

MYOFFIZ, INC.
Form DEF 14C
October 27, 2004

SCHEDULE 14C INFORMATION

Information Statement Pursuant to Section 14(c) of the Securities
Exchange Act of 1934

Check the appropriate box:

☐ Preliminary Information Statement

☐ Confidential, for Use of the Commission Only (as permitted by Rule
14c-5(d)(2))

☒ Definitive Information Statement

MYOFFIZ, INC.

(Name of Company as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

☐ Fee computed on table below per Exchange Act Rules 14c-5(g) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

☐ Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(1)

Date Filed:

1

NOTICE TO SHAREHOLDERS

DATED: October 27, 2004

MYOFFIZ, INC.

5770 El Camino Road, Las Vegas, NV

89118

702.222.9076

We are furnishing an information statement (the "Information Statement") to the shareholders of Myoffiz, Inc., a Nevada corporation (the "Company"), with respect to certain corporate actions of the Company. This information is first being provided to shareholders on or about October 27, 2004.

The corporate action involves two Proposals (the "Proposals"):

1.

To approve an amendment to the Company's Articles of Incorporation to increase the authorized shares to 50,000,000 shares of Common Stock, par value of \$.001 per share, (the Common Stock) and to reauthorize 5,000,000 shares of Preferred Stock with a par value of \$.001 per share of Preferred Stock (the Preferred Stock).

2.

To approve an amendment to the Company's Articles of Incorporation to change the Company's name to Public Company Management Corporation.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ STEPHEN BROCK

DIRECTOR AND CHIEF EXECUTIVE OFFICER

Las Vegas NV

October 27, 2004

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WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.

MYOFFIZ, INC.

5770 El Camino Road, Las Vegas, NV

89118

702.222.9076

INFORMATION STATEMENT

OCTOBER 27, 2004

This information statement contains information related to corporate actions of Myoffiz, Inc., a Nevada corporation (the "Company"), and is expected to be mailed to shareholders on or about October 27, 2004.

ABOUT THE INFORMATION STATEMENT

WHAT IS THE PURPOSE OF THE INFORMATION STATEMENT?

This information statement is being provided pursuant to Section 14 of the Securities Exchange Act of 1934 to notify the Company's shareholders as of the close of business on the Record Date of October 1, 2004 (Record Date) of corporate action taken or expected to be taken pursuant to the consents or authorizations of principal shareholders. This information is first being provided to shareholders on or about October 27, 2004.

The corporate action involves two Proposals (the "Proposals"):

1.

To approve an amendment to the Company's Articles of Incorporation to increase the authorized shares to 50,000,000 shares of Common Stock, par value of \$.001 per share, (the Common Stock) and to reauthorize 5,000,000 shares of Preferred Stock with a par value of \$.001 per share of Preferred Stock (the Preferred Stock).

2.

To approve an amendment to the Company's Articles of Incorporation to change the Company's name to Public Company Management Corporation.

Written consents of shareholders owning at least 50% of the issued and outstanding shares are required to approve the Proposals.

THE TOTAL VOTING SHARES ARE AS FOLLOWS:

As of October 1, 2004: 19,920,000 shares of Common Stock outstanding.

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AT OCTOBER 1, 2004 PRINCIPAL SHAREHOLDERS WHO COLLECTIVELY HOLD IN EXCESS OF 50% OF THE VOTES AT THAT DATE, OR

