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

FORM SB-2

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Blanca Corp.

(Name of small business issuer in its charter)

Nevada	**1000**	**98-0495938**
(State or jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.

#114, 219 Grant Street, Saskatoon, Saskatchewan, S7N 2A1
Tel: 306-880-2441 Fax: 306-242-0440

(Address and telephone number of principal executive offices)

Val-U-Corp Services, Inc., 1802 N. Carson St., Ste 212, Carson City, NV 89701
Tel: 775-887-8853

(Name, address and telephone number of agent for service)

Approximate date of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any 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, please check the following box. ☑

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 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(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

Title of each class of securities to be registered	*Number of Shares to be registered*	*Dollar Amount to be registered*	*Proposed maximum offering price per unit*	*Proposed maximum aggregate offering price*	*Amount of registration fee*
Common Stock	*24,742,500*	*$2,474,250*	*$0.10*	*$2,474,250*	*$264.74*

(1) The offering price has been estimated solely for the purpose of computing the amount of the registration fee in accordance with Rule 457 of the Securities Act.

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

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

Copies of Communications to:

#114, 219 Grant Street
Saskatoon, Saskatchewan, S7N 2A1
Tel: 360-880-2441 Fax: 306-242-0440

Subject to Completion, Dated _____, 2006

PROSPECTUS

Blanca Corp.

All of the shares being offered, when sold, will be sold by the Selling Shareholders as listed in this prospectus. The Selling Shareholders are offering:

24,742,500 shares of common stock

The shares were acquired by the Selling Shareholders directly from us in a private offering that was exempt from registration under United States securities laws.

Our common stock is presently not traded on any market or securities exchange and, as a result, shareholders may not be able to liquidate their shareholdings. It is our intention to have a market maker apply for quotation of our common stock on the Over the Counter Bulletin Board following the effectiveness of this registration statement. The 24,742,500 shares of our common stock can be sold by the Selling Shareholders at an initial price of $0.10 per share until our shares are quoted on the OTC Bulletin Board and thereafter at prevailing market prices or privately negotiated prices.

The Selling Shareholders may sell the shares as detailed in the section entitled "*Plan of Distribution*".

The Selling Shareholders or any one of them may be deemed to be an underwriter under the *Securities Act of 1933*.

We will not receive any proceeds from any sales made by the Selling Stockholders. We have paid the expenses of preparing this prospectus and the related registration expenses.

The purchase of the securities offered through this prospectus is speculative. SEE SECTION TITLED "RISK FACTORS" ON PAGE 8.

We may amend or supplement this prospectus from time to time by filing amendments or supplements as required. You should read the entire prospectus and any amendments or supplements carefully before you make your investment decision.

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NEITHER THE SEC NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED WHETHER THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

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PROSPECTUS SUMMARY

The following is only a summary of the information, financial statements, and notes included in this prospectus. You should read the entire prospectus carefully, including "*Risk Factors*" and our financial statements and notes to the financial statements before making an investment in Blanca Corp.

About the Company

We are a start-up mineral exploration company. We have had no revenues as of the end of our most recent fiscal year and we have only recently begun operations.

Our principal offices are located at #114, 219 Grant Street, Saskatoon, Saskatchewan, S7N 2A1. Our telephone number is (360)-880-2441. Our fiscal year end is September 30.

On August 1, 2006 we staked a 405 hectare (approximately 1,000 acres) mineral claim in the Province of British Columbia, Canada using an online staking system operated by the government of British Columbia. The name of this claim is "*Blanca 1*"..

We paid approximately $147 to the Province of British Columbia to acquire the mineral rights to the Blanca 1 claim. In order to maintain our claim, we need to spend approximately $1,350 in exploration expenses for each of the three years beginning on August 1, 2007, and approximately $1,700 for each of the subsequent years. Instead of incurring exploration expenses, we may pay these amounts to the Province of British Columbia. If we fail to either incur these exploration expenses or make payments in the equivalent amounts our claim will be forfeited.

Our plan of operations is to carry out exploration of the Blanca 1 mineral property. Our specific exploration plan for the mineral property, together with information regarding the location and accessibility, geology, age and structure of the mineral property, and general considerations related to uranium mineralization, is presented in this prospectus under the heading "Description of Property". Our exploration program is preliminary in nature in that its completion will not result in a determination that the mineral property contains commercially exploitable quantities of mineralization. We require additional financing in order to complete full exploration of the mineral claim. We do not have sufficient financing to complete the purchase of the mineral rights or to explore the mineral claim at present and there is no assurance that we will be able to obtain the necessary financing.

Our objective is to conduct exploration activities on our mineral claim to assess whether the claim has any commercially viable gold or silver deposits. **Until we can validate otherwise, the claim is without known resources or reserves and we have planned a one phase program to explore our claim.** Access to the claim is restricted to the period of June 1 to October 15 of each year due to snow in the area. This means that our exploration activities are limited to a period of about four and a half months per year. We will explore our claim between June 1, 2007 and October 15, 2007 and our goal is to complete our first phase of exploration within this period. A small programme of stream sediment and rock sampling, based upon a budget of $22,000, is proposed to confirm the economic significance of the property.

If our exploration activities indicate that there are no commercially viable gold deposits on our mining claims we will abandon the claims and stake one or more new claims to explore in British Columbia. We will continue to stake and explore claims in British Columbia as long as we can afford to do so.

To date we have raised $34,990 in four offerings completed in August 2004, April 2006, May 2006 and June 2006. The following table summarizes the date of offering, the price per share paid, the number of shares sold and the amount raised for these three offerings.

Closing Date of Offering	Price Per Share Paid	Number of Shares Sold	Amount Raised
August 2004	$0.001	2,000,000 (1)	$2,000
April 2006	$0.02	260,000 (2)	$5,200
May 2006	$0.02	961,000 (3)	$19,220
June 2006	$0.02	428,500 (4)	$8,570

(1) Subsequent to the issuance of these securities, our shares were forward split on the basis of fifteen new shares for each one old share. Accordingly, the 2,000,000 have now been split into 30,000,000 shares.
(2) Subsequent to the issuance of these securities, our shares were forward split on the basis of fifteen new shares for each one old share. Accordingly, the 260,000 have now been split into 3,900,000 shares.
(3) Subsequent to the issuance of these securities, our shares were forward split on the basis of fifteen new shares for each one old share. Accordingly, the 961,000 have now been split into 14,415,000 shares.
(4) Subsequent to the issuance of these securities, our shares were forward split on the basis of fifteen new shares for each one old share. Accordingly, the 428,500 have now been split into 6,427,500 shares.

We have no revenues, have achieved losses since inception, have no operations, have been issued a going concern opinion by our auditors. We rely upon the sale of our securities to fund operations or interim loans from our president. There is no assurance that either of these sources of financing will continue in the future.

The Offering

The offering consists of an aggregate of 24,742,500 shares of our common stock at a price of $0.10 per share. The shares offered are held by the minority shareholders (the "Selling Shareholders"). Currently, our sole officer and director, being our President, beneficially owns 55% of our issued and outstanding shares and will exercise control over matters requiring stockholder approval and will be able to elect all of our directors. Such control, which may have the effect of delaying, deferring or preventing a change of control, is likely to continue for the foreseeable future and significantly diminishes control and influence which future stockholders may have.

Our shares are currently not traded on any market or exchange. They may never be liquid in any way.

THE OFFERING

This prospectus covers up to 24,742,500 shares of our common stock to be sold by the Selling Shareholders identified in this prospectus.

Shares offered by the Selling Shareholders:	24,742,500 shares of common stock, which amount to approximately 45% of our issued and outstanding stock.
Common stock outstanding as of January 10, 2007:	54,742,500. We have no outstanding options, warrants or other derivative securities.
Offering price:	The selling shareholders will sell our shares at $0.10 per share until our shares are quoted on the OTC Bulletin Board, and thereafter at prevailing market prices or privately negotiated prices. We determined this offering price based upon several factors, including the price we thought that a purchaser would be willing to pay for our shares, and our lack of operating history.
Terms of the Offering	The selling shareholders will determine when and how they sell the common stock offered in this prospectus. We will pay for the expenses associated with the offering, which we estimate to be approximately $12,475. Refer to "*Plan of Distribution*" herein.

Use of proceeds:	We will not receive any of the proceeds of the shares offered by the Selling Shareholders. The funds that we raised through the sale of our common stock were used to cover administrative and professional fees such as accounting, legal, geologist, technical writing, printing and filing costs.

Selected Financial Highlights

Balance Sheet Data: (Consolidated)	**Year ended Sept. 30, 2006** (Audited)	**Year ended Sept. 30, 2005** (Audited)
Cash	21,849	0
Total Assets	21,849	0
Liabilities	17,406	280
Total Liabilities and Stockholder's Equity	21,849	0

Statement of Operations (Consolidated)	**Year ended Sept. 30, 2006** (Audited)	**Year ended Sept. 30, 2005** (Audited)
Revenue	0	0
Net Loss	28,267	0
Net Loss Per Share	0	0
Weighted Average Number of Common Shares Outstanding	37,884,973	30,000,000

RISK FACTORS

An investment in our common stock involves a number of significant risks. You should carefully consider the following material risks and uncertainties in addition to other information in this prospectus in evaluating our company and our business before purchasing shares of our common stock. Our business, operating results, and financial condition could be seriously harmed due to any of the following material risks. The risks described below are not the only ones facing our company. There could be additional risks not presently known to us that may impair our business operations. If our business is impaired or fails, you could lose all or part of your investment.

******You should read the following risk factors carefully before purchasing our common stock. ******

RISKS RELATING TO OUR BUSINESS

If we do not obtain additional financing, our business may fail.

Our current operating funds are estimated to be sufficient to complete Phase One of our planned exploration program on our Blanca 1 mineral claim. However, we will need to obtain additional financing in order to complete our business plan. Our business plan calls for significant expenses in connection with the exploration of our mineral claim. We have not made arrangements to secure any additional financing. If we are unable to raise additional funds, our business may fail.

Our failure to make required work expenditures could cause us to lose title to our mineral claim, which could prevent us from carrying out our business plan.

The Blanca 1 mineral claim has an expiry date of August 1, 2007 and in order to maintain the tenure in good standing it will be necessary for us to co-ordinate an agent to perform and record valid exploration work with the value of approximately $3.33 per hectare in anniversary years 1, 2 and 3 (which amounts to approximately $1,350 per year) and approximately $6.66 per hectare in subsequent years (which amounts to approximately $2,700 per year) or pay the equivalent sum to the Province of British Columbia in lieu of work. Failure to perform and record valid exploration work or pay the equivalent sum to the Province of British Columbia on the anniversary dates will result in forfeiture of title to the claim, which could prevent us from carrying out our business plan.

Because we have only recently commenced business operations, we face a high risk of business failure and this could result in a total loss of your investment.

We have not begun the initial stages of exploration of our mineral claim, and thus have no way to evaluate the likelihood whether we will be able to operate our business successfully. We were incorporated on July 30, 2004 and to date have been involved primarily in organizational activities, obtaining financing and staking our mineral claim. We have not earned any revenues and we have never achieved profitability as of the date of this prospectus. Potential investors should be aware of the difficulties normally encountered by new mineral exploration companies and the high rate of failure of such enterprises. The likelihood of success must be considered in the light of problems, expenses, difficulties,

complications and delays encountered in connection with the exploration of the mineral property that we plan to undertake. These potential problems include, but are not limited to, unanticipated problems relating to exploration and additional costs and expenses that may exceed current estimates. We have no history upon which to base any assumption as to the likelihood that our business will prove successful, and we can provide no assurance to investors that we will generate any operating revenues or ever achieve profitable operations. If we are unsuccessful in addressing these risks our business will likely fail and you will lose your entire investment in this offering.

Because we have only recently commenced business operations, we expect to incur operating losses for the foreseeable future.

We have never earned any revenue and we have never been profitable. Prior to completing exploration on our Blanca 1 mineral claim, we may incur increased operating expenses without realizing any revenues from our claim, causing us to incur operating losses for the foreseeable future. If our operating losses continue for a sustained period our business may fail.

Because of the speculative nature of mineral exploration, there is substantial risk that no commercially viable gold or silver deposits will be found and our business will fail.

Exploration for gold and silver is a speculative venture involving substantial risk. We can provide investors with no assurance that our Blanca 1 mineral claim contains commercially viable gold or silver deposits. The exploration program that we will conduct on our claim may not result in the discovery of commercially viable gold or silver deposits. Problems such as unusual and unexpected rock formations and other conditions are involved in gold and silver exploration which often result in unsuccessful exploration efforts. In such a case, we may be unable to complete our business plan and you could lose your entire investment in this offering.

Because of the inherent dangers involved in gold and silver exploration, there is a risk that we may incur liability or damages as we conduct our business.

The search for gold and silver involves numerous hazards. As a result, we may become subject to liability for such hazards, including pollution, cave-ins and other hazards against which we cannot insure or against which we may elect not to insure. We currently have no such insurance nor do we expect to get such insurance for the foreseeable future. If a hazard were to occur, the costs of rectifying the hazard may exceed our asset value and cause us to liquidate all our assets causing our business to fail.

Because access to our mining claim is often restricted by inclement weather, we will be delayed in our exploration and any future mining efforts.

Access to our Blanca 1 mineral claim is restricted to the period between June 1 and October 15 of each year due to snow in the area. As a result, any attempts to visit, test, or explore the property are largely limited to these four and a half months of the year when weather permits such activities. These limitations can result in significant delays in exploration efforts, as well as mining and production in the event that commercial amounts of minerals are found. Such delays can result in our inability to meet deadlines for exploration expenditures as defined by the Province of British Columbia and could cause our business to fail and the loss of your entire investment in this offering unless we can meet deadlines.

As we undertake exploration of our mining claim, we will be subject to compliance of government regulation that may increase the anticipated time and cost of our exploration program.

There are several governmental regulations that materially restrict the exploration of minerals. We will be subject to the mining laws and regulations as contained in the Mineral Tenure Act of the Province of British Columbia as we carry out our exploration program. We may be required to obtain work permits, post bonds and perform remediation work for any physical disturbance to the land in order to comply with these regulations. While our planned exploration program budgets for regulatory compliance, there is a risk that new regulations could increase our time and costs of doing business and prevent us from carrying out our exploration program.

Because our management has no experience in the mineral exploration business we may make mistakes and this could cause our business to fail.

Our President has no previous experience operating an exploration or a mining company and because of this lack of experience he may make mistakes. Our management lacks the technical training and experience with exploring for, starting, or operating a mine. We rely on information provided by our geologist in our attempt to carry out exploration on our Blanca 1 mineral claim. With no direct training or experience in these areas our management may not be fully aware of the many specific requirements related to working in this industry. Our management's decisions and choices may not take into account standard engineering or managerial approaches mineral exploration companies commonly use. Consequently, our operations, earnings, and ultimate financial success could suffer irreparable harm due to our management's lack of experience in this industry.

Because we hold a significant portion of our cash reserves in United States dollars, we may experience weakened purchasing power in Canadian dollar terms.

We hold a significant portion of our cash reserves in United States dollars. Due to foreign exchange rate fluctuations, the value of these United States dollar reserves can result in both translation gains or losses in Canadian dollar terms. If there was to be a significant decline in the United States dollar versus the Canadian Dollar, our US dollar purchasing power in Canadian dollars would also significantly decline. We have not entered into derivative instruments to offset the impact of foreign exchange fluctuations.

Our auditors have expressed substantial doubt about our ability to continue as a going concern.

The accompanying financial statements have been prepared assuming that we will continue as a going concern. As discussed in Note 1 to the financial statements, we were recently incorporated on July 30, 2004, and we do not have a history of earnings, and as a result, our auditors have expressed substantial doubt about our ability to continue as a going concern. Continued operations are dependent on our ability to

complete equity or debt financings or generate profitable operations. Such financings may not be available or may not be available on reasonable terms. Our financial statements do not include any adjustments that may result from the outcome of this uncertainty.

RISKS RELATING TO THE OFFERING

There is no liquidity and no established public market for our common stock and it may prove impossible to sell your shares.

There is presently no public market in our shares. While we intend to contact an authorized OTC Bulletin Board market maker for sponsorship of our securities, we cannot guarantee that such sponsorship will be approved and our stock listed and quoted for sale. Even if our shares are quoted for sale, buyers may be insufficient in numbers to allow for a robust market, it may prove impossible to sell your shares.

Broker-dealers may be discouraged from effecting transactions in our shares because they are considered penny stocks and are subject to the penny stock rules.

Rules 15g-1 through 15g-9 promulgated under the *Securities Exchange Act of 1934* (the "*Securities Exchange Act*") impose sales practice and disclosure requirements on NASD broker-dealers who make a market in "*penny stocks*". A penny stock generally includes any non-NASDAQ equity security that has a market price of less than $5.00 per share.

Under the penny stock regulations, a broker-dealer selling penny stock to anyone other than an established customer or "*accredited investor*" (generally, an individual with net worth in excess of $1,000,000 or an annual income exceeding $200,000, or $300,000 together with his or her spouse) must make a special suitability determination for the purchaser and must receive the purchaser's written consent to the transaction prior to sale, unless the broker-dealer or the transaction is otherwise exempt.

In addition, the penny stock regulations require the broker-dealer to deliver, prior to any transaction involving a penny stock, a disclosure schedule prepared by the SEC relating to the penny stock market, unless the broker-dealer or the transaction is otherwise exempt. A broker-dealer is also required to disclose commissions payable to the broker-dealer and the registered representative and current quotations for the securities. Finally, a broker-dealer is required to send monthly statements disclosing recent price information with respect to the penny stock held in a customer's account and information with respect to the limited market in penny stocks.

