

METISCAN, INC. AND SUBSIDIARIES

ANNUAL REPORT AND UPDATE OF INITIAL DISCLOSURE STATEMENT

WE PREVIOUSLY WERE A SHELL COMPANY, THEREFORE THE EXEMPTION OFFERED PURSUANT TO RULE 144 IS NOT AVAILABLE. ANYONE WHO PURCHASED SECURITIES DIRECTLY OR INDIRECTLY FROM US OR ANY OF OUR AFFILIATES IN A TRANSACTION OR CHAIN OF TRANSACTIONS NOT INVOLVING A PUBLIC OFFERING CANNOT SELL SUCH SECURITIES IN AN OPEN MARKET TRANSACTION.

Part A General Company Information

Item I: The exact name of the issuer and its predecessor (if any).

Metiscan, Inc. (“we”, “us”, “our”, the “issuer”, “Metiscan”, the “Company” or the “Parent Company”). We were formerly known as One Stop Car of Florida, Inc until March 24, 1999 when we changed our name to OSCM-One Stop.com, Inc. On November 18, 2008 we changed our name to Metiscan, Inc.

Item II: The address of the issuer’s principal executive offices.

Main Office:

Metiscan, Inc.
12225 Greenville Avenue
Suite 700
Dallas, TX 75243
Telephone: 214.368.9966
Facsimile: 214.368.9977
www.metiscan.com

Investor Relations:

David Donlin
The Cervelle Group
238 N. Westmonte Dr., Suite 210
Altamonte Springs, FL 32714

Telephone: 407-475-9966, Ext. 223
Facsimile: 407-475-9859
Dave@thecervellegroup.com

Item III: The jurisdiction(s) and date of the issuer's incorporation or organization.

The Company was originally incorporated in the State of Florida on February 27, 1997 as One Stop Car of Florida, Inc. Our Company name was changed to OSCM – One Stop.com, Inc. on March 24, 1999 and again changed to Metiscan, Inc. on November 18th, 2008.

Part B Share Structure

Item IV: The exact title and class of securities outstanding.

The trading symbol for the Company's common stock is MTIZ.PK.

The Company's CUSIP Number is 68241N 10 5.

The aggregate number of shares we have the authority to issue is five hundred and ten million (510,000,000), of which five hundred million (500,000,000) shares shall be common stock and ten million (10,000,000) shares shall be preferred stock.

Item V Par of Stated value and description of the security.

A. Par or Stated Value.

The par value of the Company's common stock is \$0.0001 per share. The par value of the Company's preferred stock is \$0.0001 per share.

B. Common or Preferred Stock.

Our common stock does not pay any dividend and has standard voting rights.

Our preferred stock is blank check and our Board of Directors is authorized to issue shares of preferred stock in the future. As of December 31st, 2009 no rights or privileges have been designated.

Item VI The number of shares or total amount of the securities outstanding for each class of securities authorized:

As of the year ended December 31, 2008, the Company had 205,478,600 shares of common stock outstanding and no shares of preferred stock outstanding.

As of the year ended December 31, 2008, the Company had 161 shareholders of record.

As of December 31, 2008, the Company had 31,773,100 shares of stock that

were free trading and 173,705,500 shares of stock which were restricted, for a total of 205,478,600 shares of common stock outstanding and no shares of preferred stock outstanding.

As of December 31, 2008, the Company had 161 shareholders of record.

Part C Business Information

Item VII: The name and address of our transfer agent.

Interwest Transfer Company, Inc.
1981 East Murray Holladay Road, Suite 100
P.O. Box 17136
Salt Lake City, UT 84117
Telephone: (801) 272-9294
Facsimile: (801) 277-3147

Interwest Transfer Company, Inc. is registered under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and is approved as a transfer agent by the U.S. Securities and Exchange Commission (the "SEC").

Item VIII: The nature of the issuer's business.

A. Business Development

Business Description and History

We were originally incorporated in the State of Florida on February 27, 1997 as One Stop Car of Florida, Inc. Subsequently, our name was changed to OSCM – One Stop.com, Inc. on March 24, 1999. During 1999, the Company was a provider of internet and communication technologies. Since 1999, the Company has had periods of inactivity. Prior to the acquisition of our Subsidiary, Metiscan Technologies, Inc., on August 8th, 2008, we were deemed a Shell Company.

On August 8, 2008, the Company completed its acquisition of our subsidiary, Metiscan Technologies, Inc., ("Technologies"), an operating company, in a stock-for-stock, tax-free exchange transaction. As a result, Technologies became a wholly owned subsidiary of the Company. At such time, we elected a new slate of directors and appointed new corporate officers. Pursuant to the Acquisition Agreement, (the "Agreement"), the Company issued a total of 157,000,000 shares of its common stock in exchange for 100% of the issued and outstanding shares of Technologies. As of September 8, 2008, the 157,000,000 shares have been issued. Metiscan Holdings, Inc., which sold Technologies to the Company, also owns certain shares of entities operating magnetic resonance imaging (MRI) centers, which pursuant to the Agreement, will be exchanged for shares of the Company's stock at a later date.

Concurrent with the acquisition, our new management determined to change the Company's business to better reflect the business of its newly acquired wholly-owned subsidiary, Technologies. Accordingly, since the acquisition, through our subsidiary Technologies, we are a provider of products and services that streamline the management and operation functions of diagnostic imaging facilities, radiology groups, in-office imaging groups, small hospitals and physician offices. The Company primarily provides products and services to customers in the State of Texas, but also has clients in several other states. Our keystone product is a web-based radiology information system that interfaces Radiology Information System ("RIS"), teleradiology and Picture Archiving and Communication System ("PACS") for the Technologies' clients. Technologies also provide information management and operations support for diagnostic imaging facilities through complete revenue cycle management, electronic health records or EHR, medical transcription services and functional training as needed. Our systems also store and archive our customer's records and images for a minimum of seven years.

Technologies was originally incorporated in the State of Texas on February 2, 2001, under the name MRI Management, Inc.

Technologies was founded based upon management's determination that there was a need in the market for centralized management of independent diagnostic testing facilities (ITDFs). By utilizing centralized management, Technologies eliminates the need for an imaging center to: (1) have an internal IT staff; (2) license the independent software systems and manage the independent hardware systems necessary to run the software systems; (3) manage and maintain electronically stored patient records and (4) provide the remote access to the systems for radiologist to diagnose and distribute the patient diagnosis to each patient's physician. Accordingly, centralized management reduced operational costs for administration, billing and collections, and business development by providing shared resources across multiple ITDFs. As a result of the foregoing improvements, Technologies' customers are now positioned to become more profitable. The limitation of this model is that the processes being managed are paperwork intensive.

On February 27, 2006, our wholly owned subsidiary changed its name to Metiscan Technologies, Inc, to correspond with a new managed services model it began providing to customers. This model eliminates paperwork and film printing for ITDFs through a web-based RIS and PACs interfaced IT system which we provide, through our Subsidiary, to our customers through an Application Service Provider ("ASP") solution. This is our current business model.

On September 25, 2008, the Board of Directors approved a resolution authorizing the Company to re-incorporate in the State of Delaware. In order to accomplish the re-incorporation, the Board approved the creation of a new corporation in Delaware which is a wholly owned subsidiary of the Company. A Plan of Merger between the Company and the subsidiary and Articles of Merger

were executed and filed with the Florida and Delaware Secretaries of State pursuant to which the Company merged into the Subsidiary.

On November 13, 2008, we formed a wholly owned subsidiary Metiscan Managed Services, Inc., (“Services”) under section 102 of the General Corporation Law of the State of Delaware.

On November 13, 2008, we formed a wholly owned subsidiary Shoreline MRI, Inc., (“Shoreline”) under section 102 of the General Corporation Law of the State of Delaware.

On November 13, 2008, we formed a wholly owned subsidiary Schuylkill MRI, Inc., (“Schuylkill”) under section 102 of the General Corporation Law of the State of Delaware.

