DAKOTA IMAGING INC
Form 8-K
March 04, 2002

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

Form 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported) February 20, 2002

DAKOTA IMAGING, INC.
(Exact name of registrant as specified in charter)

North Dakota	45-0420093
(State of other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
4483 West Reno Avenue Las Vegas, Nevada	89118
(Address of Principal Executive Office)	(Zip Code)

(702) 221-8070
(Registrant's Executive Office Telephone Number)

CAUTIONARY STATEMENT CONCERNING
FORWARD LOOKING STATEMENTS

This 8-K filing and the documents to which we refer you to in this filing contain forward-looking statements. In addition, from time to time, we or our representatives may make forward-looking statements orally or in writing. We base these forward-looking statements on our expectations and projections about future events, which we derive from the information currently available to us. Such forward-looking statements relate to future events or our future performance, including:

* our financial performance and projections;

* our growth in revenue and earnings; and

* our business prospects and opportunities.

You can identify forward-looking statements by those that are not historical in nature, particularly those that use terminology such as "may," "will," "should," "expects," "anticipates," "contemplates," "estimates," "believes", "plans," "projected," "predicts," "potential" or "continue" or the negative of these or similar terms. In evaluating these forward-looking statements, you should consider various factors, including

* our ability to retain the business of our significant customers;

* our ability to keep pace with new technology and changing market needs; and

* the competitive environment of our business.

These and other factors may cause our actual results to differ materially from any forward-looking statement.

Forward-looking statements are only predictions. The forward-looking events discussed in this filing, the documents to which we refer you and other statements made from time to time by us or our representatives, may not occur, and actual events and results may differ materially and are subject to risks, uncertainties and assumptions about us. We are not obligated to publicly update or revise any forward-looking statement, whether as a result of uncertainties and assumptions, the forward-looking events discussed in this filing, the documents to which we refer you and other statements made from time to time by us or our representatives, might not occur.

ITEM 1. CHANGES IN CONTROL OF REGISTRANT

Effective February 8, 2002 the Registrant completed a reverse triangular merger between Dakota Subsidiary Corp. ("DSC"), a wholly owned subsidiary of the Registrant, and Voyager Ventures, Inc., a Nevada corporation ("Voyager"),

whereby the Registrant issued 3,660,000 shares of its Series A preferred stock in exchange for 100% of Voyager's outstanding common stock. Pursuant to the terms of the merger, Voyager merged with DSC wherein DSC ceased to exist and Voyager became a wholly owned subsidiary of the Registrant.

The Series A preferred stock carries the following rights and preferences:

* 10 to 1 voting rights per share;
* Each share has 10 for 1 conversion rights to shares of common stock (every 1 share of Series A preferred stock has the right to convert into 10 shares of common stock)
* No redemption rights
* No face value

Concurrent with the closing of the Merger, 2,160,000 shares of the Series A preferred stock were immediately converted into 21,600,000 shares of common stock.

Pursuant to current North Dakota law the Registrant did not need the approval of its shareholders to consummate the Merger as the constituent corporations in the merger were Dakota Subsidiary Corp. and Voyager Ventures, Inc. Dakota Imaging, Inc. was not a constituent corporation in the merger.

Further, pursuant to the terms of the Merger Agreement, the board of directors of the Registrant, consisting of Lawrence Nieters, Joell Nieters and Frances Hedman, appointed Gregg Giuffria, Veldon Simpson, and Richard Hannigan as new directors of the Registrant to serve until the next annual meeting of shareholders, or until their successors have been elected. Following their appointment of new directors, Lawrence Nieters, Joell Nieters and Frances Hedman resigned as directors of the Registrant.

A copy of the Agreement and Plan of Merger and the Certificate of Merger between DSC and Voyager are filed as exhibits to this Current Report and are incorporated in their entirety herein.

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS

Pursuant to the terms and conditions of the merger, the Registrant issued 3,660,000 shares of Series A preferred stock in exchange for 100% of Voyager's outstanding common stock. Voyager will now operate as a wholly owned subsidiary of the Registrant.

In addition, the Registrant executed a Property Transfer Agreement with certain of its shareholders wherein certain assets of the Registrant were transferred to Lawrence Nieters, and Joell Nieters, in exchange for Forty-Seven Million (47,000,000) shares of common stock held by Lawrence Nieters, and Joell Nieters. A copy of the Property Transfer Agreement is attached as an exhibit to this current report.

ABOUT VOYAGER VENTURES, INC.

Voyager Ventures, Inc., ("Voyager"), was formed on January 15, 2002, as a Nevada corporation, to design, finance, develop and manage a unique new attraction to be located on the Las Vegas Strip (the "Project").

It is the intention of Voyager to build the world's largest Ferris wheel with 33 vehicles called Sky Cruiser's. The vertical revolving vehicles will overlook the Las Vegas Strip as it revolves higher than a 50-story building at 518 feet. One slow rotation in a vehicle will last 24 minutes and each vehicle will travel at 0.652 MPH.

Voyager has yet to generate revenues from any source and there is a substantial going concern issue as to whether Voyager will ever be able to commercialize its technology and generate sufficient, if any, revenues to satisfy its working capital requirements. Since inception, Voyager has been dependent on the sale of its equity securities and loans from affiliates to satisfy its working capital needs. Voyager continues to have a working capital deficiency that raises substantial concern regarding its ability to continue as a going concern, as referenced in its audited financial statements attached to this Current Report.

Voyager will require substantial additional funds to fulfill its business plan and successfully commercialize its technology. Voyager intends to raise these needed funds from private placements of its securities, debt financing or internally generated funds from the licensing of its technology or the sale of products.

Narrative Description of Business

Agreement and Plan of Reorganization

On January 30, 2002 Voyager entered into an Agreement with the exchanging members of Outland Development, LLC, ("OD"), a Nevada limited liability company (hereinafter referred to as "OD Members"). Voyager obtained the Membership Interests in exchange (the "Exchange") for 15 million shares of its Common Stock, par value $.001 per share. Prior to the completion of the Exchange, there were 21.6 million shares of Common Stock issued and outstanding of Voyager, of which 3.6 million shares were held by the Rainbird Trust, 6 million shares were held by Gregg R. Giuffria, 6 million shares were held by Richard L. Hannigan, Sr., and 6 million shares were held by Veldon Simpson. After the completion of the Exchange, there existed 36.6 million shares of Common Stock of Voyager, of which the OD Members possessed 33 million shares.

Pursuant to the terms and conditions of the Agreement, Voyager took control of the interests of OD. All operations are the sole responsibility and under the sole control of Voyager.