If the Selling Shareholders sell a large number of shares all at once or in blocks, the value of our shares would most likely decline.

The Selling Shareholders are offering 24,742,500 shares of our common stock through this prospectus. They must sell these shares at a fixed price of $0.10 until such time as they are quoted on the OTC Bulletin Board or other quotation system or stock exchange. Our common stock is presently not traded on any market or securities exchange, but should a market develop, shares sold at a price below the current market price at which the common stock is trading will cause that market price to decline. Moreover, the offer or sale of large numbers of shares at any price may cause the market price to fall. The amount of common stock owned by the Selling Shareholders described in this prospectus represent approximately 45% of the common shares currently outstanding.

Our stock is substantially controlled by one shareholder for the foreseeable future and as a result, that shareholder will be able to control our overall direction.

Our President, Scott Elgood, owns approximately 55% of our outstanding shares. As a result, he will be able to control the outcome of all matters requiring stockholder approval and will be able to elect all of our directors. Such control, which may have the effect of delaying, deferring or preventing a change of control, is likely to continue for the foreseeable future and significantly diminishes control and influence which future stockholders may have in our company.

FORWARD LOOKING STATEMENTS

This Form SB-2 includes forward-looking statements which include words such as "*anticipates*", "*believes*", "*expects*", "*intends*", "*forecasts*", "*plans*", "*future*", "*strategy*" or words of similar meaning. Various factors could cause actual results to differ materially from those expressed in the forward looking statements, including those described in "*Risk Factors*" in this prospectus. We urge you to be cautious of these forward-looking statements. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

USE OF PROCEEDS

The common stock offered are being registered for the Selling Shareholders as specified herein. The Selling Shareholders will receive all proceeds from the sale of common stock.

DETERMINATION OF OFFERING PRICE

The selling shareholders are required to sell our shares at $0.10 per share until our shares are quoted on the OTC Bulletin Board, and thereafter at prevailing market prices or privately negotiated prices.

The offering price of $0.10 is not based upon our net worth, earnings, total asset value or any other objective measure of value based upon accounting measurements. Should a market for our securities, the market price may be less than the offering price.

In determining the initial offering price, our Board of Directors considered the following factors:

- Our lack of operating history;
- The price that we thought a purchaser would be willing to pay for our shares; and
- our capital structure.

DILUTION

The common stock to be sold by the Selling Shareholders is common stock that is currently issued and outstanding. Accordingly, there will be no dilution to our existing stockholders.

SELLING SECURITY HOLDERS

The Selling Shareholders named in this prospectus are offering all of the 24,742,500 shares of common stock offered through this prospectus. These shares were acquired from us in the following private placements:

1. 260,000 shares of our common stock that the selling shareholders acquired from us in an offering that was exempt from registration under Regulation S of the *Securities Act of 1933* and was completed in April 2006. Subsequently on July 29, 2006, we forward split our stock on the basis of 15 new shares for each one old share. Accordingly, these 260,000 shares have now been split into 3,900,000 shares;

2. 961,000 shares of our common stock that the selling shareholders acquired from us in an offering that was exempt from registration under Regulation S of the *Securities Act of 1933* and was completed in May 2006. Subsequently on July 29, 2006, we forward split our stock on the basis of 15 new shares for each one old share. Accordingly, these 961,000 shares have now been split into 14,415,000 shares; and

3. 428,500 shares of our common stock that the selling shareholders acquired from us in an offering that was exempt from registration under Regulation S of the *Securities Act of 1933* and was completed in June 2006. Subsequently on July 29. 2006, we forward split our stock on the basis of 15 new shares for each one old share. Accordingly, these 428,500 shares have now been split into 6,427,500 shares.

The shares were sold solely by our President to his close friends and close business associates under exemptions provided in Canada and Regulation S. There was no private placement agent or others who were involved in placing the shares with the selling shareholders.

The following table provides as of the date of this prospectus information regarding the beneficial ownership of our common stock held by each of the selling shareholders, including:

1. the number of shares owned by each before the offering;

2. the total number of shares that are to be offered by each;

3. the total number of shares that will be owned by each upon completion of the offering; and

4. the percentage owned by each upon completion of the offering.

The following table provides as of January 10, 2007 information regarding the beneficial ownership of our common stock held by each of the Selling Shareholders.

Name of Selling Shareholder		*Beneficial Ownership Before Offering*		*# Shares Offered*	*Beneficial Ownership After Offering*	
First	***Last***	***# Shares***	***Percent***		***# Shares***	***Percent***
Julie	Blackburn	600,000	1.10%	600,000	-	-
Valerie	Blackburn	562,500	1.03%	562,500	-	-
Charles	Blair	450,000	0.82%	450,000	-	-
David	Blair	562,500	1.03%	562,500	-	-
Jurgen	Brandmeier	540,000	0.99%	540,000	-	-
Tim	Brown	750,000	1.37%	750,000	-	-
John	Bukowski	412,500	0.75%	412,500	-	-
Mike	Cook	600,000	1.10%	600,000	-	-
Diane	Cote	600,000	1.10%	600,000	-	-
Thea	Dumme	375,000	0.69%	375,000	-	-
John	Fothergill	750,000	1.37%	750,000	-	-
Brian	Geiger	600,000	1.10%	600,000	-	-
Donna	Geiger	600,000	1.10%	600,000	-	-
Bryce	Geiger	450,000	0.82%	450,000	-	-
Jeremy	Hammond	525,000	0.96%	525,000	-	-
Darren	Hird	750,000	1.37%	750,000	-	-
Rai	Iverson	525,000	0.96%	525,000	-	-
Theresa	Iverson	525,000	0.96%	525,000	-	-
Brendan	King	750,000	1.37%	750,000	-	-
Rhonda	King	750,000	1.37%	750,000	-	-
Brent	Kopp	750,000	1.37%	750,000	-	-
Tan	Lappi	750,000	1.37%	750,000	-	-
Gina	Laughlin	690,000	1.26%	690,000	-	-
Elizabeth	McDougall	750,000	1.37%	750,000	-	-

John	McDougall	750,000	1.37%	750,000	-	-
Don	McLeod	600,000	1.10%	600,000	-	-
Susan	McLeod	450,000	0.82%	450,000	-	-
Shell	Norlander	525,000	0.96%	525,000	-	-
Christa	Paquin	525,000	0.96%	525,000	-	-
Rene	Pfander	487,500	0.89%	487,500	-	-
Lorraine	Pollock	750,000	1.37%	750,000	-	-
Uwe	Rieger	750,000	1.37%	750,000	-	-
Lindsay	Robertson	900,000	1.64%	900,000	-	-
Claudia	Ruiz	750,000	1.37%	750,000	-	-
Grace	Wei	487,500	0.89%	487,500	-	-
Joyce	Wei	525,000	0.96%	525,000	-	-
Michael	Wei	450,000	0.82%	450,000	-	-
Mike	Wichmann	675,000	1.23%	675,000	-	-
Christopher	Wilkinson	750,000	1.37%	750,000	-	-
Fouad	Zarifeh	750,000	1.37%	750,000	-	-
Total			**45.20%**	**24,742,500**	**-**	**-**

Footnotes:

(1) This table assumes that each shareholder will sell all of his/her shares available for sale during the effectiveness of the registration statement that includes this prospectus. Shareholders are not required to sell their shares.

(2) The percentage is based on 54,742,500 common shares outstanding as of January 10, 2007.

(3) Julie Blackburn is the daughter of Valerie Blackburn. Each of these shareholders has no beneficial interest in the other party's respective holdings.

(4) Charles Blair is the father of David Blair. Each of these shareholders has no beneficial interest in the other party's respective holdings.

(5) Brian Geiger and Donna Geiger are spouses and Bryce Geiger is the son of Donna Geiger and Brian Geiger. Each of these shareholders has no beneficial interest in the other party's respective holdings.

(6) Rai Iverson and Theresa Iverson are spouses. Each of these shareholders has no beneficial interest in the other party's respective holdings.

(7) Brenda King and Rhonda King are ex-spouses. Each of these shareholders has no beneficial interest in the other party's respective holdings.

(8) Elizabeth McDougall and John McDougall are spouses. Each of these shareholders has no beneficial interest in the other party's respective holdings.

(9) Don McLeod is the son of Susan McLeod. Each of these shareholders has no beneficial interest in the other party's respective holdings.

(10) Grace Wei, Joyce Wei and Michael Wei are siblings. Each of these shareholders has no beneficial interest in the other party's respective holdings.

Other than detailed in the footnotes above, we are not aware of any family relationships among selling shareholders.

The number and percentage of shares beneficially owned is determined in accordance with the rules of the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rules, beneficial ownership includes any shares as to which the selling stockholder has sole or shared voting power or investment power and also any shares which the selling stockholder has the right to acquire within 60 days of the date of this prospectus. The named parties beneficially own and have sole voting and investment power over all shares or rights to these shares. The numbers in this table assume that the Selling Shareholders do not purchase additional shares of common stock, and assumes that all shares offered are sold. It is possible that the Selling Shareholders may not sell all of the securities being offered.

Except as indicated above, none of the Selling Shareholders or their beneficial owners:

- has attributed beneficial ownership to any other selling shareholder as far as we are aware;
- has attributed beneficial ownership to any member of our management;
- has had a material relationship with us other than as a shareholder at any time within the past three years;
- has ever been one of our officers or directors; or z are broker-dealers or affiliates of broker-dealers.

PLAN OF DISTRIBUTION

We are registering the common stock on behalf of the Selling Shareholders. The 24,742,500 shares of our common stock can be sold by the Selling Shareholders at an initial price of $0.10 per share until our shares are quoted on the OTC Bulletin Board and thereafter at prevailing market prices or privately negotiated prices.

No public market currently exists for our shares of common stock. We intend to contact an authorized OTC Bulletin Board market maker for sponsorship of our securities on the OTC Bulletin Board. The OTC Bulletin Board is a securities market but should not be confused with the NASDAQ market. OTC Bulletin Board companies are subject to far less restrictions and regulations than are companies traded on the NASDAQ market. However, there is no assurance that we can be traded on the OTC Bulletin Board and the NASD, which regulates the OTC Bulletin Board, has applied to the SEC to allow additional restrictions and requirements upon the part of OTC Bulletin Board securities. We currently do not meet either the existing requirements or the proposed additional restrictions and requirements of the OTC Bulletin Board, and we cannot assure you that we will ever meet these requirements.

The Selling Shareholders may sell some or all of their common stock in one or more transactions, including block transactions:

1. on such public markets or exchanges as the common stock may from time to time be trading;

2. in privately negotiated transactions;

3. through the writing of options on the common stock;

4. in short sales; or

5. in any combination of these methods of distribution.

The sales price to the public may be:

1. the market price prevailing at the time of sale;

2. a price related to such prevailing market price; or

3. such other price as the Selling Shareholders determine from time to time.

The Selling Shareholders are required to sell our shares at $0.10 per share until our shares are quoted on the OTC Bulletin Board, and thereafter at prevailing market prices or privately negotiated prices.

The shares may also be sold in compliance with Rule 144 of the Securities Act. In general, under Rule 144, a person who has beneficially owned shares of a company's common stock for at least one year is entitled to sell within any three-month period a number of shares that does not exceed the greater of:

1. 1% of the number of shares of the Company's common stock then outstanding; or

2. the average weekly trading volume of the Company's common stock during the four calendar weeks preceding the filing of a notice on Form 144 with respect to the sale.

Sales under Rule 144 are also subject to manner of sale provisions and notice requirements and to the availability of current public information about the Company.

Under Rule 144(k), a person who is not one of our affiliates 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, is entitled to sell shares without complying with the manner of sale, public information, volume limitation or notice provisions of Rule 144.

The Selling Shareholders may also sell their shares directly to market makers acting as principals or brokers or dealers, who may act as agent or acquire the common stock as a principal. Any broker or dealer participating in such transactions as agent may receive a commission from the Selling Shareholders, or, if they act as agent for the purchaser of such common stock, from such purchaser. The Selling Shareholders will likely pay the usual and customary brokerage fees for such services. Brokers or dealers may agree with the Selling Shareholders to sell a specified number of shares at a stipulated price per share and, to the extent such broker or dealer is unable to do so acting as agent for the Selling Shareholders, to purchase, as principal, any unsold shares at the price required to fulfill the respective broker's or dealer's commitment to the Selling Shareholders. Brokers or dealers who acquire shares as principals may thereafter resell such shares from time to time in transactions in a market or on an exchange, in negotiated transactions or otherwise, at market prices prevailing at the time of sale or at negotiated prices, and in connection with such re-sales may pay or receive commissions to or from the purchasers of such shares. These transactions may involve cross and block transactions that may involve sales to and through other brokers or dealers. If applicable, the Selling Shareholders may distribute shares to one or more of their partners who are unaffiliated with us. Such partners may, in turn, distribute such shares as described above. We can provide no assurance that all or any of the common stock offered will be sold by the Selling Shareholders.

If any Selling Shareholder enters into an agreement, after effectiveness, to sell their shares to a broker-dealer as principal and the broker-deal is acting as an underwriter, we will file a post-effective amendment to our registration statement identifying the broker-dealer, providing the required information regarding the plan of distribution, revising the disclosure in the registration statement and filing the agreement as an exhibit. Prior to such involvement, a broker-dealer must seek and obtain clearance of the underwriting compensation and arrangements from the NASD Corporate Finance Department.

We are bearing all costs relating to the registration of the common stock. We estimate that the expenses of the offering to be paid by us on behalf of the Selling Shareholders will be approximately $15,765. If applicable, the Selling Shareholders will pay any commissions or other fees payable to brokers or dealers in connection with any sale of the common stock.

The Selling Shareholders must comply with the requirements of the Securities Act and the Securities Exchange Act in the offer and sale of the common stock. In particular, during such times as the Selling Shareholders may be deemed to be engaged in a distribution of the common stock, and therefore be considered to be an underwriter, they must comply with applicable law and may, among other things:

1. not engage in any stabilization activities in connection with our common stock;

2. furnish each broker or dealer through which common stock may be offered, such copies of this prospectus, as amended from time to time, as may be required by such broker or dealer; and

3. not bid for or purchase any of our securities or attempt to induce any person to purchase any of our securities other than as permitted under the Securities Exchange Act.

Penny Stock Rules

The SEC has also adopted rules that regulate broker-dealer practices in connection with transactions in penny stocks. Penny stocks are generally equity securities with a price of less than $5.00 (other than securities registered on certain national securities exchanges or quoted on the OTC Bulletin Board system, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or system).

The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from those rules, deliver a standardized risk disclosure document prepared by the SEC, which:

- contains a description of the nature and level of risk in the market for penny stocks in both public offerings and secondary trading;
- contains a description of the broker's or dealer's duties to the customer and of the rights and remedies available to the customer with respect to a violation to such duties or other requirements;
- contains a brief, clear, narrative description of a dealer market, including "*bid*" and "*ask*" prices for penny stocks and the significance of the spread between the bid and ask price;
- contains a toll-free telephone number for inquiries on disciplinary actions;
- defines significant terms in the disclosure document or in the conduct of trading penny stocks; and
- contains such other information and is in such form (including language, type, size, and format) as the SEC shall require by rule or regulation;

The broker-dealer also must provide, prior to effecting any transaction in a penny stock, the customer:

- with bid and offer quotations for the penny stock;
- the compensation of the broker-dealer and its salesperson in the transaction;
- the number of shares to which such bid and ask prices apply, or other comparable information relating to the depth and liquidity of the market for such stock; and
- monthly account statements showing the market value of each penny stock held in the customer's account.

In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from those rules; 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 acknowledgment of the receipt of a risk disclosure statement, a written agreement to transactions involving penny stocks, and a signed and dated copy of a written suitability statement. These disclosure requirements will have the effect of reducing the trading activity in the secondary market for our stock because it will be subject to these penny stock rules. Therefore, stockholders may have difficulty selling those securities.

Regulation M

During such time as we may be engaged in a distribution of any of the shares we are registering by this registration statement, we are required to comply with Regulation M. In general, Regulation M precludes any selling security holder, any affiliated purchasers and any broker-dealer or other person who participates in a distribution from bidding for or purchasing, or attempting to induce any person to bid for or purchase, any security which is the subject of the distribution until the entire distribution is complete. Regulation M defines a *"distribution"* as an offering of securities that is distinguished from ordinary trading activities by the magnitude of the offering and the presence of special selling efforts and selling methods. Regulation M also defines a *"distribution participant"* as an underwriter, prospective underwriter, broker, dealer, or other person who has agreed to participate or who is participating in a distribution.

Regulation M under the Exchange Act prohibits, with certain exceptions, participants in a distribution from bidding for or purchasing, for an account in which the participant has a beneficial interest, any of the securities that are the subject of the distribution. Regulation M also governs bids and purchases made in order to stabilize the price of a security in connection with a distribution of the security. We have informed the selling shareholders that the anti-manipulation provisions of Regulation M may apply to the sales of their shares offered by this prospectus, and we have also advised the selling shareholders of the requirements for delivery of this prospectus in connection with any sales of the common stock offered by this prospectus.

LEGAL PROCEEDINGS

We have no legal proceedings that have been or are currently being undertaken for or against us, nor are any contemplated.

DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS

The sole Director and Officer currently serving our Company is as follows:

Name	*Age*	*Position*	*Period Serving*	*Term* [(1)]
Scott Elgood	36	President, CEO, CFO, Director, Secretary	July 30, 2006- July 30, 2007	1 year

The sole Director named above will serve until the next annual meeting of the stockholders. Thereafter, directors will be elected for one-year

terms at the annual stockholders' meeting. Officers will hold their positions at the pleasure of the board of directors, absent any employment agreement, of which none currently exists or is contemplated.

