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

FORM 10-KSB

(X) ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 (FEE REQUIRED) For the fiscal year ended September 30, 2005

( ) TRANSACTION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 (NO FEE REQUIRED) For the transaction period from ______________-to ______________

Commission File number 0-25541

VISUALANT, INCORPORATED
(Name of small business issuer in its charter)

Nevada	91-1948357
(State or other jurisdiction of incorporation) or organization	(I.R.S. Employer Identification No.)
500 Union Street, Suite 406 Seattle, Washington	98101
(Address of principal executive offices)	(Zip Code)

Issuer's telephone number, including area code 206-903-1351

Securities registered pursuant to section 12 (b) of the Exchange Act:

Title of each class	Name of each exchange on which registered
None	None

Securities registered pursuant to Section 12 (g) of the Exchange Act:

None
(Title of Class)

Check whether the Issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

(1) Yes [X] No [ ]   (2) Yes [X] No [ ]

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB. [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes [ ]   No [X]

State issuer's revenues for its most recent fiscal year: $ -0-

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, or the average bid and asked prices of such common equity, as of a specific date within the past 60 days.

As at September 30, 2005, the aggregate market value of the voting and non-voting common equity held by non-affiliates is undeterminable and is considered to be $ 0.

(ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Check whether the issuer has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court.

Not applicable

(APPLICABLE ONLY TO CORPORATE REGISTRANTS)

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date.

As of September 30, 2005, the Company had 16,307,224 shares of common stock issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Exhibits incorporated by reference are referred to under Part IV

Transitional Small Business Disclosure Format (Check one): Yes [ ] No [X]

TABLE OF CONTENTS

PART I

ITEM 1. DESCRIPTION OF BUSINESS

History and Organization

Visualant, Incorporated (formerly Starberrys Corporation), a Nevada corporation (the "Company"), was incorporated on October 8, 1998. The Company has no subsidiaries and no affiliated companies. The Company's executive offices are located in Seattle, Washington.

The Company's Articles of Incorporation currently provide that the Company is authorized to issue 200,000,000 shares of Common Stock, par value $0.001 per share, and 50,000,000 Preferred Shares. As at September 30, 2005 there were 16,307,224 Common Shares and no Preferred Shares outstanding.

On November 24, 1998 the Company acquired the exclusive rights to market high quality cigars through a climate controlled kiosk merchandise display case, known as the King Climate Control, by the payment of $50,000. The Company did not proceed with this new business and in 2000 abandoned the activity.

In November 2002, the Company signed a Letter of Intent with eVision Technologies Corporation ("eVision") and Ken Turpin (founder / inventor) to acquire 100% of the assets related to the business of Colour By Number ("CBN"). The CBN System is a digital color management system providing one color language across industries and materials, empowering architects, designers, contractors, retailers and consumers to take full control of their choice and use of color.

The Company was unsuccessful in raising the financing to complete this acquisition, which has been abandoned.

In addition, the Company signed a Letter of Intent on 19 January 2003 with Malaremastarnas Riksforening, the owner of all the shares of Skandinaviska Farinstituter AB ("SCI" or the Scandinavian Color Institute) which owns the color notation system Natural Color Systems ("NCS") and the Scandinavian Color School, outlining the general terms of a proposed acquisition by the Company of all of the shares of SCI. On April 9, 2003 the Company signed a Definitive Purchase Agreement to complete the acquisition, subject to certain conditions, of all the shares of SCI for a price of SEK 35,000,000. Subsequent to June 30, 2003 that Agreement was amended to change the Closing Date from August 31, 2003 to November 30, 2003. NCS is the leading color notation system in Europe and is also highly regarded around the world. It is the national standard for color in Sweden, Norway, Spain and South Africa.

The Company was unsuccessful in raising the financing to complete this acquisition, and it has also been abandoned.

The Company changed its name to Visualant, Incorporated on August 18, 2004.

On June 16, 2004, the Company entered into a contract with eVision for the development of its color technology providing 3D spectral-based pattern file creation and matching. Color pattern files can be created from any digital photograph or scan, without having to reprint, recreate, recall or modify existing digital source of documents. Those pattern files are then matched against existing databases to detect and identify crime, forgery, counterfeiting and other frauds. It is the intent of the Company to develop this technology to provide a new, accurate and fast detection tool for critical applications such as national security, forgery/fraud prevention, brand protection, and product tampering. As of the time of this filing, no commercial products have been developed using this technology and no significant progress has been made in such development.

The Company has no revenue to date from its operations, and its ability to effect its plans for the future will depend on the availability of financing. Such financing will be required to enable the Company to acquire new businesses. The Company anticipates obtaining such funds from its officers and directors, financial institutions or by way of the sale of its capital stock through private offerings. However, there can be no assurance that the Company will be successful in obtaining additional capital for such business acquisitions from the sale of its capital stock, or in otherwise raising substantial capital.

During the fiscal year ended September 30, 2005, the Company filed with the SEC various documents such as Forms 10-KSB, 10-QSB, 8-K and an SB-2, including amendments thereto. The Company did not distribute an annual report to its shareholders for the fiscal year ended September 30, 2005.