Technology Introduction

Voyager intends to plan, finance, construct, develop, operate and own the Project consisting of, among other things, a first-class "Ferris Wheel" along with retail space and a parking garage to be located on the "Las Vegas Strip," located in Las Vegas, Nevada. The Project will include (i) the "Ferris Wheel" and its related amenities, (ii) a retail mall with approximately 50,000 square feet of leaseable space, (iii) a parking garage, (iv) all real property interests at the site, and (v) such other developments as Owner and Operator mutually agree to include in the Project.

PRINCIPAL STOCKHOLDERS OF DAKOTA

The following table sets forth as of the day after closing of the Merger, the beneficial ownership of the Dakota common stock of each beneficial owner of more than 5% of the common stock, director, officer and all directors and officers of Dakota as a group:

Name of Owner (1)	Number of Shares Common	Percent Of Class (2)	Number of Shares Preferred (3)	Percent Of Class (2)
Officers and Directors of the Registrant				
Gregg Giuffria, CEO & Director	6,000,000	18%	500,000	33.33%
Richard Hannigan, President, Secretary, Treasurer & Director	6,000,000	18%	500,000	33.33%
Veldon Simpson, Director	6,000,000	18%	500,000	33.33%
Officers and Directors as a Group	18,000,000	54%	1,500,000	100%
Beneficial Owners				
Rainbird Trust	3,600,000	11%	-0-	-0-
Brian Gale	1,750,000	5%	-0-	-0-
Chad Kunz	2,250,000	7%	-0-	-0-
Dale Nelson	1,750,000	5%	-0-	-0-
Beneficial Owners as a Group	9,350,000	28%	-0-	-0-
Officers, Directors and Beneficial Owners as a Group	27,350,000	82%	1,500,000	100%

(1) As used in this table, "beneficial ownership" means the sole or shared power to vote, or to direct the voting of, a security, or the sole or shared investment power with respect to a security (i.e., the power to dispose of, or to direct the disposition of, a security).
(2) Figures are rounded to the nearest percentage.
(3) The Series A Preferred Converts to Common Stock at 1 share of Preferred for 10 shares of Common. Each share of Series A Preferred has 10 to 1 voting rights.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Voyager has numerous related party transactions with Synthetic Systems, Inc. ("Synthetic"). Synthetic is a company owned 100% by Richard Hannigan, Sr., President of the Registrant. Synthetic advances funds when needed for operating purposes. These advances bear interest at 5% per annum and are payable upon demand. Interest expense totaled $150, $2,000 and $1,500, respectively, as of January 31, 2002, and December 31, 2001 and 2000. As of January 31, 2002, Voyager had a balance due to Synthetic in the amount of $46,356.

Additionally, Voyager has received funds from Greg Giuffria and Veldon Simpson, both officers and directors of the Registrant, from time to time in the past. As of January 31, 2002, Voyager had a balance due to Mr. Giuffria of $1,884 and a balance due to Mr. Simpson of $834.

MANAGEMENT

Pursuant to the terms of the Merger Agreement, the then current board of directors of the Registrant, consisting of Frances Hedman, Lawrence Nieters and Joel Nieters, appointed the following directors, which in turn elected the officers. Subsequent to their appointment of the new directors, the old directors resigned. The members of our board of directors serve for one year terms and are elected at the next annual meeting of shareholders, or until their successors have been elected. The officers serve at the pleasure of the board of directors. Information as to the directors and executive officers are as follows:

Name	Age	Positions and Offices With Voyager Post Merger
Gregg Giuffria	50	CEO, Chairman and Director
Richard L. Hannigan, Sr.	53	President, Secretary, Treasurer and Director
Veldon Simpson	61	Director

Gregg Giuffria, age 50, is Chairman of the Board/Chief Executive Officer and Director of Dakota Imaging, Inc. Mr. Giuffria was a member of Outland Development LLC from October, 2000 through the Voyager transaction, January 30, 2002. From April, 1997 to October, 2000, Mr. Giuffria served as President and COO of Full House Resorts, Inc. The companies business is the development and management of hotel, casino, resort and amusement park projects. From November, 1995 to November, 1996, Mr. Giuffria was vice-president of corporate development for Casino Data Systems, Inc. Casino Data Systems, Inc.'s business was data and accounting software and slot machine manufacturing. Mr. Giuffria also owned and controlled the patent rights and sub-license rights of "The Telnaes Patent," a gaming and casino patent. These rights were subsequently sold to Casino Data Systems, Inc. and International Game Technology; sublicenses were granted to other companies as well.

Richard L. Hannigan, Sr., age 53, is President/Secretary/Treasurer and Director of Dakota Imaging, Inc. Mr. Hannigan has been President of a design/construction company, Synthetic Systems, Inc. since 1991. This company specializes in custom designs for interior and exterior casino construction. Under Mr. Hannigan's control Synthetic Systems, Inc. has been involved in several casino projects in Las Vegas, including the Luxor Hotel Casino, interior themed areas and exterior main entry Sphinx. Prior to

Synthetic Systems, Inc., Mr. Hannigan owned and operated two consulting and construction companies from 1983-1991. These companies, Architectural Services, Inc. and Architectural Systems, Inc., respectively have been responsible for construction projects located in Las Vegas, Palm Springs, Los Angeles and Salt Lake City. Mr. Hannigan, consulted for exterior glazing and exotic fenestrations on commercial as well as casino companies, in Las Vegas.

Veldon Simpson, age 61, is a Director of Dakota Imaging, Inc. Mr. Simpson graduated from Arizona State University's five year architectural Program and holds Masters Degree in Architecture. Mr. Simpson, for the past 35 years has been the owner of Veldon Simpson-Architect, Inc., the Architect of Record for many projects and each of the projects was personally designed by Mr. Simpson, some of the projects are: MGM Grand Hotel & Casino, Excalibur Hotel & Casino, Luxor Hotel & Casino, Circus-Circus Skyrise Hotel, Colorado Belle Hotel & Casino, Edgewater Hotel & Casino, San Remo Hotel & Casino, Avi Hotel & Casino, Casa Blanca Hotel & Casino, Riviera Hotel & Casino, Dobson Ranch Inn, & Scottsday Inn, Casino Royale, Waco Casino in Sanya City, Hainan Province, Mainland China, Remodeled the Dunes Casino, and the Sands Casino & Expo Center, Palace Station Hotel & Casino, Big Bear California Sky Lodge and The Inn at The Space Needle in Seattle, WA. As Architect of Record for the World's Largest Casino's, the company of Veldon Simpson-Architect, Inc., was rated #1 in the USA for the years 1991-1993.

There are no family relationships between any of the above persons

DESCRIPTION OF CAPITAL STOCK AND VOTING RIGHTS

The following discussion is qualified in its entirety by reference to the Dakota Charter Documents.

