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EXHIBIT 10.1

# HOSTING SITE NETWORK, INC.

## 2001 STOCK OPTION PLAN

ADOPTED APRIL 30, 2001

1. PURPOSE OF THE PLAN. The Hosting Site Network, Inc. 2001 Stock Option Plan (the "Plan") is intended to advance the interests of Hosting Site Network, Inc. (the "Company") by inducing individuals, and eligible entities (as hereinafter provided) of outstanding ability and potential to join and remain with, or provide consulting or advisory services to, the Company, by encouraging and enabling eligible employees, non-employee Directors, consultants and advisors to acquire proprietary interests in the Company, and by providing the participating employees, non-employee Directors, consultants and advisors with an additional incentive to promote the success of the Company. This is accomplished by providing for the granting of "Options", which term as used herein includes both "Incentive Stock Options" and "Nonstatutory Stock Options" (as hereinafter defined) to employees, non-employee Directors, consultants and advisors.

2. ADMINISTRATION. The Plan shall be administered by the Board of Directors of the Company (the "Board of Directors") or by a committee (the "Committee") chosen by the Board of Directors. Except as herein specifically provided, the interpretation and construction by the Board of Directors or the Committee of any provision of the Plan or of any Option granted under it shall be final and conclusive. The receipt of Options by Directors, or any members of the Committee, shall not preclude their vote on any matters in connection with the administration or interpretation of the Plan.

3. SHARES SUBJECT TO THE PLAN. The stock subject to Options granted under the Plan shall be shares of the Company's Common Stock, par value $.001 per share (the "Common Stock"), whether authorized but unissued or held in the Company's treasury, or shares purchased from stockholders expressly for use under the Plan. The maximum number of shares of Common Stock which may be issued pursuant to Options granted under the Plan shall not exceed in the aggregate five hundred thousand (500,000) shares, plus such number of Common Stock shares issuable upon the exercise of Reload Options (as hereinafter defined) granted under the Plan, subject to adjustment in accordance with the provisions of Section 13 hereof. The Company shall at all times while the Plan is in force reserve such number of shares of Common Stock as will be sufficient to satisfy the requirements of all outstanding Options granted under the Plan. In the event any Option granted under the Plan shall expire or terminate for any reason without having been exercised in full or shall cease for any reason to be exercisable in whole or in part, the un-purchased shares subject thereto shall again be available for Options under the Plan.

4. PARTICIPATION. The class of individual or entity that shall be eligible to receive Options under the Plan shall be (a) with respect to Incentive Stock Options described in Section 6 hereof, all employees (including officers) of either the Company or any subsidiary corporation of the Company, and (b) with respect to Nonstatutory Stock Options described in Section 7 hereof, all employees (including officers) and non-employee Directors of, or consultants and advisors to, either the Company or any subsidiary corporation of the Company; provided, however, that Nonstatutory Stock Options shall not be granted to any such consultants and advisors unless (i) bona fide services have been or are to be rendered by such consultant or advisor and (ii) such services are not in connection with the offer or sale of securities in a capital raising transaction. For purposes of the Plan, for an entity to be an eligible entity, it must be included in the definition of "employee" for purposes of a Form S-8 Registration Statement filed under the Securities Act of 1933, as amended (the "Act"). The Board of Directors or the Committee, in its sole discretion, but subject to the provisions of the Plan, shall determine the employees and non-employee Directors of, and the consultants and advisors to, the Company and its subsidiary corporations to whom Options shall be granted, and the number of shares to be covered by each Option, taking into account the nature of the employment or services rendered by the individuals or entities being considered, their annual compensation, their present and potential contributions to the success of the Company, and such other factors as the Board of Directors or the Committee may deem relevant.

5. STOCK OPTION AGREEMENT. Each Option granted under the Plan shall be authorized by the Board of Directors or the Committee, and shall be evidenced by a Stock Option Agreement which shall be executed by the Company and by the individual or entity to whom such Option is granted. The Stock Option Agreement shall specify the number of shares of Common Stock as to which any Option is granted, the period during which the Option is exercisable, the option price per share thereof, and such other terms and provisions not inconsistent with this Plan.