The shareholders may read and copy any materials filed by the Company with the SEC at the SEC's Public Reference Room at 450 Fifth Street, N.W., Washington, D.C., 20549. The shareholders may obtain information on the operations of the Public Reference Room by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains an Internet site that contains reports, proxy and information statements, and other information which the Company has filed electronically with the SEC, by accessing the website using the following address: http://www.sec.gov. The Company is prepared to distribute, upon request from shareholders, any of the material previously filed with the SEC. The Company also has a website at www.visualant.net from which additional information about the Company can be obtained.

Special Note Regarding Forward-Looking Statements

This Form 10-KSB contains forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. These statements relate to future events or the Company's future financial performance. In some cases, the reader can identify forward-looking statements by terminology such as "may", "will", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including the risks in the section entitled "Risk Factors", that may cause the Company or its industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, it cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

The Company's financial statements are stated in United States Dollars and are prepared in accordance with United States Generally Accepted Accounting Principles. In this annual report, unless otherwise specified, all dollar amounts are expressed in United States Dollars.

RISK FACTORS

There are certain inherent risks which will have an effect on the Company's development in the future and some of these risk factors are noted below but are not all encompassing since there may be others unknown to management at the present time which might have an impact in the future on the development of the Company.

1. The Company is uncertain if it will be able to obtain additional capital necessary for its development.

The Company has incurred a cumulative net loss for the period from October 8, 1998 (date of inception) to September 30, 2005 of $3,062,653. As a result of these losses and negative cash flows from operations, the Company's ability to continue operations will be dependent upon the availability of capital from outside sources unless and until it achieves profitability.

2. Whether the Company will continue to be a going concern

The Company's auditors' concern in the audit opinion with regard to the Company's financial statements as at September 30, 2005, as to whether the Company will be able to raise sufficient funds to complete its objectives indicates that the Company might not be able to continue as a going concern. Without adequate future financing, the Company might cease to operate and the existing shareholders and any future shareholders will lose their entire investment.

3. Some of the present shareholders have acquired shares at extremely low prices

Some of the present shareholders have acquired shares at prices ranging from $0.001 to $0.25 per share whereas other shareholders have purchased their shares at $0.50 and $0.75 per share. In addition, the Company has issued 300,000 incentive stock options to a related party at $0.10 per share exercisable in whole or in part on or before August 15, 2009.

4. Future issuance of stock options, warrants and/or rights will have a diluting factor on existing and future shareholders

The grant and exercise of stock options, warrants or rights to be issued in the future would likely result in a dilution of the value of the Company's common shares for all shareholders. At present, the Company has established a Non-Qualified Stock Option Plan as noted on page 37 of this report and may in the future issue further stock options to officers, directors and consultants which will dilute the interest of the existing and future shareholders.

Moreover, the Company may seek authorization to increase the number of its authorized shares and to sell additional securities and/or rights to purchase such securities at any time in the future. Dilution of the value of the common shares would likely result from such sales.

5. The Company does not expect to declare or pay any dividends

The Company has not declared or paid any dividends on its common stock since its inception, and it does not anticipate paying any such dividends for the foreseeable future.

6. Conflict of interest

Some of the Directors of the Company are also directors and officers of other companies and conflicts of interest may arise between their duties as directors of the Company and as directors and officers of other companies.

7. Concentration of ownership by management.

The management of the Company, either directly or indirectly, owns 1,472,500 shares. Even though this represents only 9.02 % of the issued and outstanding shares, it might be difficult for any one shareholder to solicit sufficient votes to replace the existing management. Therefore, any given shareholder may never have a voice in the direction of the Company.

8. Key-man insurance

The Company carries no key-man insurance. In the event that either Mr. Erickson, Mr. Brier, or Mr. Goldberg departed the Company or passed away, the Company would not have the available funds to attract an individual of similar experience. Management is considering obtaining key-man insurance once it has sufficient funds to do so.

9. Limited full time employees

The only director who works full time for the Company is its President, Ralph Brier. The other directors will devote time to the activities of the Company as required from time to time. At the present time, the Company has no other full-time employees other than Ralph Brier.

10. Future trading in the Company's stock may be restricted by the SEC's Penny Stock Regulations which may limit a stockholder's ability to buy and sell the Company's shares when, and if, the shares are eventually quoted.

The SEC has adopted regulations which generally define "penny stock" to be any equity security that has a market price (as defined) less than $5.00 per share or an exercise price of less than $5.00 per share, subject to certain exceptions. The Company's shares most likely will be covered by the penny stock rules, which impose additional sales practice requirements on broker-dealers who sell to persons other than established customers and "accredited investors." The term "accredited investor" refers generally to institutions with assets in excess of $5,000,000 or individuals with a net worth in excess of $1,000,000 or annual income exceeding $200,000 or $300,000 jointly with their spouse. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document in a form prepared by the SEC which provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction and monthly account statements showing the market value of each penny stock held in the customer's account. The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer's confirmation. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from these rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect

of reducing the level of trading activity in the secondary market for the stock that is subject to broker-dealers to trade in the Company's securities. The Company believes that the penny stock rules discourage investor interest in and limit the marketability of, its common stock when, and if, it is called for trading. The Company feels that its shares will be considered to be penny stock when the shares are finally quoted.