Common Stock

The Company's Articles of Incorporation authorizes the issuance of 100,000,000 shares of Common Stock, $.001par value per share, of which approximately 34,015,000 shares were outstanding as of the date of this Current Report. Holders of shares of common stock are entitled to one vote for each share on all matters to be voted on by the stockholders. Holders of common stock have no cumulative voting rights. Holders of shares of common stock are entitled to share ratably in dividends, if any, as may be declared, from time to time by the Board of Directors in its discretion, from funds legally available therefor. In the event of a liquidation, dissolution or winding up of the Company, the holders of shares of common stock are entitled to share pro rata all assets remaining after payment in full of all liabilities including distributions to preferred stockholders, if any. Holders of common stock have no preemptive rights to purchase the Company's common stock. All of the outstanding shares of common stock are validly issued, fully paid and non-assessable.

Preferred Stock

The Company's Articles of Incorporation also authorizes the issuance of 50,000,000 shares of Preferred Stock, $.001 par value per share, of which there were 1,500,000 shares of Series A Preferred Stock outstanding as of the date of this Current Report. The Series A Preferred shares convert to Common Stock at one share of Series A Preferred for ten shares of Common Stock. Additionally, the Series A Preferred shares carry ten shares to one share voting right.

The remaining authorized shares of Preferred Stock may be issued from time to time by the Board of Directors as shares of one or more classes or series. Subject to the provisions of the Company's Articles of Incorporation and limitations imposed by law, the Board of Directors is expressly authorized to adopt resolutions to issue the shares, to fix the number of shares and to change the number of shares constituting any series, and to provide for or change the voting powers, designations, preferences and relative, participating, optional or other special rights, qualifications, limitations or restrictions thereof, including dividend rights (including whether dividends are cumulative), dividend rates, terms of redemption (including sinking fund provisions), redemption prices, conversion rights and liquidation preferences of the shares constituting any class or series of the Preferred Stock, in each case without any further action or vote by the stockholders.

One of the effects of undesignated Preferred Stock may be to enable the Board of Directors to render more difficult or to discourage an attempt to obtain control of the Company by means of a tender offer, proxy contest, merger or otherwise, and thereby to protect the continuity of the Company's management. The issuance of shares of Preferred Stock pursuant to the Board of Director's authority described above may adversely affect the rights of holders of Common Stock. For example, Preferred stock issued by the Company may rank prior to the Common Stock as to dividend rights, liquidation preference or both, may have full or limited voting rights and may be convertible into shares of Common Stock. Accordingly, the issuance of shares of Preferred Stock may discourage bids for the Common Stock at a premium or may otherwise adversely affect the market price of the Common Stock.

Price Range of Shares and Dividends

As of March 1, 2002, there were approximately 67 record holders of Common Shares. The Common Stock is quoted on the OTC:BB under the symbol "DAKI", however no trades have occurred as of the date of this filing. The Company's Transfer Agent and Registrar is The Nevada Agency and Trust Company. The Company has not declared or paid any dividends on the Common Stock and does not intend to do so in the near future.

ITEM 3. BANKRUPTCY OR RECEIVERSHIP

Not applicable.

ITEM 4. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT

Not applicable.

ITEM 5. OTHER EVENTS

In January 2002, the Registrant effectuated a 5 for 1 forward split of its 11,723,000 then issued and outstanding shares of common stock resulting in the Registrant having 58,615,000 shares of issued and outstanding common stock. Concurrent with the closing of the Merger and the execution of the Property Transfer Agreement, 47,000,000 shares of the Registrant's common stock was cancelled. Additionally, simultaneously upon closing of the Merger 2,160,000 shares of the Series A preferred stock immediately converted into 21,600,000 shares of common stock, resulting in 33,215,000 shares of common stock issued and outstanding as of the date of closing of the Merger.

Concurrent with the consummation of the Merger, the Registrant transferred its principal executive office to 4483 West Reno Avenue, Las Vegas, NV 89118.

Sale of Unregistered Securities

In February of 2002, the Company issued 800,000 shares of unregistered common stock in exchange for $400,000. The shares were deemed to have been issued pursuant to an exemption provided by Rule 506 of Regulation D (to an accredited investor) promulgated under the Securities Act of 1933.

ITEM 6. RESIGNATIONS OF DIRECTORS AND EXECUTIVE OFFICERS

Pursuant to the terms of the Merger Agreement, the board of directors of the Registrant, consisting of Lawrence Nieters, Joell Nieters and Frances Hedman, appointed Gregg Giuffria, Veldon Simpson, and Richard Hannigan as new directors of the Registrant to serve until the next annual meeting of shareholders, or until their successors have been elected. Following their appointment of new directors, Lawrence Nieters, Joell Nieters and Frances Hedman resigned as directors of the Registrant.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

The Unaudited Proforma Consolidated Balance Sheet of Dakota Imaging, Inc. (the "Company") as of February 15, 2002 (the "Proforma Balance Sheet") has been prepared to illustrate the estimated effect of the reverse triangular merger of the Company, Voyager Ventures, Inc. and Subsidiary ("Voyager") and Dakota Subsidiary Corp. ("DSC"). A Proforma Consolidated Statement of Operations is not necessary since the acquisition is being accounted for as a public shell merger. The Proforma Balance Sheet does not reflect any anticipated cost savings from the acquisitions, or any synergies that are anticipated to result from the acquisition, and there can be no assurance that any such cost savings or synergies will occur. The Proforma Balance Sheet also gives effect to the sale of 800,000 shares of the Company's common stock. The Proforma Balance Sheet does not purport to be indicative of the financial position of the Company that would have actually been obtained had such acquisition been completed as of the assumed date. The proforma adjustments are described in the accompanying notes and are based upon available information and certain assumptions that the Company believes are reasonable.

DAKOTA IMAGING, INC.
UNAUDITED PROFORMA CONSOLIDATED BALANCE SHEET
FEBRUARY 15, 2002

	Dakota Imaging, Inc.	Dakota Subsidiary Corp.	Voyager Ventures, Inc. and Subsidiary	Combined		Reclasses	Consolidated
ASSETS							
CURRENT ASSETS							
Cash and cash equivalents	$1,443	$-	$10,411	$11,854	A	(1,443)	$ 410,411
					D	400,000	
Accounts receivable	51,196	-	-	51,196	A	(51,196)	-
Total current							

assets	52,639	-	10,411	63,050		(347,361)	410,411
Investment	62,739	-	-	62,739	A	(62,739)	-
Goodwill	-	-	-	-	B	5,000,000	5,000,000
Property and equipment	55,225	-	-	55,225	A	(55,225)	-
Deferred tax benefits	84,697	-	-	84,697	A	(84,697)	-
TOTAL ASSETS	$255,300	-	$10,411	$265,711		5,144,700	$5,410,411
LIABILITIES AND STOCKHOLDERS' DEFICIENCY							
CURRENT LIABILITIES							
Accounts payable and accrued expenses	$ 8,358	$-	$112,000	$120,358	A	(8,358)	$ 112,000
Due to related parties	-	-	49,074	49,074		-	49,074
Note payable	10,474	-	-	10,474	A	(10,474)	-
Total current liabilities	18,832	-	161,074	179,906		(18,832)	161,074
Notes payable - long-term	44,906	-	-	44,906	A	(44,906)	-
TOTAL LIABILITIES	63,738	-	161,074	224,812		(63,738)	161,074

The accompanying notes are an integral part of these unaudited proforma consolidated financial statements.

