

Edgar Filing: UNIPRO FINANCIAL SERVICES INC - Form SC 13D

UNIPRO FINANCIAL SERVICES INC
Form SC 13D
November 30, 2006

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. _____) *

UNIPRO Financial Services, Inc.

(Name of Issuer)

Common Stock (Par Value \$ 0.001 Per Share)

(Title of Class of Securities)

90915 R 105

(CUSIP Number)

Brian Lin
China Fire Protection Group, Inc.
South Banbidian Industrial Park
Liqiao Township, Shunyi District
Beijing, 101304
People's Republic of China
Telephone: (86-10) 8416-3816

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

October 27, 2006

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Li Brothers Holdings Inc.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items
2(d) or 2(e)

6. Citizenship or Place of Organization

British Virgin Islands

7. Sole Voting Power

12,768,000
Number of Shares

8. Shared Voting Power
Beneficially
Owned by Each

0

9. Sole Dispositive Power
Reporting
Person With

12,768,000

10. Shared Dispositive Power

0

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

12,768,000

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

[]

13. Percent of Class Represented by Amount in Row (11)

50.0%

14. Type of Reporting Person (See Instructions)

CO

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ITEM 1. SECURITY AND ISSUER

The class of equity securities to which this Statement on Schedule 13D (this "Statement") relates is the common stock, par value \$0.001 per share (the "Common Stock"), of Unipro Financial Services, Inc., a Florida corporation (the "Issuer").

The principal executive office of the Issuer is located at South Banbidian Industrial Park, Liqiao Township, Shunyi District, Beijing, People's Republic of China 101304.

ITEM 2. IDENTITY AND BACKGROUND

(a) Name

This Statement is being filed by Li Brothers Holdings Inc., a British Virgin Islands company (the "Reporting Person"). Mr. Gangjin Li is the sole director and controlling shareholder of the Reporting Person.

(b) Residence or business address

The business address of the Reporting Person is P.O. Box 3321, Drake Chambers, Road Town, Tortola, British Virgin Islands. The business address of Mr. Gangjin Li is South Banbidian Industrial Park, Liqiao Township, Shunyi District, Beijing, People's Republic of China 101304.

(c) Present principal occupation or employment and the name, principal

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business and address of any corporation or other organization in which such employment is conducted

The principal business of the Reporting Person is to act as a holding company to engage in strategic business operations and activities. Mr. Gangjin Li's principal occupation is Chairman of the Board of Directors of the Issuer. The principal executive office of the Issuer is located at South Banbidian Industrial Park, Liqiao Township, Shunyi District, Beijing, People's Republic of China 101304.

(d-e) No Convictions or Proceedings.

During the last five years, the Reporting Person (i) has not been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) and (ii) has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction resulting in it being subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Place of Organization/Citizenship.

The Reporting Person is a company organized under the laws of the British Virgin Islands. Mr. Gangjin Li is a citizen of the People's Republic of China.

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ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

On September 1, 2006, the Issuer, China Fire Group, Inc., an International Business Company organized under the laws of British Virgin Islands ("China Fire"), Sureland Industrial Fire Safety Limited, a wholly-owned Chinese subsidiary of China Fire ("Sureland"), and China Fire's shareholders (including the Reporting Person) entered into a Share Exchange Agreement (the "Share Exchange Agreement"), pursuant to which the Issuer agreed to acquire all of the issued and outstanding ordinary shares, par value US\$0.01 each, owned by the respective shareholders of China Fire in exchange for the issuance by the Issuer to each such shareholder a pro rata share of 701,538.46 shares of the Issuer's Series A Convertible Preferred Stock, no par value ("Convertible Preferred Stock"), which are convertible into an aggregate of approximately 22,800,000 million shares of Common Stock of the Issuer ("Common Stock").

On October 27, 2006, the Issuer, China Fire and China Fire's shareholders (including the Reporting Person) consummated the Share Exchange Agreement, pursuant to which China Fire's shareholders transferred all of the issued and outstanding ordinary shares of China Fire to the Issuer in exchange for 701,538.46 shares of the Issuer's Convertible Preferred Stock.