On December 1, 2008, Services completed an asset purchase agreement with Technologies, whereby Services purchased certain properties and assets for a total purchase price of one hundred fifty thousand and six hundred US dollars (\$150,600), which is payable as follows: (1) Thirty three thousand one hundred and seventy six US dollars (\$33,176) to be paid in twelve (12) equal installments of two thousand seven hundred and sixty-four dollars and sixty-six cents (\$2,764.66) with the first payment due on, or prior to, March 1, 2009 by either check or bank draft, and; (2) the assumption of approximately one hundred seventeen thousand four hundred and twenty four US dollars (\$117,424) in total liabilities which Services agrees to continue paying for required debt service payments until the total liabilities are paid in full. During the month of December, Technologies settled its past due payables owed to Services in exchange for the twelve (12) equal installments owed by Services to Technologies.

On December 31, 2008, the Company completed the acquisition of two diagnostic imaging facilities, Schuylkill Open MRI, Inc. (“SOMRI”) located in Pottsville, Pennsylvania and Metiscan-CC, Inc. (“Corpus”), located in Corpus Christi, Texas in a stock-for-stock, tax-free exchange transaction. As a result, Corpus became a wholly owned subsidiary of the Company and SOMRI became a majority owned subsidiary of the Company. Per the Agreement dated August 8, 2008, the Company agreed to issue a total of 9,000,000,000 shares (the “Imaging Shares”) of its common stock in exchange for 100% of the issued and outstanding shares of Corpus and a majority ownership of SOMRI. As per an ancillary letter agreement dated December 31st, 2008, the Company promised to issue the Imaging Shares to Metiscan Holdings, Inc. or before March 31st, 2009. The Company currently does not have enough authorized shares to issue the Imaging Shares.

Subsequent to December 31, 2008, a plan of merger was completed between Metiscan Technologies, Inc. and Metiscan-CC, Inc., whereas Metiscan-CC, Inc. was the surviving corporation.

The historical financial information presented in this report is that of Metiscan, Technologies, Services, SOMRI and Corpus. As of December 31st, 2008, Schuylkill and Shoreline are not operating companies. Also since SOMRI and Corpus were acquired on December 31, 2008, there are no statements of operations data to include in these consolidated financial statements.

Metiscan, through its subsidiaries, is a national provider of products and services that streamline the management and operation functions of diagnostic imaging facilities, radiology groups, in-office imaging groups, small hospitals and physician offices. Metiscan also operates two diagnostic imaging facilities located in Corpus Christi, TX, and Pottsville, PA.

Services' keystone product is a web-based radiology information system that interfaces Radiology Information System (RIS), teleradiology and PACS (Picture Archiving and Communication System) for its clients. Services also provides information management and operations support for diagnostic imaging facilities through complete revenue cycle management, electronic health records or EHR, medical transcription services and functional training as needed. Service's systems store and archive its customer's records and images for a minimum of seven years.

SOMRI is a diagnostic imaging facility that provides magnetic resonance imaging (MRI) services. SOMRI officially opened for business and began its operations in March of 2003 as a freestanding outpatient open MRI facility located in Pottsville, PA. SOMRI currently performs exams on the Siemens Concerto OPEN MRI System with the new Syngo software, giving patients the comfort of an open MRI system combined with high-field MRI speed and quality. In 2008 Schuylkill also added the Siemens Magnetom Vision 1.5T high field closed magnet to its facility. Having both magnets gives the SOMRI flexibility in the studies it can conduct. SOMRI uses Services' Teleradiology and Radiology Information Systems (RIS) guaranteeing professional and timely transcribed results. Same day, evening and Saturday appointments are also available to accommodate any patient's schedule or needs.

SOMRI participates in most major insurance plans and honors in-network benefits for patients in non-participating plans. SOMRI also accepts Medicare, Medicaid, Worker's Compensation claims, Personal Injury (PIP) and Letters of Protection (LOPs) for participating personal injury attorneys in the area. SOMRI is accredited by the American College of Radiology (ACR).

Corpus is a diagnostic imaging facility that provides MRI services. This diagnostic imaging facility operated under a different legal name and ownership until December of 2007 when its assets was purchased, by its former owner, and resumed operations as Metiscan-CC, Inc. Corpus currently performs exams on the GE 1.5T LX 9.1 MRI 'Short Bore' System, giving patients some of the spatial comforts of an open MRI system combined with high-field MRI speed and quality. Corpus uses Services' Teleradiology and Radiology Information Systems (RIS) guaranteeing professional and timely transcribed results. Same day, evening and

Saturday appointments are also available to accommodate any patient's schedule or needs.

Corpus participates in most major insurance plans and honors in-network benefits for patients in non-participating plans. Corpus also accepts Medicare, Medicaid, Worker's Compensation claims, Personal Injury (PIP) and Letters of Protection (LOPs) for participating personal injury attorneys in the area. Corpus is accredited by the American College of Radiology (ACR).

Legal Proceedings

1. Former Employee

On April 26, 2007, Technologies, Mr. Garth James, Technologies' former President, and former employee and a current shareholder of our Company, Mr. Jeff Brooks, reached a tentative agreement whereby Mr. Brooks was awarded approximately \$150,000 for various compensation and reimbursement. During June 2007, Technologies and Mr. James rejected the tentative agreement. As such, Mr. Brooks is seeking to validate and enforce the agreement, additional damages of an undetermined amount, attorney's fees and court costs, and pre-judgment and post-judgment interest. The Company believes the claim is without merit and is seeking to have the case closed. Technologies has not recorded any loss or gain associated with this claim.

2. Note Payable

On August 21, 2008, Laurel Center Management Employee Profit Sharing Trust, ("Laurel"), the holder of a promissory note from Technologies (the "Note"), filed suit in the District Court of Dallas County, Texas against Technologies and Mr. Garth James, Technologies' former President and current shareholder of our Company, for breach of contract based upon Technologies failure to make the required quarterly payment on July 1, 2008 within the 15 day grace period set forth in the promissory note. Laurel sent Technologies notice on August 6, 2008 of its intent to accelerate the Note pursuant to the Note's default provisions. Because Technologies failed to pay the balance due, Laurel is seeking actual damages to be determined at trial, reasonable and necessary attorney's fees and court costs and pre-judgment and post-judgment interest at the highest lawful rates. However, Technologies believes the matter will be resolved and that the Note will be reinstated pursuant to its original terms. As of December 31, 2008, the total amount due to Laurel was \$923,321.

3. Debt Settlement

On August 14, 2008, the Company issued 28,800,000 shares of its common stock in payment of \$78,333 of principal and \$14,622 interest due to an unrelated individual. The shares were issued pursuant to a legal proceeding commenced

against our subsidiary for default of payment. Management believes that the shares had a fair market value of approximately \$ 140,000 at the time the parties verbally agreed to the settlement amount and the difference between the value of the stock and the amount of the claim was attributed to the consideration being non-cash.

4. Bankruptcy, Receivership or any similar proceeding

Neither the Company nor any of our subsidiaries is currently in bankruptcy, receivership or any similar proceeding. Neither the Company nor any of our subsidiaries has previously been involved in such proceedings.

B. Business of Issuer

WE PREVIOUSLY WERE A SHELL COMPANY, THEREFORE THE EXEMPTION OFFERED PURSUANT TO RULE 144 IS NOT AVAILABLE. ANYONE WHO PURCHASED SECURITIES DIRECTLY OR INDIRECTLY FROM US OR ANY OF OUR AFFILIATES IN A TRANSACTION OR CHAIN OF TRANSACTIONS NOT INVOLVING A PUBLIC OFFERING CANNOT SELL SUCH SECURITIES IN AN OPEN MARKET TRANSACTION.

Metiscan, Inc., through its subsidiaries, is a provider of products and services which streamline the management and operation functions of diagnostic imaging facilities, radiology groups, in-office imaging groups, small hospitals and physician offices. The Company primarily provides products and services in the State of Texas, but also has customers in several other states. Metiscan is also an operator of two diagnostic imaging centers. Metiscan, Inc.'s primary and secondary SIC Codes are 7376 and 7379 respectively.

WE ARE SUBJECT TO CHANGES IN HEALTHCARE LAWS.

Each time the United States government amends existing, or introduces new, healthcare laws, we could be potentially faced with accepting lower profit margins and or redesign our services offered. By way of example, the Deficit Reduction Act of 2006, (the "DRA") drastically reduced the amount of revenue our clients were able to generate from each exam through Medicare and therefore caused us to reduce our fees to our clients and lower our profit margins. Should the United States government make further changes in healthcare laws that lower government reimbursement of exams, we will again be forced to reduce our fees and lower our profit margins.