Total indicated votes of Principal Shareholders - 15,645,650

50% of total votes of all shareholder votes - 9,960,000

HAVE INDICATED THAT THEY WILL GIVE THEIR WRITTEN CONSENT AS PROVIDED UNDER NEVADA LAW FOR THE RATIFICATION OF PROPOSAL 1 AND FOR PROPOSAL 2. ASSUMING THESE PRINCIPAL SHAREHOLDERS GIVE THEIR WRITTEN CONSENT, WHICH WE HAVE NO REASON TO BELIEVE WILL NOT OCCUR, PROPOSAL ONE SHOULD BE APPROVED AND PROPOSAL 2 SHOULD BE APPROVED WITHOUT THE AFFIRMATIVE VOTE OF ANY OTHER SHAREHOLDERS OF THE COMPANY. ACCORDINGLY, THE COMPANY IS NOT SOLICITING WRITTEN CONSENTS OR PROXIES FROM ANY OTHER SHAREHOLDERS. THIS ACTION IS EXPECTED TO BE TAKEN NOT LESS THAN TWENTY (20) DAYS FROM THE MAILING OF THIS INFORMATION STATEMENT, BUT AS SOON THEREAFTER AS PRACTICABLE. These Principal Shareholders are Brock Family Trust and GoPublicToday.com, Inc., affiliates of our President and CEO, Mr. Stephen Brock.

Under Nevada corporate law, all the activities requiring shareholder approval may be taken by obtaining the written consent and approval of more than 50% of the holders of voting stock in lieu of a meeting of the shareholders. No action by the other minority shareholders in connection with the Proposals is required.

WHO IS ENTITLED TO NOTICE?

Each outstanding share of common stock as of record on the close of business on October 1, 2004, will be entitled to notice of each matter to be voted upon pursuant to consents or authorizations.

WHAT CORPORATE MATTERS WILL THE PRINCIPAL SHAREHOLDERS VOTE FOR AND HOW WILL THEY VOTE?

Principal Shareholders holding a majority of the outstanding voting stock have indicated that they have voted or will vote for the following matters:

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To approve an amendment to the Company's Articles of Incorporation to increase the authorized shares to 50,000,000 shares of Common Stock, par value of \$.001 per share, (the Common Stock) and to reauthorize 5,000,000 shares of Preferred Stock with a par value of \$.001 per share of Preferred Stock (the Preferred Stock).

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To approve an amendment to the Company's Articles of Incorporation to change the Company's name to Public Company Management Corporation.

WHAT VOTE IS REQUIRED TO APPROVE THE PROPOSALS?

THE TOTAL VOTING SHARES ARE AS FOLLOWS:

As of October 1, 2004: 19,920,000 shares of Common Stock outstanding.

AT OCTOBER 1, 2004 PRINCIPAL SHAREHOLDERS WHO COLLECTIVELY HOLD IN EXCESS OF 50% OF THE VOTES AT THAT DATE, OR

Total indicated votes of Principal Shareholders - 15,645,650

50% of total votes of all shareholder votes - 9,960,000

HAVE INDICATED THAT THEY WILL GIVE THEIR WRITTEN CONSENT AS PROVIDED UNDER NEVADA LAW FOR THE RATIFICATION OF PROPOSAL 1 AND FOR PROPOSAL 2. ASSUMING THESE PRINCIPAL SHAREHOLDERS GIVE THEIR WRITTEN CONSENT, WHICH WE HAVE NO REASON TO BELIEVE WILL NOT OCCUR, PROPOSAL ONE SHOULD BE APPROVED AND PROPOSAL 2 SHOULD BE APPROVED WITHOUT THE AFFIRMATIVE VOTE OF ANY OTHER SHAREHOLDERS OF THE COMPANY. ACCORDINGLY, THE COMPANY IS NOT SOLICITING WRITTEN CONSENTS OR PROXIES FROM ANY OTHER SHAREHOLDERS. THIS ACTION IS EXPECTED TO BE TAKEN NOT LESS THAN TWENTY (20) DAYS FROM THE MAILING OF THIS INFORMATION STATEMENT, BUT AS SOON THEREAFTER AS PRACTICABLE. These Principal Shareholders are Brock Family Trust and GoPublicToday.com, Inc., affiliates of our President and CEO, Mr. Stephen Brock.

Under Nevada corporate law, all the activities requiring shareholder approval may be taken by obtaining the written consent and approval of more than 50% of the holders of voting stock in lieu of a meeting of the shareholders. No action by the other minority shareholders in connection with the Proposals is required.

SECURITY OWNERSHIP OF MANAGEMENT AND CERTAIN SECURITY HOLDERS

The following tables set forth the ownership, as of the date of this Information Statement, of our Common Stock by each person known by us to be the beneficial owner of more than 5% of our outstanding Common Stock, our directors, and our executive officers and directors as a group. To the best of our knowledge, the persons named have sole voting and investment power with respect to such shares, except as otherwise noted. There are not any pending or anticipated arrangements that may cause a change in control.

