



Business Plan Summary



Children's Educational Network
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Informational Note

This confidential business plan summary (the “Plan”) is for use by prospective investors in connection with an offering of securities in Children’s Educational Network Inc. (CEN), a Nevada corporation (the “Company”) as described herein.

This Plan does not constitute an offer to sell to, or a solicitation of an offer to buy from, nor shall any of the securities be offered or sold to, any person in any state or other jurisdiction in which such offer, purchase, or sale is unlawful or unauthorized under the securities laws of such jurisdiction. The Company reserves the absolute right to select the investor(s) to whom securities will be sold. The information contained in this Plan has been prepared to assist interested parties in making their own evaluation of the Company and does not purport to contain all of the information that a prospective investor may desire.

In all cases, interested parties should conduct their own investigation and analysis of the Company and the data contained in this Plan. The Company does not make any representation or warranty as to the accuracy or completeness of this Plan and shall have no liability for any representations (express or implied) contained herein, or for any omissions from this Plan, or any other written or oral communication transmitted to the recipient in the course of the recipient's evaluation of the Company, except as may be set forth in definitive purchase agreements.

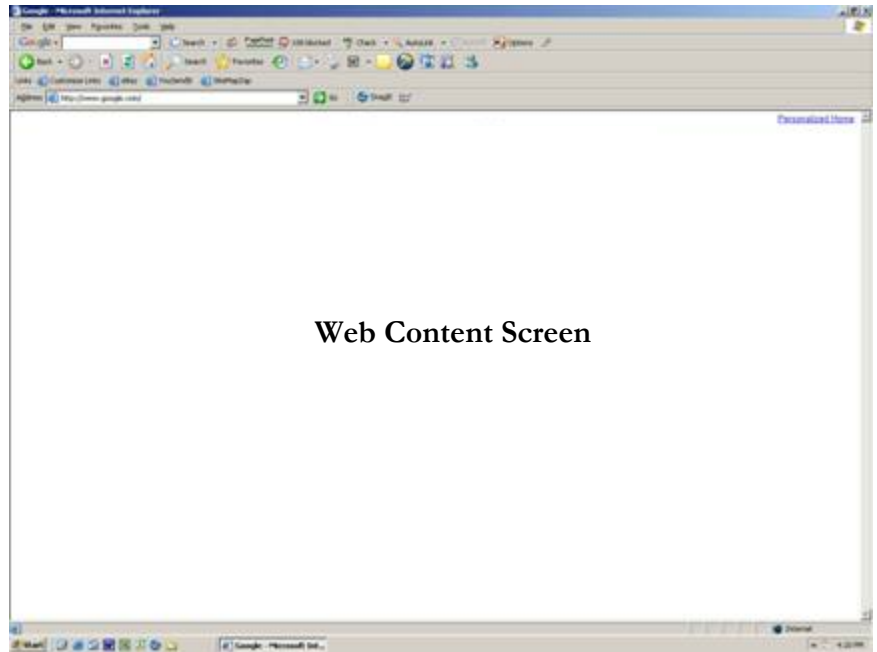
This Plan includes certain statements provided by the Company with respect to the anticipated future performance of the Company. Such forward-looking statements and estimates reflect various assumptions that may or may not prove to be correct. Forward-looking statements typically are identified by the use of such terms as “may,” “will,” “expect,” “believe,” “anticipate,” “estimate,” “plan” and similar words. No representations are made to the accuracy of the statements, estimates, or assumptions, which are subject to change at any time.

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Comparison of Software

Microsoft Internet Explorer

- Internet Explorer does not encourage education, entertainment and exploration at a child's level
- Unfiltered browser may lead to dangerous surfing
- Does not create brand loyalty
- No content aggregation for end user
- Not a "client server" application
- Basic browser allow users to view web pages.



TUKI™ "The solution to Kid Safe Internet Surfing"

- Does all basic functions of a normal IE browser and more
- FREE TUKI Software is Kid Safe (premium content requires TUKI Membership)
- Changeable themes are always displayed creating a fun, safe and educational Internet experience
- Shown is Private Label Software for "Piano Wizard" one of our Private Label Partners
- Animated talking characters encourage educational surfing
- Advertising revenue opportunities within the TUKI Software screen
- POP Up Blocker



TUKI™ Interchangeable Themes

Tim Brown
"Private Label"
Theme



Santa Surfer Holiday
Theme



Noah's Net
Theme

Lady Bugs &
Butterflies
Theme



I. The Company

Business purpose

What is the business of the Company? What is the key marketing opportunity for the Company?

Children's Educational Network, Inc. is a software company that is developing and marketing a fully integrated suite of Internet products that enable parents to provide children a safe platform and meaningful tools to accelerate their children's education, entertainment, and exploration of the "Information Superhighway" free from hate, violence, pornography and online predators. Our Product, the **TUKI™ Software**, combines an online membership community and aggregation of the best content on the Web for kids. It features interchangeable themes, Internet filter, parental safety controls, safe email, chat, chore reminders, encouraging words and animated characters. TUKI™ is the "*The Ultimate Kids' Internet.*"

The target market in the United States is over 53 million children ages 4 to 16. According to a recent report, Nielson stated that the age group of children 2-11 is the fastest growing demographics on the Internet.

The Company plans to leverage and capitalize on the:

- Relationships, brands, loyalty and marketing strengths of celebrities, companies and organizations through private labeling of the Company's technology.
- Fact that parents want to protect and provide education for their children.
- Fact that the Internet is widely considered to be a dangerous environment filled with perils including the dangers of hate, violence, pornography and online predators.
- Inefficiency of the Internet safety market to derive long-term revenue from its customers and website traffic.

Company Background

A brief summary of the Company's history and current status.

Children's Educational Network Inc., (CEN), (The "Company"), was formed in June 2004 as a privately held corporation. It has acquired the worldwide, royalty-free, non-exclusive, perpetual license to the *MindWalker™* technology. The previous owners did not withstand the "dot bomb" era and in management's opinion had inferior marketing and distribution.

The Company is an early stage growth company, fully operational with limited revenues since inception. Management believes it has made great strides in the proving the concept of the business model. A number of Private Label and Distribution contracts have been signed since February 2005 and thousands of customers have download and installed the Free TUKI Kid Safe Software. The Company maintains a number of work-for-hire resources that assist in various aspects of the Company's operations and growth.

Overall Strategy and Objective

What is the Company's overall strategy and objective?

Management's overall objective is to build the world's largest online network for children built on safety and education. The strategy is to develop strategic relationships that allow the Company to leverage brand names to market and distribute the Company's products and services. Coupled with this strategy is to become a significant online distribution channel of products and services focused on the family unit. The five-year goal is to grow the user base to approximately 2,000,000 children of which 300,000 are paid memberships. During this growth, Management will be positioning the Company as a possible acquisition target or for an Initial Public Offering in 3 to 5 years.

Business Model

An explanation of how, where and when the Company's revenues are generated.

The Company's business model is a "distribution/marketing" model with revenues from membership fees, premium content fees, licensing, revenue sharing, advertising/sponsorship, and e-commerce. The distribution of TUKI is the cornerstone of the Company's business model.