11. Recently Enacted and Proposed Regulatory Changes

Recently enacted and proposed changes in the laws and regulations affecting public companies, including the provisions of the Sarbanes-Oxley Act of 2002 and rules proposed by the SEC and NASDAQ could cause the Company to incur increased costs as it evaluates the implications of new rules and responds to new requirements. The new rules will make it more difficult for the Company to obtain certain types of insurance, including directors and officers liability insurance, and the Company may be forced to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. The impact of these events could also make it more difficult for the Company to attract and retain qualified persons to serve on the Company's board of directors, or as executive officers. The Company is presently evaluating and monitoring developments with respect to these new and proposed rules, and it cannot predict or estimate the amount of the additional costs it may incur or the timing of such costs.

ITEM 2. DESCRIPTION OF PROPERTY

Offices

The Company's executive offices are located at 500 Union Street, Suite 406, Seattle, Washington, USA, 98101. The office is located in premises which are also used by the Chairman of the Board of the Company for other business interests. The Company pays rent of $200.00 per month for using this office.
Other Property

The Company owns capital equipment used for research valued at less than $20,000.

ITEM 3. LEGAL PROCEEDINGS

There are no legal proceedings to which the Company is a party or to which its property is subject, nor to the best of management's knowledge are any material legal proceedings contemplated.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The last annual meeting was on August 7, 2002. No matters have been submitted to a vote of securities holders in the most recent fiscal year.

PART II

ITEM 5. MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

During the past year there has been no established trading market for the Company's common stock. Since its inception, the Company has not paid any dividends on its common stock, and the Company does not anticipate that it will pay dividends in the foreseeable future. As at September 30, 2005 the Company had 16,307,224 shares of common stock issued and outstanding held by 96 shareholders of record. In addition, the Company had outstanding options to purchase 575,000 shares of common stock at exercise prices ranging from $0.10 to $1.00 per share.

On August 1, 2005 the Company filed an SB-2 Registration Statement (and subsequent post-effective amendments thereto) to register 13,448,375 shares of the Company's common stock held by current shareholders of the Company. The Registration Statement was filed by the Company pursuant to a contractual obligation with one or more of its shareholders to provide for such registration. All of the shares owned by the Company's officers, directors and owners of more than 5% of the common stock were excluded from this Registration Statement.

ITEM 6. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Overview

The Company was incorporated on October 8, 1998 under the laws of the State of Nevada. The Company's Articles of Incorporation currently provide that the Company is authorized to issue 200,000,000 shares of Common Stock, par value $0.001 per share, and 50,000,000 shares of Preferred Stock with such terms as will be specified by the Board of Directors at the time it acts to create a specific series of the Preferred Stock to be issued. As at September 30, 2005 there were 16,307,224 Common Shares and no Preferred Shares outstanding.

The Company has no current commercial products. The Company is in the business of researching, developing, acquiring, and commercializing products and services related to color technology outside the visible spectrum, using specialized narrow and N-IR and N-UV sensors and spatial analysis software modeling which translate the invisible into the visible. The Company owns or has obtained an exclusive license to use this specialized and proprietary color technology.

On June 16, 2004, the Company entered into a contract with eVision Technologies Corporation for the development of its color technology providing 3D spectral-based pattern file creation and matching. Color pattern files can be created from any digital photograph or scan, without having to reprint, recreate, recall or modify existing digital source of documents. Those pattern files can then be matched against existing databases to detect and identify crime, forgery, counterfeiting and other frauds. The Company believes that its technology has the potential to provide a new, accurate and fast detection tool for critical applications such as national security, forgery/fraud prevention, brand protection, and product tampering. As of the date of this filing, no material progress has been made towards such development.

On December 16, 2005 the Company entered into a research and development contract with RatLab LLC, a privately-owned research laboratory in Seattle, Washington. The contract calls for monthly payments by the Company to RatLab LLC for an initial research Phase 1, expected to last approximately three months. The contract also includes provisions for extending the payments and research agreement for multiple phases, which could extend in excess of one year. Under the contract, RatLab will perform research and development using the Company's

existing intellectual property, as well as newly developed research and technologies in order to assist the Company with the commercialization of its core technologies in the areas of brand and forgery protection, homeland security, medical diagnostics, and color-based file creation and matching.

RatLab LLC is a research laboratory formed primarily by Dr. Thomas Furness, founder and former director of the Human Interface Technology Lab (HitLab) at the University of Washington, and one of the leading researchers in the world in the area of human interface technology. Dr. Furness also is the founder of the Virtual World Consortium, an organization of more than fifty leading technology companies and enterprises dedicated to sharing and advancing research in many scientific research areas important to the Company. The Company has been a member of the Virtual World Consortium since July 2005. RatLab LLC also employs other leading scientists and research associates in the areas of computer science, imaging technology, and light sensing technology, who will be part of the team conducting research on behalf of the Company.

The Company intends to position its technology as both a revolutionary as well as a practical solution for security and fraud prevention applications and markets. The Company's current focus is to capitalize upon the potential business opportunities in the areas of national security, document forgery/fraud, brand protection, label fraud and product tampering.

Liquidity and Capital Resources

As at September 30, 2005, the Company had assets of $543,318, and $51,172 in liabilities.