IF WE FAIL TO COMPLY WITH THE EXTENSIVE HEALTHCARE LAWS AND GOVERNMENT REGULATIONS APPLICABLE TO US, WE COULD SUFFER PENALTIES OR BE REQUIRED TO MAKE SUBSTANTIAL CHANGES TO OUR OPERATIONS.

The healthcare industry is highly regulated. We are required to comply with extensive and complex laws and regulations at the federal, state, and local government levels. These laws and regulations relate to, among other things:

- Licensure and certification of healthcare facilities;
- Professional regulation of Physicians;
- Patient health and safety;
- Reimbursement for healthcare services;
- Patient referrals; and
- False claims.

If we violate these laws we could be subject to (1) criminal penalties such as imprisonment and fines, (2) civil penalties, including monetary penalties and the loss of our license to operate our diagnostic imaging facilities, and (3) exclusion or suspension from participating in governmental healthcare programs such as Medicare and Medicaid.

Number of Total Employees and Number of Full-Time Employees

We currently have 17 individuals on our staff, of which 13 are full time employees, two are full time consultants and two are part time consultants.

Item IX: The nature of products or services offered.

Products and Services Offered

Services' keystone product is a web-based radiology information system that interfaces RIS, teleradiology and PACS for its clients. Services also provides information management and operations support for diagnostic imaging facilities through complete revenue cycle management, electronic health records or EHR, medical transcription services and functional training as needed. Our systems also store and archive customer's records and images for a minimum of seven years.

Headquartered in Dallas, Texas, we offer business development, data management and operations solutions to diagnostic imaging facilities throughout the United States. Our web-based radiology information system utilizes software which we have licensed. Our management team is comprised of seasoned healthcare specialists in the fields of operations, development, revenue cycle management and information technology. These products and services are provided to radiology groups, in-office imaging departments, small hospitals, and physician practices.

Market Opportunity

The need for wider implementation of healthcare information technology ("IT") has been recognized by industry participants, industry observers, and by both the

local and federal government. According to a 2005 study conducted by the Rand Corporation an estimated \$81 billion could potentially be saved from the annual U.S. \$1.7 trillion healthcare budget if IT methods were adopted.

In the American Recovery and Reinvestment Act of 2009, better known as the Economic Stimulus Bill, the Federal Government allocates \$20B to encourage the adoption of health information technology including payments to physicians who can demonstrate they are using electronic health records (EHR) systems as Metiscan provides for diagnostic imaging facilities.

Our management believes that the medical imaging market is poised for a major new phase of growth fueled by the availability of new technology coming out of the computer and digital information technology segment, and the higher interest of individual older baby boom patients and general healthcare consumers to monitor health status.

Specifically, the imaging technology market reached \$13 billion in the United States in 2005, and analysts project this dynamic medical market will equal \$16.5 billion in 2008.

Our management believes that market opportunity consists of three segments in the private sector: Independent Diagnostic Testing Facilities (IDTF's), Rural Hospitals and physician practices. Thirteen percent of all U.S. IDTF's are located in the State of Texas. In two years, Metiscan has achieved a 5% market share in Texas and anticipates growth both within and outside the state of Texas by the close of 2010.

Service Model

The growing complexity of workstation communication and the need for multiple remote user access has changed the way imaging centers practice medicine. Advances in diagnostic imaging technologies will broaden the need for PACS and RIS.

The best growth prospects will emerge in fully integrated systems which provide for real-time image viewing during procedures and enable post-procedure viewing and analysis via the Internet or facility linked networks. Most hospitals and outpatient diagnostic imaging centers are expected to purchase or upgrade their current PACS and RIS capabilities. We understand these trends and we are positioned in the medical marketplace by employing a Managed Services outsourcing model utilizing an application service provider ("ASP") approach to technology and support, which outsources all of the hardware, software, IT services and provides support at a reduced cost.

At a recent meeting of the Radiological Society of North America ("RNA"), which representatives of the Company attended, the ASP model was compared to the

Capital Investment Model. In an example presented at the meeting, which compared the ASP Model at MD Anderson to the Capital Investment Model at the University of Pennsylvania Medical Center, the ASP model was shown to be 57% less costly. This example underscores cost-justifying numbers and demonstrates that the ASP Model offers large cost savings in comparison to the Capital Investment Model.

Imaging centers have a limit on costs and overhead. If the owners of imaging centers can outsource salaries, infrastructure needs, hardware and software costs, this will have a positive impact on profitability. Our ASP model provides users with access to software solutions, a solid hardware infrastructure and the expertise of proven IT professionals independent of the center, which frees up physicians to do what they do best – treat patients.

Service and Support

Most imaging centers do not have the resources in-house nor have the capacity to provide the necessary IT support. We act as a full-time PACS Administrator providing access to servers, storage, connectivity, redundancy, archiving and core systems support.

Our solution is an entirely web-based service that is connected to an optimized, consolidated data center with applications that provide real-time operational workflow and 24 x 7 access to reports and image viewing. Our approach simplifies access to images and enables centers to manage, interpret, distribute and archive images; thus overcoming the markets largest three barriers: cost, complexity of implementation and professional support.

In comparison to the Capital Investment Model, our solution has demonstrated a reduction of hard costs of up to 75%, from a customer's non-outsourced operating environment and can affect increases in business revenue of up to 20% due to streamlining operations for imaging center clients.

Competitive Advantage

The market for RIS/PACS software providers is highly competitive and is rapidly changing. Since the introduction of electronic data imaging, the number of RIS/PACS software companies competing with us has dramatically increased and our management expects the competition to intensify.

There are many competitors in the overall RIS / PACS space including, but not limited to SourceMed, InfinittN.A., Aspyra, Amicas, XIMIS, SoftMedical, MetaFusion, MedQ, GE, Siemens, CareStream/Kodak, and Agfa. Narrowing the gap to IDTF's and rural hospitals with an entirely web based approach, the number of competitors will be decreased to a few dozen.

Our management believes that the primary competitive factors in providing our products are name recognition, price, quality of service, availability of customer support, reliability, technical expertise and experience. Our success in this market will depend heavily upon our ability to provide a high quality product, high volume, all at a reasonable price. Other factors which will affect our success include our ability to attract experienced marketing, sales and management talent.

We distinguish ourselves from our competition in the IDTF's and rural hospital market by providing the highest level of customer and technical support for our RIS / PACs solution, on-site face-to-face system training, and reduce, if not entirely eliminate, our customer's upfront out-of-pocket expenses.

Dependence upon Customers

We have two customers which represent 37% and 30% of our total scan volume for the year ending December 31, 2008 as follows:

1. In January 2006, our former President sold four imaging centers, which he formerly owned, to our largest customer who then opened two additional MRI imaging centers. In November 2006, one of original imaging centers was sold to a third party whom discontinued our services. This customer still utilizes our MRI managed services for their five remaining imaging centers which represents 37% of our total scan volume for the year ending December 31, 2008.
2. In December 2006, our Subsidiary entered into a Master Services Agreement with one of our clients which owns and operates MRI diagnostic imaging centers. After entering into such agreement, such client has added additional diagnostic imaging centers to their portfolio and accordingly our Subsidiary provides services to these additional diagnostic imaging centers. This client represented 30% of our total scan volume for the year ending December 31, 2008.

Licenses

Our web-based software product and services are dependent upon us maintaining our license agreement with a third-party software vendor. Given the current financial condition of the Company, there can be no assurance that we will be able to continue to pay for our software licensing and maintenance fees. If we are unable to pay our software licensing and maintenance fees, then we may lose some or all of our customers.

Item X: The nature and extent of the issuer's facilities.

Our principal corporate offices are in a Class "A" executive offices suite located at 12225 Greenville Avenue, Suite 700, Dallas, Texas 75243, which we lease pursuant to a one-year lease that expires on November 30th, 2009. This space consists of approximately 1,220 square feet of office space, which is provided to us at a base cost of \$2,150 per month plus incurred service costs.