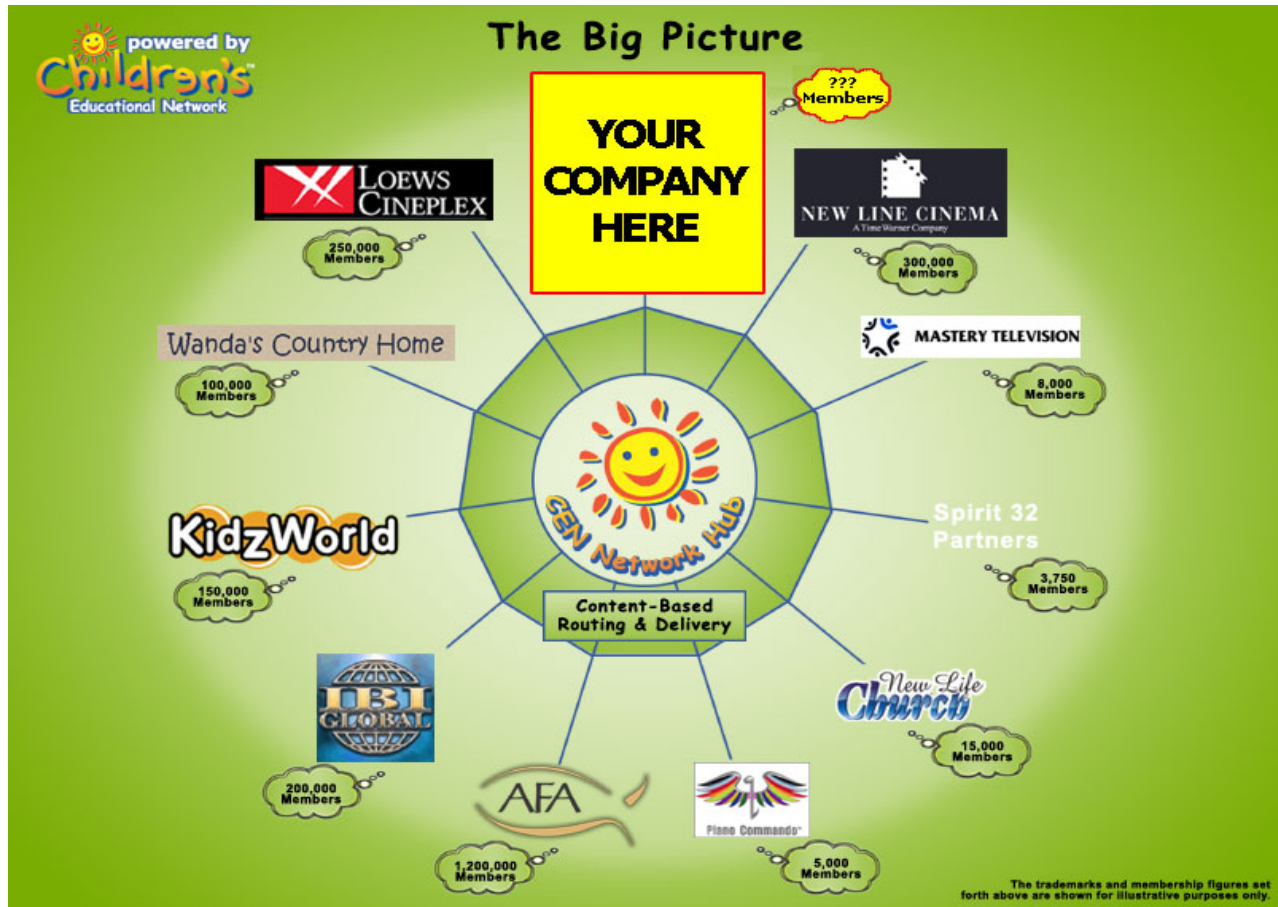
The Company has two distinct markets, the business-to-business market and the parent/guardian of children. We will generate revenues by offering a turnkey Internet strategy to businesses that already have a customer base of families by offering them a private labeled version of our technology in exchange for license fees and revenue share from TUKI memberships.

Then in conjunction with our partners the Company will offer parents a free TUKI Kid Safe Software via the web and/or CD-ROM and then up-sell the customer to a paid TUKI membership that offers premium content and services.

Once a customer is obtained through our free offer we believe we can create a very strong relationship by virtue of protecting and educating their children online and offer additional products and services to this customer base through the technology, direct mail and email solicitations.

Revenue Sources

- **Membership and Premium Content Fees** - resulting from the conversion of free TUKI users to *Paid* membership accounts. Membership fees will range from \$4.97 per month to upwards of \$49.97 per month as we add additional content to our membership plans.
- **License and Integration Fees** - With our Private Label Partners Program we collect license and integration fees ranging from \$4,997 to \$99,000 to brand our technology with that of our partners and then share revenues generated from TUKI memberships and advertising/sponsorship revenue.
- **Advertising Sponsorship** - The Company plans to generate advertising and sponsorship fees by placing ads/content within the TUKI Software, emails and log in screens.
- **E-commerce** - The Company will generate income based on the assumption that our customers will purchase other goods and services from us, both from the Kid Safe Software and the Parent Safe Software as well as traditional direct mail marketing to our customer base.



The Ultimate Joint Venture Strategy To Protect & Educate Children Online!

CEN will handle all customer support, technical support and maintain the network. Our private label partners become our marketing and distribution system leveraging their brand, customer base and distribution outlets.

Benefits include:

- Software development and maintenance costs for our partners is nil and our costs are distributed to all partners in the hub and offset the distribution cost of our software to our partners customer base.
- Expanded distribution of our PL Partners products and services to our other PL Partners through our Content Based Routing and Delivery Permission Based marketing strategy.
- Minimal customer acquisition cost for CEN.
- Distributed network and related costs shared by all partners via this hub strategy.

II. Product and Services

Features and Benefits

What are the important features and user benefits of the Company's product?

TUKI™ is a parent-controlled Internet software and community suite of client-server applications and software components (email, chat) used to assemble an educational, safe and secure environment for children to navigate the Internet, send and receive email and participate in chat room discussions without the fear of predators making contact with them. The TUKI Software is coupled with our proprietary cartoon and subject based themes. The Company's technology includes the following features and benefits:

- **Kid Safe Include List Web Software**
- **Parent Safe Filtered Web Software**
- **Changeable Themes**
- **Spam Free Buddy List Only E-Mail**
- **Personal Information Filters**
- **Language Filters**
- **Animated Talking Agent** - Animated cartoon characters that “talk” to the child user. These characters engage the child and assist in learning.
- **Encouraging Words** - The animated character speaks praise and encouraging words or phrases to the child.
- **Chore Reminders** - Chore reminders are spoken by the animated character to a child while he/she is online.
- **TUKI Teacher™** – Educational and inspiration messages are flashed on the desktop screen before a child can search the Internet, delivering educational content to the child on a daily basis.



TUKI Scout Browser

“Our Goal is to Create Long Term Relationships With Our Customers”

Pricing Strategy

Discuss pricing for the Company's products.

The Company has compiled a detailed comparison table outlining each competitor's features and pricing. To date no competitor has been identified that offers the combined strengths of CEN.

- ✓ **Membership and Premium Content Fees** – The Company's TUKI™ Software is currently offered on a free basis. Then with every free TUKI Software we offer the end user a free trial to our premium content for a period of 30-60 days. Thereafter, the premium features are disabled and the user is given the opportunity to subscribe to the TUKI membership every time the user uses the TUKI Software. Membership pricing is currently being offered at \$4.97 per month and \$47 annually. Discounts and sale promotions will be offered from time to time to generate revenue, to test market price points and increase conversion from a free user to a paid member.
- ✓ **Technology Licensee & Integration Fees** – As part of our Private Label Partners Program we will aggressively market our “Own the Desktop” strategy to companies that need an “Internet Strategy” designed to create additional value from their existing customer base. Fee's for private labeling our technology range from \$4,997 to \$99,000 per licensee, plus monthly revenue share.
- ✓ **Advertising/Sponsorship Revenue** – All users who choose not to subscribe to the premium TUKI membership but retain the free TUKI software will be presented with advertising from within the technology to generate additional revenue for CEN. Through its technology, CEN can deliver full screen commercials every time a child or parent logs on using their free software, in addition, the Company can deliver specific, customized advertisements based on demographics such as age, gender, and geographical location of the viewer. This will allow the Company charge a premium CPM rate.

As a software and service company, our margins are very high and once the threshold of breakeven point is achieved the company believes it can maintain profit margins of 30%-50% after all operating expenses.

Core Technology

Explain proprietary position, trademarks, patents, trade secrets, special production skills, proprietary process, etc.