DAKOTA IMAGING, INC.
CONSOLIDATED UNAUDITED PROFORMA BALANCE SHEET (Continued)
FEBRUARY 15, 2002

	Dakota Imaging, Inc.	Dakota Subsidiary Corp.	Voyager Ventures, Inc. and Subsidiary	Combined		Reclasses	Consolidated
STOCKHOLDERS' EQUITY							
Series A preferred stock	-	-	-	-	B	3,660	1,500
					C	(2,160)	
Common stock	58,615	-	36,600	95,215		-	34,015
					A	(47,000)	
					B	(36,600)	
					C	21,600	
					D	800	
Deferred consultants contract	(108,281)	-	-	(108,281)	E	108,281	-
Additional paid-in capital	382,135	-	26,400	408,535	D	399,200	5,427,485
					B	5,032,940	
					C	(19,440)	
					E	(249,188)	
					A	(144,562)	
Accumulated other comprehensive income	1,582	-	-	1,582	E	(1,582)	-
Deficit accumulated during development stage	(142,489)	-	(213,663	(356,152)	E	142,489	(213,663)
Total stockholders' equity (deficiency)	191,562	-	(150,663)	40,899		5,208,438	5,249,337

TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	255,300	-	10,411	265,711	5,144,700	5,410,411
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The accompanying notes are an integral part of these unaudited proforma consolidated financial statements.

DAKOTA IMAGING, INC.
NOTES TO UNAUDITED PROFORMA CONSOLIDATED BALANCE SHEET

NOTE 1 - For the purposes of this proforma consolidated balance sheet, January 31, 2002 audited information was used for Voyager, and January 31, 2002 reviewed information was used for Dakota Imaging, Inc. and Dakota Subsidiary Corp.

NOTE 2 - The following is a description of the proforma adjustments as of February 15, 2002 for the proforma balance sheet:

a) To record the cancellation of 47,000,000 shares of Common Stock in exchange for certain assets and liabilities of Dakota Imaging, Inc. as per the property transfer agreement.

b) To record the issuance of 3,660,000 shares of Series A Preferred Stock of Dakota Imaging, Inc. These shares were issued as consideration for the 100% of Voyager's Outstanding Common Stock as per the agreement and plan of merger dated February 1, 2002. These shares were valued at $5,000,000.

c) To record the conversion of 2,160,000 shares of Series A Preferred Stock into 21,600,000 shares of Dakota Imaging Inc. Common Stock.

d) To record the issuance of 800,000 shares of the Company's common stock for $400,000.

e) To record the consolidation of the public shell Company, as well as the reverse acquisition entries.

VOYAGER VENTURES, INC.
AND SUBSIDIARY
(A Development Stage Company)

CONSOLIDATED FINANCIAL STATEMENTS

JANUARY 31, 2002
AND
DECEMBER 31, 2001 AND 2000

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INDEPENDENT AUDITORS' REPORT

TO THE BOARD OF DIRECTORS AND STOCKHOLDERS OF
VOYAGER VENTURES, INC.

We have audited the accompanying balance sheets of Voyager Ventures, Inc. and Subsidiary (A Development Stage Company) as of January 31, 2002, December 31, 2001 and 2000, and the related statements of operations, stockholders' equity, and cash flows for the period from January 1, 2002 to January 31, 2002, the years ending December 31, 2001 and 2000, and for the period from inception (March 1, 1997) to January 31, 2002. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Voyager Ventures, Inc. and Subsidiary as of January 31, 2002, December 31, 2001 and 2000, and the results of its operations and its cash flows for the period from January 1, 2002 to January 31, 2002, the years ending December 31, 2001 and 2000, and for the period from inception (March 1, 1997) to January 31, 2002 in conformity with accounting principles generally accepted in the United States of America.

MERDINGER, FRUCHTER, ROSEN & CORSO, P.C.
Certified Public Accountants

Los Angeles, California

February 20, 2002

VOYAGER VENTURES, INC.
AND SUBSIDIARY
(A Development Stage Company)
CONSOLIDATED BALANCE SHEETS

	January 31, 2002	December 31, 2001	December 31, 2000
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	$ 10,411	$ 256	$ -
Prepaid expenses	-	267	-
TOTAL ASSETS	$ 10,411	$ 523	$ -

	January 31, 2002	December 31, 2001	December 31, 2000
LIABILITIES AND STOCKHOLDERS' DEFICIENCY			
CURRENT LIABILITIES			
Accounts payable and accrued expenses	$ 112,000	$ 110,000	15,000
Bank overdraft	-	-	1,348
Due from related parties	49,074	44,148	35,845
Total liabilities	161,074	154,148	52,193
Commitments and contingencies	-	-	-
STOCKHOLDERS' DEFICIENCY			
Preferred series A stock, $.001 par value; 25,000,000 shares authorized; -0- shares issued or outstanding	-	-	-
Common stock, $.001 par value; 500,000,000 shares authorized; 36,600,000 15,000,000 and 15,000,000 shares issued and outstanding	36,600	15,000	15,000
Additional paid-in capital	26,400	20,000	20,000
Deficit accumulated during development stage	(213,663)	(188,625)	(87,193)
Total Stockholders' Deficiency	(150,663)	(153,625)	(52,193)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIENCY	$ 10,411	$ 523	$ 52,193

The accompanying notes are an integral part of the consolidated financial statements.

VOYAGER VENTURES, INC.
AND SUBSIDIARY
(A Development Stage Company)
CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Period From January 1, 2002 to January 31, 2002	For the Year Ended December 31, 2001	For the Year Ended December 31, 2000	For the Period From Inception (March 1,1997) to December 31, 2001
NET SALES	$ -	$ -	$ -	$ -
OPERATING EXPENSES				
Project costs	-	2,813	5,526	47,736
Professional and consulting fees	18,000	93,176	29,575	142,389
Rent expense	2,325	-	-	2,325
Other operating expenses	4,713	5,443	3,182	21,213
Total operating expenses	25,038	101,432	38,283	213,663
LOSS FROM OPERATIONS	(25,038)	(101,432)	(38,283)	(213,663)
NET LOSS	$ (25,038)	$(101,432)	$(38,283)	$(213,663)

The accompanying notes are an integral part of the consolidated financial statements.