Our wholly owned subsidiary, Services, also leases one office in the same executive suite. This space consists of approximately 150 square feet and dedicated high-speed connectivity, which is provided to us at a base cost of \$800 per month plus monthly service costs.

Part D Management Structure and Financial Information

Item XI: The name of the chief executive officer, members of the board of directors, as well as control persons.

A. Officers and Directors.

The Officers and Directors listed in this section have the same business address as the Issuer.

*Chairman of the Board of Directors and President & Chief Executive Officer,
Bryan A. Scott*

Bryan Scott is an entrepreneur who is the President and CEO of Metiscan, Inc. and its wholly owned Subsidiary. Mr. Scott also currently serves as the President of Bridgepoint Partners, LLC, a consulting firm with relationships with experienced managerial, financial and operational consultants focused on the turnaround and growth of underperforming companies, such as Metiscan, Inc. and its wholly owned subsidiaries.

Since 1998, Mr. Scott has been engaged in the business development and management of technology companies. Since 2005, Mr. Scott has concurrently served as an officer and/or director of various early stage non-public companies, including, but not limited to, Nanotailor, Inc., a manufacturer of single-walled carbon nanotubes based upon technology licensed from the National Aeronautics and Space Administration ("NASA"). Mr. Scott was also one of the founders of Nanotailor, Inc. Commencing in January 2007, Mr. Scott assisted in the organization of Nanotailor, Inc. prior to its incorporation in March 2007, and he continued as an officer and director until December 2007 when he resigned. Commencing in 2002, Mr. Scott co-founded and served as the President and CEO of Synosphere, Inc., an early stage technology company, which he sold through a stock exchange with iBIZ Technology Corporation in January 2004. Mr. Scott also served as an officer and director of Sports Radio Event Network,

Inc., a company which was purchased by Sun Sports & Entertainment in July 2007. Mr. Scott holds a B.S. and M.S. in Biology from the University of Texas at San Antonio.

Member of the Board of Directors and Chief Financial Officer, Janine Friehe, CPA

Mrs. Friehe is a certified public accountant with many years of experience in establishing and managing corporate financial controls. Mrs. Friehe's experience includes assisting companies in mergers, reverse mergers, SEC filings and successfully coordinating with the SEC with respect to comment letters. Mrs. Friehe is also a director and part-time Chief Financial Officer of Nanotailor, Inc. She has also served as an Audit Manager and Controller for a publicly traded company in the technology field and interim Controller for several mid to large size privately held companies. Prior to becoming our CFO, Mrs. Friehe was a manager at Moffitt & Company, P.C., an accounting firm, commencing in 2002 and ending in 2005. From 2005 until the present, Mrs. Friehe has operated her own accounting firm, which from time-to-time provides services typically performed by a Chief Financial Officer for public companies.

Member of the Board of Directors and Chief Operations Officer, Brian Hart

Mr. Hart has spent the most recent 4 years as Director of Consumer Finance and Major Reserves for Dell Financial Services ("DFS"), a \$3 Billion financing subsidiary of Dell Corporation. His main accomplishment has been leading the efforts to restructure the promotions and product offerings of DFS, which has saved the company millions of dollars.

Prior to his position with DFS, he spent 3 years at Citigroup, where he was Vice President of Customer Sales and Service and directed a team of over 200 people. During this time, he significantly increased sales and customer satisfaction, while improving efficiency of his department. Mr. Hart also currently serves as the President and sole director of Tristone Solutions Group, LLC. Mr. Hart has a Bachelor in Business Administration in Finance from the University of Texas at Austin and an MBA in Management from Rice University.

Executive Vice President, Jacob Cohen

Mr. Cohen joined the Company in August 2008 as its Executive Vice President. Previous to this position, he served from 2002 through 2004 as the Chief Executive Officer of The AdvertEyes Network, which made digital signs, as a broker for Solomon Advisors, a securities broker-dealer, in 2003 and 2004, an investment banker for Allegiance Capital, an investment bank, in 2004 and 2005 and is the sole shareholder and officer and director of Cohen Enterprises, a private company used for Mr. Cohen's private consulting work, from 2005 to the present. Mr. Cohen's most recent position was with Art Channel, Inc., which was acquired by Artfest International, Inc. From August 27, 2007 through December

28, 2007, Mr. Cohen served as Art Channel, Inc.'s interim Controller and Vice President of Finance. After the acquisition of Artfest International, Inc., Mr. Cohen served as Artfest International, Inc.'s interim Controller and Vice President of Finance from December 28, 2007 through March 1, 2008. On March 1, 2008, he ceased serving as Artfest International Inc.'s interim Controller and Vice President and became Artfest International Inc.'s Chief Operating Officer from that date through June 3, 2008 when he resigned. Mr. Cohen graduated from Brandeis University with a Bachelor of Science in economics and finance.

B. Legal/Disciplinary History.

Within the past five years the persons listed in Section A above have not been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;
3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or
4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

C. Disclosure of Family Relationships.

There are no family relationships among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of the any class of the issuer's equity securities.

D. Disclosure of Related Party Transactions.

During the years ended December 31, 2008 and 2007, Technologies issued notes to our former President and current beneficial shareholder in the amount of \$1,087,229 and \$1,299,709, respectively. These notes bear interest at 8% and are due upon demand. During the years ended December 31, 2008 and 2007,

we repaid notes due to our former President and current shareholder in the amount of \$-0- and \$69,358, respectively.

On December 1, 2008, Technologies negotiated \$1,973,458 in debt forgiveness from our former President. Details of the debt forgiveness include forgiveness of \$1,230,860 in outstanding promissory notes, \$100,515 in accrued interest, and \$642,083 in other various loans made to the Company since 2006. Concurrently, Technologies negotiated the refinancing of the remaining balance of the unsecured debt, totaling \$526,345, over 5 years at an interest rate of 8%, with principal and interest payments due in one lump sum in December 2013.

At December 31, 2008 Technologies owed our former President and current shareholder \$560,878 in principal and \$19,344 in interest.

E. Disclosure of Conflict of Interest

There are a number of conflicts associated with our officers and directors. These conflicts include, engaging in other businesses similar or dissimilar to ours and allocating their time and services between us and the other entities with which they are involved, as set forth in the risk factor with respect to our key employees being employed on a part-time basis which is set forth on page 23 of this Disclosure Statement. In the future, we may extend an offer to certain of the part time employees to become full time employees. There can be no assurance that these part time employees will accept our offer of full time employment.

We have issued to our SEC Counsel, Mintz & Fraade, P.C. 2,500,000 shares of our common stock as partial consideration for legal services rendered to us. Such shares have not been issued to date. A conflict of interest may arise between Mintz & Fraade, P.C.'s capacity as our legal counsel and as a shareholder.

Item XII: Financial information for the issuer's most recent fiscal period.

The following financial statements together with accompanying notes, all of which are incorporated herein by reference, have been posted on Pinksheets.com through the OTC Disclosure and News Service under the report name of Semi-Annual Report:

Metiscan, Inc. & Subsidiary Condensed Consolidated Balance Sheets as of September 30, 2008 and December 31, 2007 (unaudited);

Metiscan, Inc. & Subsidiary Condensed Consolidated Statements of Operations for the nine months ended September 30, 2008 and 2007 (unaudited);

Metiscan, Inc. & Subsidiary Condensed Consolidated Statement of Stockholders' Deficit for the nine months ended September 30, 2008 (unaudited);

Metiscan, Inc. & Subsidiary Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2008 and 2007 (unaudited);

Metiscan, Inc. & Subsidiary Condensed Consolidated Financial Statement Footnotes for the nine months ended September 30, 2008 (unaudited); and

Metiscan, Inc. & Subsidiary Management's Discussion and Analysis of Financial Condition and Results of Operations for the nine months ended September 30, 2008.