The Company's TUKI™ suite of client-server applications and software components (software, email, and chat) are based on the Company's source code. The client portion of the application is a custom software, email, chat, and channel bar, not much different conceptually than Microsoft's Internet Explorer (IE) browser and actually built on the IE core technology. This allows easy user upgrades as new releases of MS Internet Explore are released. It provides an appealing graphical user interface to a child and the parent when used to access the Internet. The client portion also includes a security module that ensures that a child only has access to safe Internet websites. The server portion allows children to access all the web pages containing the content that the child would want to surf (such as games, educational sites, cartoons, storybooks, etc.), as well as email, chat rooms and soon, instant messaging.

The server portion includes a centralized database containing customer account information, security policies, and administrative information. Additionally, the database contains parental control and individual child permissions established by a parent through the administration panel.

The Company does not currently have any patents pending or own any patents. The Company is, currently in the process of having legal council conduct searches on our proposed TUKI Moola system. In addition, the Company is in the process of architecting the “next generation” of CEN’s technologies and plans to evaluate the possibilities of securing patent protection for that work. Management intends on registering a number of trademarks and copyrights.

Specific products and projects planned. What is their status? When are they scheduled for release?

The Company is also in the development of a Positive Response Reward System that we call “TUKI Moola™”. This technology is comprised of Educational Arcade, an Internet Virtual Bank and EBay type Auction system that is designed to reward children for their online learning by depositing TUKI Moola™ into their own accounts that they can later use to bid on items through the auction module, much like on EBay, but for kids. TUKI Moola™ is scheduled for release within 90-120 days upon funds becoming available to develop the prototype to a commercially viable product. This product may be licensed as a stand-alone private labeled product.

III. The Market and Marketing Strategies

The Market Needs

Description of market needs satisfied by the Company. What situation in the market does the Company intend to capitalize? Who buys the Company’s products and why? What issues are driving the market to need the Company’s product/service? What is the Company’s specific segment of the market, anticipated growth, and key changes.

The personal computer used at home and the use of the Internet has fast become household standards. However, parents have only recently begun to recognize the need for Internet safety, online protection tools and a means for monitoring their child’s use of the computer in the home. The Internet has also become the leader in delivery of educational content. The marketplace for such products is in its infancy and is just now being defined. The Company plans to capitalize on the fact that parents want to protect their family and provide an educational, entertaining and engaging Internet experience for their children and grandchildren. The Company has three separate markets segments it plans to pursue:

- Existing businesses that currently market to families with children between the ages of 4-16
- Parents that have children between the ages of 4-16 who are concerned about the education and safety of their children.
- Children

The Internet is widely considered to be a dangerous environment filled with perils including the dangers of hate, violence, pornography and online predators. The National Center for Missing and Exploited

Children conducted a national survey¹ of 1,501 American youths aged 10-17 years who regularly use the Internet and discovered that:

- One in five received a sexual solicitation over the Internet.
- One in four was exposed to nudity or sex acts.
- One in seventeen was threatened or harassed while online.

Clearly, there is a tremendous, outspoken need for solutions to protect and educate children on the Internet and CEN has determined that the size of the market is significant. As CEN's strives for market domination in this arena, it is aware that its software suite must appeal to both children (for content), and parents (for content, security and related features). Private label partners must also perceive the value in building an entire brand/affinity based community of family oriented online protection and education.



According to the CIA's US Fact book, the Internet users for 2005 in the United States is 185.55 million, with 137.54 million active users. The world online population for 2004, according to the Computer Industry Almanac, was 934 million users. They project that in 2006, the online population will be 1.21 billion. Although CEN has long-range plans for international growth, at present, the focus is on domestic (US) market.

The Company's target consumer group, at present, is U.S. households with Internet access and children ages 4-16. Per the 2000 US Census, there are over 53 million children ages 4-16 and 24 million households with children ages 2-17 with one or more computers in the home. Forty-five percent of those households surveyed identified "education for children" as the main use of the home computer. (Source: Children, Families and the Internet, Grunwald Associates, 2000). Ninety percent of children between the ages of 5 and 17 (or 48 million) now use computers. Seventy-five percent of 14-17 year olds and 65 percent of 10-13 year olds use the Internet. (Source: US Government funded project: "A Nation Online: How American's Are Expanding Their Use of the Internet", 2002). According to Nielson, the fastest growing segment of Internet users is the 2-11 year olds who are looking at more content at a much faster pace than any other demographic group.

Parents have become aware of the need for Internet safety, education online protection tools, and the need to monitor children's use of the computer in the home. The marketplace for such products is in its infancy and is emerging quickly. Based upon the unfortunate statistics regarding the online victimization of children, and the increasing proportion of inappropriate content, it is tragically apparent that this is a growth marketplace.

¹ Highlights of the Youth Internet Safety Survey, U.S. Dept of Justice – March 2001

Unique Capabilities

What makes the Company different? What gives the Company a differential advantage?

CEN's advantage over other companies is our offering a combination of safety, education, entertainment, and exploration to both children and adults in one product. The significant differences that separate CEN from its competition are:

- Themes that offer age specific content to kids and adults.
- Theme swapping ability for both child and parent.
- Aggregator of the "best content" using expertise of the Company's partnerships



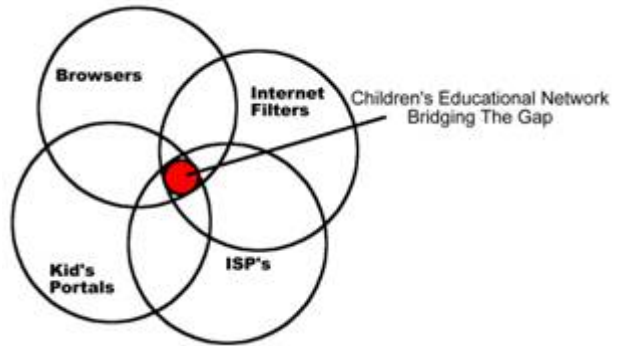
- TUKI™ has comprehensive, web-based, parent-controlled features (including all elements of an Internet browser, "portal" and an "include list" rather than a marginally effective filter or "blacklist"),
- TUKI™ offers an interactive, talking character for its software, email, chat and a technological first - "kids chores" reminders and "encouraging words" programmed by the parents,
- The TUKI™ software can "lock down" the desktop – so the child cannot surf the Internet with other programs or browsers.
- The CEN is the only company that offers co-branding and private labeling of its technology in which brand logos are displayed prominently on the desktop monitor.
- CEN is in development of the only auction and banking educational reward system using TUKI Moola™ to encourage children to play and use the educational games and content.

Product Features									
	Internet Filtering/Safety Features	Changeable Themes	Internet Safety Education Content	Educational Content	Entertainment Content	Animated Talking Agent	Encouraging Words	Chore Reminders	Positive Response Rewards System
TUKI									
AOL for Kids									
Bsafe									
Children's Internet Content Protect									
Cyber Patrol									
Cyber Sentinel									
Cyber Sitter									
Disney									
MSN Kids									
Net Nanny									
Norton Internet Sec.									

Competition

Who are they? How much of the market do they have? What's their strategic position? What products/services do they have in the pipeline?

The Company's competition includes other browser applications, ISP's, filtering software and Internet portals. Each segment of this marketplace is highly fragmented and comprised of only a few recognized players.



We know of no other company that offers TUKI's unique product capabilities and benefits described above. Future enhancements to competitor's software appear to continue the path of offering upgrades to safety filtering. The competition has strategically positioned themselves to sell safety but only a small percentage of parents have sought out software to protect their children.

This is mainly a result of parents having a false sense of protection that Internet Explorer and ISP's filters are actually providing a thorough filtering. However, parents are becoming much more aware of the need and are want effective solutions so their children are able to seek out entertaining and educational content on the Internet. The Company has compiled a product comparison analysis, which is available as a supplemental report.