VOYAGER VENTURES, INC. AND SUBSIDIARY
(A Development Stage Company)
STATEMENT OF STOCKHOLDERS' EQUITY
FOR THE PERIOD FROM INCEPTION (MARCH 1, 1997) TO JANUARY 31, 2002

	Preferred Series A Stock Shares	Preferred Series A Stock Amount	Common Stock Shares	Common Stock Amount
Balance at inception - March 1, 2000 (as restated for reorganization)	-	-	15,000,000	15,000
Net loss for year ended December 31, 1997	-	-	-	-
Balance at December 31, 1997	-	-	15,000,000	15,000
Net loss for year ended December 31, 1998	-	-	-	-
Balance at December 31, 1998	-	-	15,000,000	15,000
Net loss for year ended December 31, 1999	-	-	-	-
Balance at December 31, 1999	-	-	15,000,000	15,000
Net loss for year ended December 31, 2000	-	-	-	-
Balance at December 31, 2000	-	-	15,000,000	15,000

VOYAGER VENTURES, INC. AND SUBSIDIARY
(A Development Stage Company)
STATEMENT OF STOCKHOLDERS' EQUITY
FOR THE PERIOD FROM INCEPTION (MARCH 1, 1997) TO JANUARY 31, 2002
(Continued)

	Additional Paid-in Capital	Deficit Accumulated During the Development Stage	Total Stockholders Equity
Balance at inception - March 1, 2000 (as restated for reorganization)	20,000	-	35,000
Net loss for year ended December 31, 1997	-	(34,361)	(34,361)
Balance at December 31, 1997	20,000	(34,361)	639
Net loss for year ended December 31, 1998	-	(11,121)	(11,121)
Balance at December 31, 1998	20,000	(45,482)	(10,482)
Net loss for year ended December 31, 1999	-	(3,428)	(3,428)
Balance at December 31, 1999	20,000	(48,910)	(13,910)
Net loss for year ended December 31, 2000	-	(38,283)	(38,283)
Balance at December 31, 2000	20,000	(87,193)	(52,193)

The accompanying notes are an integral part of the consolidated financial statements.

VOYAGER VENTURES, INC. AND SUBSIDIARY
(A Development Stage Company)
STATEMENT OF STOCKHOLDERS' EQUITY (Continued)
FOR THE PERIOD FROM INCEPTION (MARCH 1, 1997) TO JANUARY 31, 2002

	Preferred Series A Stock		Common Stock	
	Shares	Amount	Shares	Amount
Balance at December 31, 2000	-	-	15,000,000	15,000
Net loss for year ended December 31, 2001	-	-	-	-
Balance at December 31, 2001	-	-	15,000,000	15,000
Issuance of common stock for				

services	-	-	18,000,000	18,000
Issuance of common stock for cash	-	-	3,600,000	3,600
Net loss for the period from January 1 to January 31, 2002	-	-	-	-
Balance at January 31, 2002	-	-	36,600,000	36,600

VOYAGER VENTURES, INC. AND SUBSIDIARY
(A Development Stage Company)
STATEMENT OF STOCKHOLDERS' EQUITY (Continued)
FOR THE PERIOD FROM INCEPTION (MARCH 1, 1997) TO JANUARY 31, 2002

	Additional Paid-in Capital	Deficit Accumulated During the Development Stage	Total Stockholders Equity
Balance at December 31, 2000	20,000	(87,193)	(52,193)
Net loss for year ended December 31, 2001	-	(101,432)	(101,432)
Balance at December 31, 2001	20,000	(188,625)	(153,625)
Issuance of common stock for services	-	-	18,000
Issuance of common stock for cash	6,400	-	10,000
Net loss for the period from January 1 to January 31, 2002	-	(25,038)	(25,038)
Balance at January 31, 2002	26,400	(213,663)	(150,633)

The accompanying notes are an integral part of the consolidated financial statements.

VOYAGER VENTURES, INC.
AND SUBSIDIARY
(A Development Stage Company)
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Period From January 1, 2002 to January 31, 2002	For the Year Ended December 31, 2001	2000	For the Period From Inception (March 1, 1997) to January 31, 2002

CASH FLOWS FROM OPERATING ACTIVITIES

Net Loss	$(25,038)	$(101,432)	$(38,283)	$(213,663)
Adjustments to Reconcile Net Loss to Net Cash Used In Operating Activities:				
Issuance of common stock for services	18,000	-	-	18,000
Changes in certain assets and liabilities:				
Increase in Prepaid Expenses	267	(267)	-	-
Increase in Accounts Payable and Accrued Expenses	2,000	95,000	15,000	112,000
NET CASH USED IN OPERATING ACTIVITIES	(4,771)	(6,699)	(23,283)	(83,663)
CASH FLOWS FROM FINANCING ACTIVITIES:				
Members' Contributions	-	-	-	35,000
Proceeds from sale of common stock	10,000	-	-	10,000
Increase in due to related parties	4,926	8,303	21,804	49,074
Increase (decrease) in bank overdraft	-	(1,348)	1,348	-
NET CASH PROVIDED BY FINANCING ACTIVITIES	14,926	6,955	23,152	94,074
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	10,155	256	(131)	10,411
CASH AND CASH EQUIVALENTS - BEGINNING	256	-	131	-
CASH AND CASH EQUIVALENTS - ENDING	$10,411	$ 256	$ -	$ 10,411
CASH PAID DURING THE YEAR FOR:				
Interest Expense	$ -	$ -	$ -	$ -
Income Taxes	$ -	$ -	$ -	$ -

NON-CASH FINANCING ACTIVITY:

* For the period from January 1, 2002 to January 31, 2002, the Company issued 18,000,000 shares for services, totaling $18,000.

The accompanying notes are an integral part of the consolidated financial statements.

VOYAGER VENTURES, INC.
AND SUBSIDIARY
(A Development Stage Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying consolidated financial statements include the accounts of Voyager Ventures, Inc. (the "Company" or "Voyager"), incorporated under the laws of the State of Nevada on

January 15, 2002 and its wholly owned subsidiary, Outland Development, LLC ("Outland"), a limited liability company formed under the laws of the State of Nevada on March 1, 1997. The Company is currently a development stage enterprise under the provisions of Statement of Financial Accounting Standards ("SFAS") No. 7.