Biographical information

Scott Elgood

Mr. Elgood has acted as our sole Director and Officer since our inception on July 30, 2004. Mr. Elgood is not affiliated with any other public companies and never has been. He commits approximately 20 hours per week of his time to our business. Mr. Elgood is responsible for our overall direction and various initiatives as needed from time to time in maintaining our company.

For the past nine years, to the present, Mr. Elgood has been a director and part owner of Elgood Development Ltd., a real estate development company. Through his own pursuits, he has experience researching and investing in mining stocks. Mr. Elgood is not an expert in geology but has spent considerable time analyzing the structures of other mineral based companies prior to launching this venture. He will rely on the information forwarded to him by the geologists he has paid to complete the studies regarding our mineral property.

Significant Employees:

We have no significant employees other than Scott Elgood, who is our sole Director and Officer. For our accounting requirements we utilize the consulting services of an independent book keeper to assist in the preparation of our interim financial statements in accordance with accounting principles generally accepted in the United States.

Conflicts of Interest

Although Mr. Elgood does not work with any other mineral exploration companies other than ours he may devote his time and attention to his real estate development activities. We do not have any written procedures in place to address conflicts of interest that may arise between our business and the future business activities of Mr. Elgood.

Audit Committee Financial Expert

We do not have a financial expert serving on an audit committee. We do not have an audit committee because our board of directors has determined that as a a start-up exploration company with no revenues it would be too expensive to have one.

Family Relationships

As we have only one director and executive officer, there are no arrangements or understandings pursuant to which a director or executive officer was selected to be a director or executive officer.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth as of January 10, 2007 certain information regarding the beneficial ownership of our common stock by:

1. each person who is known by us to be the beneficial owner of more than 5% of the common stock, and
2. our sole director and executive officer, and

The persons or entities listed below have sole voting and investment power with respect to all shares of common stock beneficially owned by them, except to the extent such power may be shared with a spouse. The number of shares described below include shares which the beneficial owner described has the right to acquire within 60 days of the date of this prospectus. No change in control is currently being contemplated.

As of January 10, 2007, 54,742,500 common shares were issued and outstanding.

Title of Class	*Name and Beneficial Owner*	*Amount and Nature of Beneficial Owner*	*% Class* [1]
Officers and Directors:			
Common Stock	**Scott Elgood**	30,000,000	55%

Title of Class	*Name and Beneficial Owner*	*Amount and Nature of Beneficial Owner*	*% Class* [1]
Officers, Directors and 5% Shareholders as a Group			
Common Stock	**Scott Elgood**	30,000,000	55%

The person listed is the sole Director and Officer of our company and has full voting and investment power with respect to the shares indicated. Under the rules of the SEC, a person (or a group of persons) is deemed to be a "*beneficial owner*" of a security if he or she, directly or indirectly, has or shares power to vote or to direct the voting of such security. Accordingly, more than one person may be deemed to be a beneficial owner of the same security. A person is also deemed to be a beneficial owner of any security, which that person has the right to acquire within 60 days, such as options or warrants to purchase our common stock.

DESCRIPTION OF SECURITIES

General

Our authorized capital stock consists of 75,000,000 shares of common stock at a par value of $0.001 per share.

Common Stock

As at January 10, 2007 54,742,500 shares of common stock are issued and outstanding and held by 41 shareholders of record. In the opinion of our securities lawyer, all of this common stock has been validly issued, is fully paid and is non-assessable.

Holders of our common stock are entitled to one vote for each share on all matters submitted to a stockholder vote. Holders of common stock do not have cumulative voting rights. Therefore, holders of a majority of the shares of common stock voting for the election of directors can elect all of the directors. Holders of a majority of shares of common stock issued and outstanding, represented in person or by proxy, are necessary to constitute a quorum at any meeting of our stockholders. A vote by the holders of a majority of our outstanding shares is required to effectuate certain fundamental corporate changes such as liquidation, merger or an amendment to our Articles of Incorporation.

Holders of common stock are entitled to share in all dividends that the board of directors, in its discretion, declares from legally available funds. In the event of a liquidation, dissolution or winding up, each outstanding share entitles its holder to participate pro rata in all assets that remain after payment of liabilities and after providing for each class of stock, if any, having preference over the common stock. Holders of our common stock have no pre-emptive rights, no conversion rights and there are no redemption provisions applicable to our common stock.

Preferred Stock

As of the date of this prospectus, there is no preferred stock issued or authorized.

Dividend Policy

We have never declared or paid any cash dividends on our common stock. We currently intend to retain future earnings, if any, to finance the expansion of our business. As a result, we do not anticipate paying any cash dividends in the foreseeable future.

Share Purchase Warrants

As of the date of this prospectus, there are no outstanding warrants to purchase our securities. We may, however, issue warrants to purchase our securities in the future.

Options

As of the date of this prospectus, there are no options to purchase our securities outstanding. We may, however, in the future grant such options and/or establish an incentive stock option plan for our directors, employees and consultants.

Convertible Securities

As of the date of this prospectus, we have not issued and do not have outstanding any securities convertible into shares of our common stock or any rights convertible or exchangeable into shares of our common stock. We may, however, issue such convertible or exchangeable securities in the future.

Changes in Control:

There are no arrangements which may result in a change in control.

Nevada Anti-Takeover Laws

The provisions of the Nevada Revised Statutes ("*NRS*") sections 78.378 to 78.3793 apply to any acquisition of a controlling interest in an certain type of Nevada corporation known as an "*Issuing Corporation*", unless the articles of incorporation or bylaws of the corporation in effect the tenth day following the acquisition of a controlling interest by an acquiring person provide that the provisions of those sections do not apply to the corporation, or to an acquisition of a controlling interest specifically by types of existing or future stockholders, whether or not identified.

The provisions of NRS 78.378 to NRS 78.3793 do not restrict the directors of an "*Issuing Corporation*" from taking action to protect the interests of the corporation and its stockholders, including, but not limited to, adopting or signing plans, arrangements or instruments that deny rights, privileges, power or authority to a holders of a specified number of shares or percentage of share ownership or voting power.

An "*Issuing Corporation*" is a corporation organized in the state of Nevada and which has 200 or more stockholders of record, with at least 100 of whom have addresses in the state of Nevada appearing on the stock ledger of the corporation and does business in the state of Nevada directly. As we currently have less than 200 stockholders the statute does not currently apply to us.

If we do become an "*Issuing Corporation*" in the future, and the statute does apply to us, our sole director Scott Elgood on his own will have the ability to adopt any of the above mentioned protection techniques whether or not he owns a majority of our outstanding common stock, provided he does so by the specified tenth day after any acquisition of a controlling interest.

INTEREST OF NAMED EXPERTS AND COUNSEL

No expert or counsel named in this prospectus as having prepared or certified any part of this prospectus or having given an opinion upon the validity of the securities being registered or upon other legal matters in connection with the registration or offering of the common stock was employed on a contingency basis, or had, or is to receive, in connection with the offering, any interest, directly or indirectly, in our company or any of our parents or subsidiaries, if any. Nor was any such person connected with us or any of our parents or subsidiaries, if any, as a promoter, managing or principal underwriter, voting trustee, director, officer, or employee.

The financial statements included in this prospectus have been audited by Amisano Hanson, Chartered Accountants, of Vancouver, British Columbia, to the extent and for the periods set forth in their report appearing elsewhere herein, and are included in reliance upon such report given upon the authority of said firm as experts in auditing and accounting.

The geological report for the Blanca 1 mineral claim was prepared by Paul Metcalfe, P. Geo., and the summary information of the geological report disclosed in this prospectus is in reliance upon the authority and capability of Dr. Metcalfe as a Professional Geoscientist.

DISCLOSURE OF COMMISSION POSITION OF INDEMNIFICATION FOR SECURITIES ACT LIABILITIES

Our officers and directors are indemnified as to personal liability as provided by the Nevada Revised Statutes ("*NRS*") and our bylaws. Section 78.7502 of the NRS provides that a corporation may eliminate personal liability of an officer or director to the corporation or its stockholders for breach of fiduciary duty as an officer or director provided that such indemnification is limited if such party acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation.

Our articles of incorporation and bylaws allow us to indemnify our officers and directors up to the fullest extent permitted by Nevada law, but such indemnification is not automatic. Our bylaws provide that indemnification may not be made to or on behalf of a director or officer if a final adjudication by a court establishes that the director or officer's acts or omissions involved intentional misconduct, fraud, or a knowing violation of the law and was material to the cause of action.

Unless limited by our articles of incorporation (which is not the case with our articles of incorporation) a corporation must indemnify a director who is wholly successful, on the merits or otherwise, in the defence of any proceeding to which the director was a party because of being a director of the corporation against reasonable expenses incurred by the director in connection with the proceeding.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the small business issuer pursuant to the foregoing provisions, or otherwise, the small business issuer 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 these types of liabilities, other than the payment by us of expenses incurred or paid by a director, officer or controlling person in the successful defence of any action, suitor proceeding, is asserted by a director, officer or controlling person in connection with the securities being registered, we will submit the question of whether indemnification by us is against public policy to an appropriate court and will be governed by the final adjudication of the case.

ORGANIZATION WITHIN LAST FIVE YEARS

We were incorporated on July 30, 2004, under the laws of the state of Nevada. On the date of our incorporation, we appointed Scott Elgood as our Director. On July 30, 2004, Mr. Elgood was appointed President, Chief Executive Officer, Chief Financial Officer and Secretary of our company. Mr. Elgood may be deemed to be our promoter.

DESCRIPTION OF BUSINESS

Business Development

We are a gold exploration company and were incorporated on July 30, 2004 and on August 1, 2006 we staked a 405 hectare (approximately 1,000 acres) mineral claim in the Province of British Columbia, Canada using an online staking system operated by the Province of British Columbia.

Scott Elgood, our President, located some unstaked ground near Atlin, British Columbia close to the Yukon border. In August 2006, we staked the “Blanca 1” mineral claim, tenure number 538452. Mr. Elgood has no previous experience exploring for minerals or operating a mining company.

In September 2006, we engaged Coast Mountain Geological Ltd., who are familiar with the Atlin area, to develop on report about our Blanca 1 claim. The report entitled “*Summary Report on Blanca Mineral Claim Group*” dated October 22, 2006 describes the mineral claim, the regional geology, the mineral potential of the claim and recommendations on how we should explore the claim.

The potential economic significance of the mineral claim is that according to our consulting geologist's report, our mineral claim is in such a location that is generally considered to be prospective for the location of metallic mineral deposits. The area is difficult to access and has not been as thoroughly prospected as have more accessible sites. Additionally, recent warming trends have resulted in significant retreat of glaciers and snowfields and exposed much previously unexposed bedrock that may reward prospecting.

Location and Means of Access to the Blanca 1 Mineral Claim

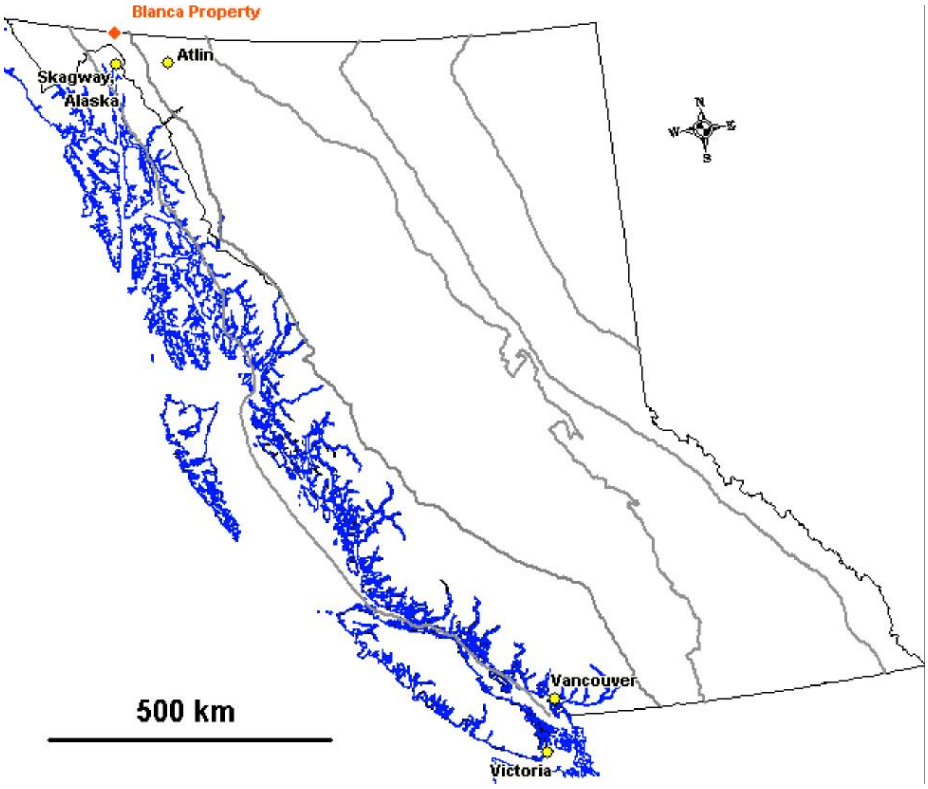
The property is situated in the Atlin Mining Division, northern British Columbia, near the B.C./Yukon Territory border, approximately 80 kilometres south-southwest of Whitehorse and 40 kilometres southwest of Carcross, Yukon Territory.

The Blanca 1 claim is in the Partridge Range of the Coast Mountain Ranges, encompassing elevations ranging from approximately 1,100 metres to 1,675 metres and straddles the southeast-flowing Jones Creek, which drains into Partridge Lake to the east. Both sides of the creek valley comprise very rugged and steep terrain and the general area is typified by high cirques and ice fields on north-facing sides of ridges. Outcrop is abundant on the steep slopes and along ridge crests, however systematic traversing of exposures is largely precluded by the extreme terrain; mapping is restricted to areas accessible on foot and by helicopter.

The property lies in an area characterised by an alpine environment – a northern interior climate influenced by the Pacific Ocean. Snow cover can occur from as early as September to as late as June, with summer temperatures averaging 10-15° Celsius. Vegetation consists of alpine grasses and mosses, with jackpine and spruce forest surrounding Partridge Lake at 690 metre elevation.

A road to the former Mount Skukum Mine passes some 20 kilometres north of the property and could be used as a staging area, as the only means of access to the property directly is by helicopter, which would have to be chartered out of Whitehorse. The claims are also 3.5 kilometres west of Partridge Lake, which could be accessed by float plane. However one would then have to either walk to and from the claim each day or still have a helicopter transport a camp and personnel into the claim area.

Map 1 – Location of the Blanca 1 Mineral Claim



Blanca 1 Mineral Claim Description

Our Blanca 1 mineral claim is unencumbered and in good standing and there are no third party conditions which affect the claim other than conditions defined by the Province of British Columbia described below. The claim encompasses an area of 405.079 hectares, which is equivalent to 1,000 acres. We have no insurance covering the claim. We believe that no insurance is necessary since the claim is unimproved and contains no buildings or improvements. The claim is in good standing until August 1, 2007.

There is no assurance that a commercially viable gold deposit exists on the claim. Exploration will be required before an evaluation as to the economic feasibility of the claim is determined. Our consulting geologist has written a report and provided us with recommendations of how we should explore our claim. Until we can validate otherwise, the property is without known resources or reserves and we are planning a one phase exploration program as recommended by our consulting geologist. We have not commenced any exploration or work on the claim.

Conditions to Retain Title Blanca 1 Mineral Claim

The Blanca 1 mineral claim has an expiry date of August 1, 2007 and in order to maintain the tenure in good standing it will be necessary for us to co-ordinate an agent to perform and record valid exploration work with value of approximatey $3.33 per hectare in anniversary years 1, 2, and 3, and $6.66 per hectare in subsequent years, or, alternatively, to pay the equivalent sum to the Province of British Columbia in lieu of work being performed. Failure to perform and record valid exploration work or pay the equivalent sum to the Province of British Columbia on the anniversary dates will result in forfeiture of title to the claim.

History of the Blanca 1 Mineral Claim Area

According to the report prepared by our consulting geologist, the earliest activity in the region dates back to the early 1890's when prospectors travelled along the major lakes and rivers. The Klondike gold rush of 1898 brought large numbers of people into the area northwest of our property, leading to the discovery of a number of gold and silver bearing quartz veins.

A claim block active in the late 1970's stretched southward from the southeast corner of the Blanca 1 claim to the Partridge River, covering

most of the area bounded by Jones Creek, the south-western tip of Partridge Lake and the Partridge River. Work in 1978 by E & B Explorations Ltd. consisted of geological, geochemical and prospecting surveys over a one week period to follow up on regional geochemical stream sediment surveys. The target was uranium anomalies and this survey resulted in the discovery of two radioactive occurrences deemed of negligible interest at the time owing to their limited size evident in abundant outcrop. Exploration at the time was limited to the northern part of the claim block, which is the part that appears to adjoin and only partially to overlap the southeast corner of Blanca 1. The assessment report indicates that, while the identified occurrences were themselves not of interest, only half of the streams were sampled and the highest radioactivity recorded during the 1978 work occurred on the north side of Jones Creek, probably just east of the Blanca 1 claim.

In 1981 Kennco Exploration Ltd. conducted reconnaissance geochemistry traverses throughout the claim area, apparently without any follow-up work.

The Blanca 1 claim occupies a small portion of an area formerly covered by a larger group of claims in the late 1980's that stretched to the west a further 6.5 kilometres and 4 kilometres to the northeast, encompassing terrain as far north as the B.C. – Yukon border. There are currently claims held by a third party extending westward from Blanca 1, more or less along Jones Creek to the B.C. – Yukon border.