Business Model Comparison								
	Price	Type	Price Strategy	Content Type	Private Label Browser	Advertising Revenue	Prem. Content Revenue	E-Commerce Income
TUKI	Free Basic \$4.95/month	membership	Money Back Guarantee	Aggregator				
AOL for Kids	\$14.95/mth	membership	50 days Free	Private				
BSafe	\$49.95/year	membership	30 day refund	none				
Children's Internet	\$9.95/month	membership	30 day refund	Private				
Content Protect	\$39.95/year	Purchase	14 day Free	none				
Cyber Patrol	\$39.95/year	license	14 day Free	none				
Cyber Sentinel	\$39.95	Purchase		none				
Cyber Sitter	\$39.95/year	license		none				
Disney	\$9.95/month	membership	15 day Free	Private				
MSN Kids	Free			Aggregator				
Net Nanny	\$39.95/year	license	15 day Free	none				
Norton Internet Sec.	69.95/year	license		none				

The Market

What is the market size? How is the Company going to reach the market? What is the Company's marketing strategy? What are channels of distribution, promotion, pricing, etc.? What are the costs of the marketing program?

The market size for the Company's products includes the parents of the 40 million* Internet users between the ages of 4 and 12, currently growing by more than 20% per year, plus their grandparents. The Company will reach this market by partnering with existing large, branded organizations, sharing their broad and established distribution channels, which further extend to the customer base of each partner.*(Source: Derived from reports and surveys provided by Jupiter Media)

The Company markets its products in two distinct, but interrelated channels: 1) private label partners that license the technology and become CEN's marketing and distribution partners; and 2) home consumers who use the products.

First, the Company is promoting its ready-made online marketing strategy to partners through technology licensing arrangements via our Private Label Software Program. By licensing the protection technology and distributing CEN's software products, private label partners can present the technology as their own to the consumer. CEN provides them with a turnkey solution for an online strategy aimed at children and families.

The Company's marketing strategy will follow a consistent theme, in line with its mission, as the leader in providing parents with quality tools to make the Internet an educational, safe, and exciting experience for their child – as well as offering parents solutions to the myriad challenges they face daily.

The goal of our marketing strategy will show that:

1. CEN is a trusted source of information and knowledge pertaining to Internet education and safety.
2. CEN is aligned with other reputable groups committed to making the Internet as educational and safe as possible for children.
3. CEN is committed to the empowerment of parents to decide to what degree or depth they wish to restrict their child's use of the Internet.
4. CEN acts on its commitment towards Internet education and safety for children with a definitive product suite that empowers parents.
5. CEN delivers high value to its customers and an attractive, fun, and education-based user experience for children.

Product Marketing

CEN advertises and markets the Company's product lines through a variety of channels, including:

1. Online Marketing including affiliate marketing, email campaigns, add banners,
2. Private Labeling and joint ventures
3. Trade Shows
4. OEM Preinstalled Software

By utilizing strategic relationships with businesses, the Company's marketing and customer acquisition costs should be significantly lower than industry.

Corporate Marketing

The primary corporate marketing initiatives will be viral marketing and public relations. CEN believes that the name of the Company and TUKI are perfectly suited for strong promotional campaigns.

Brand Development

The Company has chosen to use Children's Educational Network as the Company name. Inherently expressed in Children's Educational Network is the image of a company comprised of parents who are working to improve all parents' abilities to protect and educate their children.

As such, the Company intends to display the CEN logo and mission statement prominently on all materials, products, and service offerings. In addition, the Company may commit towards a branding campaign (at some point in the future) that focuses on aligning the Company, and its image, with national organization movements committed to making the Internet educational and safe for children.

Another bright idea from Children's Educational Network



Public Relations

The Company will address a wide audience with this public relations (PR) endeavor including targeted media markets, customers, staff, national and regional media, trade media, vendors, and the local community.

Compelling Market Drivers

What future issues or circumstances can "drive" or create the market. What compels people to buy the Company's product/service?

Safety, Free, Education, Ultimate – those are the words that drive the market for our product. We are addressing these drivers by offering parents a safe & educational Internet experience, a free software with no strings attached (premium content will be offered for a membership fee), and TUKI will be the “ultimate” Internet experience buzz with the kids. Further driving the market is the news media which has reported increased coverage of Internet risk exposed to children which will further drive parents to wanting TUKI for their kids.

IV. The Management and Advisors

Background of key individuals including job history, their strengths and weaknesses, specific value they bring to the company, and past successes/achievements.

All Directors hold office until the next annual meeting of company shareholders following their election, and until their successors have been elected and qualified. Officers serve at the discretion of the Board of Directors. It is anticipated that upon the funding of the Company that the management team will become employees on a full time basis.

Management

Gregory D. Writer, Jr. - Chief Executive Officer & Founder



Mr. Writer is an executive with over 23 years experience in corporate finance, capital formation, executive level management, mergers, acquisitions, and sales/marketing. From August 2002 to present, Mr. Writer has served as the CEO of The Writer Group, a marketing and business consulting firm, specializing in business strategy & marketing, capital engineering and corporate finance. Prior to this position, from 1998-2002 Mr. Writer served as the CEO and Chairman of the Board of Children's Technology Group, a software company involved in Internet Safety.

Mr. Writer is an aggressive venture-minded, multi-tasker who has consistently converted risks to rewards and facilitated the formation and funding of many start up companies. Mr. Writer also serves as Vice President and Board Member of Blessed Abundance Ministries, a non-profit Christian based ministry, a Board member of Gregory Enterprises, Inc., the CEO and director of The Writer Group, Inc. and a director of Writer Enterprises. Mr. Writer and his wife Mary have five children and live in Escondido, California.

David Spoon – Vice President of Investor Relations/Board Member

Pastor Spoon has a background in finance, government relations, sales and sales management. His involvement in business development started in 1996 and has put him in contact with Fortune 500 companies such as Walt Disney, Lockheed Martin, IBM, GE, Blockbuster, Farmers Insurance, Wal-Mart and even the Whitehouse regarding children's Internet safety. He has started eight churches throughout the Western United States, has written a variety of worship songs and currently serves as Senior Pastor for Aletheia Community Church & Ministries. He is also currently the President of Temecula Online, a successful Internet portal that connects local consumers with information about local merchants and service providers. Mr. Spoon holds ministerial ordinations from Heritage Free Baptist Organization, 1981, Independent Pentecostal Ministers Association, 1986, and Vineyard Valley Association, 1988. He was also the Chaplain for the Flagstaff Police Department.

Ed Bracken – Senior Vice President of Business Development

Mr. Bracken has a background in finance, government relations, sales and sales management. Mr. Bracken has a strong knowledge of Internet based businesses as well as the financial services industry and public services. In the early 1990s Mr. Bracken was the Associate Vice President for a regional Investment Bank. From 1993 to 1995, Mr. Bracken was the Associate Vice President for A.G. Edwards & Sons. Mr. Bracken has helped take over 50 companies public through the NASDAQ and the NYSE stock exchanges. From 1995 to 1997, Mr. Bracken served as the Franchise Commissioner for the city of Escondido, California. From 1995 to 2000 Mr. Bracken was the General Manager of Probook Inc. This was an internet company that focused on the marketing of businesses and charities of professional athletes. At that time the company developed the largest database of professional athletes on the Internet. Mr. Bracken managed all aspects of the company's marketing and product development. Mr. Bracken is currently a managing partner of a large avocado farm located in Valley Center, California. Mr. Bracken received his Bachelors of Science degree in Finance from San Diego State University.