The information presented below regarding beneficial ownership of our voting securities has been presented in accordance with the rules of the Securities and Exchange Commission and is not necessarily indicative of ownership for any other purpose. Under these rules, a person is deemed to be a "beneficial owner" of a security if that person has or shares the power to vote or direct the voting of the security or the power to dispose or direct the disposition of the security. A person is deemed to own beneficially any security as to which such person has the right to acquire sole or shared voting or investment power within 60 days through the conversion or exercise of any convertible security, warrant, option or other right. More than one person may be deemed to be a beneficial owner of the same securities. The percentage of beneficial ownership by any person as of a particular date is calculated by dividing the number of shares beneficially owned by such person, which includes the number of shares as to which such person has the right to acquire voting or investment power within 60 days, by the sum of the number of shares outstanding as of such date plus the number of shares as to which such person has the right to acquire voting or investment power within 60 days. Consequently, the denominator used for calculating such percentage may be different for each beneficial owner. Except as otherwise indicated below and under applicable community property laws, we believe that the beneficial owners of our Common Stock listed below have sole voting and investment power with respect to the shares shown. The business address for all persons listed below is 5770 El Camino Road, Las Vegas, NV 89118.

<u>Name</u>	<u>Percentage</u>	<u>Number of Shares of Common Stock</u>
Michael Chang Ah Meng [1] [2]	7.23%	1,442,857
Hirofumi Inagawa	*	21,429
Catalyz Investment Asia Pte		
Ltd [1]	5.99%	1,192,857
Jaren Chan Eng Ann [1] [2]	6.67%	1,328,590
Stephen Brock [3]	78.54%	15,645,650
All officers and directors		
as a group [4 persons] [1] [2] [3]	86.57%	17,245,656

* Less than 1%

[1]Jaren Chan Eng Ann, our president, is the CEO of Catalyz Investment Asia Pte Ltd. Michael Chang Ah Meng is a director of Catalyz Investment Asia Pte Ltd.

[2] Because Jaren Chan Eng Ann and Michael Chang Ah Meng by virtue of their positions with Catalyz Investment Asia Pte Ltd. have shared voting and dispositive power over the shares owned by Catalyz Investment Asia Pte Ltd., each is also deemed a beneficial owner of the shares owned by Catalyz Investment Asia Pte Ltd.

[3] Includes 15,645,650 shares owned by Brock Family Trust and 319,000 shares owned by GoPublicToday.com, Inc. Mr. Brock is the principal of these entities.

This table is based upon information derived from our stock records. Unless otherwise indicated in the footnotes to this table and subject to community property laws where applicable, it believes that each of the shareholders named in this table has sole or shared voting and investment power with respect to the shares indicated as beneficially owned. Applicable percentages are based upon 19,920,000 shares of Common Stock outstanding as of October 1, 2004.

PROPOSAL 1 - AMENDMENT TO THE ARTICLES OF INCORPORATION

The Company's Board of Directors proposes to approve an amendment under Nevada Law to the Company's Articles of Incorporation to increase the authorized shares to 50,000,000 shares of Common Stock, par value of \$.001 per share, (the Common Stock) and to reauthorize 5,000,000 shares of Preferred Stock with a par value of \$.001 per share of Preferred Stock (the Preferred Stock).

PURPOSE OF INCREASING NUMBER OF AUTHORIZED SHARES OF COMMON STOCK

As there are now only 80,000 shares of Common Stock which can be issued under our existing Articles of Incorporation, the Company's Board of Directors believes that it is desirable to have additional authorized shares of Common Stock available for other possible future financings, possible future acquisition transactions and other general corporate purposes. The Company's Board of Directors believes that having such additional authorized shares of common stock available for issuance in the future should give the Company greater flexibility and may allow such shares to be issued without the expense and delay of a special shareholders' meeting. Although such issuance of additional shares with respect to future financings and acquisitions would dilute existing shareholders, management believes that such transactions would increase the value of the Company to its shareholders.