During the year, the Company has incurred the following expenses:

Expenditure		Amount
Administrative expenses		
Accounting and audit		$ 11,363
Bank charges		2,108
Stock Options		24,000
Consulting fees	i	440,654
Financing Fees	ii	53,508
Legal fees	iii	54,268
Loss on foreign exchange	iv	2,159
Office	v	19,289
Transfer agent's fees	vi	2,811
Contributions	vii	50,000
Other administrative expenses		42,380
Research and development	viii	153,579
Interest expense	ix	12,524

Total expenses	$ 868,643
	==========

i. The Company paid consulting fees to its Chief Executive Officer, Chairman, Chief Financial Officer, a Director, and several other independent contractors during the year.

ii. The Company incurred expenses related to the sale of its stock sold during the year to certain groups and individuals.

iii. Legal fees of $54,268 were incurred during the year. These fees included activities related to its financing efforts, legal and other filings, patent applications, and other general legal advisory services.

iv. Loss on foreign exchange consists of the difference between the US and Canadian dollar exchange rate on monies expended by the Company in Canadian dollars.

v. Office expenses consist of rent, photocopy, fax and courier expenses and other miscellaneous expenses incurred by the officers of the Company.

vi. During the period, the Company received its annual billing from Nevada Agency and Trust Company for acting as transfer agent for the year in the amount of $2,811.

vii. The Company made a tax-deductible contribution to the Virtual Worlds Consortium, a research membership organization affiliated with the University of Washington's Human Interface Laboratory. The Company joined the Consortium for the purpose of pursuing certain research and partnership arrangements important to the development of its technologies

viii. Research and development fees of $153,579 were paid according to the terms of an independent contractor agreement.

ix. Interest expense on the note payable to a related party was $12,524.

Results of Operations

The Company has had no revenues from operations since its inception.

Plan of Operation.

The Company has no revenue to date from its operations, and its ability to implement its plans for the future will depend on the future availability of financing. Such financing will be required to enable the Company to develop its technology and acquire new businesses. The Company intends to raise further funds through private placements of the Company's common stock. The financing activities of the Company are current and ongoing, and it will expand and accelerate its marketing program as the timing and amount of financing allow. However, there can be no assurance that the Company will be successful in obtaining additional capital for such technology development and/or business acquisitions from the sale of its capital stock, or in otherwise raising substantial capital.

The Company's cost to continue operations as they are now conducted is approximately $63,000 per month, and the Company has sufficient funds to cover existing operations for approximately five (5) months. However, the Company will need to raise additional funds in order to finance its plans to expand its

operations for the next year. The Company intends to raise the required funds by obtaining share capital from outside sources. During the three months ended December 31, 2004, the Company raised $212,000 in additional share capital through the sale of common shares. From January 2005 through September 30, 2005, an additional $1,140,000 was raised through the sale of common shares. The Company plans to raise a minimum of $500,000 and a maximum of $1,300,000 through the sale of common shares in 2006. If the Company is successful in raising additional funds, the Company's research and development efforts will be increased.

The Company plans to purchase up to approximately $20,000 in new equipment to be used primarily as part of its research and development agreement with RatLab LLC.

If the Company is successful in raising additional funds, it intends to hire two to three programmers and/or software engineers to accelerate its research and development program and complete the development of its technology, as well as file patents and initiate marketing of the technology. With the hiring of additional personnel, the Company expects to have a product available for demonstration within the next six months. The Company's software currently is in modular form, and eventually will be developed into software development kits specific to market/application needs. In lieu of such hirings, the Company may contract with certain research organizations to perform development activities on behalf of the Company.

In addition to securing the necessary funds, commercialization of the Company's technology and the availability of a marketable product are dependent upon a number of factors including:

(i) Securing patent protection for the Company's intellectual property. The Company has filed a patent application on its core technology, and expects to receive notification from the U.S. Patent and Trademark Office before the end of 2006 as to whether a patent will be granted.

(ii) Development of new applications for the Company's technology and pursuit of new markets and market segments that will utilize the technology.

(iii) Ongoing patent research and writing relating to the evolution of the Company's technology and its product application(s) as the Company's technology is tested and refined.

In July 2005 the Company became a member of the University of Washington HIT Lab Consortium. The Lab is supported in part by the Virtual Worlds Consortium, a group of over 45 companies or organizations that provide funding and direction to the Lab. These companies include: Advanced Telecommunications Research (ATR), Alias/Wavefront, American Express Company, Armstrong Aeromedical Research Laboratory (AAMRL), Battelle, The Broken Hill Proprietary Company (BHP), Boeing, Chevron Petroleum Technology Company, Change Tools, Eastman Kodak Company, Fluke, Ford Motor Company, Franz, Fujitsu, Hewlett Packard, Hughes, Industrial Technology Research Institute, Intel Corporation, Institute for Information Industry, Kopin Corporation, Lockheed-Martin, Marconi Aerospace Systems Inc., Microsoft, Microvision Inc., Museum of Flight, NBBJ, NEC Corporation, Nike, Omron Corporation, Pentax Corporation, Philips, Reachin Technologies, Rockwell Science Center Inc., Samsung, SensAble Technologies, Sense8/EAI, Sharp Corporation, Stratos, Sun Microsystems, Tektronix, Telecom Italia, Texas Instruments, U.S. Navy, U.S. West Communications, VisionGate, and Virtual Vision.