Suzanne Stanford - Vice President of Internet Safety Affairs



Ms. Stanford has an extensive background in the Internet Safety Education business. From 1999 to 2004, Ms. Stanford focused her time raising awareness to Members of Congress of the need for Internet safety education in K-12 schools; and was key in catapulting a non-profit Internet safety education foundation, I-Safe America, into an \$11.5M federally funded, nationally recognized entity. Working with federal and locally elected representatives, State and local Superintendents of Schools, State Attorney Generals, and Law Enforcement, developed, planned, and coordinated the launch of a school and community based internet safety education program in all 50 states and in the K-12 schools. In 2002, she was awarded the Congressional Merit Award – “Internet Safety and America's Youth”. Ms. Stanford is currently working as a consultant to the Company and anticipates becoming an employee upon funding of the Company.

Ken Riehl – Interim Chief Technical Officer & Quality Assurance Manager

Mr. Riehl has over 18 years experience of software development experience working in development, quality assurance, and support roles. His previous experience has been with Retail Point of Sale, Mortgage, Insurance and Internet Authentication software. He has served as a Quality Assurance/Support Manager for 8 years, and has been with Children's Educational Network since June 2004. Ken is married and has two children.

Matthew Heinzl – Vice President of Business Development

Matthew Heinzl is employed by Children's Educational Network as Vice President of Business Development. His contributions through his experiences convey an undying passion to make a difference in the world. His drive to make a positive change in the lives of others affords his position at CEN. He attended ASU and Arizona School of Business and Real Estate for business and marketing. Matthew brings over 5 years hands on experience in sales and marketing and 7 years in personal development. He carries 10 years of direct customer contact and management of people. Matthew has participated in many internet startups and has over 3 years experience in online marketing.

Mary Writer – Interim Secretary of the Corporation



Mrs. Writer is the Interim Secretary of the Corporation. As an executive assistant with over fifteen year's experience, she is familiar with accounting, word processing, and customer relationship management systems. Mary Writer is the spouse of Greg Writer. She is also a Board Member of The Writer Group and has served as secretary and treasurer for The Writer Group for the past 6 years.

Board of Advisors & Professional Consultants

Marc Klaas - Board of Advisors



In the aftermath of the Oct 1, 1993 kidnap and murder of his twelve-year-old daughter Polly, Marc Klaas gave up his lucrative rental car franchise to pursue an aggressive child safety agenda. In announcing the formation of the non-profit KlaasKids Foundation in September, 1994 Mr. Klaas said, "We can give meaning to Polly's death and create a legacy in her name that will be protective of children for generations to come by pursuing the singular mission of stopping crimes against children."

On June 8, 2001 Mr. Klaas co-founded BeyondMissing, Inc., a federally funded California public benefit non-profit corporation. BeyondMissing provides America's law enforcement community with a free and secure Website to easily and swiftly create and distribute missing child flyers via broadcast fax, email, and SMS technology. Working with Texas Governor Perry's staff, BeyondMissing, Inc. has created a state of the art high tech Amber Alert application that is unsurpassed in efficiency, speed and dependability.

Through federal and state legislative efforts Mr. Klaas promotes prevention programs for at-risk youth, stronger sentencing for violent criminals and governmental accountability and responsibility. Often times this advocacy takes the form of legislative testimony.

Mr. Klaas regularly appear on local and national television broadcasts advocating child safety issues. Newspapers throughout the USA have published Mr. Klaas' editorial opinions on children's issues. Mr. Klaas travels extensively through the United States promoting innovative solutions and proven programs that positively impact crime, abuse and neglect that plague children in so many of our

communities. He also counsels and advises numerous victim families and families of kidnapped children.

Besides his duties as volunteer president of the KlaasKids Foundation and president of BeyondMissing, Inc. Mr. Klaas sits on the advisory boards of the Center for the Community Interest; Fight Crime Invest in Kids and the National Children's Advocacy Center.

Joyce Bone – Board of Advisors



Mrs. Joyce Bone is a well-rounded combination of mom, wife and entrepreneur. Her success story starts simply as a stay at home mom that was jogging around a track with her eighteen month in tow when she heard over her headphones a question that would change her destiny: "If you had the ideal life what would that life look like?" She found this question intriguing, as she had never taken the time to really consider this before. She wrote down her answers about an ideal life and started taking action to achieve them.

In eighteen months time she went from a stay at home mom to a CEO running a publicly traded company she co-founded with her former boss. EarthCare was traded on NASDAQ under ECCO and catered to the non-hazardous liquid waste industry. Joyce worked her way through college and modeled her business after the solid waste industry she worked in and seen consolidated during those years. She was responsible for the startup formation, acquisitions, operations and initial public offering of her company which ultimately reached \$125 million in annual revenues. She attributes the dramatic change to the decision she made to live her life on purpose.

When the corporate headquarters moved to Texas she decided to stay true to her Georgia roots and expand her family which now includes three boys ages 11 (Griffin), 7 (Alex) & 4 (Ethan) with her husband of 14 years, Alan. She understands how to create positive change in business and life with poise, determination and enthusiasm. Joyce creates a home and work environment that melds together as a learning environment for her children as well as financially rewarding for the family.

Since leaving EarthCare, Joyce started Emerald Real Estate, LLC that has dealt in all areas of investment real estate transactions. This includes land lording, residential and commercial properties, rehabbing, wholesaling to other investors, flipping properties hard money loans, short sales and pre-foreclosures. She has owned and operated a four-acre miniature golf course as part of a land deal she purchased. She is also the Chair of the Mentoring Committee for the nation's largest investor's group, GAREIA. Her current investment focus is on acquiring apartment complexes.

She has been featured in MONEY, Kiplingers, and Millionaire Blueprints magazines for her work. She was also featured on the corporate training television show, the Excellent Women Club. Joyce contributed to the book "What No One Tells You About Real Estate Investing" and will be featured in March 2007 in the "100 Year Life Cycle" by Pulitzer Prize Winning Author Anita Sharpe. Currently, she is writing a book with another investor mom which will focus on financially empowering women via real estate. Mrs. Bone received her Bachelor's of Science from Kennesaw State University, Kennesaw, Georgia. She lives in the Peachtree Corners area of Norcross, Georgia. In addition to volunteering in her children's schools, she is on the Board of Directors for CASA Gwinnett, a non-profit organization dedicated to helping guide foster children successfully as they enter the foster care system.

Joyce's passion is to share with others, especially other moms, how to successfully and peacefully combine career and family at the same time.

Jim Brogan – Board of Advisors



Jim Brogan is an author, instructor, leader, and dynamic speaker who has earned national recognition as an inspirational speaker and advisor. He is well-known and highly respected authority on peak performance for teens, CEOs, coaches, and elite athletes from the NFL, MLB, and NBA.

What started as a commitment to helping a few individuals improve the quality of their academic and athletic performance has grown into a dynamic program for assisting teenagers across the United States to become strong, successful, well-rounded people.

In 1988, Jim produced the first video version of the Standards of Excellence program. Then in 1992, the Standards of Excellence went to an audio version. With the success of these programs, a newer version was produced in 1997 called Making a Difference, which was extremely successful in impacting teenagers' lives. The latest and most up-to-date version of Jim's program is 10 Steps to Success, now available through this website.

Jim is a former professional basketball player in the NBA. He had the privilege of starting his career with the Golden State Warriors and finished with the San Diego Clippers. He is a graduate of West Virginia Wesleyan College, with degrees in business and psychology. Jim is coauthor of the book titled Inspiring Others to Win. He has delivered over 1,000 presentations to corporations, businesses, and schools teaching effective techniques for gaining life skills. From 1994 to 2000, he was the keynote speaker for the DARE program in San Diego, California. Since 1996, he has been a keynote speaker for the Rotary Youth Leadership Awards Conference. He is on the President's Advisory Council for West Virginia Wesleyan College, the advisory board for Pro Kennex, and is the President of the Pitch It Forward Foundation.

Jim was born in Merion, Pennsylvania, just outside Philadelphia, and attended Lower Merion High School. He is married to CJ Thornberry-Brogan and they own and show their five Cavalier King Charles Spaniel dogs.