Item XIII: Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

The following financial statements together with accompanying notes, all of which are incorporated herein by reference, have been posted on Pinksheets.com through the OTC Disclosure and News Service under the report name of Annual Report:

Metiscan, Inc. & Subsidiaries Consolidated Balance Sheets as of December 31, 2008 and 2007 (unaudited);

Metiscan, Inc. & Subsidiaries Statement of Operations for the years ended December 31, 2008 and 2007 (unaudited);

Metiscan, Inc. & Subsidiaries Consolidated Statement of Stockholders' Deficit for the years ended December 31, 2008 and 2007 (unaudited);

Metiscan, Inc. & Subsidiaries Consolidated Statements of Cash Flows for the years ended December 31, 2008 and 2007 (unaudited);

Metiscan, Inc. & Subsidiaries Consolidated Financial Statement Footnotes for the years ended December 31, 2008 (unaudited); and

Metiscan, Inc. & Subsidiaries Management's Discussion and Analysis of Financial Condition and Results of Operations as of December 31, 2008 and 2007.

Item XIV: Beneficial Owners.

The Company has one shareholder, Metiscan Holdings, Inc. ("Holdings"), which holds common shares which represent greater than 10% of our issued and outstanding common stock. As of December 31, 2008, Holdings owns 157,000,000 shares (76.4%) of our issued and outstanding common stock. The Red Oak Trust, whose primary beneficiary is our President and Chief Executive Officer, Bryan A. Scott, owns 87.13% of Holdings. The mailing address of

Holdings is 12225 Greenville Ave, Suite 700, Dallas, TX 75243. The resident agent of Holdings is The Corporation Trust Company of Nevada, 6100 Neil Road, Suite 500, Reno, Nevada, 89511.

Item XV: The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure:

1. Counsel:

SEC Counsel:

Mintz & Fraade, PC
Attention: Alan P. Fraade
488 Madison Avenue, Suite 1100
New York, NY 10022
(212) 486-2500
Email: apf@mintzfraade.com

Counsel Related to Brooks & Laurel Lawsuits:

Lynn Tillotson Pinker & Cox, LLP
Attention: Jeremy A. Fielding
750 N. St. Paul, Suite 1400
Dallas, TX 75201
(214) 981-3803 (direct dial)
Email:

2. Accountant or Auditor:

In October 2008, the Company retained Moore & Associates, CHTD. ("Moore") to audit the Company's financial statements for the years ended December 31, 2007 and 2006 and to review the Company's financial statements for the nine months ended September 30, 2008. To date, Moore has not provided any audit or review services to the Company. As such, the financial statements included herein by reference on Pinksheets.com where prepared internally by management and have not been audited or reviewed by Moore. Moore & Associates, CHTD. is a Certified Public Accounting Firm registered with the Public Companies Accounting Oversight Board.

Moore & Associates, CHTD.
Attention: Michael Moore
2675 S. Jones Blvd., Suite 109
Las Vegas, Nevada 89146
Phone 702-253-7499
Email:
www.mooreaudits.com

3. Investor Relations Consultant:

The Cervelle Group
Attention: David Donlin
238 N. Westmonte Dr., Suite 210
Altamonte Springs, FL 32714

Telephone: 407-475-9966, Ext. 223
Email: Dave@thecervellegroup.com

4. The officers and directors of the Company and our Director of Sales and Marketing prepared and provided the information with respect to this Disclosure Statement. Prior to being published on Pinksheets.com through the OTC Disclosure and News Service, the Company's SEC counsel, Mintz & Fraade, P.C., having a business address of 488 Madison Avenue, Suite 1100, New York, NY 10022, reviewed the information contained within this Disclosure Statement.

Item XVI: Management's Discussion and Analysis or Plan of Operation.

Caution About Forward-Looking Statements

This section should be read together with our financial statements and related notes thereto included elsewhere in the materials posted on Pink Sheet's website. In addition to the historical information contained herein, this report contains forward-looking statements that are subject to risks and uncertainties. Forward-looking statements are not based upon historical information but relate to future operations, strategies, financial results or other developments. Forward-looking statements are necessarily based upon estimates and assumptions that are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control and many of which, with respect to future business decisions, are subject to change. Certain statements contained in this report, including, without limitation, statements containing the words "believe," "anticipate," "estimate," "expect," "are of the opinion that" and words of similar import, constitute "forward-looking statements." Investors should not place any undue reliance on these forward-looking statements.

Investors should be aware that our results from operations could materially be affected by a number of factors, which include, but are not limited to the following: economic and business conditions specific to the healthcare industry; competition from other companies offering similar services, our ability to control costs and expenses, access to capital, and our ability to meet contractual obligations. There may be other factors not mentioned above or included

elsewhere in the materials posted on Pink Sheet's website that may cause actual results to differ materially from any forward-looking information.

Critical Accounting Policies

The discussion and analysis of our financial conditions and results of operations are based upon our financial statements, which have been prepared in accordance with generally accepted accounting principles in the United States. The preparation of financial statements requires managers to make estimates. We use authoritative pronouncements, historical experience and other assumptions as the basis for making judgments. Actual results could differ from those estimates.

B. Management's Discussion and Analysis of Financial Condition and Results of Operation

1. Operating Results for the Years Ended December 31, 2008 compared to December 31, 2007

During the year ended December 31, 2008 our revenues were \$989,036 as compared to \$743,885 during the year ended December 31, 2007. This increase of \$245,151, or 33%, is primarily the result of an increase in equipment rental fees of approximately \$155,000 along with an approximately \$30,000 increase in RCM service fees. During the year ended December 31, 2008, we had 21 customers under contract as compared to 13 customers under contract during the year ended December 31, 2007.

Our cost of revenues during the year ended December 31, 2008 were \$240,089 as compared to \$50,039 during the year ended December 31, 2007. Cost of revenues as a percentage of revenues were 24% during the year ended December 31, 2008 as compared to 7% during the year ended December 31, 2007. This increase of \$190,050 or 17% is a direct result of the increased revenues along with an increase of approximately \$25,000 in transcription expenses and an approximately \$10,000 increase in equipment servicing. Although there can be no assurance, we anticipate cost of revenues to remain within the range of 10% to 25% of revenues in the foreseeable future.

Our selling, general and administrative expenses during the year ended December 31, 2008 were \$1,388,019 as compared to \$1,531,178 during the year ended December 31, 2007. The decrease of \$143,159, or 9%, was the result a decrease in the following expenses: bad debt expense of approximately \$114,500 due to a significant customer not meeting its obligations, consulting fees of approximately \$103,500 due to the cancellation of a consulting agreement with a consultant not meeting its obligations, depreciation expense of approximately \$90,000 as certain equipment became fully depreciated, legal fees of approximately \$25,000 and accounting fees of approximately \$30,000 due to

reduced professional services needs. These decreases were partially offset by the issuance of stock for services during the year ended December 31, 2008, valued at \$75,500. While we cannot expect the trend of this decrease to continue at this current rate, we do anticipate selling, general and administrative expenses to decrease to a level that will allow our revenues to sufficiently cover these expenses.

Pursuant to the aforementioned, we experienced a net loss from operations of \$639,072 during the year ended December 31, 2008 as compared to a net loss from operations of \$837,332 during the year ended December 31, 2007. We expect operating losses to continue until we are able to develop and increase customer base and stabilize our general and administrative expenses.

Our interest expense during the year ended December 31, 2008 was \$268,066 as compared to \$409,549 during the year ended December 31, 2007. Interest expense remained fairly constant as we reduced higher interest loans with the increase of lower interest loans from our former President and current shareholder. As of December 31, 2008, the interest rates on our notes payable ranged from 8% to 15.91%.

On December 1, 2008, we negotiated \$1,973,458 in debt forgiveness from our former owner and President. Additionally, we negotiated an additional \$352,897 of debt forgiveness from non-related parties for a total of \$2,326,355 gain on settlement of debt for the year ended December 31, 2008.

Pursuant to the aforementioned, we experienced a net income of \$1,404,534 during the year ended December 31, 2008 as compared to a net loss of \$1,246,881 during the year ended December 31, 2007.

Liquidity and Capital Resources

We have incurred operating losses for the years ended December 31, 2008 and 2007. For the year ended December 31, 2008 we experienced a net income as the result of \$2,326,355 of debt forgiveness. As of December 31, 2008, we had an accumulated deficit of \$236,875. As of December 31, 2008 we had cash of \$21,701 and a working capital deficit of \$3,186,085.