Membership in the HIT Lab Consortium enables the Company to conduct specific testing and research projects at the HIT Lab involving its color screening technology. Other potential benefits of membership in the Consortium include academic testing, validation and certification of the Company's technology, recommendations for technology investments and additional applications for the Company's technology, and introductions to strategic partners and prospective customers in the industry.

ITEM 7. FINANCIAL STATEMENTS

The financial statements of the Company are included following the signature page to this Form 10-KSB.

ITEM 8. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

The reports of the Company's independent accountants, Madsen & Associates, CPA's Inc., for the financial statements as at September 30, 2003, September 30, 2004, and September 30, 2005 are included herein. To the Company's knowledge, there are no disputes with our auditors.

ITEM 8A. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

The Company's Chief Executive Officer and Chief Financial Officer, after evaluating the effectiveness of the Company's controls and procedures (as defined in the Securities Act of 1934 Rule 13a-15(e) or Rule 15d-15(e)) as of the end of the Company's Fiscal Year covered by this annual report on Form 10-KSB (the "Evaluation Date"), have concluded that as of the Evaluation Date, the Company's disclosure controls and procedures were adequate and effective to ensure that material information relating to it would be made known to it by others, particularly during the period in which this annual report on Form 10-KSB was being made.

(b) Changes in Internal Controls

There were no significant changes in the Company's internal controls or in other factors that could significantly affect the Company's disclosure controls and procedures subsequent to the Evaluation Date, nor any significant deficiencies or material weaknesses in such disclosure controls and procedures requiring corrective actions.

ITEM 8B. OTHER INFORMATION

There is no additional information that was not disclosed by the Company through 8K filings throughout the fiscal year.

PART III

ITEM 9. DIRECTORS AND EXECUTIVE OFFICERS, PROMOTERS, AND CONTROL PERSONS; COMPLIANCE WITH SECTION 16 (a) OF THE EXCHANGE ACT

The following table sets forth as of September 30, 2005, the name, age, and position of each executive officer and director and the term of office of each director of the Company.

Name	Age	Position Held	Term as Director Since
Ronald P. Erickson	62	Chairman of the Board and Director	April 24, 2003
Ralph Brier	54	Chief Executive Officer, President and Director	Aug. 31, 2004
Terry H. McKay(1)	55	Director	June 6, 2002
Mary Hethey(2)	55	Chief Financial Officer, Chief Accounting Officer and Secretary	n/a
Jerry D. Goldberg(3)	41	Secretary-Treasurer and Chief Financial Officer	n/a
Ken Turpin	58	Chief Science Officer	n/a

1 On September 13, 2005, the Company accepted the resignation of Terry McKay as a Director of the Company. Mr. McKay's resignation was not due to any disagreement with the Company on any matter relating to the Company's operations, policies or practices.

2 On August 31, 2005, Mary Hethey resigned as Chief Financial Officer, Chief Accounting Officer and Secretary of the Company. Ms. Hethey's resignation was not due to any disagreement with the Company on any accounting matters.

3 On August 24, 2005, Jerry Goldberg was appointed Chief Financial Officer, Secretary and Treasurer.

Each director of the Company serves for a term of one year and until his successor is elected at the Company's annual shareholders' meeting and is qualified, subject to removal by the Company's shareholders. Each officer serves, at the pleasure of the Board of Directors, for a term of one year and until his successor is elected at the Annual General Meeting of the Board of Directors and is qualified.

Set forth below is certain biographical information regarding each of the Company's executive officers and directors.

RONALD P. ERICKSON has been a director and officer of the Company since April 24, 2003. He was appointed President and Chief Executive Officer of the Company on September 29, 2003, and resigned from this position on August 31, 2004 at which time he was appointed Chairman of the Board. Resident in Seattle, he is a seasoned executive with more than 20 years of expertise in the high technology, telecommunications and microcomputer industries. Mr. Erickson was formerly Chairman of Intrinsyc Software Inc., a Vancouver-based publicly-traded company providing proprietary software and solutions which enable the development and networking of intelligent devices such as PDA's. Mr. Erickson is the current chair, and former CEO of eCharge, an electronic payment systems developer, where he played a major role in raising approximately US $100 million in equity capital from major international investors. Mr. Erickson previously was co-founder, Chairman, President and CEO of GlobalTel Resources, Inc., a provider of telecommunication services, messaging and intranet solutions. During

his career Mr. Erickson has also held executive positions at Egghead Software Inc, NBI Inc and MicroRim, Inc. With a law degree from the University of California, Davis, he maintains an active license to practice law in the State of Washington and the District of Columbia.

RALPH BRIER was appointed CEO, President and Director of the Company on August 31, 2004. He has over 25 years of diverse experience in marketing, sales, business development and strategic planning, with a focus in the security and biometrics sector. Ralph was Executive Vice President Strategic Sales with Applied DNA Sciences, a Los Angeles based biotechnology security firm. He was previously employed by Sagem Morpho, a division of Groupe SAGEM in France, a global leader in the provisioning of biometric solutions for business and government. During his tenure there, he doubled commercial sales revenues, serving as the senior commercial, channel and OEM business executive of biometric software, smart card implementation and hardware.