Leonardo Odriozola – IT Consultant

Mr. Odriozola has over 15 years experience in the informational technology industry as a project manager and systems analyst. His prior position was with Graysoft as an IT Project Manager for client contracts. He is experienced in hardware and software architecture, life cycle management as well as with rollouts, implementations, documentation and testing. As a manager and technical lead in Internet based solutions, he is knowledgeable in both Microsoft and Sun Technology including JAVA, VB.NET, ASP.NET, ADO.NET, XML, IIS & .NET framework development. Mr. Odriozola has an Engineering degree from the University of Baja, Mexico and lives with his wife and three daughters in San Diego.

Tom Christ – Animation Specialist & Consultant

Mr. Christ is an award winning animation director (The Smart Museum™) who has done work for NBC (Comedy Bytes), Black Entertainment Television (Soundstage at Disney World, Jamz-Zone), Fox Television and Kaleidoscope. His innovative Quiet Toons™ was the subject of an NBC nightly news segment. Through his extensive work with Microsoft Agent Technology he has created numerous customized Agents for various clients, including a recent 3D-animated Garfield the Cat for Jim Davis. Tom is a graduate of the University of California, San Diego.

Howard Lim – HOW Studios, Inc., Consultant, Branding Specialist

Mr. Lim, founder and president of HOW Studios Inc.®, provides the Company with Image Marketing™, his uniquely integrated system of multiple graphic design disciplines, branding, and visualization. Today, Howard leads a team of professionals who successfully communicate the powerful visions of America's emerging and leading companies, including a select group on the Fortune 500. A no-nonsense player with a wry sense of humor, he continuously exceeds the expectations of clients like Apple Computers, UCLA, ABC networks, Disney, DreamWorks, Honda, Mitsubishi, Philips Media, and Toshiba.

Rand Brenner – Licensing Consultant

Mr. Brenner has over 20 years experience in marketing consumer products and services, entertainment licensing, sales, advertising and promotions. Rand Brenner's previous executive positions include Vice President of Consumer Products & Promotions, and Vice President of Licensing and Merchandising. Mr. Brenner has developed licensing and promotional agreements with several major companies including Hewlett Packard, Kellogg's, Fender Guitars, Mighty Morphin Power Rangers TV show (a worldwide licensing phenomenon) and two Power Rangers Movies, Warner Bros. Consumer Merchandise division. Among the high level licensing programs were the motion pictures Batman, Batman II, animated programs such as Looney Tunes (i.e. Bugs Bunny), and Tiny Toon Adventures (a Steven Spielberg-Warner Bros. creation).

Mr. Brenner's extensive advertising experience includes account management with Ogilvy & Mather Advertising, where he managed Mattel's Hot Wheels brand, and at NW Ayer Advertising, where he supervised the media planning for several consumer products accounts including Yamaha Electronics, Toshiba (Computers), and Host International Restaurants. Mr. Brenner received his Bachelor of Arts in Advertising from California State University in San Jose and a Masters in Business Administration from Pepperdine University.

Paula Noble Fellingham, Ed.D. – Board of Advisors & Parenting Expert

Dr. Fellingham is an internationally-known speaker, the author of five books, and recipient of the State Outstanding Woman of the Year Award, 2003. Specializing in family relations and parenting, Paula has given presentations at the United Nations, at the International Conference of the Worldwide Organization for Women, and numerous other places. Paula also participated in the World Congress on Families in Geneva, and was honored as Washington State Young Mother of the Year. As a radio personality, Paula hosted a daily two-hour show and achieved the station's highest ratings for a talk show where she offered listeners parenting advice, interviewed parenting experts, and answered call-in questions. She is the former Director of *Women-to-Women Life Success Seminars™*, giving

individuals and women-owned businesses vision, voice, and clear direction. As a writer and producer, Dr. Fellingham authored the outstanding 55 minute parenting video, “*Creating A Successful Family: Six Essential Steps.*”

Richard Crawford – Producer, Director, Filmmaker



President of ONE Productions, Inc. Mr. Crawford and his wife combine the visual power of video with music, animation and special effects to leverage the power of presentation to produce exceptional marketing and communication that inform, inspire and sell. He has worked with hundreds of national and regional clients. His productions have been delivered through tried and true delivery platforms including: videotape, CD, DVD, broadcast, and web streaming. His team of experienced, creative professionals gives visual and persuasive impact. Crawford’s national clients include; IBM, Ford, Nissan, Apple, Kodak, NCR, Ernst& Young, among others. Richard’s awards include four area Emmy Awards, Gold Cindy Awards for multimedia, San Diego Film Festival Prize and the New York Art Director’s Award. Richard served as the director of the Namaji foundation for funding humanitarian programs for social change. He currently serves as Vice President of the Russian American Foundation for taking medical relief to Russian citizens.

Organizational Structure

The positions of the Directors and Executive Officers of the Company are to be as follows:

Name	Position(s)
Gregory D. Writer	Chief Executive Officer and Chairman of the Board of Directors and Interim CFO
David Spoon	Board Member/VP Investor Relations
Mary Writer	Interim Corporate Secretary
Ed Bracken	Vice President of Business Development
Ken Riehl	Quality Assurance Manager
Suzanne Stanford	Vice President of Internet Safety
TBD	Chief Financial Officer and Secretary
TBD	Chief Technology Officer
TBD	Chief Operating Officer
TBD	Vice President of Marketing
Michele Randall	CEO Asst./Office Manager
TBD	Board Member (Outside)
Key Consultants & Advisors	
Marc Klaas	Board of Advisors
Joyce Bone	Board of Advisors
Jim Brogan	Board of Advisors
Paula Fellingham	Board of Advisors
Leonardo L. Odriozola	IT Consultant
Rand Brenner	Licensing Consultant
Howard Lim	Branding Consultant
Tom Christ	Animation Consultant

V. DESCRIPTION OF CAPITAL STOCK

The Company's authorized capital stock consists of 50 million shares; consisting of (i) 40 million shares of Common Stock, par value \$.001; and (ii) 10 million shares of Preferred Stock.

Common Stock

As of June 1, 2006 there were 8,860,000 shares of Common Stock outstanding held of record by seven (7) shareholders, 1,089,000 shares of Series A Convertible Preferred issue and outstanding by fifty seven (57) shareholders and zero shares of Series B Convertible Preferred stock issued and outstanding. This number does not include shares that may be issued under the Company's stock option plan of 2,000,000 shares, warrants or the conversion of the Series A Preferred Shares currently outstanding and Series B Preferred Shares being offered in this current offering of 1,000,000 shares.

Holder of shares of Common Stock are entitled to one vote per share, without cumulative voting, on all matters to be voted on by shareholders. Therefore, the holders of more than 50% of the shares voting for the election of directors can elect all the directors elected by the holders of Common Stock, and the remaining holders of Common Stock will not be able to elect any directors. Subject to preferences that may be applicable to any outstanding preferred stock, holders of Common Stock are entitled to receive ratably such dividends as may be declared by the Board of Directors out of funds legally available thereof.

In the event of a liquidation or dissolution of the Company, holders of Common Stock are entitled to share ratably in all assets remaining after payment of liabilities and the liquidation preference of any outstanding preferred stock. The Common Stock has no preemptive or other subscription rights, and there are no conversion rights or redemption or sinking fund provisions with respect to such shares. All of the shares of Common Stock presently outstanding are fully paid and non-assessable.

Stock Option Plan

Effective June 2004, CEN's Board of Directors approved the Stock Option Plan (the "Plan"). The purposes of the Plan are to attract and retain the best available personnel for positions of substantial responsibility, to provide additional incentives to employees, non-employee Directors, consultants and advisors of the Company, and to promote the success of the Company's business. Options granted under the Plan may be either Incentive Stock Options or Non-statutory Stock Options at the discretion of the Board. The maximum aggregate number of shares that may be purchased pursuant to options granted under the Plan is 2,000,000 shares.

