

# EMAX HOLDINGS CORP

## FORM 8-K (Current report filing)

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 19, 2009

**eMax Worldwide, Inc.**

*(Exact Name of Registrant as Specified in Charter)*

**Utah**  
*(State or other jurisdiction  
of incorporation)*

**33-20394-D**  
*(Commission  
File Number)*

**26-3773533**  
*(IRS Employer  
Identification No.)*

**1512 South 1100 East, Suite B  
Salt Lake City, Utah 84105**  
*(Address of principal executive offices)*

**(407) 615-2100**  
*Registrant's telephone number, including area code*

**358 South 700 St B149  
Salt Lake City, Utah 84102**  
*(Former name or former address, if changed since last report.)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions ( see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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### **Item 5.01 Changes in Control of Registrant.**

On January 25, 2009, The Seller, E and A Enterprises Trust Corp cancelled the contract signed On July 8, 2008, pursuant to a Purchase Agreement (the "Agreement") among Slavoljub Stefanovic (Stefanovic) and E and A Enterprise Trust ("E and A"), and certain security holders of the Registrant (hereinafter such security holders are referred to as the "Shareholders"), the following occurred:

- (a) E and a Enterprises Trust Corp has now cancelled the sale to Stefanovic of 64,000,000 shares of the Registrant's common stock, \$.0001 par value (the "Common Stock"), (all of the foregoing, the "Purchased Securities"); and 75,000,00 warrants
- (b) Stefanovic paid consideration of \$640.00 in cash for the Purchased Securities; and was contractually obligated to pay off corporate liabilities and which he did not do
- (c) Roxanna Weber was re-appointed as President and Chairman of the Board by majority vote of the Board of Directors and retains her position of Secretary of the company.

As a result of the cancellation of the closing of the Agreement, between E And A Enterprises, Inc. and Slavoljub, Roxanna Weber currently now controls approximately fifty percent , (52%), of the 1,378,065,364 issued and outstanding shares of the Registrant. Over Seven hundred and thirteen million shares are held in trust by the company for numerous investment interests in several companies, dividends and warrants. The cancellation was due to the fact that Mr. Stefanovic could not close the contract escrow agreement which called for certain capital costs to be paid in full including the costs of preparing and mailing the dividends owed to shareholders of the company.

The cancellation of the Exchange Agreement was initiated by the seller of the shares and as outlined in the purchase agreement and as adopted by the unanimous consent of the Board of Directors of EMAX and approval by the consent of the shareholders of EMAX was not required.

The officers and directors of the company change subsequent to the Exchange Agreement. See "Management" below.

1. The capital structure of the company will stay the same and as previously announced the company will not be reverse splitting its shares.

2. The following table sets forth certain information regarding beneficial ownership of the common stock of EMAX WORLDWIDE, INC. as of March 19, 2009:

- each person or entity known to own beneficially more than 5% of the common stock or 5% of the preferred stock;
- each of , EMAX WORLDWIDE, INC.'s directors;
- each of EMAX WORLDWIDE INC's named executive officers; and
- all executive officers and directors of EMAX WORLDWIDE INC. as a group.

#	Name and address of Beneficial Owner (7)	Title of Class	%	Amount & Nature of Beneficial Ownership
	ROXANNA WEBER (1) President and Chairman	COMMON STOCK	52.00 %	715,344,265
	SLAVLOJUB STEFANOVIC (2) Director		6.6 %	91,011,831
	Swanco USA Corp (3)		5.0 %	69,881,610
	E and A Enterprises, Inc. (4)		10.77 %	148,458,154
	TWI Enterprises, Inc (5)		3.5 %	52,627,867
	The Weber Family Trust (6)		3.4	48,083,533
	DORLISS BRIGHT Director		0.001 %	2,000,000
	<b>Total</b>		<b>81.37% Ownership</b>	<b>1,127,407,260</b>

1. Roxanna Weber as President includes shares held in trust for the corporate planned investments into the private subsidiary companies, shareholder dividends and warrants
2. Dr. Slavoljub Stefanovic shares he holds in his person name, in his three daughters name and in the name of his company Euro American Finance Network
3. Swanco USA Corp owned shares are held in trust and controlled by Charles T Swanton
4. E and A Enterprises is a private non for profit trust controlled by Pastor Dianne Christmas
5. TWI Enterprises shares are held in trust and controlled by Brenda Weber as trustee for the Weber Children's Trust dated April 12, 1996
6. The Weber Family Trust are held and controlled by Brenda Weber as trustee for the Weber Children's Trust dated April 12, 1996
7. Except as otherwise set forth, the address for each of these shareholders is c/o EMAX WORLDWIDE, INC. 1512 South 1100 East, Suite B Salt Lake City, Utah 84105

**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

To the knowledge of the Registrant, there are not any arrangements or understandings among members of the former and new control groups and their associates with respect to the election of directors or other matters with respect to the Registrant, except that the aforementioned Agreement provided for the reappointment of Roxanna Weber as President and Chairman of the Registrant. The current directors of the Registrant, Roxanna Weber, Dr. Slavoljub Stefanovic and Dorliss Bright will stay as directors and Matthew Weber as been added to the Board of Directors until the next scheduled vote for officers and directors. Dorliss Bright has also been named as Vice President of the Company