Beginning in 1986, and subsequently in 1987 and 1988, Doron Exploration Inc. carried out exploration programs in search of gold and silver mineralization of epithermal origin. Recommendations were made to follow up silver-rich, galena and sphalerite bearing quartz veins with geological mapping, prospecting and blast trenching, but there does not appear to have been any exploration since. Most, if not all, of these occurrences appear to lie within the Blanca 1 claim.

One of the targets also recommended for follow-up was a large boulder of native silver bearing quartz, pyrrhotite, pyrite and arsenopyrite found at the base of an ice field. The source of this boulder was never found. However, more outcrop exposure is likely evident now as a result of receding ice over the years. The location of the ice field and the boulder, however, appear to be outside the Blanca 1 claim, to the west. The claims adjoining Blanca 1 in this direction were only been registered in January 2006, and there is no record of recent work.

Regional Geology

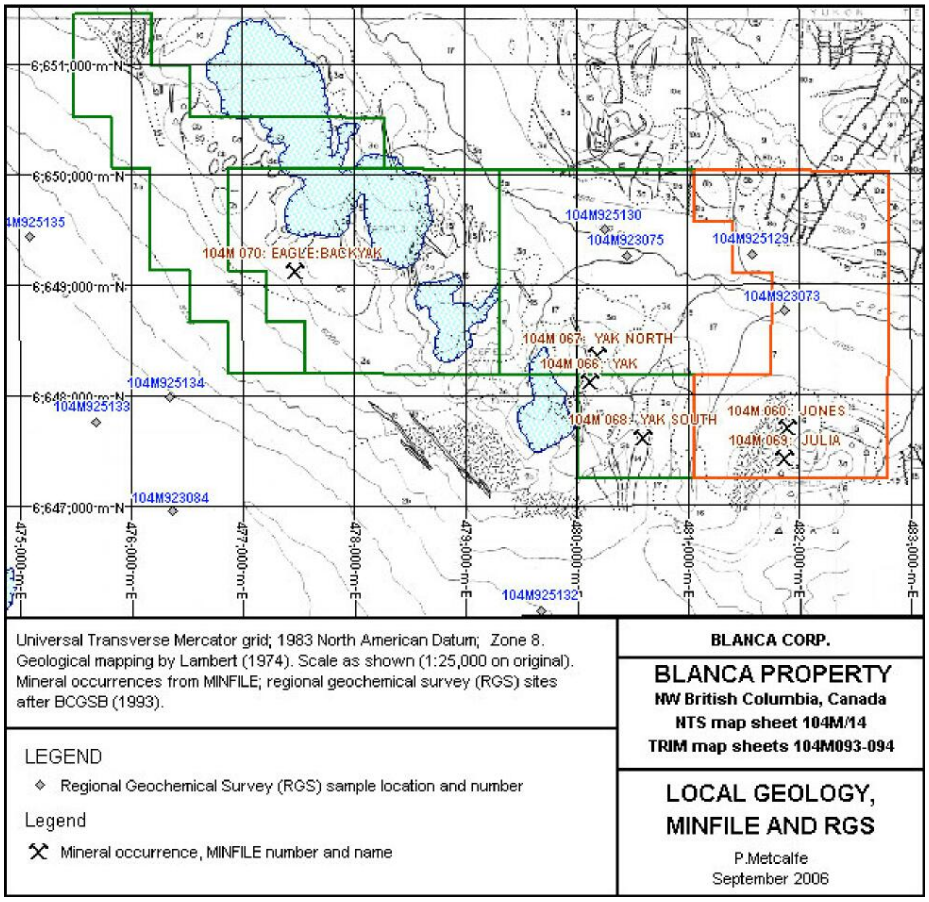
The general area lies on the eastern side of the Coast Belt, one of five geological and physiographic belts which define the Canadian Cordillera. The area is underlain predominantly by Cretaceous to Lower Tertiary age granitoid intrusive rocks, which contain pendants of the Palaeozoic Yukon Group metamorphic complex. Overlying this basement is a nested caldera complex of younger (Eocene) age with an associated, thick succession of pyroclastic and epiclastic rocks related to the eruption, subsidence and filling of subsidence structures. The Blanca property area lies across the southwestern margin of this complex.

Present Condition of the Blanca 1 Mineral Claim

The Blanca 1 claim was located by online staking and we do not know the present condition of the claim because we have yet to go on site. However, according to our geological report we should expect to find rugged alpine terrain. There is no equipment, infrastructure or electricity on the claim.

Geology of the Blanca 1 Mineral Claim

The Blanca 1 mineral claim is the subject of a geological report prepared by Coast Mountain Geological Ltd. dated October 22, 2006. Coast Mountain has not been on the Blanca 1 claim, but it is familiar with the Atlin mining district and has reviewed various government publications, maps, and reports to determine the geology of the Blanca 1 claim. Our geological report indicates our claim is situated in volcanic rocks that are surrounded by various granitic members of the Coast Plutonic Complex. Such a location is generally considered to be highly prospective for the location of metallic mineral deposits. Recent warming trends have resulted in significant retreat of glaciers and snowfields, and has exposed much previously unexposed bedrock that may reward prospecting.



Competitive Conditions

The mineral exploration business is an extremely competitive industry. We are competing with many other exploration companies looking for minerals. We are among one of the smallest exploration companies and a very small participant in the mineral exploration business. Being a junior mineral exploration company, we compete with other companies like ours for financing and joint venture partners. Additionally, we compete for resources such as professional geologists, camp staff, helicopters and mineral exploration supplies.

Raw Materials

The raw materials for our exploration program will be items including camp equipment, sample bags, first aid supplies, groceries and propane. All of these types of materials are readily available from a variety of suppliers in either the City of Vancouver or the town of Atlin in British Columbia, Canada.

Dependence on Major Customers

We have no customers.

Intellectual Property and Agreements

We have no intellectual property such as patents or trademarks. Additionally, we have no royalty agreements or labor contracts.

Government Approvals and Regulations

We will be required to comply with all regulations defined in the *Mineral Tenure Act* for the Province of British Columbia. The Act is well defined by the Province of British Columbia and is available from us upon request.

The effect of these existing regulations on our business is that we are able to carry out our exploration program as we have described in this prospectus. However, it is possible that a future government could change the regulations that could limit our ability to explore our claim, but we believe this is highly unlikely.

Research and Development Expenditures

We have not incurred any research or development expenditures since our inception on July 30, 2004.

Costs and Effects of Compliance with Environmental Laws

We currently have no costs to comply with environmental laws concerning our exploration program.

Employees

We do not have any employees other than Scott Elgood. We intend to retain the services of independent geologists, prospectors and consultants on a contract basis to conduct the exploration programs on our Blanca 1 mineral claim.

Reports to Security Holders

We are not required to deliver an annual report to security holders. However, we intend to voluntarily send an annual report to security holders and this annual report will include audited financial statements.

This prospectus and exhibits will be contained in a Form SB-2 registration statement that will be filed with the Securities and Exchange Commission. We will become a reporting company after this prospectus has been declared effective by the Securities and Exchange Commission ("SEC"). As a reporting company we will file quarterly, annual, beneficial ownership and other reports with the SEC. However, unless we have the requisite number of shareholders we are only obliged to report to the SEC for one year.

You may read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C., 20549. You may obtain information from the Public Reference Room by calling the SEC at 1-800-SEC-0330. Since we are an electronic filer, the easiest way to access our reports is through the SEC's Internet website that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Our plan of operations for the next twelve months is to complete the following objectives within the time periods specified, subject to our obtaining any additional funding necessary for the continued exploration of our Blanca 1 mineral claim. We have enough cash on hand to complete our proposed exploration program. We do not have enough funds to carry out any additional exploration work if the results of the proposed exploration program are successful. The following is a brief summary of our proposed exploration program:

1. As recommended by our consulting geologist, we plan to implement a single phase of exploration for the coming field season, commencing in June 2007. The program will consist of stream sediment sampling of the subordinate drainages along Jones Creek and more detailed sampling of the existing showings, for a total cost of approximately $20,000.

As at September 30, 2006, we had a cash balance of $21,849. We have enough cash on hand to complete our Phase One exploration program. If the Phase One exploration program is successful we will have to raise additional funds starting in the summer of 2007 so that our next phase of exploration could commence in September 2007.

During the next 12 months, we do not anticipate generating any revenue. We anticipate that any additional funding will come from equity financing from the sale of our common stock or sale of part of our interest in the Blanca 1 mineral claim. If we are successful in completing an equity financing, existing shareholders will experience dilution of their interest in our company. We do not have any financing arranged and we cannot provide investors with any assurance that we will be able to raise sufficient funding from the sale of our common stock to fund our second phase exploration program, if applicable. In the absence of such financing, our business will fail. We may consider entering into a joint venture partnership by linking with a major resource company to provide the required funding to complete our continued exploration of the Blanca 1 mineral claim. We have not undertaken any efforts to locate a joint venture partner. If we enter into a joint venture arrangement, we will assign a percentage of our interest our mineral claim to the joint venture partner.

Based on the nature of our business, we anticipate incurring operating losses in the foreseeable future. We base this expectation, in part, on the fact that very few mining claims in the exploration stage ultimately develop into producing, profitable mines. Our future financial results are also uncertain due to a number of factors, some of which are outside our control. These factors include, but are not limited to:

- our ability to raise additional funding;
- the market price for gold;
- the results of our proposed exploration programs on the mining claims; and
- our ability to find joint venture partners for the development of our mining claim interests

Due to our lack of operating history and present inability to generate revenues, our auditors have stated their opinion that there currently exists substantial doubt about our ability to continue as a going concern.

Phase One Exploration Cost Review

The costs described which include geologist, geotechnician, camp, supplies, equipment rental and food, assays, transportation costs, a technical report and a 10% contingency make up the entire cost of our Phase One exploration program. The table below summarizes the cost estimate for the Phase One exploration program. We expect Phase One will be again conducted by SJ Geophysics Ltd.

Phase One Exploration Program

	Cost Estimate
Geologist	3,800
Geotechnician	2,600
Camp, supplies, equipment rental and food	1,800
Assays	2,200
Helicopter	5,400

Report	2,200
10% contingency	2,000
TOTAL:	**20,000**

Accounting and Audit Plan

We intend to continue to have our outside consultant assist in the preparation of our quarterly and annual financial statements and have these financial statements reviewed or audited by our independent auditor. Our outside consultant charges us approximately $400 to prepare our quarterly financial statements and approximately $1,000 to prepare our annual financial statements. Our independent auditor charges us approximately $2,500 to review our quarterly financial statements and approximately $5,000 to audit our annual financial statements. In the next twelve months, we anticipate spending approximately $14,700 to pay for our accounting and audit requirements.

SEC Filing Plan

We hope to become a reporting company in 2007 if SB-2 Registration Statement is declared effective. This means that we will file documents with the US Securities and Exchange Commission on a quarterly basis. We expect to incur filing costs of approximately $800 per quarter to support our quarterly and annual filings.

Results of Operations

We have had no operating revenues since our inception on July 30, 2004, through to September 30, 2006. Our activities have been financed from the proceeds of share subscriptions. From our inception, on July 30, 2004, to September 30, 2006 we have raised a total of $34,990 from private offerings of our common stock.

For the period from inception on July 30, 2004, to September 30, 2006, we incurred total expenses of $30,547. These expenses included $604 in mineral property costs represented by the cost charged to operations for the acquisition of the Blanca 1 mineral claim. We incurred $4,500 in professional fees. For the year ended September 30, 2006, we incurred total expenses of 28,267. We incurred $4,500 in professional fees during the period.

Liquidity and Capital resources

At September 30, 2006 we had a cash balance of $21,849. There are no assurances that we will be able to achieve further sales of our common stock or any other form of additional financing. If we are unable to achieve the financing necessary to continue our plan of operations, then we will not be able to continue our exploration of the Blanca 1 mineral claim and our business will fail.

Off-balance sheet arrangements

We have no off-balance sheet arrangements including arrangements that would effect our liquidity, capital resources, market risk support and credit risk support or other benefits.

Forward-looking Statements

This prospectus contains forward-looking statements that involve risks and uncertainties. We use words such as anticipate, believe, plan, expect, future, intend and similar expressions to identify such forward-looking statements. Our actual results may differ materially from those anticipated in these forward-looking statements for many reasons, including the risks faced by us described in this Risk Factors section and elsewhere in this prospectus.

Description of Property

Our executive offices are located at #114, 219 Grant Street, Saskatoon, Saskatchewan, Canada, S7N 2A1. Our President currently provides this space to us free of charge. The rental value of this space is insignificant considering it's location and size.

We also have one mineral claim located in the Atlin Mining Division, British Columbia, Canada as described in the section "*Description of Business*".

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

On August 5, 2004, our sole Director and Officer, Scott Elgood, acquired 2,000,000 shares of our common stock at a price of $0.001 for total proceeds of $2,000.

Except as noted above, none of the following parties has, since our inception on July 30, 2004, had any material interest, direct or indirect, in any transaction with us or in any presently proposed transaction that has or will materially affect us:

- Any of our directors or officers;
- Any person proposed as a nominee for election as a director;
- Any person who beneficially owns, directly or indirectly, shares carrying more than 10% of the voting rights attached to our outstanding shares of common stock;
- Any of our promoters;

- Any relative or spouse of any of the foregoing persons who has the same house as such person.

The promoter of our company is Scott Elgood. Except for the transactions with Mr. Elgood noted above, there is nothing of value to be received by each promoter, either directly or indirectly, from us. Additionally, except for the transactions noted above, there have been no assets acquired or are any assets to be acquired from each promoter, either directly or indirectly, from us.

MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

No Public Market for Common Stock

There is presently no public market for our common stock. We anticipate applying for trading of our common stock on the Over the Counter Bulletin Board (OTCBB) upon the effectiveness of the registration statement of which this prospectus forms a part. However, we can provide no assurance that our shares will be traded on the OTCBB or, if traded, that a public market will materialize.

Stockholders of Our Common Shares

As of January 10, 2007, we had 41 registered shareholders and 54,742,500 shares outstanding.

Rule 144 Shares

In addition to the shares covered by this prospectus, a total of 2,000,000 shares of our common stock are available for resale to the public after August 5, 2005, in accordance with the volume and trading limitations of Rule 144 of the Act. In general, under Rule 144 as currently in effect, a person who has beneficially owned shares of a company's common stock for at least one year is entitled to sell within any three month period a number of shares that does not exceed the greater of:

1. 1% of the number of shares of the company's common stock then outstanding which, in our case, will equal approximately 36,500 shares as of the date of this prospectus; or

2. the average weekly trading volume of the company's common stock during the four calendar weeks preceding the filing of a notice on form 144 with respect to the sale.

Sales under Rule 144 are also subject to manner of sale provisions and notice requirements and to the availability of current public information about the company.

Under Rule 144(k), a person who is not one of the company's affiliates 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, is entitled to sell shares without complying with the manner of sale, public information, volume limitation or notice provisions of Rule 144.

As of the date of this prospectus, persons who are our affiliates hold 2,000,000 of the shares that will be eligible for Rule 144 sales. These persons would, however, be subject to the volume limitations discussed above and would not become eligible to use Rule 144(k) until at least three months after resigning as an officer and director, and then only if they retained less than 10% of the aggregate amount of common shares then outstanding.

Equity Compensation Plans

We have no equity compensation program including a stock option plan and none are planned for the foreseeable future.

Registration Rights

We have not granted registration rights to the selling shareholders or to any other person.

Dividends

There are no restrictions in our articles of incorporation or bylaws that restrict us from declaring dividends. The Nevada Revised Statutes, however, do prohibit us from declaring dividends where, after giving effect to the distribution of the dividend:

1. we would not be able to pay our debts as they become due in the usual course of business; or

2. our total assets would be less than the sum of our total liabilities, plus the amount that would be needed to satisfy the rights of shareholders who have preferential rights superior to those receiving the distribution.

We have not declared any dividends. We do not plan to declare any dividends in the foreseeable future.

EXECUTIVE COMPENSATION

The table below summarizes all compensation awarded to, earned by, or paid to our Officer for all services rendered in all capacities to us for the fiscal periods indicated.

	Annual Compensation			Long Term Compensation		
				Awards	Payouts	
Name						All

and Principal Position	Fiscal Year	Salary ($)	Bonus ($)	Other Annual Compensation ($)	Restricted Stock Awards ($)	Securities Underlying Options/SARS (#)	LTIP Payouts ($)	Other Compensation ($)
Scott Elgood,	2004	2000	Nil	Nil	Nil	Nil	Nil	Nil
President	2005	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2006	17,200	Nil	Nil	Nil	Nil	Nil	

Our sole officer and director, Scott Elgood, was not compensated during the fiscal year ended September 30, 2005 but received $17,200 for the fiscal year ended September 30, 2006 and was issue 2,000,000 shares in exchange for services valued at $2000 for fiscal year ended September 30, 2004.

We presently do not have any compensation agreement with our sole officer and director. We do not pay to our sole director any compensation for such director serving on our board of directors.

Stock Option Grants

We have not granted any stock options to the executive officers since our inception on July 30, 2004.

FINANCIAL STATEMENTS

September 30, 2006 and September 30, 2005

BLANCA CORP.

(A Pre-exploration Stage Company)

REPORT AND FINANCIAL STATEMENTS

September 30, 2006, 2005 and 2004

(Stated in US Dollars)

A PARTNERSHIP OF INCORPORATED PROFESSIONALS

AMISANO HANSON
CHARTERED ACCOUNTANTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders,
Blanca Corp.