6. INCENTIVE STOCK OPTIONS. The Board of Directors or the Committee may grant Options under the Plan, which Options are intended to meet the requirements of Section 422 of the Internal Revenue Code of 1986, as amended (the "Code"), and which are subject to the following terms and conditions and any other terms and conditions as may at any time be required by Section 422 of the Code (referred to herein as an "Incentive Stock Option"):

(a) No Incentive Stock Option shall be granted to individuals other than employees of the Company or of a subsidiary corporation of the Company.

(b) Each Incentive Stock Option under the Plan must be granted prior to the date which is ten (10) years from the date the Plan initially was adopted by the Board of Directors of the Company.

(c) The option price of the shares of Common Stock subject to any Incentive Stock Option shall not be less than the fair market value of the Common Stock at the time such Incentive Stock Option is granted; provided, however, if an Incentive Stock Option is granted to an individual who owns,



at the time the Incentive Stock Option is granted, more than ten percent (10%) of the total combined voting power of all classes of stock of the Company or of a parent or subsidiary corporation of the Company (a "Principal Stockholder"), the option price of the shares subject to the Incentive Stock Option shall be at least one hundred ten percent (110%) of the fair market value of the Common Stock at the time the Incentive Stock Option is granted.

(d) No Incentive Stock Option granted under the Plan shall be exercisable after the expiration of ten (10) years from the date of its grant. However, if an Incentive Stock Option is granted to a Principal Stockholder, such Incentive Stock Option shall not be exercisable after the expiration of five (5) years from the date of its grant. Every Incentive Stock Option granted under the Plan shall be subject to earlier termination as expressly provided in Section 12 hereof.

(e) For purposes of determining stock ownership under this Section 6, the attribution rules of Section 424(d) of the Code shall apply.

(f) For purposes of the Plan, and except as otherwise provided herein, fair market value shall be determined by the Board of Directors or the Committee. If the Common Stock is listed on a national securities exchange or traded on the over-the-counter market, fair market value shall be the closing selling price or, if not available, the closing bid price or, if not available, the high bid price of the Common Stock quoted on such exchange, or on the over-the-counter market as reported by The Nasdaq Stock Market ("Nasdaq") or if the Common Stock is not listed on Nasdaq, then by the National Quotation Bureau, Incorporated, as the case may be, on the day immediately preceding the day on which the Option is granted or exercised, as the case may be, or, if there is no selling or bid price on that day, the closing selling price, closing bid price or high bid price on the most recent day which precedes that day and for which such prices are available.

7. NONSTATUTORY STOCK OPTIONS. The Board of Directors or the Committee may grant Options under the Plan which are not intended to meet the requirements of Section 422 of the Code, as well as Options which are intended to meet the requirements of Section 422 of the Code but the terms of which provide that they will not be treated as Incentive Stock Options (referred to herein as a "Nonstatutory Stock Options"). Nonstatutory Stock Options which are not intended to meet those requirements shall be subject to the following terms and conditions:

(a) A Nonstatutory Stock Option may be granted to any

individual or entity eligible to receive an Option under the Plan pursuant to Section 4(b) hereof.

(b) The option price of the shares of Common Stock subject to a Nonstatutory Stock Option shall be determined by the Board of Directors or the Committee, in its sole discretion, at the time of the grant of the Nonstatutory Stock Option; provided, however, the option price shall not be less than 85% of the fair market value of a share of Common Stock on the date of grant. For purposes of this



Section 7(b), fair market value shall mean, if the Common Stock is publicly traded, the closing trading price on the day preceding the date of the grant.

(c) A Nonstatutory Stock Option granted under the Plan may be of such duration as shall be determined by the Board of Directors or the Committee (subject to earlier termination as expressly provided in Section 11 hereof).