According to a Current Report on Form 8-K filed by the Issuer on November 2, 2006, 701,538.46 shares of Convertible Preferred Stock will automatically be converted into 22,800,000 shares of Common Stock (on the basis of 32.5 shares of Common Stock for each share of Convertible Preferred Stock) when an amendment to the Issuer's Articles of Incorporation increasing the number of authorized shares of Common Stock from 13,000,000 to 65,000,000, which has already been adopted by the Issuer's shareholders by written consent, becomes effective.

As a result of the consummation of the Share Exchange Agreement on October 27, 2006, China Fire, which is the sole owner of Sureland, became a wholly-owned subsidiary of the Issuer and the Reporting Person (as a former shareholder of

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China Fire) beneficially acquired 12,768,000 shares of the Issuer's Common Stock.

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ITEM 4. PURPOSE OF TRANSACTION

The Reporting Person acquired the shares of Common Stock reported in Item 5 below for investment purposes. The Reporting Person intends to continuously review its investment in the Issuer, and may in the future determine to (i) dispose of all or a portion of the securities of the Issuer owned by it from time to time in public or private transactions, (ii) acquire additional securities of the Issuer, through open market purchases, private agreements or otherwise, (iii) take any other available course of action, which could involve one or more of the types of transactions or have one or more of the results described in the following paragraph of this Item 4 or (iv) otherwise change its investment intent. Notwithstanding anything contained herein to the contrary, the Reporting Person specifically reserves the right to change its intentions at any time with respect to any or all of such matters, as it deems appropriate. In reaching any decision as to its course of action (as well as to the specific elements thereof), the Reporting Person currently expects that it would take into consideration a variety of factors, including, but not limited to, the Issuer's financial condition, business, operations and prospects, other developments concerning the Issuer generally, other business opportunities available to the Reporting Person, general economic conditions and money and stock market conditions, including the market price of the securities of the Issuer, and other relevant factors.

Other than as described herein, the Reporting Person has no present plans or proposals that relate to or would result in: (a) the acquisition by any person of additional securities of the Issuer or the disposition of securities of the Issuer; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries; (d) any change in the Board of Directors or management of the Issuer, including any plans or proposals to change the number or terms of directors or to fill any existing vacancies on the Board of Directors of the Issuer; (e) any material change in the present capitalization or dividend policy of the Issuer; (f) any other material change in the Issuer's business or corporate structure; (g) changes in the Issuer's articles of incorporation, by-laws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person; (h) a class of securities of the Issuer being delisted from a national securities exchange or ceasing to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (i) a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934, as amended; or (j) any action similar to those enumerated above.

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ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) As of November 20, 2006, the Reporting Person beneficially owned 12,768,000 shares of Common Stock, representing 50.0% of 25,538,604 shares of Common Stock outstanding, which includes each of the following: (1) 1,200,000

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shares of Common Stock held by certain shareholders prior to the consummation of the Share Exchange Agreement on October 27, 2006, (2) the conversion of 701,538.46 shares of Convertible Preferred Stock into 22,800,000 shares of Common Stock (on the basis of 32.5 shares of Common Stock for each share of Convertible Preferred Stock) immediately upon the effective date of the filing of the amendment to the Articles of Incorporation with the Florida Secretary of State, and (3) the sale of 1,538,604 shares of Common Stock to certain investors upon the consummation of a Securities Purchase Agreement, dated October 27, 2006, by and among the Issuer, China Fire and certain investors.

(b) The Reporting Person has sole power to vote or to direct the vote of, and to dispose or to direct the disposition of, all shares owned by them as indicated above.

(c) Except as described above, no transactions in the shares of Common Stock were effected by the Reporting Person during the past sixty days.

(d) No other person is known to the Reporting Person to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any shares of Common Stock owned by the Reporting Person.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Not applicable.

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ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit 1 Securities Exchange Agreement, dated as of September 1, 2006, by and among Unipro Financial Services, Inc., a Florida corporation (the "Issuer"), China Fire Protection Group, Inc., an International Business Company organized under the laws of the British Virgin Islands ("China Fire"), Sureland Industrial Fire Safety Limited, a wholly-owned Chinese subsidiary of China Fire, and all of the shareholders of China Fire.

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 29, 2006

LI BROTHERS HOLDING INC.

By: /s/ Gangjin Li

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Name: Gangjin Li
Title: Sole Director