(A Pre-exploration Stage Company)

We have audited the accompanying balance sheets of Blanca Corp. (A Pre-exploration Stage Company) as of September 30, 2006, 2005 and 2004 and the related statement of operations, cash flows and stockholders' equity (deficiency) for the years ended September 30, 2006 and 2005 and for the periods July 30, 2004 (Date of Inception) to September 30, 2004 and 2006. 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 audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States of America). Those standards require that we plan and perform an 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 audits provide a reasonable basis for our opinion.

In our opinion, these financial statements referred to above present fairly, in all material respects, the financial position of Blanca Corp. as of September 30, 2006, 2005 and 2004 and the results of its operations and its cash flows for the years ended September 30, 2006 and 2005 and for the periods July 30, 2004 (Date of Inception) to September 30, 2004 and 2006 in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements referred to above have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company is in the pre-exploration stage, has no established source of revenue and is dependent on its ability to raise capital from stockholders or other sources to sustain operations. These factors, along with other matters as set forth in Note 1, raise substantial doubt that the Company will be able to continue as a going concern. Management plans to address this substantial doubt are also discussed in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Vancouver, Canada
December 8, 2006

"AMISANO HANSON"
Chartered Accountants

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BLANCA CORP.
(A Pre-exploration Stage Company)
BALANCE SHEETS
September 30, 2006, 2005 and 2004
(Stated in US Dollars)

	2006	2005	2004
ASSETS			
Current			
Cash	$ 21,849	$ -	$ -
LIABILITIES			
Current			
Accounts payable and accrued liabilities	$ 7,306	$ 280	$ 280
Related party loan – Notes 4 and 7	10,100	-	-
	17,406	280	280
STOCKHOLDERS' EQUITY (DEFICIENCY)			
Common stock, $0.001 par value			
75,000,000 shares authorized			
54,742,500 (2005: 30,000,000) shares issued – Note 4	54,743	30,000	30,000
Additional paid-in capital	(19,753)	(28,000)	(28,000)
Deficit accumulated during the pre-exploration stage	(30,547)	(2,280)	(2,280)
	4,443	(280)	(280)
	$ 21,849	$ -	$ -

Nature and Continuance of Operations – Note 1
Subsequent Event – Note 7

SEE ACCOMPANYING NOTES

BLANCA CORP.
(A Pre-exploration Stage Company)
STATEMENTS OF OPERATIONS
for the years ended September 30, 2006 and 2005
and for the periods July 30, 2004 (Date of Inception) to September 30, 2004 and 2006
(Stated in US Dollars)

	Years ended September 30, 2006	2005	July 30, 2004 (Date of Inception) to September 30, 2004	July 30, 2004 (Date of Inception) to September 30, 2006
Expenses				
Accounting and audit fees	$ 4,500	$ -	$ -	$ 4,500
Bank charges	173	-	-	173
Management fees – Note 4	17,200	-	2,000	19,200
Mineral property costs	604	-	-	604
Office and miscellaneous	927	-	280	1,207
Telephone	2,255	-	-	2,255
Transfer agent and filing fees	120	-	-	120
Travel	2,488	-	-	2,488
Net loss for the period	$ (28,267)	$ -	$ (2,280)	$ 30,547
Basic and diluted loss per share	$ (0.00)	$ (0.00)	$ (0.00)	
Weighted average number of shares outstanding	37,884,973	30,000,000	27,619,048	

BLANCA CORP.
(A Pre-exploration Stage Company)
STATEMENTS OF CASH FLOWS
for the years ended September 30, 2006 and 2005
and for the periods July 30, 2004 (Date of Inception) to September 30, 2004 and 2006
(Stated in US Dollars)

	Years ended September 30, 2006	2005	July 30, 2004 (Date of Inception) to September 30, 2004	July 30, 2004 (Date of Inception) to September 30, 2006
Operating Activities				

Net loss for the period	$ (28,267)	$ -	$ (2,280)	$ (30,547)
Items not affecting cash:				
Management fees	-	-	2,000	2,000
Changes in non-cash working capital				
Capital balances related to operations				
Accounts payable and accrued liabilities	7,026	-	280	7,306
Cash used in operating activities	(21,241)	-	-	(21,241)
Financing Activities				
Capital stock issued	32,990	-	-	32,990
Increase in related party loan	10,100	-	-	10,100
Cash from financing activities	43,090	-	-	43,090
Increase in cash during the period	21,849	-	-	21,849
Cash, beginning of the period	-	-	-	-
Cash, end of the period	$ 21,849	$ -	$ -	$ 21,849

Non-cash Transaction – Note 6

BLANCA CORP.
(A Pre-exploration Stage Company)
STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIENCY)
for the years ended September 30, 2006 and 2005
and for the periods July 30, 2004 (Date of Inception) to September 30, 2004 and 2006
(Stated in US Dollars)

	*Common Shares		Additional Paid-in	Deficit Accumulated During the Pre-Exploration	
	Number	Par Value	Capital	Stage	Total
Capital stock issued for services – at $0.000067	30,000,000	$ 30,000	$(28,000)	$ -	$ 2,000
Net loss for the period	-	-	-	(2,280)	(2,280)
Balance, as at September 30, 2004 and 2005	30,000,000	30,000	(28,000)	(2,280)	(280)
Capital stock issued for cash – at $0.0013	24,742,500	24,743	8,247	-	32,990
Net loss for the period	-	-	-	(28,267)	(28,267)
Balance, as at September 30, 2006	54,742,500	$ 54,743	$(19,753)	$(30,547)	$ 4,443

***** On July 29, 2006, the Company's shares were forward split on a 15 new for 1 old basis. The number of shares issued, par value and additional paid-in capital have been restated to reflect this forward split.

SEE ACCOMPANYING NOTES

BLANCA CORP.
(A Pre-exploration Stage Company)
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2006, 2005 and 2004
(Stated in US Dollars)

Note 1 Nature and Continuance of Operations

The Company was incorporated in the State of Nevada on July 30, 2004 and is extra provincially registered in British Columbia, Canada. The Company is in the pre-exploration stage and has staked a mineral property located in British Columbia and has not yet determined whether this property contains reserves that are economically recoverable. The recoverability of amounts from the property will be dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying property, the ability of the Company to obtain the necessary financing to complete the development of the property and upon future profitable production or proceeds for the sale thereof.

These financial statements have been prepared in accordance with generally accepted accounting principles applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. At September 30, 2006, the Company had not yet achieved profitable operations, has accumulated losses of $30,547 since its inception, has working capital of $4,443, which may not be sufficient to sustain operations over the next twelve months, and expects to incur further losses in the development of its business, all of which casts substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management has no formal plan in place to address this concern but considers that the Company will be able to obtain additional funds by equity financing and/or related party advances, however there is no assurance of additional funding being available.

The Company proposes to file a prospectus with the Securities and Exchange Commission on form SB-2 for the registration of up to 24,742,500 common shares at $0.10 per share, subject to regulatory approval. These shares will be sold by existing shareholders and the Company will not receive any proceeds from this sale. The Company also intends to seek a listing on the United States Over-the-Counter Bulletin Board.

Note 2 Summary of Significant Accounting Policies

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

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

Pre-exploration Stage Company

The Company complies with Financial Accounting Standards Board Statement No. 7 and Securities and Exchange Commission Act Guide 7 for its characterization of the Company as pre-exploration stage.

Mineral Property

Costs of lease, acquisition, exploration, carrying and retaining unproven mineral properties are expensed as incurred.

Environmental Costs

Environmental expenditures that relate to current operations are expensed or capitalized as appropriate. Expenditures that relate to an existing condition caused by past operations, and which do not contribute to current or future revenue generation, are expensed. Liabilities are recorded when environmental assessments and/or remedial efforts are probable, and the cost can be reasonably estimated. Generally, the timing of these accruals coincides with the earlier of completion of a feasibility study or the Company's commitments to plan of action based on the then known facts.

Income Taxes

The Company uses the assets and liability method of accounting for income taxes pursuant to Statement of Financial Accounting Standards ("SFAS"), No. 109 "Accounting for Income Taxes". Under the assets and liability method of SFAS 109, deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are

measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Basic and Diluted Loss Per Share

The Company reports basic loss per share in accordance with the SFAS No. 128, "Earnings Per Share". Basic loss per share is computed using the weighted average number of shares outstanding during the period. Diluted loss per share has not been provided as it would be antidilutive.

Foreign Currency Translation

The Company's functional currency is United States ("U.S.") dollars as substantially all of the Company's operations use this denomination. The Company uses the U.S. dollar as its reporting currency for consistency with registrants of the Securities and Exchange Commission and in accordance with SFAS No. 52.

Transactions undertaken in currencies other than the functional currency of the entity are translated using the exchange rate in effect as of the transaction date. Any exchange gains and losses would be included in Other Income (Expenses) on the Statement of Operations.

Financial Instruments

The carrying value of cash, accounts payable and accrued liabilities and related party loan approximate their fair value because of the short maturity of these instruments. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

New Accounting Standards

Management does not believe that any recently issued, but not yet effective accounting standards if currently adopted could have a material effect on the accompanying financial statements.

Note 3 Mineral Property

Blanca Mineral Claim

The Company staked a mineral claim known as the Blanca 1 Project located in the Atlin Mining District in the Northwest British Columbia, Canada. Staking costs of $147 are included in mineral property costs.

Note 4 Related Party Transactions – Note 7

The Company was charged the following by a director of the Company:

	Years ended September 30,		July 30, 2004 (Date of Inception) to September 30,	July 30, 2004 (Date of Inception) to September 30,
	2006	2005	2004	2006
Management fees	$ 17,200	$ -	$ 2,000	$ 19,200

The related party loan is due to a director of the Company for funds advanced. The loan is unsecured, non-interest bearing and has no specific terms for repayment.

During the period ended September 30, 2006, the Company issued 30,000,000 common shares for $2,000 to a director of the Company.

Note 5 Income Taxes

The significant components of the Company's deferred tax assets are as follows:

	2006	2005
Deferred tax assets		
Non-capital loss carryforward	$ 4,582	$ 342
Less: valuation allowance for deferred tax asset	(4,582)	(342)
	$ -	$ -

The amount taken into income as deferred tax assets must reflect that portion of the income tax loss carryforwards that is more likely-than-not to be realized from future operations. The Company has chosen to provide an allowance of 100% against all available income tax loss carryforwards, regardless of their time of expiry.

No provision for income taxes has been provided in these financial statements due to the net loss. At September 30, 2006 the Company has net operating loss carryforwards, which expire commencing in 2024, totalling approximately $31,000 the benefit of which has not been recorded in the financial statements.

Note 6 Non-cash Transaction

Investing and financing activities that do not have an impact on current cash flows are excluded from the statements of cash flows.

During the period July 30, 2004 (date of inception) to September 30, 2004, the Company issued 30,000,000 common shares of the Company to a director of the company for management fees totalling $2,000.

This transaction has been excluded from the statements of cash flows.

Note 7 Subsequent Event

On December 4, 2006, the Director of the Company advanced $20,000 to the Company. This advance is unsecured, non-interest bearing and has no specific terms for repayment.

CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Since inception on July 30, 2004, there were no disagreements with our accountants on any matter of accounting principle or practices, financial statement disclosure or auditing scope or procedure. In addition, there were no reportable events as described in Item 304(a)(1)(iv)(B)1 through 3 of Regulation S-B that occurred within our two most recent fiscal years and the subsequent interim periods.

AVAILABLE INFORMATION

Upon the effectiveness of our registration statement, we will file reports with the SEC. We have filed a registration statement on Form SB-2 under the *Securities Act of 1933* with the SEC with respect to the shares of our common stock offered by the selling security holders through this prospectus. This prospectus is filed as a part of that registration statement and does not contain all of the information contained in the registration statement and exhibits. Statements made in the registration statement are summaries of the material terms of our referenced contracts, agreements or documents and are not necessarily complete. We refer you to our registration statement and each exhibit attached to it for a more complete description of matters involving the company. You may inspect the registration statement, exhibits and schedules filed with the SEC at the Commission's principal office in Washington, D.C. Copies of all or any part of the registration statement may be obtained from the Public Reference Section of the SEC at 100 F Street, NE, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference rooms. The SEC also maintains a web site at http://www.sec.gov that contains reports, proxy statements and information regarding registrants that file electronically with the Commission. Our registration statement and the referenced exhibits can also be found on this site.

We are not currently subject to the *Securities Exchange Act of 1934* and currently are not required to, and do not, deliver annual, quarterly or special reports to shareholders. We will not deliver such reports to our shareholders until after, and if, this offering is declared effective by the SEC. Once such effectiveness is granted, if ever, we will deliver annual reports to securities holders containing audited financial statements as well as complying with other SEC and state filing requirements.

Dealer Prospectus Delivery Obligation

Until 180 days from the effective date of this prospectus, all dealers that effect transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to the dealers' obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.

PART II - INFORMATION NOT REQUIRED IN THE PROSPECTUS

Indemnification of Directors and Officers

As permitted by Nevada law, our Articles of Incorporation provide that we will indemnify our directors and officers against expenses and liabilities they incur to defend, settle or satisfy any civil or criminal action brought against them on account of their being or having been directors or officers of us, unless, in any such action, they are adjudged to have acted with gross negligence or wilful misconduct.

Exclusion of Liabilities

Pursuant to the laws of the State of Nevada, our Articles of Incorporation exclude personal liability for our directors for monetary damages based upon any violation of their fiduciary duties as directors, except as to liability for any breach of the duty of loyalty, acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, acts in violation of Section 7-106-401 of the *Nevada Business Corporation Act*, or any transaction from which a director receives an improper personal benefit. This exclusion of liability does not limit any right, which a director may have to be indemnified, and does not affect any director's liability under federal or applicable state securities laws.

Disclosure of Commission position on Indemnification for Securities Act Liabilities

Insofar as indemnification for liabilities arising under the *Securities Act of 1933* may be permitted to directors, officers or persons controlling the company pursuant to provisions of the State of Nevada, we have been informed that, in the opinion of the SEC, such indemnification is against public policy as expressed in that Act and is, therefore, unenforceable.

OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION

The estimated costs of this offering are as follows:

SEC registration fee	$ 264.74
Accounting and audit fees and expenses	6,500.00
Legal fees and expenses	3,500.00
Electronic filing fees	2,000.00
Printing costs	100.00
Courier costs	110.00
Total	**$ 12,474.74**

All amounts are estimates other than the SEC Registration Fee. We are paying all expenses listed above. None of the above expenses of issuance and distribution will be borne by the selling shareholders. The selling shareholders, however, will pay any other expenses incurred in selling their common stock, including any brokerage commissions or costs of sale.

RECENT SALES OF UNREGISTERED SECURITIES

As of January 10, 2007 we have sold 54,742,500 shares of unregistered securities. All of these 54,742,500 shares were acquired from us in private placements that were exempt from registration under Regulation S of the *Securities Act of 1933* and were sold to Canadian residents.

The shares include the following four offerings:

1. On August 5, 2004, we issued 2,000,000 shares of common stock at a price of $0.001 per share for cash proceeds of $2,000 to our President. Subsequent to the issuance of these securities, our shares were forward split on the basis of fifteen new shares for each one old share. Accordingly, the 2,000,000 have now been split into 30,000,000 shares.; and

2. In April 2006 we issued 260,000 shares of common stock to 6 non-affiliate Canadian residents at a price of $0.02 per share for cash proceeds of $5,200. Subsequent to the issuance of these securities, our shares were forward split on the basis of fifteen new shares for each one old share. Accordingly, the 260,000 have now been split into 3,900,000 shares.;

3. In May 2006 we issued 961,000 shares of common stock to 23 non-affiliate Canadian residents at a price of $0.02 per share for cash proceeds of $19,220. Subsequent to the issuance of these securities, our shares were forward split on the basis of fifteen new shares for each one old share. Accordingly, the 961,000 have now been split into 14,415,000 shares.; and

4. In June 2006 we issued 428,500 shares of common stock to 11 non-affiliate Canadian residents at a price of $0.05 per share for cash proceeds of $8,570. Subsequent to the issuance of these securities, our shares were forward split on the basis of fifteen new shares for each one old share. Accordingly, the 428,500 have now been split into 6,427,500 shares.

With respect to all of the above offerings, we completed the offerings of the common stock pursuant to Rule 903 of Regulation S of the Act on the basis that the sale of the common stock was completed in an "*offshore transaction*", as defined in Rule 902(h) of Regulation S. We did not engage in any directed selling efforts, as defined in Regulation S, in the United States in connection with the sale of the units. Each investor represented to us that the investor was not a U.S. person, as defined in Regulation S, and was not acquiring the shares for the account or benefit of a U.S. person. The subscription agreement executed between us and the investor included statements that the securities had not been registered pursuant to the Act and that the securities may not be offered or sold in the United States unless the securities are registered under the Act or pursuant to an exemption from the Act. The investor agreed by execution of the subscription agreement for the common stock: (i) to resell the securities purchased only in accordance with the provisions of Regulation S, pursuant to registration under the Act or pursuant to an exemption from registration under the Act; (ii) that we are required to refuse to register any sale of the securities purchased unless the transfer is in accordance with the provisions of Regulation S, pursuant to registration under the Act or pursuant to an exemption from registration under the Act; and (iii) not to engage in hedging transactions with regards to the securities purchased unless in compliance with the Act. All securities issued were endorsed with a restrictive legend confirming that the securities had been issued pursuant to Regulation S of the Act and could not be resold without registration under the Act or an applicable exemption from the registration requirements of the Act.

Each investor was given adequate access to sufficient information about us to make an informed investment decision. None of the securities were sold through an underwriter and accordingly, there were no underwriting discounts or commissions involved. No registration rights were granted to any of the purchasers.