8. RELOAD FEATURE. The Board of Directors or the Committee may grant Options with a reload feature. A reload feature shall only apply when the option price is paid by delivery of Common Stock (as set forth in Section 13(b)(ii)). The Stock Option Agreement for the Options containing the reload feature shall provide that the Option holder shall receive, contemporaneously with the payment of the option price in shares of Common Stock, a reload stock option (the "Reload Option") to purchase that number of shares of Common Stock equal to the sum of (i) the number of shares of Common Stock used to exercise the Option, and (ii) with respect to Nonstatutory Stock Options, the number of shares of Common Stock used to satisfy any tax withholding requirement incident to the exercise of such Nonstatutory Stock Option. The terms of the Plan applicable to the Option shall be equally applicable to the Reload Option with the following exceptions: (i) the option price per share of Common Stock deliverable upon the exercise of the Reload Option, (A) in the case of a Reload Option which is an Incentive Stock Option being granted to a Principal Stockholder, shall be one hundred ten percent (110%) of the fair market value of a share of Common Stock on the date of grant of the Reload Option and (B) in the case of a Reload Option which is an Incentive Stock Option being granted to a person other than a Principal Stockholder or is a Nonstatutory Stock Option, shall be the fair market value of a share of Common Stock on the date of grant of the Reload Option; and (ii) the term of the Reload Option shall be equal to the remaining option term of the Option (including a Reload Option) which gave rise to the Reload Option. The Reload Option shall be evidenced by an appropriate amendment to the Stock Option Agreement for the Option which gave rise to the Reload Option. In the event the exercise price of an Option containing a reload feature is paid by check and not in shares of Common Stock, the reload feature shall have no application with respect to such exercise.

9. RIGHTS OF OPTION HOLDERS. The holder of any Option granted under the Plan shall have none of the rights of a stockholder with respect to the stock covered by his Option until such stock shall be transferred to him upon the exercise of his Option.

10. ALTERNATE STOCK APPRECIATION RIGHTS.

(a) Concurrently with, or subsequent to, the award of any Option to purchase one or more shares of Common Stock, the Board of Directors or the Committee may, in its sole discretion, subject to the provisions of the Plan and such other terms and conditions as the Board of Directors or the Committee may prescribe, award to the optionee with respect to each share of Common Stock covered by an Option ("Related Option"), a related alternate stock appreciation right ("SAR"), permitting the optionee to be paid the appreciation on the Related Option in lieu of exercising the Related Option. An



SAR granted with respect to an Incentive Stock Option must be granted together with the Related Option. An SAR granted with respect to a Nonstatutory Stock Option may be granted together with, or subsequent to, the grant of such Related Option.

(b) Each SAR granted under the Plan shall be authorized by the Board of Directors or the Committee, and shall be evidenced by an SAR Agreement which shall be executed by the Company and by the individual or entity to whom such SAR is granted. The SAR Agreement shall specify the period during which the

SAR is exercisable, and such other terms and provisions not inconsistent with the Plan.

(c) An SAR may be exercised only if and to the extent that its Related Option is eligible to be exercised on the date of exercise of the SAR. To the extent that a holder of an SAR has a current right to exercise, the SAR may be exercised from time to time by delivery by the holder thereof to the Company at its principal office (attention: Secretary) of a written notice of the number of shares with respect to which it is being exercised. Such notice shall be accompanied by the agreements evidencing the SAR and the Related Option. In the event the SAR shall not be exercised in full, the Secretary of the Company shall endorse or cause to be endorsed on the SAR Agreement and the Related Option Agreement the number of shares which have been exercised thereunder and the number of shares that remain exercisable under the SAR and the Related Option and return such SAR and Related Option to the holder thereof.

(d) The amount of payment to which an optionee shall be entitled upon the exercise of each SAR shall be equal to one hundred percent (100%) of the amount, if any, by which the fair market value of a share of Common Stock on the exercise date exceeds the exercise price per share of the Related Option; provided, however, the Company may, in its sole discretion, withhold from any such cash payment any amount necessary to satisfy the Company's obligation for withholding taxes with respect to such payment.

(e) The amount payable by the Company to an optionee upon exercise of an SAR may, in the sole determination of the Company, be paid in shares of Common Stock, cash or a combination thereof, as set forth in the SAR Agreement. In the case of a payment in shares, the number of shares of Common Stock to be paid to an optionee upon such optionee's exercise of an SAR shall be determined by dividing the amount of payment determined pursuant to Section 10(d) hereof by the fair market value of a share of Common Stock on the exercise date of such SAR. For purposes of the Plan, the exercise date of an SAR shall be the date the Company receives written notification from the optionee of the exercise of the SAR in accordance with the provisions of Section 10(c) hereof. As soon as practicable after exercise, the Company shall either deliver to the optionee the amount of cash due such optionee or a certificate or certificates for such shares of Common Stock. All such shares shall be issued with the rights and restrictions specified herein.

(f) SARs shall terminate or expire upon the same conditions and in the same manner as the Related Options, and as set forth in Section 12 hereof.