The Company entered into an agreement and Plan of Reorganization (the "Reorganization"), dated as of January 30, 2002 with Outland, whereby the Company issued 15,000,000 shares of its common stock in exchange for 100% of Outland's membership interest.

This merger transaction has been accounted for in the consolidated financial statements as a reverse acquisition. As a result of this transaction, the former members of Outland acquired or exercised control over a majority of the shares of the Company before and after the reorganization. Accordingly, the transaction has been treated for accounting purposes as a recapitalization of Outland; therefore, these consolidated financial statements represent a continuation of Outland, not the Company. In accounting for this transaction:

i.) Outland is deemed to be the purchaser and surviving company for accounting purposes. Accordingly, its net assets are included in the balance sheet at their historical book values; and

ii.) The consolidated financial statement presented include the accounts of Outland from its inception (March 1, 1997).

Line of Business

The Company is planning the development of the world's tallest Ferris Wheel, which will house various revolving retail stores including restaurants.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

VOYAGER VENTURES, INC.
AND SUBSIDIARY
(A Development Stage Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with original maturities of three months or less to be cash equivalents.

Concentration of Credit Risk

The Company places its cash in what it believes to be credit-worthy financial institutions and, at times, may exceed the FDIC

$100,000 insurance limit.

Inventory

Inventory is carried at the lower of cost or market utilizing the first-in, first-out method (FIFO). Currently, inventories consist of sample products used for marketing purposes.

Property and Equipment

Property and equipment is recorded at cost. Depreciation is computed using the straight-line method based upon the estimated useful lives of the various classes of assets. Maintenance and repairs are charged to expense as incurred.

Income Taxes

Income taxes are provided for based on the asset and liability method of accounting pursuant to SFAS No. 109, "Accounting for Income Taxes". Deferred income taxes, if any, are recorded to reflect the tax consequences on future years of differences between the tax bases of assets and liabilities and their financial reporting amounts at each year-end.

Stock-Based Compensation

SFAS No. 123, "Accounting for Stock-Based Compensation," establishes accounting policies for stock and stock-based awards issued to employees and non-employees for services rendered and goods received. The Company records transactions in which services or goods are rendered or received from non-employees for the issuance of equity securities based on the fair value of the Company's stock at the date the services are rendered or goods received.

Comprehensive Income

SFAS No. 130, "Reporting Comprehensive Income," establishes standards for the reporting and display of comprehensive income and its components in the financial statements. As of February 15, 2002, the Company has no items that represent comprehensive income and, therefore, has not included a schedule of comprehensive income in the financial statements.

VOYAGER VENTURES, INC.
AND SUBSIDIARY
(A Development Stage Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recent Accounting Pronouncements

On June 29, 2001, SFAS No. 141, "Business Combinations," was approved by the FASB, which requires that the purchase method of accounting be used for all business combinations initiated after June 30, 2001. Goodwill and certain intangible assets will remain on the balance sheet and not be amortized. On an annual basis, and when there is reason to suspect that their values have been diminished or impaired, these assets must be tested for impairment, and write-downs may be necessary. The Company is required to implement SFAS No. 141 on January 1, 2002 and it has not determined the impact, if any, that this statement will have on its consolidated financial position or results of operations.

On June 29, 2001, SFAS No. 142, "Goodwill and Other Intangible Assets", was approved by the FASB, which changes the accounting for goodwill from an amortization method to an impairment-only approach. Amortization of goodwill, including goodwill recorded in past business combinations, will cease upon adoption of this statement. The Company is required to implement SFAS No. 142 on January 1, 2002 and it has not determined the impact, if any, that this statement will have on its consolidated financial position or results of operations.

NOTE 2 - RELATED PARTY TRANSACTIONS

The Company had related party transactions with several officers, directors and other related parties as follows:

Due to Related Parties

		January 31, 2002	December 31, 2001	December 31, 2000
(a)	Synthetic Systems, Inc	$ 46,356	$ 41,430	$ 35,845
	Greg Giuffria	1,884	1,884	-
	Veldon Simpson	834	834	-
		$ 49,074	$ 44,148	$ 35,845

(a) The Company has numerous related party transactions with Synthetic Systems, Inc. ("Synthetic"). Synthetic is a company owned 100% by a shareholder of the Company. Synthetic advances funds when needed for operating purposes. These advances bear interest at 5% per annum and are payable upon demand. Interest expense totaled $150, $2,000 and $1,500, respectively, as of January 31, 2002, and December 31, 2001 and 2000.

VOYAGER VENTURES, INC.
AND SUBSIDIARY
(A Development Stage Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 3 - INCOME TAXES

Prior to December 31, 2001, Outland reported its income taxes as a limited liability company and, as such, reported its income as a partnership whereby liability or taxes was that of the individual members rather than that of the Company.

For the period from January 1, 2001 to January 31, 2002, the components of the provision for income taxes were as follows:

January 31,
2002

Current Tax Expense	
U.S. Federal	$ -
State and Local	-
Total Current	-
Deferred Tax Expense	
U.S. Federal	-
State and Local	-
Total Deferred	-
Total Tax Provision	$ -

The reconciliation of the effective income tax rate to the Federal statutory rate is as follows:

Federal Income Tax Rate	34.0%
Deferred Tax Charge (Credit)	-
Effect of Valuation Allowance	(34.0)%
State Income Tax, net of Federal Benefit	-
Effective Income Tax Rate	0.0%

At January 31, 2002, the Company had net carryforward losses of approximately $25,000. Because of the current uncertainty of realizing the benefit of the tax carryforward, a valuation allowance equal to the deferred tax assets benefit for the loss carryforward has been established. The full realization of the tax benefit associated with the carryforward depends predominantly upon the Company's ability to generate taxable income during the carryforward period.

Deferred tax assets and liabilities reflect the net tax effect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and amounts used for income tax purposes. Significant components of the Company's deferred tax assets and liabilities were as follows:

VOYAGER VENTURES, INC.
AND SUBSIDIARY
(A Development Stage Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 3 - INCOME TAXES (Continued)

	January 31, 2002
Deferred Tax Assets	
Loss Carryforwards	$ 8,500
Less: Valuation Allowance	(8,500)

Net Deferred Tax Assets	$ -

Net operating loss carryforwards expire through 2021. Per year availability is subject to change of ownership limitations under Internal Revenue Code Section 382.

NOTE 4 - COMMITMENTS AND CONTINGENCIES

During January 2002, the Company entered into a month-to-month office lease totaling approximately $2,500 per month.

NOTE 5 - STOCKHOLDERS' EQUITY

Common stock

The aggregate number of shares of common stock that the Company has authority to issue is 500,000,000 shares at a par value of $0.001. As of January 31, 2002, 36,600,000 shares were issued and outstanding.