TERRY H. MCKAY, who had been a director since June 6, 2002, resigned as a director of the Company effective September 13, 2005. Dr. McKay currently practices Dentistry in North Vancouver, BC. Since 1999 he has been a director of Swident, a Swiss dental insurance company, and serves on its Financial Audit Committee. Dr. McKay is past Clinical Director for Knowell Technology and a past Board member of longivitystore.com. Dr. McKay graduated from the University of British Columbia with a B.A. and D.M.D. in 1975. He has practiced Dentistry in British Columbia and in Seattle, Washington. Dr. McKay's professional memberships include the Canadian Dental Association, B.C. College of Dental Surgeons, Washington State Dental Association, American Academy of Gold Foil Operations and the American Academy of Operative Dentists.

JERRY D. GOLDBERG was appointed Chief Financial Officer and Secretary/Treasurer on August 31, 2005. He has more than 15 years of experience in financial and operational management of emerging and early-stage companies. Most recently, he was CFO and President of Emanation Software Inc., a start-up software development firm focused on digital media distribution. Prior to that, Mr. Goldberg was Director of Finance for The Ackerley Group, a major publicly-traded media and entertainment firm. He also spent nearly 10 years as CFO and principal of Strategic Capital Corp, an investment banking advisory firm, through which he performed many interim-CFO assignments and was involved in dozens of merger and acquisition and financing transactions. During his career, Mr. Goldberg has also held financial management positions with such companies as AT&T Wireless Services.

KEN TURPIN was appointed Chief Science Officer on August 31, 2004. He has worked with the visual world of color as it applies to building materials for the past 15 years. His most recent business success was the founding, development, and sale of Fire Stop Systems, which was acquired and renamed to PFP Partners by Johns Manville in 1998. Throughout his career in manufacturing building products, Ken often dealt with the world of color, where he observed how people viewed and used color. In 1999, he began to allocate significant human, technical and financial resources to the world of visual color. The result of this research and development is CBN Systems. While doing the research on this project, he identified many other opportunities in the "non-visual to humans" spectrum of color.

To the knowledge of management, during the past five years, no present or former director, executive officer or person nominated to become a director or an executive officer of the Company:

(1) filed a petition under the federal bankruptcy laws or any state insolvency law, nor had a receiver, fiscal agent or similar officer appointed by the court for the business or property of such person, or any partnership in which he was a general partner at or within two years before the time of such filings;

(2) was convicted in a criminal proceeding or named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);

(3) was the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him from or otherwise limiting, the following activities:

(i) acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, associated person of any of the foregoing, or as an investment advisor, underwriter, broker or dealer in securities, or as an affiliate person, director or employee of any investment company, or engaging in or continuing any conduct or practice in connection with such activity;

(ii) engaging in any type of business practice; or

(iii) engaging in any activities in connection with the purchase or sale of any security or commodity or in connection with any violation of federal or state securities laws or federal commodities laws;

(4) was the subject of any order, judgment, or decree, not subsequently reversed, suspended, or vacated, of any federal or state authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any activity described above under this Item, or to be associated with persons engaged in any such activities;

(5) was found by a court of competent jurisdiction in a civil action or by the Securities and Exchange Commission to have violated any federal or state securities law, and the judgment in such civil action or finding by the Securities and Exchange Commission has not been subsequently reversed, suspended, or vacated.

(6) was found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated.

Audit Committee Financial Expert

At this time the Company has only two members of its Board of Directors and does not have a member with enough financial expertise to serve on an audit committee. The Company expects to expand its Board to four to five members during fiscal 2006, and also plans to form both an audit as well as a compensation committee.

Compliance with Section 16 (a) of the Exchange Act

The Company knows of no director, officer, beneficial owner of more than ten percent of any class of equity securities of the registrant registered pursuant to Section 12 ("Reporting Person") that failed to file any reports required to be furnished pursuant to Section 16(a). Other than those disclosed below, the registrant knows of no Reporting Person that failed to file the required reports during the most recent fiscal year.

The following table sets forth as at September 30, 2005, the name and position of each Reporting Person that failed to file on a timely basis any reports required pursuant to Section 16 (a) during the most recent fiscal year.

Name	Position	Report to be Filed
Ronald P. Erickson	Chairman of the Board and Director	Form 3
Ralph Brier	CEO, President and Director	Form 3
Mary Hethey	Former Chief Financial Officer & Secretary Treasurer	Form 3
Kenneth Turpin	Chief Science Officer	Form 3
Jerry D. Goldberg	Chief Financial Officer	Form 3
Terry H. McKay	Former Director	Form 3

Since the end of the fiscal year, Mr. Erickson, Mr. Brier, Mr. Goldberg and Mr. Turpin have each filed a Form 3 report.

Code of Ethics

The Company has not as of this filing date implemented a Code of Ethics, but does intend to do so during the first half of 2006.