Options granted under the Plan shall not have a term greater than ten years from the date of grant except for options granted to individuals holding greater than 10% of the combined voting power of all classes of stock of the Company, in which case the term of the option grant shall not exceed five years. Options may be granted at an exercise price determined by the Board of Directors, but in no case shall be less than \$0.05 per share. Vesting terms are determined by the Board of Directors.

Principal Shareholders

The following table sets forth certain information about the Company's Common Stock as of June 1, 2006 and all those known by the Company to own beneficially more than 5% of its outstanding Common Stock.

Name of Beneficial Owner	Amount of Common Stock Beneficially Owned Prior to Offering	
	Number of Shares	Percent
Greg and Mary Writer	7,270,000	82%
Spirit 32 Partners	900,000	10%
Total Shares	8,860,000	92%

Series A Preferred Stock

The Board of Directors is authorized to determine the distribution terms, dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption, liquidation preferences and sinking fund terms of any series of preferred stock, the number of shares constituting any such series, and the designation thereof. Pursuant to this authority, the Board of Directors has adopted a resolution (the "Resolution"), authorizing a series of 2,000,000 shares of preferred stock designated as "Series A Preferred Stock." As of June 1, 2006, there were a total of 1,089,000 of Series A shares issued and outstanding.

The description of the terms of the Series A Preferred Stock, set forth below, is qualified in its entirety by reference to the Resolution.

Dividends

Holders of Series A Preferred Stock will be entitled to receive non-cumulative dividends, when, if, and as declared by the Board of Directors, on an equal basis with the Common Stock.

Voting Rights

The holders of Series A Preferred Stock will be entitled to vote, on the basis of one vote for each share of Common Stock, issuable upon conversion. In addition, the approval of at least 66 2/3% of the Series A Preferred Stock then outstanding will be required to amend, alter or repeal any provisions of the Resolution, to authorize any reclassification of the Series A Preferred Stock so as to affect adversely the preferences, special rights or powers of the Series A Preferred Stock either directly or indirectly or through merger or consolidation with any corporation (unless certain conditions are satisfied).

Liquidation Rights

Liquidation rights of holders of Series A Preferred Stock are subordinated to the liquidation rights of Series A Preferred Stockholders. Holders of Series A Preferred Stock will be entitled to receive \$.50 per share (plus declared but unpaid dividends), and no more, before any distribution or payment is made to holders of other junior stock in the event of the dissolution, liquidation or winding up of the Company, if, in any such event, the assets of the Company are insufficient to permit full payment, the holders of Series A Preferred Stock will be entitled to a ratable distribution of the available assets. A consolidation, merger, or sale of all or substantially all of the assets of the Company will not be considered a liquidation, dissolution or winding up for these purposes.

Conversion Rights

The Series A Preferred Stock will be convertible, at the option of the holder at any time after issuance, at the rate of one share of Common Stock for each share of Series A Preferred Stock. The conversion rate will be subject to adjustment from time to time in the event of certain stock dividends, stock divisions or combinations of the Common Stock, issuance of convertible securities with a conversion rate less than the then current conversion rate for the Series A Preferred Stock, or sale of Common Stock at a price less than the then current conversion rate of the Series A Preferred Stock. In the case of a consolidation or merger of the Company with or into any other corporation, or in case of any sale or transfer of substantially all the assets of the Company, a holder of Series A Preferred Stock will be entitled to receive on conversion the consideration which the holder would have received had he converted immediately prior to the occurrence of the event. No adjustment in the conversion rate will be required unless it would result in at least a \$0.01 change in the rate; however, any adjustment not made will be carried forward.

Automatic Conversion

The Series A Preferred Stock will automatically convert common stock on a 1:1 basis upon the earlier of a firmly underwritten public offering of the Company's common stock with total proceeds of at least \$5,000,000 or the date at which the public price per common share is equal to or greater than \$2.00 (as adjusted).

Information Rights

Holders of Series A Preferred Stock will be furnished with annual financial statements and such other information concerning the Company as they may reasonably request. These rights will terminate when the Company becomes subject to the periodic reporting requirements of the Securities Exchange Act of 1934.

Series B Preferred Stock/Revenue Participating Convertible

The Board of Directors is authorized to determine the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption, liquidation preferences and sinking fund terms of any series of preferred stock, the number of shares constituting any such series, and the designation thereof. Pursuant to this authority, the Board of Directors has adopted a resolution (the "Resolution"), authorizing a series of 1,000,000 shares of preferred stock designated as "Series B Preferred Stock." As of June 1, 2006, there were a total of zero Series B shares issued and outstanding.

The description of the terms of the Series B Preferred Stock, set forth below, is qualified in its entirety by reference to the Resolution.

Revenue Participation

Holders of Series B Preferred Stock will be entitled to receive a participation in the revenue of the Company. Each shareholder of Series B Convertible Preferred Shares will receive a pro rata share of 40% the Company's gross revenue's generated from membership fees on CEN's Proprietary TUKI Kid Safe Software membership fees (less deductions for charge backs and credit card fees). The Proprietary products include the products know as Scout Browser, Mindstein Travels, Noah's Net, TUKI Freedom Browser and any new browsers that are not part of the private label browser program such as, but not limited to, Tim Brown, Piano Wizard, Mommy Magic or Jim Edwards. The prorata share will be based on the investors total Series B shares divided by one million authorized Series B shares. Revenue participation distributions will be made quarterly until each investor has recouped 100% of their

investment. At the point an investor has recouped 100% of their investment, no further distribution will be made unless declared as a dividend by the Company's Board of Directors.

Dividends

Holders of Series B Preferred Stock will be entitled to receive on a non-cumulative dividends, when, if, and as declared by the Board of Directors, on an equal basis with the Common Stock.

Voting Rights

The holders of Series B Preferred Stock will be entitled to vote, on the basis of one vote for each share of Common Stock, issuable upon conversion. In addition, the approval of at least 66 2/3% of the Series B Preferred Stock then outstanding will be required to amend, alter or repeal any provisions of the Resolution, to authorize any reclassification of the Series B Preferred Stock so as to affect adversely the preferences, special rights or powers of the Series B Preferred Stock either directly or indirectly or through merger or consolidation with any corporation (unless certain conditions are satisfied).

Liquidation Rights

Liquidation rights of holders of Series B Preferred Stock are subordinated to the liquidation rights of Series A Preferred Stockholders. Holders of Series B Preferred Stock will be entitled to receive \$2.00 per share (plus declared but unpaid dividends), and no more, before any distribution or payment is made to holders of other junior stock in the event of the dissolution, liquidation or winding up of the Company, if, in any such event, the assets of the Company are insufficient to permit full payment, the holders of Series B Preferred Stock will be entitled to a ratable distribution of the available assets. A consolidation, merger, or sale of all or substantially all of the assets of the Company will not be considered a liquidation, dissolution or winding up for these purposes.

Conversion Rights

The Series B Preferred Stock will be convertible, at the option of the holder at any time after issuance, at the rate of one share of Common Stock for each share of Series B Preferred Stock. The conversion rate will be subject to adjustment from time to time in the event of certain stock dividends, stock divisions or combinations of the Common Stock, issuance of convertible securities with a conversion rate less than the then current conversion rate for the Series B Preferred Stock, or sale of Common Stock at a price less than the then current conversion rate of the Series B Preferred Stock. In the case of a consolidation or merger of the Company with or into any other corporation, or in case of any sale or transfer of substantially all the assets of the Company, a holder of Series B Preferred Stock will be entitled to receive on conversion the consideration which the holder would have received had he converted immediately prior to the occurrence of the event. No adjustment in the conversion rate will be required unless it would result in at least a \$0.01 change in the rate; however, any adjustment not made will be carried forward.

Automatic Conversion

The Series B Preferred Stock will automatically convert common stock on a 1:1 basis upon the earlier of a firmly underwritten public offering of the Company's common stock with total proceeds of at least \$5,000,000 or the date at which the public price per common share is equal to or greater than \$2.00 (as adjusted).