At this time, we have no plans, proposals, or arrangements written or otherwise; and we are not currently considering any acquisition transactions, future financings or other general corporate purposes; that would require us to issue any of the newly authorized shares of Common Stock.

The amendment to the Company's Articles of Incorporation provides for the authorization of 50,000,000 shares of the Company's Common Stock and 5,000,000 shares of Preferred Stock. As of October 1, 2004, 19,920,000 shares of Common Stock were outstanding.

The amendment to the Company's Articles of Incorporation will be filed with the Nevada Secretary of State so that the Article IV of the Articles of Incorporation is as follows:

The aggregate number of shares which the corporation shall have authority to issue shall consist of 50,000,000 shares of Common Stock having a \$.001 par value, and 5,000,000 shares of Preferred Stock having a \$.001 par value. The Common and/or Preferred Stock of the Company may be issued from time to time without prior approval by the stockholders. The Common and/or Preferred Stock may be issued for such consideration as may be fixed from time to time by the Board of Directors. The Board of Directors may issue such share of Common and/or Preferred Stock in one or more series, with such voting powers, designations, preferences and rights or qualifications, limitations or restrictions thereof as shall be stated in the resolution or resolutions.

This Proposal 1 involves the authorization of Common Stock and the reauthorization of Preferred Stock without present intent to issue such Preferred Stock. As such, the financial and other information is not deemed material to the exercise of prudent judgment regarding this Proposal 1 and is being omitted.

PROPOSAL 2 - AMENDMENT TO THE ARTICLES OF INCORPORATION

The Company's Board of Directors proposes an amendment to the Company's Articles of Incorporation change our name to Public Company Management Corporation.

PURPOSE OF CHANGING OUR NAME

The Company acquired 4 operating subsidiaries with five lines of business under Exchange Agreement which closed October 1, 2004. We now wish to change our name to reflect our current business focus. Accordingly, we have chosen the name Public Company Management Corporation.

DESCRIPTION OF SECURITIES

COMMON STOCK

The current authorized capital stock of the Company consists of 20,000,000 shares of Common Stock, par value \$0.001 per share. As of October 1, 2004, the Company had 19,920,000 shares of Common Stock outstanding. Each share of the Company's common stock entitles the holder to one vote on each matter submitted to a vote of shareholders, including the election of directors. There is no cumulative voting. The holders of the Company's Common Stock are entitled to receive ratably such dividends, if any, as may be declared from time to time by the Board of Directors out of funds legally available therefor. Holders of the Company's Common Stock have no preemptive, conversion or other subscription rights. There are no redemption or sinking fund provisions available to the Company's Common Stock. In the event of liquidation, dissolution or winding up the Company, the holders of common stock are entitled to share ratably in all assets remaining after payment of liabilities. Additional information can be found in our Articles of Incorporation and our Bylaws, which are filed with the Securities and Exchange Commission.

PREFERRED STOCK

We are authorized to issue 5,000,000 shares of Preferred Stock. No shares are currently issued. We presently have no plans to issue any shares of Preferred Stock. However, Preferred Stock may be issued with preferences and designations as the board of directors may from time to time determine. The board may, without stockholders approval, issue Preferred Stock with voting, dividend, liquidation and conversion rights that could dilute the voting strength of our Common Stockholders and may assist management in impeding and unfriendly takeover or attempted changes in control.

There are no restrictions on our ability to repurchase or reclaim our preferred shares while there is any arrearage in the payment of dividends on our Preferred Stock.

The increase in the authorized number of shares of Common Stock will not, in and of itself, have any further immediate effect on the rights of our stockholders. Any future issuance of additional shares of Common Stock could affect our stockholders in a number of respects, including the following:

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Dilution to the existing stockholders, including a dilution of the voting power of the current holders of our Common Stock, and a decrease in the earnings per share and book value per share of outstanding shares of our Common Stock at such time. In addition, the issuance of additional shares could adversely affect the market price of our Common Stock.