ITEM 10. EXECUTIVE COMPENSATION

Cash Compensation

The following table sets forth compensation paid or accrued by the Company for the last three years ended September 30, 2003, 2004 and 2005 with regard to individuals who served as its Chief Executive Officer during this period. (No executive officers or directors received annual compensation of $100,000 or more during this period.):

Summary Compensation Table (2003, 2004 and 2005)

<TABLE>
<CAPTION>

	Annual Compensation			Long Term Compensation (US Dollars) Awards		Payouts	
(a)	(b)	(c)	(e)	(f)	(g)	(h)	(i)
Name and Principal position	Year	Salary	Other Annual Comp. ($)	Restricted Stock awards ($)	Options/ SAR (#)	LTIP payouts ($)	All other compen- sation ($)
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Ronald Erickson	2003	-0-	$40,000	-0-	-0-	-0-	$400
Chairman of the Board and	2004	-0-	$10,000	-0-	-0-	-0-	-0-
Director	2005	0	$19,445	0	0	0	0
Ralph Brier	2004	-0-	$10,000	-0-	300,000	-0-	-0-
CEO, President and	2005	0					
Director			$83,625				

</TABLE>

None

Compensation Pursuant to Plans

None

Pension Table

None

Other Compensation

All amounts listed under column (e) above are consulting fees paid to the Company's Board members. In the case of Mr. Brier, the consulting arrangement will be converted to salary once the Company has raised additional funds and such funds are domiciled through its offices in Seattle, WA.

Options/Stock Appreciation Rights

In September 2003, the Company granted stock options to its Chief Financial Officer, Mary Hethey for 25,000 shares of common stock at an exercise price of $1.00 per share, which expired unexercised after she ceased being the Company's CFO. On the date of the grant the fair market value of the shares was $.50.

ITEM 10. EXECUTIVE COMPENSATION - continued

In August 2005, the Company granted 250,000 stock options to its new Chief Financial Officer, Jerry Goldberg, at $0.75 per share, which options will expire in 2008. On the date of the grant, the fair market value of the shares was $0.75.

Compensation of Directors

On August 15, 2004 the Company granted stock options to Ralph Brier, President and Director, of 300,000 common shares at $.10 per share, which will expire August 15, 2009. The options will vest at 25,000 shares each quarter starting on August 15, 2004. On the date of the grant the fair market value of the shares was $.50

Termination of Employment

There are no compensatory plans or arrangements, including payments to be received from the Company, with respect to any person named in Cash Compensation set out above which would in any way result in payments to any such person because of his resignation, retirement, or other termination of such person's employment with the Company or its subsidiaries, or any change in control of the

Company, or a change in the person's responsibilities following a change in control of the Company.

ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth as of the date of the filing of this Form 10K-SB, the name and address and the number of shares of the Company's common stock, with a par value of $0.001 per share, held of record or beneficially by each person who held of record, or was known by the Company to own beneficially, more than 5% of the issued and outstanding shares of the Company's common stock, and the name and shareholdings of each director and of all officers and directors as a group.

Name and Address of Beneficial Owner	Nature of Ownership(1)	Amount of Beneficial Ownership	Percent of Class
1,420,974 8.7 % GROUP INC. 1556 Demsey Road North Vancouver, BC Canada V7K 1T1			
DIRECTORS and OFFICERS:			
Ronald P. Erickson 9437 NE Coral Court Bainbridge Island, Washington USA 98110	Direct	600,000	3.7 %
Ralph Brier 12918 50th Ave Court NW Gig Harbor, Washington USA 98332	Direct	300,000(2)	1.8 %
Jerry Goldberg 4815 91st Avenue SE Mercer Island, Washington	Direct	62,500(3)	0.4 %

ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT - continued

USA 98040			
Ken Turpin 7333 River Road Delta, BC Canada V4G 1B1	Direct	510,000	3.1 %
All Directors and Officers as a Group (4 persons)	Direct	1,472,500	9.02 %

(1) All shares owned directly are owned beneficially and of record, and such shareholder has sole voting, investment and dispositive power, unless otherwise noted.

(2) Stock options for 300,000 shares of common stock at $0.10 per share, vesting at a rate of 25,000 shares per quarter and expiring on August 15, 2009.

(3) Stock options for 250,000 shares of common stock at 0.75 per share, vesting at a rate of 25% per year and expiring on August 25, 2008.

ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Transactions with Management and Others

Except as indicated below, there were no material transactions, or series of similar transactions, during the Company's last two fiscal years ended September 30, 2005, or any currently proposed transactions, or series of similar transactions, to which the Company was or is to be a party, in which the amount involved exceeds $30,000,and in which any director or executive officer, or any security holder who is known by the Company to own of record or beneficially more than 5% of any class of the Company's common stock, or any mem ber of the immediate family of any of the foregoing persons, has an interest.

On May 28, 2002, the Company signed an agreement with First Equity Capital Group Inc. for the assignment of the Starberrys business system and name from First Equity to the Company. The consideration was 2,500,000 shares plus $50,000. The 2,500,000 shares were delivered by the Company to First Equity on June 6, 2002.

PART IV

ITEM 13. EXHIBITS AND REPORTS ON FORM 8-K

(a) (1) Financial Statements.

The following financial statements are included in this report:

(a) (2) Financial Statement Schedules

The following financial statement schedules are included as part of this report:
None.

(a) (3) Exhibits

The exhibits required to be filed herewith by Item 601 of Regulation S-B, as described in the following index of exhibits, are attached hereto unless otherwise indicated as being incorporated herein by reference, as follows:

3.1 Amended and Restated Articles of Incorporation.

3.2 Bylaws incorporated herein by reference to the Company's Registration Statement on Form 10-SB filed on March 11, 1999.