Information Rights

Holders of Series B Preferred Stock will be furnished with annual financial statements and such other

information concerning the Company as they may reasonably request. These rights will terminate when the Company becomes subject to the periodic reporting requirements of the Securities Exchange Act of 1934.

Use of Proceeds

The net proceeds of the offering will be \$1,800,000 if \$200,000 is paid out in commissions, finders fees and offering related expenses. The principal purposes and priorities in which proceeds are to be used are as set forth below:

Category	Amount	Percent
Offering Expenses and Commissions	\$ 200,000	10.00%
Marketing & Advertising	\$ 1,000,000	50.00%
New Product Development	\$ 150,000	7.50%
Computer Equipment	\$ 50,000	2.50%
Working Capital	\$ 450,000	22.50%
Repayment of Bridge Loans	\$ 100,000	5.00%
Accounting & Legal Fees	\$ 50,000	2.50%
Total	\$ 2,000,000	100.00%

The amounts set forth above merely indicate the proposed use of proceeds. Actual expenditures may vary substantially from these estimates depending upon economic conditions and the production and sale of the products and services provided by the Company. Accordingly, the Company reserves the option to seek additional funds through loans, other offering of the Company's securities or other financial arrangements.

It is anticipated that the Company will start another round of financing for an additional \$5-15,000,000 within 12 months of the closing of this offering.

Plan of Distribution

The Series B Preferred Stock will be offered on behalf of the Company by the officers and directors of the Company and/or the Placement Agent, Finders and other selected broker-dealers on a "best efforts" basis. The Company may agree to pay a Placement Agent a "Placement Fee or Finders Fee" totaling up to 10% of the gross proceeds of this Offering.

No escrow exists for the Shares. The Company reserves the right, in its sole and absolute discretion, to reject any subscription, in whole or in part, for any reason whatsoever. The Company, in its sole and absolute discretion, may elect to accept subscriptions for a lesser amount than is subscribed for by any person. This Offering may be withdrawn, canceled, modified, or terminated by the Company in its sole and absolute discretion.

Until acceptance of subscriptions for the Shares, subscription proceeds will be held by the Company. Once accepted, subscription proceeds shall immediately be executed upon by the Company, without escrow, for its use. See "Subscription Agreement."

Determination of Offering Price

The offering price of the Shares has been established at two dollars (\$2.00) per Share. This price per share was determined solely by the Company and is arbitrary. The offering price should not be considered a determination of the actual value of the Shares.

Restrictions on Transfer

The Series B Preferred Stock is being offered pursuant to exemptions from the registration requirements of the Securities Act of 1933, and must be held indefinitely unless it is subsequently registered under the Securities Act of 1933 or an exemption from such registration is available and state securities laws have been fulfilled. The Company is under no obligation to register the Series B Preferred Stock or the Common Stock issuable on conversion thereof under the Securities Act of 1933 or any state securities laws. The stock certificates will bear appropriate legends with respect to these restrictions.

Rule 144 under the Securities Act of 1933 governs the resale of restricted securities. Sales of securities in reliance upon Rule 144 can be made only in accordance with the terms of that rule which permits non-affiliates of the Company that have held securities to sell such securities after three years. In the case of securities to which Rule 144 is not applicable, an exemption under the Securities Act of 1933 will be required to effect a sale.

Rule 144A under the Securities Act of 1933 permits the resale of restricted securities to qualified institutional buyers. Sales of securities under Rule 144A may be made only if the Company agrees to provide certain information to such buyers. Because the Company has not agreed to provide such information, Rule 144A will not be available for sales of the Series B Preferred Stock.

Plan of Operations

The Company believes that it is participating in an extremely dynamic and rapidly growing market. Although this market is already highly competitive, it will probably become even more competitive in the future. Therefore, the Company believes that its overall strategy must be to expand quickly its product offerings in order to position itself properly for the future.

The Company's plan of operations for the last two quarters of 2006 calls for the implementation of the Company's overall strategy by sharply increasing selling and marketing expenditures. Additional funds will be used to hire as employees key individuals who are currently consultants to the Company, place more advertising, hire additional sales personnel, and expand other sales efforts such as trade show participation.

The Company's plan of operations further calls for expanded product development efforts to enhance existing products and add new ones. Approximately 3-4 new employees are expected to be hired to work in this area. The Company plans to supplement its internal development activity with the acquisition of products from others or, if appropriate opportunities are found, to acquire other businesses. Although no negotiations for such acquisitions are now in process, the Company will review and consider opportunities to acquire marketable products that are compatible with its other products.

The Company's overall strategy dictates that, in the short term, current profitability is not as important as revenue growth. The Company's planned sales and marketing campaign together with the anticipated results of its product expansion efforts are expected to increase the Company's revenues over the period

covered by the plan of operations, but there can be no assurance that such an increase will occur, or that its magnitude will be consistent with the Company's expectations. Profitability is projected to be achieved during the fourth quarter of 2006 assuming the Company is able to raise the capital from this offering and implement its business plan, but the Company can give no assurances as to the level or timing of future profitability.

The Company believes that the proceeds of this offering should be sufficient to satisfy the Company's needs through 2007. This expectation is, however, based in part on anticipated increases in revenues as described above.

Facilities

The Company currently leases office space at 1579, 1603 and 1605 S. Escondido Blvd in Escondido, California. Its facility is approximately 1,200 square feet and houses the administrative facilities of the Company. Management believes that its current facilities are adequate for the next 4-12 months.

Legal Proceedings

The Company is currently not a party to any ongoing litigation. The Company has a recorded lien in the amount of \$10,980.11 with Arthur Blank & Company as creditor.

Shareholder Information

As of June 1, 2006 the number of holders of record of the Company's Common Stock was seven (7) and the Company has by fifty seven (57) shareholders of there Series A Convertible Preferred Stock.

Dividend Policy

The Company has not paid any dividends since its inception and the Board of Directors does not anticipate declaring any cash dividends in the foreseeable future. The Company currently intends to utilize any earnings it may achieve for investment in its business. Therefore, it is unlikely that any dividends will be declared by the Company in the foreseeable future.

Strategic Partnerships

CEN has entered into a strategic partnership with Spirit32 Partners (Spirit 32). Spirit 32's founders and principals were the original architects and programmers of the *MindWalker* technology. Management issued shares of CEN to Spirit 32 for the express purpose of having these programmers and software engineers available to assist in any modifications or enhancements to the technology that may be needed in the future.

Spirit 32 has also agreed to assist in the architectural design of the next generation version of the software that will be used by CEN to meet its objectives. The underlying intent of the partnership is to develop a new code base representing the functionality of *MindWalker* that will be owned by CEN and the licensed software, *MindWalker*, will be phased out and replaced with this next generation platform. Spirit 32 was founded in 1990, and is a technology based R&D company that specializes in communications software development and real-time software deployment. As a Microsoft Gold Partner, they are consultants to CH2M Hill and are the architects of the nations largest WiFi installation (103 square miles) installed in Rio Rancho, New Mexico by USURF America in collaboration with Intel Corp. The founder and CEO of Spirit 32 is Michael Writer an older brother of Greg Writer, CEN's CEO.

VI. Financial Summary

An addendum is available upon request showing the Company's Capitalization Plan and Income & Expense Projections.

VII. Company Web Sites

www.ChildrensEducationalNetwork.com	www.KidSafe.com	www.KidsOnlineAmerica.com
www.TopFamilySites.com	www.TUKI.com	www.MindSteinWorld.com
www.SantaSurfer.com	www.NoahsNet.com	www.NoahsTravels.com
www.MindSteinTravels.com	www.TheKidsInternet.com	www.SafeKidsInternational.com
www.FreeTUKI.com	www.TukiTV.com	www.TukiTunes.com
www.TukiTunes.com	www.TukiSeminars.com	www.NoahsTravels.com
www.ScoutBrowser.com	www.TukiFreedomBrowser.com	www.TukiMoola.com