(g) The exercise of any SAR shall cancel and terminate the right to purchase an equal number of shares covered by the Related Option.

(h) Upon the exercise or termination of any Related Option, the SAR with respect to such Related Option shall terminate to the extent of the number of shares of Common Stock as to which the Related Option was exercised or terminated.

(i) An SAR granted pursuant to the Plan shall be exercisable only by the optionee hereof during the optionee's lifetime and, subject to the provisions of Section 10(f) hereof.

(j) An SAR granted pursuant to the Plan shall not be assigned, transferred, pledged or hypothecated in any way (whether by operation of law or otherwise) and shall not be subject to execution, attachment, or similar process. Any attempted transfer, assignment, pledge, hypothecation, or other disposition of any SAR or of any rights granted thereunder contrary to the foregoing provisions of this Section 10(j), or the levy of any attachment or similar process upon an SAR or such rights, shall be null and void.

11. TRANSFERABILITY. No Option granted under the Plan shall be transferable by the individual or entity to whom it was granted otherwise than by will or the laws of descent and distribution, and, during the lifetime of such individual, shall not be exercisable by any other person, but only by him.

12. TERMINATION OF EMPLOYMENT OR DEATH.

(a) Subject to the terms of the Stock Option Agreement, if the

employment of an employee by, or the services of a non-employee Director for, or consultant or advisor to, the Company or a subsidiary corporation of the Company shall be terminated for cause or voluntarily by the employee, non- employee Director, consultant or advisor, then his or its Option shall expire forthwith. Subject to the terms of the Stock Option Agreement, and except as provided in subsections (b) and (c) of this Section 12, if such employment or services shall terminate for any other reason, then such Option may be exercised at any time within three (3) months after such termination, subject to the provisions of subsection (d) of this Section 12. For purposes of the Plan, the retirement of an individual either pursuant to a pension or retirement plan adopted by the Company or at the normal retirement date prescribed from time to time by the Company shall be deemed to be termination of such individual's employment other than voluntarily or for cause. For purposes of this subsection (a), an employee, non-employee Director, consultant or advisor who leaves the employ or services of the Company to become an employee or non-employee Director of, or a consultant or advisor to, a subsidiary corporation of the Company or a corporation (or subsidiary or parent corporation of the corporation) which has assumed the Option of the Company as a result of a corporate reorganization or the like shall not be considered to have terminated his employment or services.

(b) Subject to the terms of the Stock Option Agreement, if the holder of an Option under the Plan dies (i) while employed by, or while serving as a non-employee Director for or a consultant



or advisor to, the Company or a subsidiary corporation of the Company, or (ii) within three (3) months after the termination of his employment or services other than voluntarily by the employee or non-employee Director, consultant or advisor, or for cause, then such Option may, subject to the provisions of subsection (d) of this Section 12, be exercised by the estate of the employee or non-employee Director, consultant or advisor, or by a person who acquired the right to exercise such Option by bequest or inheritance or by reason of the death of such employee or non-employee Director, consultant or advisor at any time within one (1) year after such death.

(c) Subject to the terms of the Stock Option Agreement, if the holder of an Option under the Plan ceases employment or services because of permanent and total disability (within the meaning of Section 22(e)(3) of the Code) while employed by, or while serving as a non-employee Director for or consultant or advisor to, the Company or a subsidiary corporation of the Company, then such Option may, subject to the provisions of subsection (d) of this Section 12, be exercised at any time within one (1) year after his termination of employment, termination of Directorship or termination of consulting or advisory services, as the case may be, due to the disability.

(d) An Option may not be exercised pursuant to this Section 12 except to the extent that the holder was entitled to exercise the Option at the time of termination of employment, termination of Directorship, termination of consulting or advisory services, or death, and in any event may not be exercised after the expiration of the Option.

(e) For purposes of this Section 12, the employment relationship of an employee of the Company or of a subsidiary corporation of the Company will be treated as continuing intact while he is on military or sick leave or other bona fide leave of absence (such as temporary employment by the Government) if such leave does not exceed ninety (90) days, or, if longer, so long as his right to reemployment is guaranteed either by statute or by contract.