EXHIBITS

Exhibit Number	*Description*
3.1	Certificate of Incorporation dated July 30, 2004

3.2	Articles of Incorporation dated July 30, 2004
3.3	Bylaws, effective July 30, 2004
5.1	Legal Opinion Letter and Consent
23.1	Consent Letter from Independent Auditor
23.2	Consent of Geologist

UNDERTAKINGS

The undersigned registrant hereby undertakes:

1. To file, during any period in which it offers or sells securities, a post-effective amendment to this registration statement to:

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

   (b) reflect in the prospectus any facts or events which, individually or together, represent a fundamental change in the information in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in the volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "*Calculation of Registration Fee*" table in the effective registration statement; and

   (c) include any additional or changed material information on the plan of distribution.

2. For determining liability under the Securities Act, to treat each post-effective amendment 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.

3. To file a post-effective amendment to remove from registration any of the securities that remain unsold at the end of the offering.

4. For determining liability of the undersigned small business issuer under the Securities Act to any purchaser in the initial distribution of the securities, that in a primary offering of securities of the undersigned small business issuer pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned small business issuer will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

   (a) any preliminary prospectus or prospectus of the undersigned small business issuer relating to the offering required to be filed pursuant to Rule 424;

   (b) any free writing prospectus relating to the offering prepared by or on behalf of the undersigned small business issuer or used or referred to by the undersigned small business issuer;

   (c) the portion of any other free writing prospectus relating to the offering containing material information about the undersigned small business issuer or its securities provided by or on behalf of the undersigned small business issuer; and

   (d) any other communication that is an offer in the offering made by the undersigned small business issuer to the purchaser;

(1) That each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to any offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 340A shall be deemed to be part of and included in this registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of this registration statement or made in a document incorporated or deemed incorporated by reference into this registration statement or prospectus that is a part of this registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in this registration statement or prospectus that was part of this registration statement or made in any such document immediately prior to such date of first use.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers and controlling persons of the small business issuer pursuant to the foregoing provisions, or otherwise, the small business issuer has been advised that in the opinion of the Securities and Exchange Commission 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 small business issuer of expenses incurred or paid by a director, officer, or controlling person of the small business issuer 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 small business issuer 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 such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

Each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

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 the City of Vancouver, British Columbia on January 10, 2007.

BLANCA CORP.

By: /s/ *Scott Elgood*
Scott Elgood
President, CEO, CFO, Director, Secretary, Principal Accounting Officer

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

SIGNATURE	TITLE	DATE
/s/ *Scott Elgood* Scott Elgood	President, CEO, CFO, Director, Secretary, Principal Accounting Officer	January 10, 2007

SECRETARY OF STATE

(Graphic Omitted)

STATE OF NEVADA

CORPORATE CHARTER

I, DEAN HELLER, the duly executed and qualified Nevada Secretary of State, do hereby certify that **BLANCA CORP.** did on **July 30, 2004** file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on **July 30, 2004**.

(Graphic omitted)

"Dean Heller"

DEAN HELLER
Secretary of State

DEAN HELLER
Secretary of State

206 North Carson Street
Carson City, Nevada 89701-4299
(775) 684-5708

ARTICLES OF INCORPORATION
(PURSUANT TO NRS 78)

FILED #C20399-04
Jul 30 2004
IN THE OFFICE OF
"*Dean Heller*"
DEAN HELLER SECRETARY OF STATE

Important. Read attached instructions before completing form. ABOVE SPACE IS FOR OFFICE USE ONLY.

1. Name of Corporation: Blanca Corp.

2. Resident Agent Name and Street Address: *(must be a Nevada address where process may be served)*

Val-U-Corp. Services Inc.
Name

1802 North Carson Street, Suite 212 | Carson City | NEVADA | 89701
Street Address | City | | Zip Code

Optional Mailing Address | City | State | Zip Code

3. Shares: *(number of shares corporation authorized to issue)*

Number of Shares With par value: 75,000,000 Common Par Value: .001 Number of shares without par value:

4. Names & Addresses, of Board of Directors/Trustees: *(attach additional page if there is more than 3 directors/trustees)*

1. Daniel A. Kramer
Name
1802 North Carson Street Suite 212 | Carson City | NV | 89701
Street Address | City | State | Zip Code

2. Name
Street Address | City | State | Zip Code

3. Name
Street Address | City | State | Zip Code

5. Purpose: *(optional – see instructions)*

The purpose of this Corporation shall be:
All legal purposes

6. Names, Address and Signature of Incorporator: *(attach additional page if there is more than 1 incorporator)*

Daniel A. Kramer | "*Daniel A. Kramer*"
Name | Signature

1802 North Carson Street Suite 212 | Carson City | NV | 89701
Street Address | City | State | Zip Code

7. Certificate of Acceptance of Appointment of Resident Agent:

I hereby accept appointment as Resident Agent for the above named corporation.

<Illegible>
Authorized Signature of R.A or On Behalf of R.A. Company Date July 26, 2004

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State Form 78 ARTICLES.2003
Revised on 09/29/03

Articles of Incorporation

Of

Blanca Corp.

First. The name of the corporation is Blanca Corp.

Second. The registered office of the corporation in the State of Nevada is located at 1802 N. Carson Street, Suite 212, Carson City, Nevada 89701. The corporation may maintain an office, or offices, in such other places within or without the State of Nevada as may be from time to time designated by the Board of Directors or by the By-Laws of the corporation. The corporation may conduct all

corporation business of every kind and nature outside the State of Nevada as well as within the State of Nevada.

Third. The objects for which this corporation is formed are to engage in any lawful activity, including, but not limited to the following:

a) Shall have such rights, privileges and powers as may be conferred upon corporations by any existing law.
b) May at any time exercise such rights, privileges and powers, when not inconsistent with the purposes and objects for which this corporation is organized.
c) Shall have power to have succession by its corporate name for the period limited in its certificate or articles of incorporation, and when no period is limited, perpetually, or until dissolved and its affairs wound up according to law.
d) Shall have power to sue and be sued in any court of law or equity.
e) Shall have power to make contracts.
f) Shall have power to hold, purchase and convey real and personal estate and to mortgage or lease any such real and personal estate with its franchises. The power to hold real and personal estate shall include the power to take the same by devise or bequest in the State of Nevada, or in any other state, territory or country.
g) Shall have power to appoint such officers and agents as the affairs of the corporation shall require, and to allow them suitable compensation.
h) Shall have power to make By-Laws not inconsistent with the constitution or laws of the Untied States, or of the State of Nevada, for the management, regulation and government of its affairs and property, the transfer of its stock, the transaction of its business, and the calling and holding of meetings of its stockholders.
i) Shall have power to wind up and dissolve itself, or be wound up or dissolved.
j) Shall have power to adopt and use a common seal or stamp, and alter the same at pleasure. The use of a seal or stamp by the corporation on any corporate documents is not necessary. The corporation may use a seal or stamp, if it desires, but such use or nonuse shall not in any way affect the legality of the document.
k) Shall have the power to borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed, or in payment for property purchased, or acquired, or for any other lawful object.
l) Shall have power to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of the indebtedness created by, any other corporation or corporations of the State of Nevada, or any other state or government and, while owners of such stock, bonds, securities or evidences of indebtedness, to exercise all rights, powers and privileges of ownership, including the right to vote, if any.
m) Shall have power to purchase, hold, sell and transfer shares of its own capital stock, and use therefore its capital, capital surplus, surplus, or other property to fund.
n) Shall have power to conduct business, have one or more offices, and conduct any legal activity in the State of Nevada, and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and any foreign countries.
o) Shall have power to do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate or articles of incorporation, or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in the certificate or articles of incorporation of the corporation, or any amendments thereof.
p) Shall have power to make donations for the public welfare or for charitable, scientific or educational purposes.
q) Shall have power to enter into partnerships, general or limited, or joint ventures, in connection with any lawful activities, as may be allowed by law.

Fourth. That the total number of stock authorized that may be issued by the Corporation is seventy five million (75,000,000) shares of Common stock with a par value of one tenth of one cent ($0.001) per share and no other class of stock shall be authorized. Said shares may be issued by the corporation from time to time for such considerations as may be fixed by the Board of Directors.

Fifth. The governing board of the corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the By-Laws or this corporation, providing that the number of directors shall not be reduced to fewer than one (1).

The first Board of Directors shall be one (1) in number and the name and post office address of the Director shall be listed as follows:

Daniel A. Kramer
1802 N. Carson St., Ste. 212, Carson City, NV 89701

Sixth. The capital stock, after the amount of the subscription price, or par value, has been paid in, shall not be subject to assessment to pay the debts of the corporation.

Seventh. The name and post office address of the Incorporator signing the Articles of Incorporation is as follows:

Daniel A. Kramer
1802 N. Carson St., Ste. 212, Carson City, NV 89701

Eighth. The Resident Agent for this corporation shall be VAL-U-CORP SERVICES INC. The address of the Resident Agent, and the registered or statutory address of this
corporation in the State of Nevada, shall be: 1802 N. Carson St., Ste. 212, Carson City, Nevada 89701/

Ninth. The corporation is to have perpetual existence.

Tenth. In furtherance and not in limitation of the powers conferred by the statute, the
Board of Directors is expressly authorized:

a) Subject to the By-Laws, if any, adopted by the Stockholders, to make, alter or amend the By-Laws of the corporation.
b) To fix the amount to be reserved as working capital over and above its capital stock paid in; to authorize and to cause to be executed, mortgages and liens upon the real and personal property of this corporation.
c) By resolution passed by a majority of the whole Board, to designate one (1) or more committees, each committee to consist of one or more of the Directors of the Corporation, which, to the extent provided in the resolution, or in the By-Laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation. Such committee, or committees, shall have such name, or names as may be stated in the By-l.aws of the corporation, or as may be determined from time to time by resolution adopted by the Board of Directors.
d) When and as authorized by the affirmative vote of the Stockholders holding stock entitling them to exercise at least a majority of the voting power given at a Stockholders meeting called form that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions as its Board of Directors deemed expedient and for the best interests of the corporation.

Eleventh. No shareholder shall be entitled as matter of right to subscribe for or receive additional shares of any class of stock of the corporation, whether now or hereafter authorized, or any bonds, debentures or securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such person and on such terms as in its discretion it shall deem advisable.

Twelfth. No Director or Officer of the corporation shall be personally liable to the corporation or any of its stockholders for damages for breach of fiduciary duty as a Director or Officer involving any act or omission of any such Director or Officer; provided, however, that the foregoing provision shall not eliminate or limit the liability of a Director of Officer (i) for acts or omissions which involve intentional misconduct, fraud or a knowing violation of the law, or (ii) the payment of dividends in violation of Section 78.300 of the Nevada Revised Statutes. Any repeal or modification of this Article by the Stockholders of the corporation shall be prospective only, and shall not adversely affect any limitations on the personal liability of a Director of Officer of the corporation for acts or omissions prior to such repeal or modification.

Thirteenth. This corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by the Articles of Incorporation, and all rights conferred upon Stockholders herein are granted subject to this reservation.

I, the undersigned, being the Incorporator hereinbefore named for the purpose of forming a corporation pursuant to General Corporation Law of the State of Nevada, do
make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this July 26, 2004.

"*Daniel A. Kramer*"

Daniel A. Kramer
Incorporator

BYLAWS

OF

Blanca Corp.
(Nevada)

TABLE OF CONTENTS

ARTICLE I
OFFICES

1.1 Business Office. The principal office and place of business of the corporation is located in the Province of British Columbia, Canada at Unit 114, 219 Grant Street, Saskatoon, SK, Canada S7N 2A1. Other offices and places of business may be established from time to time by resolution of the Board of Directors or as the business of the corporation may require.

1.2 Registered Office and Registered Agent. The registered agent of the corporation for the service of process in the state of Nevada is Val-U-Corp Services, Inc. and the registered office of the registered agent for the service of process is 1802 North Carson, Carson City, Nevada, 89701
1.3 The registered agent of the corporation may be changed from time to time by the Board of Directors in accordance with the procedures set forth in the Nevada Business Corporation Act.

ARTICLE II
SHARES AND TRANSFER THEREOF

2.1 Regulation. The Board of Directors may make such rules and regulations as it may deem appropriate concerning the issuance, transfer, and registration of certificates for shares of the corporation, including the appointment of transfer agents and registrars.

2.2 Stock Certificates: Facsimile Signatures and Validation.

(A) Every stockholder shall be entitled to have a certificate, signed by officers or agents designated by the corporation for the purpose, certifying the number of shares owned by him in the corporation.

(B) Whenever any certificate is countersigned or otherwise authenticated by a transfer agent or transfer clerk, and by a registrar, then a facsimile of the signatures of the officers or agents of the corporation may be printed or lithographed upon such certificate in lieu of the actual signatures.

(C) In the event any officer or officers who shall have signed, or whose facsimile signature shall have been used on, any certificate or certificates for stock shall cease to be such officer or officers of the corporation, whether because of death, resignation or other reason, before such certificate or certificates shall have been delivered by the corporation, such certificate or certificates may nevertheless be adopted by the corporation and be issued and delivered as though the person or persons who signed such certificate or certificates, or whose facsimile signature shall have been used thereon, had not ceased to be such officer or officers of the corporation.

2.3 Fractions of Shares: Issuance; Payment of Value or Issuance of Scrip. The corporation is not obligated to, but may, execute and deliver a certificate for or including a fraction of a share. In lieu of executing and delivering a certificate for a fraction of a share, the corporation may, upon resolution of the Board of Directors:

(A) make payment to any person otherwise entitled to become a holder of a fractional share, which payment shall be in accordance with the provisions of the Nevada Business Corporation Act; or

(B) issue such additional fraction of a share as is necessary to increase the fractional share to a full share; or

(C) execute and deliver registered or bearer scrip over the manual or facsimile signature of an officer of the corporation or of its agent for that purpose, exchangeable as provided on the scrip for full share certificates, but the scrip does not entitle the holder to any rights as a stockholder except as provided on the scrip. The scrip may contain any other provisions or conditions, as permitted by the Nevada Business Corporation

Act, that the corporation, by resolution of the Board of Directors, deems advisable.

2.4 Cancellation of Outstanding Certificates and Issuance of New Certificates: Order of Surrender; Penalties for Failure to Comply. All certificates surrendered to the corporation for transfer shall be canceled and no new certificates shall be issued in lieu thereof until the former certificate for a like number of shares shall have been surrendered and canceled, except as hereinafter provided with respect to lost, stolen or destroyed certificates.

When the Articles of Incorporation are amended in any way affecting the statements contained in the certificates for outstanding shares, or it becomes desirable for any reason, in the discretion of the Board of Directors, to cancel any outstanding certificate for shares and issue a new certificate therefor conforming to the rights of the holder, the Board of Directors may order any holders of outstanding certificates for shares to surrender and exchange them for new certificates within a reasonable time to be fixed by the Board of Directors. Such order may provide that no holder of any such certificate so ordered to be surrendered shall be entitled to vote or to receive dividends or exercise any of the other rights of stockholders of record until he shall have complied with such order, but such order shall only operate to suspend such rights after notice and until compliance. The duty of surrender of any outstanding certificates may also be enforced by action at law.

2.5 Consideration for Shares: Types; Adequacy; Effect of Receipt; Actions of Corporation Pending Receipt in Future .

(A) The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including, but not limited to, cash, promissory notes, services performed, contracts for services to be performed, or other securities of the corporation.

(B) Before the corporation issues shares, the Board of Directors must determine that the consideration received or to be received for the shares to be issued is adequate. The judgment of the Board of Directors as to the adequacy of the consideration received for the shares issued is conclusive in the absence of actual fraud in the transaction.

(C) When the corporation receives the consideration for which the Board of Directors authorized the issuance of shares, the shares issued therefor are fully paid.

(D) The corporation may place in escrow shares issued for a contract for future services or benefits or a promissory note, or make any other arrangements to restrict the transfer of the shares. The corporation may credit distributions made for the shares against their purchase price, until the services are performed, the benefits are received or the promissory note is paid. If the services are not performed, the benefits are not received or the promissory note is not paid, the shares escrowed or restricted and the distributions credited may be canceled in whole or in part.

2.6 Stockholder's Liability: No Individual Liability Except for Payment for which Shares were Authorized to be Issued or which was Specified in Subscription Agreement. Unless otherwise provided in the articles of incorporation, no stockholder of the corporation is individually liable for the debts or liabilities of the corporation. A purchaser of shares of stock from the corporation is not liable to the corporation or its creditors with respect to the shares, except to pay the consideration for which the shares were authorized to be issued or which was specified in the written subscription agreement.

2.7 Lost, Stolen, or Destroyed Certificates. Any stockholder claiming that his certificate for shares is lost, stolen, or destroyed may make an affidavit or affirmation of the fact and lodge the same with the Secretary of the corporation, accompanied by a signed application for a new certificate. Thereupon, and upon the giving of a satisfactory bond of indemnity to the corporation, a new certificate may be issued of the same tenor and representing the same number of shares as were represented by the certificate alleged to be lost, stolen or destroyed. The necessity for such bond and the amount required to be determined by the President and Treasurer of the corporation, unless the corporation shall have a transfer agent, in which case the transfer agent shall determine the necessity for such bond and the amount required.