On January 15, 2002, the Company issued 18,000,000 shares of common stock in exchange for services performed.

On January 15, 2002, the Company issued 3,600,000 shares of common stock for $10,000.

On January 30, 2002, the Company issued 15,000,000 shares of common stock for the acquisition of Outland (see Note 1).

VOYAGER VENTURES, INC.
AND SUBSIDIARY
(A Development Stage Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 5 - STOCKHOLDERS' EQUITY (Continued)

Preferred Series A stock

The aggregate number of shares of Preferred series A stock that the Company had authority to issue is 25,000,000 shares at a par value of $0.001. These shares are have full voting rights and are convertible to 10 shares of common stock for every 1 share issued one year from the date of issue. As of January 31, 2002, no shares of Preferred series A stock were issued or outstanding.

NOTE 6 - SUBSEQUENT EVENTS

Voyager entered into an agreement and Plan of Merger (the "Agreement"), dated as of February 1, 2002, among Dakota Imaging, Inc., a North Dakota corporation ("Dakota"); Dakota Subsidiary Corp., a Nevada corporation ("DSC"); and Voyager.

The agreement became effective February 8, 2002 when Voyager completed a reverse triangular merger between DSC and Dakota, whereby Dakota issued 3,660,000 shares of its Series A preferred stock in exchange for 100% of Voyager's outstanding common stock. Pursuant to the terms of the merger, Voyager merged with DSC wherein DSC ceased to exist and Voyager became a wholly owned subsidiary of Dakota.

The Series A preferred stock carries the following rights and preferences:

* 10 to1 voting rights per share;
* Each share has 10 for 1 conversion rights to shares of common stock (every 1 share of Series A preferred stock has the right to convert into 10 shares of common stock)
* No redemption rights
* No face value

Concurrent with the closing of the Merger, 2,160,000 shares of the Series A preferred stock were immediately converted into 21,600,000 shares of Dakota's common stock.

OUTLAND DEVELOPMENT LLC
(A Development Stage Company)

FINANCIAL STATEMENTS

DECEMBER 31, 2001 AND 2000

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INDEPENDENT AUDITORS' REPORT

TO THE BOARD OF DIRECTORS AND MEMBERS' OF
OUTLAND DEVELOPMENT LLC

We have audited the accompanying balance sheets of Outland Development LLC (A Development Stage Company) as of December 31, 2001 and 2000, and the related statements of operations and members' deficiency, and cash flows for the years then ended and for the period from inception (March 1, 1997) to December 31, 2001. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Outland Development LLC as of December 31, 2001 and 2000, and the results of its operations and its cash flows for the years then ended and for the period from inception (March 1, 1997) to December 31, 2001 in conformity with accounting principles generally accepted in the United States of America.

MERDINGER, FRUCHTER, ROSEN & CORSO, P.C.
Certified Public Accountants

Los Angeles, California
February 8, 2002

OUTLAND DEVELOPMENT LLC
(A Development Stage Company)
BALANCE SHEETS

	December 31, 2001	December 31, 2000
ASSETS		
CURRENT ASSETS	$ 256	$ -
Cash and cash equivalents	267	-
Prepaid Expenses		
TOTAL ASSETS	$ 523	$ -
LIABILITIES AND MEMBERS' DEFICIENCY		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	$ 110,000	15,000
Bank overdraft	-	1,348
Due from related parties	44,148	35,845
TOTAL LIABILITIES	154,148	52,193
Commitments and contingencies	-	-
MEMBERS' DEFICIENCY	(153,625)	(52,193)
TOTAL LIABILITIES AND MEMBERS' DEFICIENCY	$ 523	$ -

The accompanying notes are an integral part of the financial statements.

OUTLAND DEVELOPMENT LLC
(A Development Stage Company)
STATEMENTS OF OPERATIONS AND MEMBERS' DEFICIENCY

	For the Year Ended December 31, 2001	For the Year Ended December 31, 2000	For the Period from inception (March 1, 1997) December 31, 2001
NET SALES	$ -	$ -	$ -
OPERATING EXPENSES			
Project Costs	2,813	5,526	47,736
Professional fees	93,176	29,575	124,389
Other operating expenses	5,443	3,182	16,500
Total Operating Expenses	101,432	38,283	(188,625)
LOSS FROM OPERATIONS	(101,432)	(38,283)	(188,625)
NET LOSS	(101,432)	(38,283)	(188,625)
MEMBERS DEFICIENCY - BEGINNING	(52,193)	(13,910)	-
MEMBERS' CONTRIBUTIONS	-	-	35,000
MEMBERS' DEFICIENCY	$ (153,625)	$ (52,193)	$ (153,625)

The accompanying notes are an integral part of the financial statements.

OUTLAND DEVELOPMENT LLC
(A Development Stage Company)
STATEMENT OF CASH FLOWS

	For the Year Ended December 31, 2001	For the Year Ended December 31, 2000	For the Period from inception (March 1, 1997) to December 31, 2001
CASH FLOWS FROM OPERATING ACTIVITIES			
Net Loss	$(101,432)	$(38,283)	$(188,625)
Adjustments to Reconcile Net Loss to Net Cash Used In Operating Activities:			
Increase in Prepaid Expenses	(267)	-	(267)
Increase in Accounts Payable and Accrued Expenses	95,000	15,000	110,000
NET CASH USED IN OPERATING ACTIVITIES	(6,699)	(23,283)	(78,892)

CASH FLOWS FROM FINANCING ACTIVITIES:			
Members' Contributions	-	-	35,000
Increase in due to related parties	8,303	21,804	44,148
Increase (decrease) in bank overdraft	(1,348)	1,348	-
NET CASH PROVIDED BY FINANCING ACTIVITIES	6,955	23,152	79,148
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	256	(131)	256
CASH AND CASH EQUIVALENTS - BEGINNING	-	131	-
CASH AND CASH EQUIVALENTS - ENDING	$ 256	$ -	$ 256
CASH PAID DURING THE YEAR FOR:			
Interest Expense	$ -	$ -	$ -
Income Taxes	$ -	$ -	$ -

The accompanying notes are an integral part of the financial statements.

OUTLAND DEVELOPMENT LLC
(A Development Stage Company)
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2001 AND 2000

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Business

Outland Development LLC (the "Company"), is currently a development stage enterprise under the provisions of Statement of Financial Accounting Standards No. 7 ("SFAS No. 7"). The Company was formed under the laws of the State of Nevada on March 1, 1997 as a development vehicle to explore real estate investment opportunities.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with original maturities of three months or less to be cash equivalents.