<u>Board of Directors</u>	<u>Officers</u>
Roxanna Weber	President, Secretary and Chairman of the Board
Dr. Slavoljub Stefanovic	Director
Dorliss Bright	Vice President and Director
Matthew Weber	Director

There is currently no arrangement, known to the Registrant, including any pledge by any person of securities of the Registrant or any of its parents, the operation of which may at a subsequent date result in a further change in control of the Registrant. The Registrant shall file with the Securities and Exchange Commission a statement on Schedule 14F reporting the events occurring in connection with the Agreement, and eMax shall file with the Securities and Exchange Commission a statement on Schedule 13D reporting its acquisition of the Purchased Securities.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

The following exhibits are filed with this report:

<u>Exhibit No.</u>	<u>Exhibit Description</u>
EXHIBIT 23.1	Letter of Cancellation
EXHIBIT 3.31	Articles of Amendment
EXHIBIT 99.1	Press Release

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

March 19, 2009

### EMAX WORLDWIDE INC.

By: /s/ R OXANNA W EBER

Name: Roxanna Weber

Title: President and Director

**Amendment to Articles of Incorporation, dated March 19, 2009**  
**State of Utah**  
**DEPARTMENT OF COMMERCE**  
**Division of Corporations & Commercial Code**

**Articles of Amendment to Articles of Incorporation (Profit)**

Pursuant to UCA §16-10a part 10, the individual named below causes this Amendment to the Articles of Incorporation to be delivered to the Utah Division of Corporations for filing, and states as follows:

- 1. The name of the corporation is: EMAX Worldwide, Inc.
- 2. The date the following amendment(s) was adopted: March 19, 2009
- 3. If changing the corporation name, the new name of the corporation is:
- 4. The text of each amendment adopted (include attachment if additional space needed):

The company announces its newly appointed Board of Directors and officers  
Roxanna Weber is the President, Secretary and Chairman of the Board  
Slavoljub Stefanovic is a Director  
Dorliss Bright is the Vice President and a Director  
Matthew Weber is a Director

- 5. If providing for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:
- 6. No shares have been issued but directors have been elected by the board of directors and controlling shareholders approved the appointment of directors.

7. Delayed effective date (if not to be effective upon filing) March 19, 2009 (not to exceed 90 days)  
Under penalties of perjury, I declare that this Amendment of Articles of Incorporation has been examined by me and is, to the best of my knowledge and belief, true, correct and complete.

By: \_\_\_\_\_  
Title: Secretary  
Dated this 19th day of March, 2009

March 1, 2009

Dear Slavoljub Stefanovic,

Below you will find a letter which we sent to you on October 12, 2008, and which stated the importance to finish closing the purchase contract between our companies and which included the payment of several corporate liabilities listed on Schedule A. At this time, and after six months, the liabilities still have not been met by you or the company, and thus the contract has not finished closing escrow due to these matters. At this time we have no choice but to terminate the contract agreement based on the following terms:

The contract and escrow agreement calls for the following costs to be met and they have not been to date met: See below highlighted information from contract.

**"ESCROW AGREEMENT** (this "Agreement"), dated as of July 4, 2008, by and among **Dianne Christmas** ("Christmas"), and certain persons affiliated with **E and A Enterprises Trust** identified in the signature pages hereof (collectively, "Sellers"), **EMAX Worldwide Inc .**, a Utah corporation (the "Company") and **Slavoljub Stefanovic**, a resident of Florida ("Purchaser"), and **Andrew Andrade P.A.** (the "Escrow Agent"). The Company, the Sellers and the Purchaser have entered into a Purchase Agreement, dated as of the date hereof (the "Purchase Agreement"), pursuant to which the Purchaser has agreed to purchase certain shares of common stock of the Company ("Common Stock") owned by Sellers (the "Relevant Shares") at a price of \$6400. (the "Purchase Price"). The company had also entered into an escrow agreement to pay certain professional fees associated with EMXC for past services. Andrew Andrade is to be paid \$36,000, the transfer agent needs to be paid \$10,000 to process and mail stock dividends and other fees listed on Schedule A of the Escrow agreement" and as filed with the SEC in the 8k filed July of 2008.

	<b>Schedule A Liabilities</b>
1. Short Term Liabilities	<u>Total Due</u>
Legal fees to Attorney Andrew Andrade	
EMXC	26,000
Gold Rush Investments	10,000
Corporate Office Annual Renewal Fees	700
State of Delaware Sales Tax	3200
Transfer Agent and Dividend Transfer Fees (printing new dividend certificates, mailing etc)	12,000
Auditor Retainer In future	5,000
Sec Attorney Retainer	5,000
Fees owed to DTC and Nobos	2700
Fees for filings to SEC forms and press	2000

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To date none of the liabilities have been paid as agreed in the contract and was Scheduled to be closed within 30 days from the date of the contract as stated in Section 6.1 and represented terms below and no later by November 19, 2008 and as stated in line 6.1 of the purchase agreement, see below statement.