13. EXERCISE OF OPTIONS.

(a) Unless otherwise provided in the Stock Option Agreement, any Option granted under the Plan shall be exercisable in whole at any time, or in part from time to time, prior to expiration. The Board of Directors or the Committee, in its absolute discretion, may provide in any Stock Option Agreement that the exercise of any Options granted under the Plan shall be subject (i) to such condition or conditions as it may impose, including, but not limited to, a condition that the holder thereof remain in the employ or service of, or continue to provide consulting or advisory services to, the Company or a subsidiary corporation of the Company for such period or periods from the date of grant of the Option as the Board of Directors or the Committee, in its absolute discretion, shall determine; and (ii) to such limitations as it may impose, including, but not limited to, a limitation that the aggregate fair

market value of the Common Stock with respect to which Incentive Stock Options are exercisable for the first time by any employee during any calendar year (under all plans of the Company and its parent and subsidiary corporations) shall not exceed one hundred thousand dollars ($100,000). In addition, in the event that



under any Stock Option Agreement the aggregate fair market value of the Common Stock with respect to which Incentive Stock Options are exercisable for the first time by any employee during any calendar year (under all plans of the Company and its parent and subsidiary corporations) exceeds one hundred thousand dollars ($100,000), the Board of Directors or the Committee may, when shares are transferred upon exercise of such Options, designate those shares which shall be treated as transferred upon exercise of an Incentive Stock Option and those shares which shall be treated as transferred upon exercise of a Nonstatutory Stock Option.

(b) An Option granted under the Plan shall be exercised by the delivery by the holder thereof to the Company at its principal office (attention of the Secretary) of written notice of the number of shares with respect to which the Option is being exercised. Such notice shall be accompanied, or followed within ten (10) days of delivery thereof, by payment of the full option price of such shares, and payment of such option price shall be made by the holder's delivery of (i) his check payable to the order of the Company, (ii) previously acquired Common Stock, the fair market value of which shall be determined as of the date of exercise, (iii) by "cash-less" exercise, if cash-less exercise is otherwise permitted by the Stock Option Agreement, or (iv) by the holder's delivery of any combination of the foregoing (i), (ii) and (iii).

14. ADJUSTMENT UPON CHANGE IN CAPITALIZATION.

(a) In the event that the outstanding Common Stock is hereafter changed by reason of reorganization, merger, consolidation, recapitalization, reclassification, stock split-up, combination of shares, reverse split, stock dividend or the like, an appropriate adjustment shall be made by the Board of Directors or the Committee in the aggregate number of shares available under the Plan, in the number of shares and option price per share subject to outstanding Options, and in any limitation on exerciseability referred to in Section 13(a)(ii) hereof which is set forth in outstanding Incentive Stock Options. If the Company shall be reorganized, consolidated, or merged with another corporation, the holder of an Option shall be entitled to receive upon the exercise of his Option the same number and kind of shares of stock or the same amount of property, cash or securities as he would have been entitled to receive upon the happening of any such corporate event as if he had been, immediately prior to such event, the holder of the number of shares covered by his Option; provided, however, that in such event the Board of Directors or the Committee shall have the discretionary power to take any action necessary or appropriate to prevent any Incentive Stock Option granted hereunder which is intended to be an "incentive stock option" from being disqualified as such under the then existing provisions of the Code or any law amendatory thereof or supplemental thereto.

(b) Any adjustment in the number of shares shall apply proportionately to only the unexercised portion of the Option granted hereunder. If fractions of a share would result from any such adjustment, the adjustment shall be revised to the next lower whole number of shares.



15. FURTHER CONDITIONS OF EXERCISE.

(a) Unless prior to the exercise of the Option the shares issuable upon such exercise have been registered with the Securities and Exchange Commission pursuant to the Act, the notice of exercise shall be accompanied by a representation or agreement of the person or estate exercising the Option to the Company to the effect that such shares are being acquired for investment purposes and not with a view to the distribution thereof, and such other documentation as may be required by the Company, unless in the opinion of counsel to the Company such representation, agreement or documentation is not necessary to comply with such Act.

(b) The Company shall not be obligated to deliver any Common Stock until it has been listed on each securities exchange or market on which the Common Stock may then be listed or until there has been qualification under or compliance with such federal or state laws, rules or regulations as the Company may deem applicable. The Company shall use reasonable efforts to obtain such listing, qualification and compliance.