Concentration of Credit Risk

The Company places its cash in what it believes to be credit-worthy financial institutions and, at times, may exceed the FDIC $100,000 insurance limit.

Fair Value of Financial Instruments

The Company's financial instruments consist of cash, cash equivalents, accounts payable and accrued expenses. The carrying amounts of cash and cash equivalents, accounts payable and accrued expenses approximate fair value due to the highly liquid nature of these short-term instruments.

Income Tax

The Company is a limited liability company and, as such, chooses to report its income as a partnership whereby liability for taxes is that of the individual members rather than that of the Company.

OUTLAND DEVELOPMENT LLC
(A Development Stage Company)
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2001 AND 2000

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Comprehensive Income

SFAS No. 130, "Reporting Comprehensive Income" establishes standards for the reporting and display of comprehensive income and its components in the financial statements. As of December 31, 2001 and 2000, the Company has no items that represent comprehensive income and, therefore, has not included a schedule of comprehensive income in the financial statements.

Recent Accounting Pronouncements

On June 29, 2001, SFAS No. 141, "Business Combinations", was approved by the FASB. SFAS 141 requires that the purchase method of accounting be used for all business combinations initiated after June 30, 2001 and 2000. Goodwill and certain intangible assets will remain on the balance sheet and not be amortized. On an annual basis, and when there is reason to suspect that their values have been diminished or impaired, these assets must be tested for impairment, and write-downs may be necessary. The Company is required to implement SFAS No. 141 on January 1, 2002 and it has not determined the impact, if any, that this statement will have on its consolidated financial position or results of operations.

On June 29, 2001, SFAS No. 142, "Goodwill and Other Intangible Assets", was approved by the FASB. SFAS No. 142 changes the accounting for goodwill from an amortization method to an impairment-only approach. Amortization of goodwill, including goodwill recorded in past business combinations, will cease upon adoption of this statement. The Company is required to implement SFAS No. 142 on January 1, 2002 and it has not determined the impact, if any, that this statement will have on its consolidated financial position or results of operations.

NOTE 2 - RELATED PARTY TRANSACTIONS

The Company received advances from related parties and had the following related party payables as of:

	December 31,	
	2001	2000

Synthatic Systems, Inc	$ 41,430	$ 35,845
Greg Giuffria	1,884	-
Veldon Simpson	834	-
	$ 44,148	$ 35,845

OUTLAND DEVELOPMENT LLC
(A Development Stage Company)
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2001 AND 2000

NOTE 3 - SUBSEQUENT EVENTS

a) The Company entered into an agreement and Plan of Reorganization (the "Reorganization"), dated as of January 30, 2002 with Voyager Ventures, Inc., a Nevada corporation ("Voyager"). The agreement became effective February 1, 2002, whereby Voyager issued 15,000,000 shares of its common stock in exchange for 100% of the Company's membership interest. Pursuant to the terms of the reorganization, the Company became the 100% owned subsidiary of Voyager.

b) Voyager entered into an agreement and Plan of Merger (the "Agreement"), dated as of February 1, 2002, among Dakota Imaging, Inc., a North Dakota corporation ("Dakota"); Dakota Subsidiary Corp., a Nevada corporation ("DSC"); and Voyager Ventures, Inc., a Nevada corporation ("Voyager").

The agreement became effective February 8, 2002 when Voyager completed a reverse triangular merger between DSC and Dakota, whereby Dakota issued 3,660,000 shares of its Series A preferred stock in exchange for 100% of Voyager's outstanding common stock. Pursuant to the terms of the merger, Voyager merged with DSC wherein DSC ceased to exist and Voyager became a wholly owned subsidiary of Dakota.

The Series A preferred stock carries the following rights and preferences:

* 10 to1 voting rights per share;
* Each share has 10 for 1 conversion rights to shares of common stock (every 1 share of Series A preferred stock has the right to convert into 10 shares of common stock)
* No redemption rights
* No face value

Concurrent with the closing of the Merger, 2,160,000 shares of the Series A preferred stock were immediately converted into 21,600,000 shares of Dakota's common stock.

ITEM 8. CHANGE IN FISCAL YEAR

Not applicable.

EXHIBITS

Financial Statements:

a) Unaudited Proforma Consolidated Balance Sheet - derived from the audited financial statements of Voyager for the period ending January 31, 2002 and of Dakota for period ending Janaury 31, 2002.

b) Voyager Ventures, Inc. (Attached)
Report of Independent Auditor
Balance Sheet For The Period Ending January 31, 2002, December 31, 2001, and December 31, 2000
Statement of Operations For The Period Janaury 1, 2002 to January 31, 2002, the years ending December 31, 2001 and December 31, 2000, and the period from inception (March 1, 1997 for Outland) to January 31, 2002.
Statement of Stockholders' Equity For The Period March 1, 1997 (Inception) through January 31, 2002
Statement of Cash Flows For The Period Janaury 1, 2002 to January 31, 2002, the years ending December 31, 2001 and December 31, 2000, and the period from inception (March 1, 1997 for Outland) to January 31, 2002.

c) Outland Development LLC. (Attached)
Report of Independent Auditor
Balance Sheet For The Years Ending December 31, 2001, and December 31, 2000
Statement of Operations and Members' Deficiency For the years ending December 31, 2001 and December 31, 2000, and the period from inception (March 1, 1997) to December 31, 2001.
Statement of Cash Flows For the years ending December 31, 2001 and December 31, 2000, and the period from inception (March 1, 1997) to December 31, 2001.

d) * Dakota Financial Statements - Incorporated by reference from 10K-SB filing for period ending October 31, 2001.

Exhibit	Description
2.1	Agreement and Plan of Merger, dated February 1, 2002 among Dakota, Dakota Subsidiary Corp. and Voyager Ventures, Inc.
3 (i)	Certificate of Merger, dated February 1, 2002, filed with the Secretary of State, Nevada RE: Merger between Dakota Subsidiary Corp. and Voyager Ventures, Inc.
3.1*	Articles of Incorporation of Dakota Imaging, Inc. filed on January 31, 1991.
3.2*	Certificate of Amendment to Articles of Incorporation.
3.3*	By-laws of Dakota Imaging, Inc.
10.1	Property Transfer Agreement dated February 1, 2002 by and between Dakota Imaging, Inc. and Lawrence Nieters and Joell Nieters.

* Incorporated By Reference from the registration statement filed on Form SB-2 on February 23, 2001.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 1, 2002

DAKOTA IMAGING, INC.

By: /s/ Greg Giuffria
Greg Giuffria, C.E.O./Director

By: /s/ Richard Hannigah
Richard Hannigan, President/Secretary/Treasurer/Director

By: /s/ Veldon Simpson
Veldon Simpson, Director