2.8 Transfer of Shares. Subject to the terms of any stockholder agreement relating to the transfer of shares or other transfer restrictions contained in the Articles of Incorporation or authorized therein, shares of the corporation shall be transferable on the books of the corporation by the holder thereof in person or by his duly authorized attorney, upon the surrender and cancellation of a certificate or certificates for a like number of shares. Upon presentation and surrender of a certificate for shares properly endorsed and payment of all taxes therefor, the transferee shall be entitled to a new certificate or certificates in lieu thereof. As against the corporation, a transfer of shares can be made only on the books of the corporation and in the manner hereinabove provided, and the corporation shall be entitled to treat the holder of record of any share as the owner thereof and shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person, whether or not it shall have express or other notice thereof, save as expressly provided by the statutes of the State of Nevada.

2.9 Restrictions on Transfer of Shares.

The Corporation will be governed by each of the following restrictions:

(A) No shares maybe transferred except with the prior approval of the directors, who may in their absolute discretion refuse to register the transfer of any shares, such approval to be evidenced by a resolution of the directors.

(B) There shall not be any invitation to the public to subscribe for any shares or debt obligations of the corporation

(C) The number of shareholders of the Corporation exclusive of:

(i) persons who are in the employment of the Corporation or of an affiliate of the Corporation

(ii) persons who, having formerly been in the employment of the Corporation or an affiliate of the Corporation, were, while in that employment, shareholders of the Corporation and have continued to be shareholders of the Corporation after termination of that employment, is limited to not more than 50 persons, two or more persons who are joint registered owners of one or more shares being counted as one shareholder.

2.10 Transfer Agent. Unless otherwise specified by the Board of Directors by resolution, the Secretary of the corporation shall act as transfer agent of the certificates representing the shares of stock of the corporation. He shall maintain a stock transfer book, the stubs of which shall set forth among other things, the names and addresses of the holders of all issued shares of the corporation, the number of shares held by each, the certificate numbers representing such shares, the date of issue of the certificates representing such shares, and whether or not such shares originate from original issue or from transfer. Subject to Section 3.7, the names and addresses of the stockholders as they appear on the stubs of the stock transfer book shall be conclusive evidence as to who are the stockholders of record and as such entitled to receive notice of the meetings of stockholders; to vote at such

meetings; to examine the list of the stockholders entitled to vote at meetings; to receive dividends; and to own, enjoy and exercise any other property or rights deriving from such shares against the corporation. Each stockholder shall be responsible for notifying the Secretary in writing of any change in his name or address and failure so to do will relieve the corporation, its directors, officers and agents, from liability for failure to direct notices or other documents, or pay over or transfer dividends or other property or rights, to a name or address other than the name and address appearing on the stub of the stock transfer book.

2.11 Close of Transfer Book and Record Date. For the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders, or any adjournment thereof, or stockholders entitled to receive payment of any dividend, or in order to make a determination of stockholders for any other proper purpose, the Board of Directors may prescribe a period not exceeding sixty (60) days prior to any meeting of the stockholders during which no transfer of stock on the books of the corporation may be made, or may fix a day not more than sixty (60) days prior to the holding of any such meeting as the day as of which stockholders entitled to notice of and to vote at such meetings shall be determined; and only stockholders of record on such day shall be entitled to notice or to vote at such meeting. When a determination of stockholders entitled to vote at any meeting of stockholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

ARTICLE III
STOCKHOLDERS AND MEETINGS THEREOF

3.1 Stockholders of Record. Only stockholders of record on the books of the corporation shall be entitled to be treated by the corporation as holders in fact of the shares standing in their respective names, and the corporation shall not be bound to recognize any equitable or other claim to, or interest in, any shares on the part of any other person, firm or corporation, whether or not it shall have express or other notice thereof, except as expressly provided by the Nevada Business Corporation Act.

3.2 Meetings. Meetings of stockholders shall be held at the principal office of the corporation, or at such other place, either within or without the State of Nevada, as specified from time to time by the Board of Directors. If the Board of Directors shall specify another location such change in location shall be recorded on the notice calling such meeting.

3.3 Annual Meeting. The annual meeting of stockholders of the corporation for the election of directors, and for the transaction of such other business as may properly come before the meeting, shall be held on such date, and at such time and place as the Board of Directors shall designate by resolution. If the election of directors shall not be held within the time period designated herein for any annual meeting of the stockholders, the Board of Directors shall cause the election to be held at a special meeting of the stockholders as soon thereafter as may be convenient. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the corporation.

3.4 Special Meetings. Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President, by a majority of the Board of Directors, or by the person or persons authorized by resolution of the Board of Directors.

3.5 Actions at Meetings Not Regularly Called: Ratification and Approval. Whenever all stockholders entitled to vote at any meeting consent, either by (i) a writing on the records of the meeting or filed with the Secretary; or (ii) presence at such meeting and oral consent entered on the minutes; or (iii) taking part in the deliberations at such meeting without objection; the doings of such meeting shall be as valid as if had at a meeting regularly called and noticed. At such meeting any business may be transacted which is not excepted from the written consent or to the consideration of which no objection for want of notice is made at the time.

If a meeting be irregular for want of notice or of such consent, provided a quorum was present at such meeting, the proceedings of the meeting may be ratified and approved and rendered likewise valid and the irregularity or defect therein waived by a writing signed by all stockholders having the right to vote at such meeting.

Such consent or approval of stockholders may be made by proxy or attorney, but all such proxies and powers of attorney must be in writing.

3.6 Notice of Stockholders' Meeting: Signature; Contents; Service.

(A) The notice of stockholders' meetings shall be in writing and signed by the President or a Vice President, or the Secretary, or the Assistant Secretary, or by such other person or persons as designated by the Board of Directors. Such notice shall state the purpose or purposes for which the meeting is called and the time when, and the place, which may be within or without the State of Nevada, where it is to be held.

A copy of such notice shall be either delivered personally to, or shall be mailed postage prepaid to, or shall be sent by telecopy to, each stockholder of record entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before such meeting. If mailed, it shall be directed to a stockholder at his address as it appears on the records of the corporation, and upon such mailing of any such notice the service thereof shall be complete, and the time of the notice shall begin to run from the date upon which such notice is deposited in the mail for transmission to such stockholder. Personal delivery of any such notice to any officer of a corporation or association, or to any member of a partnership, shall constitute delivery of such notice to such corporation, association, or partnership. If sent by telecopy, it shall be evidenced by proof of transmission to the intended recipient.

Notice duly delivered or mailed to a stockholder in accordance with the provisions of this section shall be deemed sufficient, and in the event of the transfer of his stock after such delivery or mailing and prior to the holding of the meeting, it shall not be necessary to deliver or mail notice of the meeting upon the transferee.

(B) Unless otherwise provided in the Articles of Incorporation or these Bylaws, whenever notice is required to be given, under any provision of Nevada law or the Articles of Incorporation or Bylaws of the corporation, to any stockholder to whom:

(i) Notice of two consecutive annual meetings, and all notices of meetings or of the taking of action by written consent without a meeting to him during the period between those two consecutive annual meetings; or

(ii) All, and at least two, payments sent by first-class mail of dividends or interest on securities during a 12-month period, have been mailed addressed to him at his address as shown on the records of the corporation and have been returned undeliverable, the giving of further notices to him is not required. Any action or meeting taken or held without notice to such a stockholder has the same effect as if the notice had been given. If any such stockholder delivers to the corporation a written notice setting forth his current address, the requirement that notice be given to him is reinstated.

3.7 Waiver of Notice. Whenever any notice whatever is required to be given to stockholders, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

3.8 Voting Record. The officer or agent having charge of the stock transfer books for shares of the corporation shall make, at least ten (10) days before such meeting of stockholders, a complete record of the stockholders entitled to vote at each meeting of stockholders or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each. The record, for a period of ten (10) days prior to such meeting, shall be kept on file at the principal office of the corporation, whether within or without the State of Nevada, and shall be subject to inspection by any stockholder for any purpose germane to the meeting at any time during usual business hours. Such record shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any stockholder during the whole time of the meeting for the purposes thereof.

The original stock transfer books shall be the prima facie evidence as to who are the stockholders entitled to examine the record or transfer books or to vote at any meeting of stockholders.

3.9 Quorum. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of stockholders, except as otherwise provided by the Nevada Business Corporation Act and the Articles of Incorporation. In the absence of a quorum at any such meeting, a majority of the shares so represented may adjourn the meeting from time to time for a period not to exceed sixty (60) days without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The stockholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

3.10 Organization. The Board of Directors shall elect a chairman from among the directors to preside at each meeting of the stockholders. The Board of Directors shall elect a secretary to record the discussions and resolutions of each meeting.

3.11 Manner of Acting. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders, unless the vote of a greater proportion or number or voting by classes is otherwise required by statute or by the Articles of Incorporation or these Bylaws.

3.12 Stockholders' Proxies.

(A) At any meeting of the stockholders of the corporation any stockholder may designate another person or persons to act as a proxy or proxies. If any stockholder designates two or more persons to act as proxies, a majority of those persons present at the meeting, or, if only one is present, then that one has and may exercise all of the powers conferred by the stockholder upon all of the persons so designated unless the stockholder provides otherwise.

(B) Without limiting the manner in which a stockholder may authorize another person or persons to act for him as proxy pursuant to subsection (A), the following constitute valid means by which a stockholder may grant such authority:

(i) A stockholder may execute a writing authorizing another person or persons to act for him as proxy. Execution may be accomplished by the signing of the writing by the stockholder or his authorized officer, director, employee, or agent or by causing the signature of the stockholder to be affixed to the writing by any reasonable means, including, but not limited to, a facsimile signature.

(ii) A stockholder may authorize another person or persons to act for him 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 firm that solicits proxies or like agent who is authorized by the person who will be the holder of the proxy to receive the transmission. 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 the telegram, cablegram, or other electronic transmission is valid, the persons appointed by the corporation to count the votes of stockholders and determine the validity of proxies and ballots or other persons making those determinations must specify the information upon which they relied.

(C) Any copy, communication by telecopier, or other reliable reproduction of the writing or transmission created pursuant to subsection (B), may be substituted for the original writing or transmission for any purpose for which the original writing or transmission could be used, if the copy, communication by telecopier, or other reproduction is a complete reproduction of the entire original writing or transmission.

(D) No such proxy is valid after the expiration of six (6) months from the date of its creation, unless it is coupled with an interest, or unless the stockholder specifies in it the length of time for which it is to continue in force, which may not exceed seven (7) years from the date of its creation. Subject to these restrictions, any proxy properly created is not revoked and continues in full force and effect until another instrument or transmission revoking it or a properly created proxy bearing a later date is filed with or transmitted to the secretary of the corporation or another person or persons appointed by the corporation to count the votes of stockholders and determine the validity of proxies and ballots.

3.13 Voting of Shares. Unless otherwise provided by the Articles of Incorporation or these Bylaws, each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of stockholders, and each fractional share shall be entitled to a corresponding fractional vote on each such matter.

3.14 Voting by Ballot. Voting on any question or in any election may be by voice vote unless the presiding officer shall order or any stockholder shall demand that voting be by ballot.

3.15 Cumulative Voting. No stockholder shall be permitted to cumulate his votes in the election of directors or for any other matter voted upon by stockholders.

3.16 Consent of Stockholders in Lieu of Meeting. Any action required or permitted to be taken at a meeting of the stockholders may be taken without a meeting if a written consent thereto is signed by stockholders holding at least a majority of the voting power, except that:

(A) If any greater proportion of voting power is required for such action at a meeting, then the greater proportion of written consents is required; and

(B) This general provision for action by written consent does not supersede any specific provision for action by written consent

contained in the Articles of Incorporation, these Bylaws, or the Nevada Business Corporation Act.

In no instance where action is authorized by written consent need a meeting of stockholders be called or notice given. The written consent must be filed with the minutes of the proceedings of the stockholders.

3.17 Maintenance of Records at Registered Office; Inspection and Copying of Records.

(A) The corporation shall keep a copy of the following records at its registered office:

(i) a copy certified by the Nevada Secretary of State of its Articles of Incorporation, and all amendments thereto;

(ii) a copy certified by an officer of the corporation of its Bylaws and all amendments thereto; and

(ii) a stock ledger or a duplicate stock ledger, revised annually, containing the names, alphabetically arranged, of all persons who are stockholders of the corporation, showing their places of residence, if known, and the number of shares held by them respectively. In lieu of the stock ledger or duplicate stock ledger, the corporation may keep a statement setting out the name of the custodian of the stock ledger or duplicate stock ledger, and the present and complete post office address, including street and number, if any, where the stock ledger or duplicate stock ledger specified in this section is kept.

(B) The corporation shall maintain the records required by subsection (A) in written form or in another form capable of conversion into written form within a reasonable time.

(C) Any person who has been a stockholder of record of the corporation for at least six (6) months immediately preceding his demand, or any person holding, or thereunto authorized in writing by the holders of, at least 5 percent of all of its outstanding shares, upon at least five (5) days' written demand is entitled to inspect in person or by agent or attorney, during usual business hours, the stock ledger or duplicate stock ledger, whether kept in the registered office of the corporation in Nevada or elsewhere, and to make extracts therefrom. Holders of voting trust certificates representing shares of the corporation must be regarded as stockholders for the purpose of this subsection.

(D) An inspection authorized by subsection (C) may be denied to a stockholder or other person upon his refusal to furnish to the corporation an affidavit that the inspection is not desired for a purpose which is in the interest of a business or object other than the business of the corporation and that he has not at any time sold or offered for sale any list of stockholders of any domestic or foreign corporation or aided or abetted any person in procuring any such record of stockholders for any such purpose.

(E) In every instance where an attorney or other agent of the stockholder seeks the right of inspection, the demand must be accompanied by a power of attorney executed by the stockholder authorizing the attorney or other agent to inspect on behalf of the stockholder.

(F) The right to copy records under subsection (C) includes, if reasonable, the right to make copies by photographic, photocopy, or other means.

(G) The corporation may impose a reasonable charge to recover the costs of labor and materials and the cost of copies of any documents provided to the stockholder.

ARTICLE IV
DIRECTORS

4.1 Board of Directors. The business and affairs of the corporation shall be managed by a board of not less than one (1) nor more than eight (8) directors who shall be natural persons of at least eighteen (18) years of age but who need not be stockholders of the corporation or residents of the State of Nevada and who shall be elected at the annual meeting of stockholders or some adjournment thereof. Each director shall hold office until the next succeeding annual meeting of stockholders and until his successor shall have been elected and shall qualify or until his death or until he shall resign or shall have been removed. The Board of Directors may increase or decrease the number of directors by resolution.

4.2 General Powers. The business and affairs of the corporation shall be managed by the Board of Directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the stockholders. The directors shall pass upon any and all bills or claims of officers for salaries or other compensation and, if deemed advisable, shall contract with officers, employees, directors, attorneys, accountants, and other persons to render services to the corporation.

Any contract or conveyance, otherwise lawful, made in the name of the corporation, which is authorized or ratified by the Board of Directors, or is done within the scope of the authority, actual or apparent, given by the Board of Directors, binds the corporation, and the corporation acquires rights thereunder, whether the contract is executed or is wholly or in part executory.

4.3 Regular Meetings. A regular, annual meeting of the Board of Directors shall be held at the same place as, and immediately after, the annual meeting of stockholders, and no notice shall be required in connection therewith. The annual meeting of the Board of Directors shall be for the purpose of electing officers and the transaction of such other business as may come before the meeting. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Nevada, for the holding of additional regular meetings without other notice than such resolution.

4.4 Special Meetings. Special meetings of the Board of Directors or any committee thereof may be called by or at the request of the President or any two directors or, in the case of a committee, by any member of that committee. The person or persons authorized to call special meetings of the Board of Directors or committee may fix any place, either within or without the State of Nevada, the date, and the hour of the meeting and the business proposed to be transacted at the meeting as the place for holding any special meeting of the Board of Directors or committee called by them.

4.5 Actions at Meetings Not Regularly Called: Ratification and Approval . Whenever all directors entitled to vote at any meeting consent, either by (i) a writing on the records of the meeting or filed with the Secretary; or (ii) presence at such meeting and oral consent entered on the minutes; or (iii) taking part in the deliberations at such meeting without objection; the doings of such meeting shall be as valid as if had at a meeting regularly

called and noticed. At such meeting any business may be transacted which is not excepted from the written consent or to the consideration of which no objection for want of notice is made at the time.

If a meeting be irregular for want of notice or of such consent, provided a quorum was present at such meeting, the proceedings of the meeting may be ratified and approved and rendered likewise valid and the irregularity or defect therein waived by a writing signed by all directors having the right to vote at such meeting.

4.6 Notice of Directors' Meetings. Written notice of any special meeting of the Board of Directors or any committee thereof shall be given as follows:

(A) By mail to each director at his business address at least three (3) days prior to the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid;

(B) By personal delivery or telegram at least twenty-four (24) hours prior to the meeting to the business address of each director, or in the event such notice is given on a Saturday, Sunday, or holiday, to the residence address of each director. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company; or

(C) By telecopy providing proof of transmission to the intended recipient.

Such notice shall state the place, date, and hour of the meeting and the business proposed to be transacted at the meeting.

4.7 Waiver of Notice. Whenever any notice whatever is required to be given to directors, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

4.8 Quorum. Unless the Articles of Incorporation or these Bylaws provide for a different proportion, a majority of the number of directors then holding office or, in the case of a committee, then constituting such committee, at a meeting duly assembled is necessary to constitute a quorum for the transaction of business, but a smaller number may adjourn from time to time without further notice, until a quorum is secured.

4.9 Organization. The Board of Directors shall elect a chairman from among the directors to preside at each meeting of the Board of Directors and committee thereof. The Board of Directors or committee shall elect a secretary to record the discussions and resolutions of each meeting.

4.10 Manner of Acting. The act of directors holding a majority of the voting power of the Board of Directors or, in the case of a committee of the Board of Directors, present at a meeting at which a quorum is present, shall be the act of the Board of Directors, unless the act of a greater number is required by the Nevada Business Corporation Act or by the Articles of Incorporation or these Bylaws.