16. EFFECTIVENESS OF THE PLAN. The Plan shall become operative and in effect on such date as shall be fixed by the Board of Directors of the Company in its sole discretion following approval by vote of the holders of the outstanding voting common shares of the Company.

17. TERMINATION, MODIFICATION AND AMENDMENT.

(a) The Plan (but not the Options or SARs granted pursuant to the Plan) shall terminate on a date within ten (10) years from the date of its adoption by the Board of Directors of the Company, or sooner as hereinafter provided, and no Option shall be granted after termination of the Plan.

(b) The Plan may from time to time be terminated, modified, or amended by the affirmative vote of the holders of a majority of the outstanding shares of capital stock of the Company present at a meeting of shareholders and entitled to vote thereon (or, in the case of action by written consent, a majority of the outstanding shares of capital stock of the Company entitled to vote thereon).

(c) The Board of Directors may at any time, on or before the termination date referred to in Section 17(a) hereof, terminate the Plan, or from time to time make such modifications or amendments to the Plan as it may deem advisable; provided, however, that the Board of Directors shall not, without approval by the affirmative vote of the holders of a majority of the outstanding shares of capital stock of the Company present at a meeting of shareholders and entitled to vote thereon (or, in the case of action by written consent, a majority of the outstanding shares of capital stock of the Company entitled to vote thereon), increase (except as otherwise provided by Section 14 hereof) the maximum number of shares as to which Incentive Stock Options may be granted hereunder, change the designation of the employees or class of employees eligible to receive Incentive Stock Options, or make any other change which would prevent any Incentive Stock Option granted hereunder which is intended to be an "incentive stock option" from disqualifying as such under the then existing provisions of the Code or any law amendatory thereof or supplemental thereto.



(d) No termination, modification, or amendment of the Plan may, without the consent of the individual or entity to whom any Option shall have been granted, adversely affect the rights conferred by such Option.

18. NOT A CONTRACT OF EMPLOYMENT. Nothing contained in the Plan or in any Stock Option Agreement executed pursuant hereto shall be deemed to confer upon any individual or entity to whom an Option is or may be granted hereunder any right to remain in the employ or service of the Company or a subsidiary corporation of the Company or any entitlement to any remuneration or other benefit pursuant to any consulting or advisory arrangement.

19. USE OF PROCEEDS. The proceeds from the sale of shares pursuant to Options granted under the Plan shall constitute general funds of the Company.

20. INDEMNIFICATION OF BOARD OF DIRECTORS OR COMMITTEE. In addition to such other rights of indemnification as they may have, the members of the Board of Directors or the Committee, as the case may be, shall be indemnified by the Company to the extent permitted under applicable law against all costs and expenses reasonably incurred by them in connection with any action, suit, or proceeding to which they or any of them may be a party by reason of any action taken or failure to act under or in connection with the Plan or any rights granted thereunder and against all amounts paid by them in settlement thereof or paid by them in satisfaction of a judgment of any such action, suit or proceeding, except a judgment based upon a finding of bad faith. Upon the institution of any such action, suit, or proceeding, the member or members of the Board of Directors or the Committee, as the case may be, shall notify the Company in writing, giving the Company an opportunity at its own cost to defend

the same before such member or members undertake to defend the same on his or their own behalf.

21. DEFINITIONS. For purposes of the Plan, the terms "parent corporation" and "subsidiary corporation" shall have the meanings set forth in Sections 424(e) and 424(f) of the Code, respectively, and the masculine shall include the feminine and the neuter as the context requires.

22. GOVERNING LAW. The Plan shall be governed by, and all questions arising hereunder shall be determined in accordance with, the laws of the State of Delaware.

EXHIBIT 21.1

LIST OF SUBSIDIARIES

Hosting Site Network, Inc. has one wholly owned subsidiary, HSN (NJ), Inc., a New Jersey corporation, incorporated on August 21, 2001.

Exhibit 23.1

[Letterhead of Rogoff & Company, P.C.]

Consent of Independent Auditors

We hereby consent to the use in this Registration of Securities by a Small-Business Issuer (Form SB-2) of our report dated November 6, 2001 relating to the audited financial statements of Hosting Site Network, Inc. for the year ended September 30, 2001 which appear in such Form SB-2. We also consent to the reference to us under the headings "Experts" in such Form SB-2.

/s/ Rogoff & Company, P.C.

New York, New York
November 7, 2001