We expect our revenues will increase during the foreseeable future as a result of increasing the number of customers we service. Revenues from our services are expected to increase in proportion to the number of customers serviced by us. Currently cash flows from operations are not sufficient to meet our cash requirements. Consequently, we are depending upon the proceeds from future debt or equity investments to sustain our operations and implement our business plan until revenue is sufficient to cover our operating expenses. If we are unable to raise sufficient capital, we will be required to delay or forego some portion of our business plan, which would have a material adverse affect on our anticipated results from operations and financial condition. There is no assurance that we

will be able to obtain necessary amounts of capital or that our estimates of our capital requirements will prove to be accurate. As of April 4, 2009, we did not have any commitments from any source to provide additional capital. Even if we are able to secure outside financing, it may not be available in the amounts or times when we require. Furthermore, such financing would likely take the form of bank loans, private placement of debt or equity securities or some combination of these. The issuance of additional equity securities would dilute the stock ownership of current investor while incurring loans, lines of credit or debt by us would increase our capital requirements and possible loss of valuable assets if such obligations were not repaid in accordance with their terms.

During the year ended December 31, 2008 and 2007, we repaid notes payable in the amount of \$793,980 and \$438,221, respectively. Our notes payable were \$1,959,428 at December 31, 2008 and the entire balance was considered current obligations.

During the year ended December 31, 2007, we financed the purchase of medical equipment and software in the amount of \$58,954 with notes payable.

During the years ended December 31, 2008 and 2007, we issued notes from our former President and current beneficial shareholder in the amount of \$1,087,229 and \$1,299,709, respectively. These notes bear interest at 8% and are due upon demand. During the years ended December 31, 2008 and 2007, we repaid notes due to our former President and current shareholder in the amount of \$-0- and \$69,358, respectively.

On December 1, 2008, we negotiated \$1,973,458 in debt forgiveness from our former President. Details of the debt forgiveness include forgiveness of \$1,230,860 in outstanding promissory notes, \$100,515 in accrued interest, and \$642,083 in other various loans made to the Company since 2006. Concurrently, we negotiated the refinancing of the remaining balance of the unsecured debt, totaling \$526,345, over 5 years at an interest rate of 8%, with principal and interest payments due in one lump sum in December 2013.

At December 31, 2008 we owed our former President and current shareholder \$560,878 in principal and \$19,344 in interest.

Risk Factors With Respect to the Company

MANAGEMENT HAS EXPRESSED UNCERTAINTY AS TO OUR ABILITY TO REMAIN A GOING CONCERN.

We have incurred operating losses for the years ended December 31, 2008 and 2007. As of December 31, 2008, we had an accumulated deficit of \$236,875. As of December 31, 2008 we had cash of \$21,701 and a working capital deficit of \$3,186,085. For the near future, it is likely that we will sustain operating expenses without revenues significant enough to cover these expenses. We are

likely to have a continually increasing net operating loss until we successfully increase our customer base and level our selling, general and administrative expenses. There can be no assurance that we will be able to increase our customer base to the extent necessary to generate enough revenue to cover our operating expenses

WE ARE SUBJECT TO CHANGES IN HEALTHCARE LAWS.

Each time the United States government amends existing, or introduces new, healthcare laws, we could be potentially faced with accepting lower profit margins and or redesign our services offered. By way of example, the Deficit Reduction Act of 2006, (the “DRA”) drastically reduced the amount of revenue our clients were able to generate from each scan through Medicare and therefore caused us to reduce our fees to our clients and lower our profit margins. If the United States government makes further changes in healthcare laws which lower government reimbursement of scans, we will again be forced to reduce our fees and lower our profit margins.

IF WE FAIL TO COMPLY WITH THE EXTENSIVE HEALTHCARE LAWS AND GOVERNMENT REGULATIONS APPLICABLE TO US, WE COULD SUFFER PENALTIES OR BE REQUIRED TO MAKE SUBSTANTIAL CHANGES TO OUR OPERATIONS.

The healthcare industry is highly regulated. We are required to comply with extensive and complex laws and regulations at the federal, state, and local government levels. These laws and regulations relate to, among other things:

- Licensure and certification of healthcare facilities;
- Professional regulation of Physicians;
- Patient health and safety;
- Reimbursement for healthcare services;
- Patient referrals; and
- False claims.

If we violate these laws we could be subject to (1) criminal penalties such as imprisonment and fines, (2) civil penalties, including monetary penalties and the loss of our license to operate our diagnostic imaging facilities, and (3) exclusion or suspension from participating in governmental healthcare programs such as Medicare and Medicaid.

WE ANTICIPATE CONTINUED LOSSES IN THE NEAR FUTURE AND FUTURE RESULTS ARE UNCERTAIN.

Until we increase our customer base to a level that generates revenues sufficient to cover expenses, we will continue to experience losses. There can be no assurance that we will be able to generate sufficient revenues from the sales

through our business to achieve or maintain profitability on a quarterly or an annual basis in the future. We expect negative cash flow from operations to continue, at least for the foreseeable future, as we continue to develop our business. If cash generated by operations is insufficient to satisfy our liquidity requirements, we may be required to sell debt or additional equity securities. The sale of additional equity or convertible debt securities would result in additional dilution to our stockholders. Further, there can be no assurance that we will successfully be able to sell our securities in order to obtain additional capital.

WE ARE SUBJECT TO SIGNIFICANT COMPETITION.

The market for RIS/PACS software providers is highly competitive and rapidly changing. Since the introduction of electronic data imaging, the number of RIS/PACS software companies competing has dramatically increased and our management expects the competition to intensify. Currently, there are several large and well-capitalized companies and numerous smaller and midsize companies providing and attempting to provide RIS/PACS software solutions.

Our management believes that the primary competitive factors in providing our products are name recognition, price, quality of service, availability of customer support, reliability, technical expertise and experience. Our success in this market will depend heavily upon our ability to provide a high quality product, high volume, all at a reasonable price. Other factors that will affect our success include our ability to attract experienced marketing, sales and management talent.

WE ARE IN COMPETITION WITH OTHER HEALTHCARE PROVIDERS.

We compete with other local providers of outpatient MRI services in our market area. These MRI facilities may have longer operating histories or other competitive advantages. There can be no assurance that this competition, or other competition which we may encounter in the future, will not adversely affect our business, financial condition, results of operation or cash flows.

WE ARE DEPENDENT UPON KEY PERSONNEL AND ATTRACTING AND RETAINING HIGHLY SKILLED PERSONNEL.

We believe our future success will also depend largely upon our ability to attract and retain highly skilled management, technical engineers, sales and marketing, finance and technical personnel. Competition for such personnel is intense and there can be no assurance that we will be successful in attracting and retaining such personnel. The loss of the services of any of the key personnel, the inability to attract or retain qualified personnel in the future, or delays in hiring required personnel, particularly technical engineers and sales personnel, could have a material adverse affect upon our business, results of operations and financial condition.

REDUCTION OR CHANGES IN REIMBURSEMENT FROM GOVERNMENT OR THIRD-PARTY PAYORS COULD ADVERSELY AFFECT OUR OPERATING RESULTS.

We are dependent on government and third-party sources for services provided to patients. A number of factors affect the amounts we receive for our services, including, but not limited to, whether or not we are a participating provider, negotiated discounts, fee schedules or capitation payment arrangements, cost containment and utilization decisions of third-party payors, Medicare and Medicaid regulations and reimbursement policies, and other market and cost factors over which we have little or no control.

WE ARE DEPENDENT ON RELATIONSHIPS WITH PHYSICIANS IN OUR MARKET AREAS.

Our business depends on physicians referring patients to our two diagnostic imaging facilities and the strength of our relationship with these physicians. Each physician who refers patients to us may also refer patients to other competitive facilities in our market area. While area physicians are suggested to use the services at our diagnostic facility for their patients, they are not required to do so. Our business could be adversely affected if a significant number of key physicians or a group of physicians terminated their relationship with, or reduced their use of, either of our diagnostic imaging facilities.

OUR WEB-BASED RADIOLOGY INFORMATION SYSTEM IS LICENSED FROM A THIRD-PARTY AND THERE IS NO GUARANTEE THAT WE WILL BE ABLE TO MAINTAIN OUR SOFTWARE LICENSE.