**"Section 6.1 Termination.** This Agreement may be terminated by either the Purchaser or the Sellers if the Closing does not take place within thirty (30) days from the date hereof"

Due the facts listed above, we are currently: 1). canceling the contract dated as of July 8, 2008 and filed with the SEC. 2). Cancelling 64,000,000 shares of common stock issued to you per the agreement, and 3). canceling the 75,000,000 warrants issued to you as per the contact.

After we issued the letter to you In October of 2008, attached below, you had agreed to make the payments. At this time, you have not complied to date or as outlined within the terms of the purchase contract. Please note , at this time, we will forward a copy of this letter to the Escrow Agent, Andrew Andrade, and to the corporate Transfer Agent, along with other necessary instructions relevant to this letter of termination.

Sincerely Yours

Dianne Christmas  
President/Secretary  
E and A Enterprises Trust Corp

October 12, 2008

Dear Slavoljub and Ljibica Stefanovic

We wish to thank you and your family very much for the time you gave our family to go through a major and fast surgical procedure for the founder of our companies, and their family. Due to the untimely health issues, this has kept Ms Weber from giving you the updated accounting for the companies and the internal accounting of the affairs of all the respective companies till now

We are elated and very excited with the new business activities you are bringing into the Gold Rush Networks Group and EMAX Worldwide companies and your business philosophies. We here know, if we all do what we do best as a team of experts, then this company really will jump up quickly

Attached with this letter you will find accounting forms that Ms Weber had compiled and was prepared to send to you two weeks ago. Please review at your earliest convenience. Please note that there is still monies owed for shares that the companies Gold Rush Holdings and Emax Technology sold to your companies several months ago. It is very important to attend to these shares for the shares have been transferred, the documents have been signed and the companies however have not received those funds. Just as you want us to finish to send to your family the balance of the shares for our change of control contract, we signed four months ago, we also would like to finish the other older businesses as well.

After Mr. and Mrs. Weber met with you last week, they felt confident and requested from the transfer agent and the corporate counsel to allow me to release the shares to you at this time, due to your personal commitments.

Slavo it is very important that you help to finish purchasing the shares we have already sent to you in your name and by your request. We have attached copies of those written requests and their respective transactional dates. We as major shareholders and directors of eMax Worldwide and E and A Enterprises Trust are having to use our own funds to continue to pay corporate bills. This is what we have personally been doing for over nine years now. However, we need your help in fulfilling the previous stock transactions so we can pay our own expenses and other bills which are owed by the public company so as to keep doing the right things. We are all doing legal work, paying office costs, doing media, press, advertising and marketing activities daily, including building websites for your companies, and none of us are getting paid.

It our pleasure working with your family and you and we hope you can help the companies with these capital needs requirements through your networks.

Should you have any further question do not hesitate to contact me.

Sincerely Yours

Pastor Dianne Christmas,  
President

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Witness

## eMax Worldwide Inc files 8K to announce Change of Control

Salt Lake City , Utah March 19, 2009 (MARKET WIRE via COMTEX) -- eMax Worldwide, Inc., previously named eMax Holdings Corporation (PINKSHEETS: EMXC) announced they have filed a 8k to announce that Dr. Slavoljub Stefanovic and his family is know longer the controlling shareholder or the President and Chairman of the Board of the company. The filing can be found listed at [www.sec.gov](http://www.sec.gov) and at our website.

Roxanna Weber stated, “Due to economical hardships for many people in the America today, this has been the reason for capital infusion delays promised by Slavoljub Stefanovic and was agreed in writing during the sale agreement which was signed last year between Dr. Slavo Stefanovic and E and A Enterprises, Inc. Due to the delays closing the escrow of the agreement, E and A Enterprises has decided to rescind the agreement signed and work diligently to capitalize personally the needs of the company , including working personally to issue the outstanding dividends owed to the corporate shareholders, filing all corporate statements with the SEC and get EMXC into full compliance. Dr. Stefanovic family is still a Director and very large shareholder of the company All the Directors of the company have appreciated the time spent with the Stefanovic family and wish them well in their family business and endeavors.

### About eMax Holdings Corporation

eMax Holdings Corporation ( <http://www.emaxcorp.com> ) , was recently renamed eMax Worldwide, ( <http://www.emaxworldwide.com> ) is a diversified holding company investing in multimedia, entertainment, communication, broadcasting, technologies, real estate, energy and finance industries. You can reach EMAX at 407-615-2100

This press release contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, which are intended to be covered by the safe harbors created thereby. Investors are cautioned that all forward-looking statements involve risks and uncertainties, including, without limitation, the future press releases of eMax.

### Contact:

eMax Holdings Corp.  
Roxanna Weber  
407-615-2100  
[info@emaxcorp.com](mailto:info@emaxcorp.com)