4.11 Participation by Telephone or Similar Method. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of such board or committee by means of a telephone conference or similar method of communication by which all persons participating in the meeting can hear and converse with each other. Participation in a meeting pursuant to this section constitutes presence in person at such meeting. Each person participating in the meeting shall sign the minutes thereof. The minutes may be signed in counterparts.

4.12 Consent of Directors in Lieu of Meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if, before or after the action, a written consent thereto is signed by all the members of the board or such committee. Such written consent shall be filed with the minutes of proceedings of the board or committee.

4.13 Vacancies.

(A) Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office, and shall hold such office until his successor is duly elected and shall qualify. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the affirmative vote of a majority of the directors then in office, though less than a quorum, or by an election at an annual meeting, or at a special meeting of stockholders called for that purpose. A director chosen to fill a position resulting from an increase in the number of directors shall hold office only until the next election of directors by the stockholders, and until his successor shall be elected and shall qualify.

(B) Unless otherwise provided in the Articles of Incorporation, when one or more directors give notice of his or their resignation to the board, effective at a future date, the board may fill the vacancy or vacancies to take effect when the resignation or resignations become effective, each director so appointed to hold office during the remainder of the term of office of the resigning director or directors.

4.14 Compensation. By resolution of the Board of Directors and irrespective of any personal interest of any of the members, each director may be paid his expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a stated salary as director or a fixed sum for attendance at each meeting of the Board of Directors or both. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

4.15 Removal of Directors. Any director may be removed from office by the vote of stockholders representing not less than two-thirds of the voting power of the issued and outstanding stock entitled to voting power, except that the Articles of Incorporation may require the concurrence of a larger percentage of the stock entitled to voting power in order to remove a director.

4.16 Resignations. A director of the corporation may resign at any time by giving written notice to the Board of Directors, President or Secretary of the corporation. The resignation shall take effect upon the date of receipt of such notice, or at such later time specified therein. The acceptance of such resignation shall not be necessary to make it effective, unless the resignation requires such acceptance to be effective.

ARTICLE V
OFFICERS

5.1 Number. The officers of the corporation shall be a President, a Secretary, and a Treasurer, all of whom shall be elected by the Board of

Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person.

5.2 Election and Term of Office. The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after the annual meeting of the stockholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as practicable. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

5.3 Removal. Any officer or agent may be removed by the Board of Directors, for cause or without cause, whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

5.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. In the event of absence or inability of any officer to act, the Board of Directors may delegate the powers or duties of such officer to any other officer, director, or person whom it may select.

5.5 Powers. The officers of the corporation shall exercise and perform the respective powers, duties and functions as are stated below, and as may be assigned to them by the Board of Directors.

(A) President. The President shall be the chief executive officer of the corporation and, subject to the control of the Board of Directors, shall have general supervision, direction and control over all of the business and affairs of the corporation. The President shall, when present, and in the absence of a Chairman of the Board, preside at all meetings of the stockholders and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, certificates for shares of the corporation and deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

(B) Vice President. If elected or appointed by the Board of Directors, the Vice President (or in the event there is more than one Vice President, the Vice Presidents in the order designated by the Board of Directors, or in the absence of any designation, then in the order of their election) shall, in the absence of the President or in the event of his death, inability or refusal to act, perform all duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President may sign, with the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary, certificates for shares of the corporation; and shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

(C) Secretary. The Secretary shall: keep the minutes of the proceedings of the stockholders and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; keep a register of the post office address of each stockholder which shall be furnished to the Secretary by such stockholder; sign with the Chairman or Vice Chairman of the Board of Directors, or the President, or a Vice President, certificates for shares of the corporation, the issuance of which shall have been authorized by resolution of the Board of Directors; have general charge of the stock transfer books of the corporation; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

(D) Assistant Secretary. The Assistant Secretary, when authorized by the Board of Directors, may sign with the Chairman or Vice Chairman of the Board of Directors or the President or a Vice President certificates for shares of the corporation the issuance of which shall have been authorized by a resolution of the Board of Directors. An Assistant Secretary, at the request of the Secretary, or in the absence or disability of the Secretary, also may perform all of the duties of the Secretary. An Assistant Secretary shall perform such other duties as may be assigned to him by the President or by the Secretary.

(E) Treasurer. The Treasurer shall: have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and keep accurate books of accounts of the corporation's transactions, which shall be the property of the corporation, and shall render financial reports and statements of condition of the corporation when so requested by the Board of Directors or President. The Treasurer shall perform all duties commonly incident to his office and such other duties as may from time to time be assigned to him by the President or the Board of Directors. In the absence or disability of the President and Vice President or Vice Presidents, the Treasurer shall perform the duties of the President.

(F) Assistant Treasurer. An Assistant Treasurer may, at the request of the Treasurer, or in the absence or disability of the Treasurer, perform all of the duties of the Treasurer. He shall perform such other duties as may be assigned to him by the President or by the Treasurer.

5.6 Compensation. All officers of the corporation may receive salaries or other compensation if so ordered and fixed by the Board of Directors. The Board shall have authority to fix salaries and other compensation in advance for stated periods or render the same retroactive as the Board may deem advisable. No officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

5.7 Bonds. If the Board of Directors by resolution shall so require, any officer or agent of the corporation shall give bond to the corporation in such amount and with such surety as the Board of Directors may deem sufficient, conditioned upon the faithful performance of their respective duties and offices.

ARTICLE VI
PROVISIONS APPLICABLE TO OFFICERS AND DIRECTORS GENERALLY

6.1 Exercise of Powers and Performance of Duties by Directors and Officers. Directors and officers of the corporation shall exercise their powers, including, in the case of directors, powers as members of any committee of the board upon which they may serve, in good faith, in a manner he reasonably believes to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a like position would use under

similar circumstances. In performing their respective duties, directors and officers shall be entitled to rely on information, opinions, reports books of account or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in subsections (A), (B) and (C) of this section; but a director or officer shall not be entitled to rely on such information if he has knowledge concerning the matter in question that would cause such reliance to be unwarranted. Those persons and groups on whose information, opinions, reports, and statements a director or officer is entitled to rely upon are:

(A) One or more officers or employees of the corporation whom the director or officer reasonably believes to be reliable and competent in the matters prepared or presented;

(B) Counsel, public accountants, or other persons as to matters which the director or officer reasonably believes to be within such persons' professional or expert competence; or

(C) A committee of the board upon which he does not serve, duly established in accordance with the provisions of the Articles of Incorporation or these Bylaws, as to matters within its designated authority and matters on which committee the director or officer reasonably believes to merit confidence.

6.2 Restrictions on Transactions Involving Interested Directors or Officers; Compensation of Directors .

(A) No contract or other transaction between the corporation and one or more of its directors or officers, or between the corporation and any corporation, firm, or association in which one or more of its directors or officers are directors or officers or are financially interested, is void or voidable solely for this reason or solely because any such director or officer is present at the meeting of the Board of Directors or a committee thereof that authorizes or approves the contract or transaction, or because the vote or votes of common or interested directors are counted for that purpose, if the circumstances specified in any of the following paragraphs exist:

(i) The fact of the common directorship, office or financial interest is disclosed or known to the Board of Directors or committee and noted in the minutes, and the board or committee authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient for the purpose without counting the vote or votes of the common or interested director or directors.

(ii) The fact of the common directorship, office or financial interest is disclosed or known to the stockholders, and they approve or ratify the contract or transaction in good faith by a majority vote of stockholders holding a majority of the voting power. The votes of the common or interested directors or officers must be counted in any such vote of stockholders.

(iii) The fact of the common directorship, office or financial interest is not disclosed or known to the director or officer at the time the transaction is brought before the Board of Directors of the corporation for action.

(iv) The contract or transaction is fair as to the corporation at the time it is authorized or approved.

(B) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof that authorizes, approves, or ratifies a contract or transaction, and if the votes of the common or interested directors are not counted at the meeting, then a majority of the disinterested directors may authorize, approve, or ratify a contract or transaction.

6.3 Indemnification of Officers, Directors, Employees and Agents; Advancement of Expenses .

(A) The 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, except 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 the action, suit, or proceeding if he acted 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 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, does 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 that, with respect to any criminal action or proceeding, he had reasonable cause to believe that his conduct was unlawful.

(B) The 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 amounts paid in settlement and attorneys' fees actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation. Indemnification may not be made for any claim, issue, or matter as to which such a person has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals therefrom, to be liable to the corporation or for amounts paid in settlement to the corporation, unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

(C) To the extent that a director, officer, employee, or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsections (A) and (B), or in defense of any claim, issue, or matter therein, he must be indemnified by the corporation against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense.

(D) Any indemnification under subsections (A) and (B), unless ordered by a court or advanced pursuant to subsection (E), must 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. The determination must be made:

(i) By the stockholders;

(ii) By the Board of Directors by majority vote of a quorum consisting of directors who were not parties to the act, suit or

proceeding;

(iii) If a majority vote of a quorum consisting of directors who were not parties to the act, suit or proceeding so orders, by independent legal counsel in a written opinion; or

(iv) If a quorum consisting of directors who were not parties to the act, suit or proceeding cannot be obtained, by independent legal counsel in a written opinion.

(E) The Articles of Incorporation, these Bylaws, or an agreement made by the corporation may provide that the expenses of officers and directors incurred in defending a civil or criminal action, suit, or proceeding must be paid by the corporation as they are incurred and in advance of the final disposition of the action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the corporation. The provisions of this subsection do not affect any rights to advancement of expenses to which corporate personnel other than directors or officers may be entitled under any contract or otherwise by law.

(F) The indemnification and advancement of expenses authorized in or ordered by a court pursuant to this section:

(i) Does not exclude any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation or any bylaw, agreement, vote of stockholders or disinterested directors, or otherwise, for either an action in his official capacity or an action in another capacity while holding his office, except that indemnification, unless ordered by a court pursuant to subsection (B) or for the advancement of expenses made pursuant to subsection (E), may not be made to or on behalf of any director or officer if a final adjudication establishes that his acts or omissions involved intentional misconduct, fraud, or a knowing violation of the law and was material to the cause of action.

(ii) Continues for a person who has ceased to be a director, officer, employee or agent and inures to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE VII
DIVIDENDS; FINANCE

7.1 Dividends. The Board of Directors from time to time may declare and the corporation may pay dividends on its outstanding shares upon the terms and conditions and in the manner provided by the Nevada Business Corporation Act and the Articles of Incorporation.

7.2 Reserve Funds. The Board of Directors, in its discretion, may set aside from time to time, out of the net profits or earned surplus of the corporation, such sum or sums as it deems expedient as a reserve fund to meet contingencies, for equalizing dividends, for maintaining any property of the corporation, and for any other purpose.

7.3 Banking. The moneys of the corporation shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies, as the Board of Directors shall designate, and may be drawn out only on checks signed in the name of the corporation by such person or persons as the Board of Directors, by appropriate resolution, may direct. Notes and commercial paper, when authorized by the Board, shall be signed in the name of the corporation by such officer or officers or agent or agents as shall be authorized from time to time.

ARTICLE VIII
CONTRACTS, LOANS, AND CHECKS

8.1 Execution of Contracts. Except as otherwise provided by statute or by these Bylaws, the Board of Directors may authorize any officer or agent of the corporation to enter into any contract, or execute and deliver any instrument in the name of, and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power to bind the corporation for any purpose, except as may be necessary to enable the corporation to carry on its normal and ordinary course of business.

8.2 Loans. No loans shall be contracted on behalf of the corporation and no negotiable paper or other evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. When so authorized, any officer or agent of the corporation may effect loans and advances at any time for the corporation from any bank, trust company, or institution, firm, corporation, or individual. An agent so authorized may make and deliver promissory notes or other evidence of indebtedness of the corporation and may mortgage, pledge, hypothecate, or transfer any real or personal property held by the corporation as security for the payment of such loans. Such authority, in the Board of Directors' discretion, may be general or confined to specific instances.

8.3 Checks. Checks, notes, drafts, and demands for money or other evidence of indebtedness issued in the name of the corporation shall be signed by such person or persons as designated by the Board of Directors and in the manner prescribed by the Board of Directors.

8.4 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX
FISCAL YEAR

The fiscal year of the corporation shall be the year adopted by resolution of the Board of Directors.

ARTICLE X
CORPORATE SEAL

The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the state of incorporation and the words "CORPORATE SEAL."

ARTICLE XI

AMENDMENTS

Any Article or provision of these Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a majority of the directors present at any meeting of the Board of Directors of the corporation at which a quorum is present.

ARTICLE XII
COMMITTEES

12.1 Appointment. The Board of Directors by resolution adopted by a majority of the full Board, may designate one or more committees, which, to the extent provided in the resolution or resolutions or in these Bylaws, have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers on which the corporation desires to place a seal. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

12.2 Name. The committee or committees must have such name or names as may be stated in these Bylaws or as may be determined from time to time by resolution adopted by the Board of Directors.

12.3 Membership. Each committee must include at least one director. Unless the Articles of Incorporation or these Bylaws provide otherwise, the board of directors may appoint natural persons who are not directors to serve on committees.

12.4 Procedure. A committee shall elect a presiding officer from its members and may fix its own rules of procedure which shall not be inconsistent with these Bylaws. It shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken.

12.5 Meetings. Regular meetings of a committee may be held without notice at such time and places as the committee may fix from time to time by resolution. Provisions relating to the call of special meetings, notice requirements for special meetings, waiver of notice, quorum requirements relating to meetings, and method of taking action by a committee, are provided in Article IV hereof.

12.6 Vacancies. Any vacancy in a committee may be filled by a resolution adopted by a majority of the full Board of Directors.

12.7 Resignations and Removal. Any member of a committee may be removed at any time with or without cause by resolution adopted by a majority of the full Board of Directors. Any member of a committee may resign from such committee at any time by giving written notice to the President or Secretary of the corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

CERTIFICATE

I hereby certify that the foregoing Bylaws, consisting of 20 pages, including this page, constitute the Bylaws of Blanca Corp. by the Board of Directors of the corporation effective as of August 5, 2004

_____
Scott Elgood, President and Secretary

BACCHUS LAW GROUP
Corporate & Securities Law

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Tel 604.732.48043
Fax 604.408.5177

January 10, 2007

Board of Directors
Blanca Corp.
114 – 219 Grant Street
Saskatoon, SK S7N 2A1
Canada

Dear Sirs/Mesdames,

Re: Blanca Corp. Registration Statement on Form SB-2

You have requested my opinion as to the legality of the issuance by Blanca Corp. (the "Company") of 24,742,500 shares of Common Stock (the "Shares"). The Shares are the subject of the Registration Statement on Form SB-2 (the "Registration Statement") to be filed on or about January 10, 2007.

Pursuant to your request I have reviewed and examined: (1) the Articles of Incorporation of the Company, as amended; (2) the Bylaws of the Company; (3) the minute book of the Company; (4) copies of certain resolutions of the Board of Directors of the Company; (5) the Registration Statement; and (6) such other matters as I have deemed relevant in order to form my opinion.

In my examination of the above described documents, I have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to me as certified copies or photocopies and the authenticity of the originals of such latter documents. As to any facts material to this opinion which I did not independently establish or verify, I have relied upon statements and representations of officers and other representatives.

Based upon the foregoing I am of the opinion that pursuant to the statutes and constitution of the State of Nevada and reported decisions interpreting those laws, the 24,742,500 Shares of the Company previously issued to the selling shareholders described in the Registration Statement were legally issued, fully paid, and non-assessable and when sold, will be legally issued, fully paid, and non-assessable.

I hereby consent to being named in the Registration Statement as having rendered the foregoing opinion. I also consent to the filing of this opinion as an Exhibit to the Registration Statement. In giving my consent, I do not admit that I come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933 and the Rules and Regulations of the Securities and Exchange Commission promulgated thereunder.

Please do not hesitate to contact me if you have any questions or comments.

Yours truly,

BACCHUS LAW GROUP

Per: /s/ Penny O. Green

Penny O. Green
Barrister, Solicitor & Attorney
Member, Washington State Bar Association
Member, Law Society of BC

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the use, in the Form SB-2 of Blanca Corp. (the "Company"), of our report of December 8, 2006 on the financial statements for the year ended September 30, 2006. We also consent to the reference to our firm under the heading “Experts” in the Form SB-2. Our report dated December 8, 2006 contains additional comments that state that conditions and events exist that cast substantial doubt about the Company’s ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

“AMISANO HANSON”

AMISANO HANSON
Chartered Accountants

Vancouver, BC, Canada
January 10, 2007

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E-Mail: Paul_Metcalfe@palatine.ca

CONSENT of AUTHOR

TO: United States Securities and Exchange Commission

I, Paul Metcalfe, do hereby consent to the filing with the regulatory authorities referred to above of the technical report entitled: ***Summary Report on Blanca 1 mineral claim, Atlin Mining Division, British Columbia*** and dated 22nd October, 2006 (the "Technical Report") and to the written disclosure of the Technical Report, or of contextual extracts from, or a summary thereof, in the written disclosure in Form SB-2 of Blanca Corp. (the Registration Statement under the United States of America Securities Act of 1933).

I also certify that I have read the written disclosure being filed and that I do not have any reason to believe that there are any misrepresentations in the information derived from the Technical Report or that the written disclosure in Form SB-2 of Blanca Corp. contains any misrepresentation of the information contained in the Technical Report.

Dated this 10th day of January, 2007.

"Dr. Paul Metcalfe"

Dr. Paul Metcalfe P.Geo. (British Columbia)