Our web-based software product and service is dependent on us maintaining our license agreement with a third-party software vendor. Given the current financial condition of the Company, there is no guarantee that we will be able to continue to maintain our software licensing and maintenance fees. If we are unable to pay our software licensing and maintenance fees then we may lose some or all of our customers.

THE FUTURE SUCCESS OF OUR BUSINESS IS DEPENDENT ON UPGRADING OUR WEB-BASED RADIOLOGY INFORMATION SYSTEM.

Maintaining and attracting new customers for our web-based software product and service is continually threatened from competitors that provide a similar product and service with software that is more up to date and that has better features. Given the current financial condition of the Company, there is no guarantee that we will be able to upgrade our web-based radiology information system. If we are unable to pay to upgrade our software systems, we may lose some or all of our customers.

THE FUTURE SUCCESS OF OUR BUSINESS IS DEPENDENT ON UPGRADING OUR IT INFRASTRUCTURE.

We currently have a datacenter located at our facility that was built-out more than 5 years ago. We have IT infrastructure that has reached end-of-life, as defined by our equipment vendors and manufacturers, which is still being used in our datacenter and that is part of our key systems. These key systems may fail at anytime. If we are unable to raise capital such to upgrade our IT infrastructure we may loss some or all of our customers.

WE DO NOT HAVE EMPLOYMENT CONTRACTS WITH KEY EMPLOYEES.

We do not currently have any employee contracts with any employees. However, we do have key employees who are instrumental to our business and would be difficult to replace. Accordingly, we are currently working to enter into employment contracts with our key employees. However, there can be no guarantee these employees will accept the agreements that we will offer them.

KEY MEMBERS OF OUR PERSONNEL ARE EMPLOYED ON A PART-TIME BASIS

Our President and Chief Executive Officer operates his own consulting firm. Our Chief Operating Officer is employed by Dell Financial Services. Our Executive Vice President operates his own consulting firm. Our Chief Financial Officer operates her own CPA firm. Even though our President & Chief Executive Officer and Executive Vice President are currently working for the Company full-time this could change in the near future based on other opportunities. Our Chief Financial Officer and Chief Operating Officer work for us only on a part-time as needed basis. There can be no assurance that these individuals will be able to devote the time required by us.

CONFLICTS MAY EXIST WITH CERTAIN OF OUR OFFICERS AND DIRECTORS WHICH MAY CAUSE THEM TO GIVE PRIORITY TO OTHER MATTERS OVER OUR NEEDS WHICH MAY MATERIALLY AFFECT OUR OPERATIONS.

There are a number of conflicts associated with our officers and directors. These conflicts include, engaging in other businesses similar or dissimilar to ours and allocating their time and services between us and the other entities with which they are involved, as set forth in the preceding risk factor. In the future, we may extend an offer to certain of the part time employees to become full time employees; provided, however, that there can be no assurance that these part time employees will accept our offer of full time employment.

The law firm of Mintz & Fraade, P.C. is our legal counsel. Mintz & Fraade, P.C. owns 2,500,000 shares of our common stock which it received as consideration for legal services rendered to us. A conflict of interest may arise between Mintz & Fraade, P.C.'s capacity as our legal counsel and as a shareholder.

WE NEED ADDITIONAL FINANCING TO DEVELOP OUR BUSINESS AND TO MEET OUR CAPITAL REQUIREMENTS.

We will need additional financing to develop our business and meet our capital requirements. We currently have no arrangements to obtain additional financing and we will be dependent upon sources such as:

- future earnings,
- funds from private sources such as, loans and additional private placements, and
- funds from public offerings.

In view of our current working capital deficit, our ability to obtain additional funds is limited. Additional financing may only be available, if at all, upon terms which may not be commercially advantageous. If adequate funds are not available from operations or additional sources of financing, our business will be materially adversely affected.

THE SUCCESS OF OUR ANTICIPATED FUTURE GROWTH IS DEPENDENT UPON OUR ABILITY TO SUCCESSFULLY MANAGE THE GROWTH OF OUR PROPOSED OPERATIONS.

We expect to experience significant growth in the number of employees and the scope of our operations. Our future success will be highly dependent upon our ability to successfully manage the expansion of our operations. Our ability to manage and support our growth effectively will be substantially dependent upon our ability to implement adequate improvements to financial and management controls, reporting and other procedures and hire sufficient numbers of financial, accounting, administrative and management personnel. Our expansion, and the resulting growth in the number of our employees, will result in increased responsibility for both existing and new management personnel. There can be no assurance that we will be able to identify, attract and retain experienced accounting and financial personnel. Our future operating results will depend upon the ability of our management and other key employees to implement and improve our systems for operations, financial control and information management, and to recruit, train, and manage our employee base. There can be no assurance that we will be able to achieve or manage any such growth successfully or to implement and maintain adequate financial and management controls and procedures. Inability to do so would have a material adverse affect upon our business, results of operations and financial condition.

Our future success depends upon our ability to address potential market opportunities while managing our expenses to match our ability to finance our operations. This need to manage our expenses will place a significant strain on our management and operational resources. If we are unable to manage our expenses effectively, our business, results of operations and financial condition will be adversely affected.

RISKS WITH RESPECT TO SHARES OF OUR COMMON STOCK

WE MAY BE SUBJECT TO THE SECURITIES AND EXCHANGE COMMISSION'S "PENNY STOCK" RULES IF OUR COMMON STOCK SELLS BELOW \$5.00 PER SHARE.

If, after our stock begins to trade, the trading price of our Common Stock is below \$5.00 per share, trading in our securities may be subject to the requirements of the Securities and Exchange Commission's rules with respect to securities trading below \$5.00, which are referred to as "penny stocks". These rules require the delivery prior to any transaction of a disclosure schedule explaining the penny stock market and all associated risks and impose various sales practice requirements on broker-dealers who sell "penny stocks" to persons other than established customers and accredited investors, which are generally defined as institutions or an investor individually or with their spouse, who has a net worth exceeding \$1,000,000 or annual income, individually exceeding \$200,000 or, with their spouse, exceeding \$300,000. For these types of transactions the broker-dealer must make a special suitability determination for the purchaser and have received the purchaser's written consent to the transaction prior to the sale. In addition, broker-dealers must disclose commissions payable to both the broker-dealer and the registered representative and current quotations for the securities they offer. The additional burdens imposed upon broker-dealers by such requirements may discourage broker-dealers from effecting transactions in our Common Stock, which could severely limit its market price and liquidity.

In addition, we will be subject to an SEC rule (Rule 15c2-11) (the so-called penny stock rules) which imposes various requirements on broker-dealers who sell securities governed by the rule to persons other than established customers and accredited investors. The requirement that broker-dealers comply with this rule could deter broker-dealers from recommending or selling our Common Stock, thus further adversely affecting the liquidity and share price of our Common Stock, as well as our ability to raise additional capital.

THERE CAN BE NO ASSURANCE THAT WE WILL PAY ANY DIVIDENDS ON OUR COMMON STOCK.

There can be no assurance that we will have sufficient earnings to pay any dividends with respect to our common stock. Moreover, even if we have sufficient earnings, we are not obligated to declare dividends with respect to our Common Stock. The future declaration of any cash or stock dividends will be in the sole and absolute discretion of the Board of Directors, and will depend upon our earnings, capital requirements, financial position, general economic conditions and other pertinent factors. It is also possible that the terms of any future debt financing may restrict the payment of dividends. We presently intend to retain earnings, if any, for the development and expansion of our business.

OUR DIRECTORS HAVE THE RIGHT, WITHOUT THE AGREEMENT OF SHAREHOLDERS, TO AUTHORIZE THE ISSUANCE OF PREFERRED STOCK WITH ANY RIGHTS ALLOWABLE PURSUANT TO LAW, WHICH COULD ADVERSELY AFFECT THE RIGHTS AND VALUE OF OUR COMMON STOCK, WHICH MAY SUBSTANTIALLY REDUCE THE RIGHTS OF HOLDERS OF COMMON STOCK, INCLUDING VOTING RIGHTS AND LIQUIDATION PREFERENCES.