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The issuance of authorized but unissued stock could be used to deter a potential takeover of us that may otherwise be beneficial to stockholders by diluting the shares held by a potential suitor or issuing shares to a stockholder that will vote in accordance with our board of directors' desires. A takeover may be beneficial to independent stockholders because, among other reasons, a potential suitor may offer such stockholders a premium for their shares of stock compared to the then-existing market price. Management might use the additional shares to resist or frustrate such a third party transaction providing an above market premium that is favored by a majority of the independent shareholders.

We have no present intention to use the increased authorized Common Stock for anti-takeover purposes, nor is the proposed amendment in response to any effort by any person or group to accumulate our stock or to obtain control of us by any means. The proposed amendment is not intended to have any anti-takeover effect and is not part of any series of anti-takeover measures contained in our articles of incorporation or bylaws as in effect on the date hereof. However, the issuance of additional shares of Common Stock would increase the number of shares necessary to acquire control of the board of directors or to meet the voting requirements imposed by Nevada law with respect to a merger or other business combination involving us. Issuance of additional shares unrelated to any takeover attempt could also have these effects. Management has no current intent to propose anti-takeover measures in future proxy solicitations or information statements. Further, the Company does not have any plans or proposals to adopt provisions or enter into agreements and there are no provisions in any existing agreements, including but not limited to our articles, bylaws, employment agreements or credit agreements, that may have material anti-takeover consequences.

Change in Control

On October 1, 2004, MyOffiz, Inc. (the Company) entered into an Exchange Agreement (the Agreement) with GoPublicToday.com, a Nevada corporation (GPT), Pubco White Papers, Inc., a Nevada corporation (PWP), Nevada Fund, a Nevada corporation (NF), Public Company Management Services, Inc., a Nevada corporation (PCMS), and the majority shareholders of GPT, PWP, NF or PCMS, Brock Family Trust (the Trust), and Stephen Brock. The Trust and NF are the majority shareholders of GPT. The Trust is the majority shareholder of NF and the sole shareholder of PCMS. Stephen Brock is the sole shareholder of PWP.

Pursuant to the Agreement, the Company acquired 5,000,000 shares of common stock (or approximately 92.1%) of GPT, 5,000,000 shares of common stock (or 100%) of PWP, 5,000,000 shares of common stock (or approximately 98.0%) of NF, and 5,000,000 shares of common stock (or 100%) of PCMS in exchange for an aggregate of 15,326,650 newly issued treasury shares of the Company's common stock. The transaction is referred to herein as the Acquisition.

Further, by resolution effective October 5, 2004, the officers and directors of the Registrant, elected Stephen Brock as the President, Secretary Treasurer, Director and Chairman of the Board. In addition, Michael Chang and Jaren Chan Eng Ann resigned their position as officers of the Registrant. Thus, effective October 5, 2004, the sole Officer of the Registrant is Stephen Brock.

Prior to the Acquisition, GPT provided services to the Company in connection with the Company becoming a publicly traded company. PCMS provided compliance services to the Company in connection with the Company maintaining its status as a publicly traded company.

DELIVERY OF DOCUMENTS TO SECURITY HOLDERS SHARING AN ADDRESS

Only one information statement is being delivered to multiple security holders sharing an address unless the Company has received contrary instructions from one or more of the security holders. The Company shall deliver promptly upon written or oral request a separate copy of the information statement to a security holder at a shared address to which a single copy of the documents was delivered. A security holder can notify the Company that the security holder wishes to receive a separate copy of the information statement by sending a written request to the Company below; or by calling the Company at the number below and requesting a copy of the Information Statement.

A security holder may utilize the same address and telephone number listed below to request either separate copies or a single copy for a single address for all future information statements and annual reports.

COMPANY CONTACT INFORMATION

All inquires regarding our Company should be addressed to our Company's principal executive office:

MYOFFIZ, INC.

5770 El Camino Road

Las Vegas, NV 89118

702.222.9076

Attn: Stephen Brock, President and CEO

SIGNATURE

Dated October 27, 2004

/s/ Stephen Brock

Stephen Brock, President and CEO