Our directors, without further action by our shareholders, have the authority to issue shares of Preferred Stock from time to time in one or more series, and to fix the number of shares, the relative rights, conversion rights, voting rights, terms of redemption, liquidation preferences and any other preferences, special rights and qualifications of any such series. Any issuance of Preferred Stock could adversely affect the rights of holders of Common Stock and the value of such Common Stock. Although our Board of Directors is required to make any determination to issue such stock based upon its judgment as to the best interests of our stockholders, our Board of Directors could, for example, act in a manner which would discourage an acquisition attempt or other transaction which some, or a majority, of the stockholders might believe to be in their best interests or in which stockholders might receive a premium for their stock over the then market price of such stock. Our Board of Directors does not at present intend to seek stockholder approval prior to any issuance of currently authorized stock, unless otherwise required by applicable law or stock exchange rules.

THERE CAN BE NO ASSURANCE THAT OUR COMMON STOCK WILL EVER BE LISTED OR QUOTED ON NASDAQ, THE NEW YORK STOCK EXCHANGE, THE AMERICAN STOCK EXCHANGE, THE OTC BULLETIN BOARD OR ONE OF THE OTHER NATIONAL SECURITIES EXCHANGES OR MARKETS, OR THAT IF SO LISTED OR QUOTED, THAT IT WOULD THEREAFTER INCREASE IN VALUE.

Until such time as our Common Stock is listed upon any of the several NASDAQ markets, the New York Stock Exchange, the American Stock Exchange, or one of the other national securities exchanges or markets, of which there can be no assurance, accurate quotations as to the market value of our securities may not be possible. Sellers of our securities are likely to have more difficulty disposing of

their securities than sellers of securities which are listed upon any of the several NASDAQ markets, the New York Stock Exchange, the American Stock Exchange, or one of the other national securities exchanges or markets.

Although we intend for our Common Stock to trade on public markets, including, but not limited to, the Pink Sheets and subsequently on the OTC Bulletin Board, there can be no assurance that we would be successful in having our Common Stock listed or quoted on such a public market, or that if so listed or quoted, that our Common Stock would thereafter increase in value.

Even if a public market does develop, the volume of trading in our Common Stock will presumably be limited and likely dominated by a few individuals. The limited volume, if any, will make the price of our Common Stock subject to manipulation by one or more stockholders and will significantly limit the number of shares that one can purchase or sell in a short period of time. An investor may find it difficult to dispose of shares of our Common Stock or obtain a fair price for our Common Stock in the market.

C. Off-Balance Sheet Arrangements

Since our inception through December 31, 2008, we have not engaged in any off-balance sheet arrangements including, but not limited to, such arrangements as defined in Item 303(c) of the SEC's Regulation S-B.

Part E Issuance History

Item XVII: List of securities offerings and shares issued for services in the past two years.

On August 14, 2008, the Company issued 28,800,000 shares of its common stock in payment of \$78,333 of principal and \$14,622 interest due to an unrelated individual. The shares were issued pursuant to a legal proceeding commenced against the Company for default of payment. Management believes that the shares had a fair market value of approximately \$ 140,000 at the time the parties verbally agreed to the settlement amount and the difference between the value of the stock and the amount of the claim was attributed to the consideration being non-cash.

On August 20, 2008, the Company issued 1,000,000 shares of its common stock to an unrelated individual and received \$42,500 in net proceeds.

On August 20, 2008, the Company issued 1,000,000 shares of its common stock to an unrelated individual and received \$45,000 in net proceeds.

On September 5, 2008, our Board of Directors authorized the issuance of 6,000,000 shares of the Company's common stock, at a value to be determined

by the Board to Jacob Cohen for services rendered, and to be rendered, to the Company during a 90 day period commencing September 5, 2008, of which the Company shall deliver 2,000,000 shares to Jacob Cohen on the 5th day of each month commencing as of October 5, 2008 for a period of three months.

On September 5, 2008, our Board of Directors authorized the issuance of 15,000,000 shares of the Company's common stock, at a value to be determined by the Board to Janine Friehe for services rendered to the Company during the period commencing as of January 1, 2008 and continuing through August 31, 2008.

On September 5, 2008, our Board of Directors authorized the issuance of 2,000,000 shares of the Company's common stock, at a value to be determined by the Board, as a bonus to Tina Ngo, an employee of our Subsidiary, in anticipation of services, which Ms. Ngo will render to the Company.

On September 5, 2008, our Board of Directors authorized the issuance of 2,000,000 shares of the Company's common stock, at a value to be determined by the Board, for Iain Shigeoka, Ph.D., a consultant of our Subsidiary, in anticipation of services, which Dr. Shigeoka will render to the Company.

On September 5, 2008, our Board of Directors authorized the issuance of 6,000,000 shares of the Company's common stock, at a value to be determined by the Board, to an unrelated party for consulting services.

On September 5, 2008, the Company issued 2,500,000 restricted shares, at a value to be determined by the Board, of its Common Stock to Mintz & Fraade, P.C. for services rendered.

On December 22, 2008, our Board of Directors authorized the issuance of 4,000,000 shares of the Company's common stock, at a value to be determined by the Board, to an unrelated party for consulting services.

On December 22, 2008, our Board of Directors authorized the issuance of 250,000 shares of the Company's common stock, at a value to be determined by the Board, to an unrelated party in consideration of a loan provided to the Company.

On December 31, 2008, our Board of Directors promised to issuance 9,000,000,000 shares of the Company's common stock to Holdings, pursuant to the Agreement to purchase SOMRI and Corpus. As per an ancillary letter agreement dated December 31st, 2008, the Company promised to issue the Company's common stock to Holdings, Inc. on or before March 31st, 2009. The Company currently does not have enough common shares authorized shares to issue these shares.

Part F Exhibits

The following exhibits must be either described in or attached to the Disclosure Statement:

Item XVIII: Material Contracts.

In January 2006, our former President sold four imaging centers, which he formerly owned, to our largest customer who then opened two additional MRI imaging centers. In November 2006, one of original imaging centers was sold to a third party whom discontinued our services. This customer still utilizes our MRI managed services for their five remaining imaging centers which represents 37% of our total scan volume for the year ending December 31, 2008.

In December 2006, our Subsidiary entered into a Master Services Agreement with one of our clients, which owns and operates MRI diagnostic imaging centers. After entering into such agreement, such client has added additional diagnostic imaging centers to their portfolio and respectively our Subsidiary provides services to these additional diagnostic imaging centers. This client represented 30% of our total scan volume for the year ending December 31, 2008.

Item XIX: Articles of Incorporation and Bylaws.

A. Articles of Incorporation

A copy of the Company's Articles of Incorporation was posted on Pinksheets.com through the OTC Disclosure and News Service under Supplemental Information on October 13, 2008 and is incorporated herein by reference.

B. Bylaws

A copy of the Company's Bylaws was posted on Pinksheets.com through the OTC Disclosure and News Service under Supplemental Information on October 13, 2008 and is incorporated herein by reference.

Item XX: Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

Not Applicable.

Item XXI: Issuer's Certifications.

I, Bryan A. Scott, hereby certify that:

1. I have reviewed this Annual Report of Metiscan, Inc.;
2. Based upon my knowledge, this Annual Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light to the circumstances under which such statements were made, not misleading with respect to the period covered by this Annual Report; and
3. Based upon my knowledge, the financial statements, and other financial information included or incorporated by reference in this Annual Report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this Annual Report.

Dated this 6th day of April 2009:

/s/Bryan A. Scott
President & CEO

I, Janine Friehe, hereby certify that:

1. I have reviewed this Annual Report Metiscan, Inc.;
2. Based upon my knowledge, this Annual Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light to the circumstances under which such statements were made, not misleading with respect to the period covered by this Annual Report; and
3. Based upon my knowledge, the financial statements, and other financial information included or incorporated by reference in this Annual Report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this Annual Report.

Dated this 6th day of April 2009:

/s/Janine Friehe
Chief Financial Officer

I, Brian Hart, hereby certify that:

1. I have reviewed this Annual Report of Metiscan, Inc.;

2. Based upon my knowledge, this Annual Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light to the circumstances under which such statements were made, not misleading with respect to the period covered by this Annual Report; and

3. Based upon my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of he issuer as of, and for, the periods presented in this Annual Report.

Dated this 6th day of April 2009:

/s/Brian A. Hart
Chief Operations Officer