4.1 2005 Combined Incentive and Non-Qualified Stock Option Plan of the Company, filed as an exhibit to the Company's Registration Statement on Form SB-2 filed on August 1, 2005, File No. 333-127100, and incorporated herein by reference.

10.1 Intellectual Property Agreement dated June 16, 2004 between the Company and Kenneth Turpin, filed as an exhibit to the Company's Registration Statement on Form SB-2 filed on August 1, 2005, File No. 333-127100, and incorporated herein by reference.

10.2 Independent Contractor Agreement dated June 16, 2004 between the Company and eVision Technologies Inc. to provide research and development services with respect to the Company's color technology, filed as an exhibit to the Company's Registration Statement on Form SB-2 filed on August 1, 2005, File No. 333-127100, and incorporated herein by reference.

ITEM 13. EXHIBITS AND REPORTS ON FORM 8-K - continued

10.3 Worldwide Licensing Agreement dated April 21, 2005 between the Company and eVision Technologies Inc. granting the Company exclusive rights to the CBN coding system, filed as an exhibit to the Company's Registration Statement on Form SB-2 filed on August 1, 2005, File No. 333-127100, and incorporated herein by reference.

10.4 Letter Agreement dated August 26, 2004 between the Company and Ralph Brier, CEO, regarding CEO compensation package, filed as an exhibit to the Company's Registration Statement on Form SB-2 filed on August 1, 2005, File No. 333-127100, and incorporated herein by reference.

10.5 Letter Agreement dated August 28, 2005 between the Company and Jerry Goldberg regarding CFO compensation package, filed as an exhibit to Post-Effective Amendment No. 1 to the Company's Registration Statement on Form SB-2 filed on December 12, 2005, File No. 333-127100, and incorporated herein by reference.

14.1 Code of Ethics. The Company has not implemented a Code of Ethics as of the date of this filing. The Company intends to implement this Code during the first half of 2006

31.1 Certification by Chief Executive Officer pursuant to Rule 13a-14(a).

31.2 Certification by Chief Financial Officer pursuant to Rule 13a-14(a).

32.1 Certification by Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification by Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(b) Reports on Form 8-K

(i) Form 8-K filed on February 5, 2004 and incorporated herein by reference, regarding the Company's change of certifying accountants from Sellers & Andersen LLC to Madsen & Associates CPA's Inc.

(ii) Form 8-K filed on September 13, 2004 and incorporated herein by reference, announcing the Intellectual Property Agreement between Kenneth Turpin and the Company signed on June 16, 2004. Also included in that Form 8-K were the resignations of Hans Nasholm as a director and Ronald Erickson as Chief Executive Officer and President of the Company. On August 31, 2004, Ralph Brier was appointed Chief Executive Officer, President and a Director of the Company, Kenneth Turpin was appointed as Chief Science Officer and Chair of the Research and Development Committee, and Zack Wickes was appointed Chief Technical Officer. The Form 8-K also announced that the name of the Company was changed to Visualant, Incorporated and was registered with the Secretary of State of Nevada.

(iii) Form 8-K filed on September 2, 2005 and incorporated herein by reference, announcing the resignation of Mary Hethey as Chief Financial Officer, Chief Accounting Officer and Secretary of the Company, and announcing the appointment of Jerry D. Goldberg as the new Chief Financial Officer, Treasurer and Secretary of the Company.

(iv) Form 8-K filed on September 15, 2005 and incorporated herein by reference, announcing the resignation of Terry McKay as a director of the Company.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

(1) Audit Fees

The aggregate fees billed by the independent accountants for the last two fiscal years for professional services for the audit of the Company's annual financial statements and the review included in the Company's Form 10-QSB and services that are normally provided by the accountants in connection with statutory and regulatory filings or engagements for those fiscal years were $8,425.

(2) Audit-Related Fees

The aggregate fees billed in each of the last two fiscal years for assurance and related services by the principal accountants that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported under Item 9 (e)(1) of Schedule 14A was NIL.

(3) Tax Fees

The aggregate fees billed in each of the last two fiscal years for professional services rendered by the principal accountants for tax compliance, tax advice, and tax planning was $400.

(4) All Other Fees

During the last two fiscal years there were no other fees charged by the principal accountants other than those disclosed in (1) and (2) above.

(5) Audit Committee's Pre-approval Policies and Procedures

At the present time, there are not sufficient directors, officers and employees involved with the Company to make any pre-approval policies meaningful. Once the Company has elected more directors and appointed directors and non-directors to the Audit Committee it will have meetings and function in a meaningful manner.

(6) Audit hours incurred

The principal accountants spent approximately 50 percent of the total hours expended on auditing the Company's financial statements for the most recent fiscal year. The hours were about equal to the hours spent by the Company's internal accountant.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

VISUALANT, INCORPORATED
(the "Registrant")

By: /s/ Ralph Brier

Ralph Brier
President, Chief Executive Officer
and Director

Date: February 6, 2006

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Ronald P. Erickson

Ronald P. Erickson, Director

Date: February 6, 2006

By: /s/ Jerry D. Goldberg

Jerry D. Goldberg
Chief Financial Officer and
Secretary Treasurer

Date: February 5, 2006

==

MADSEN & ASSOCIATES. CPA's INC.
Certified Public Accountants and Business Consultants
684 East Vine St. #3
Murray, Utah 84107
Telephone 801-268-2632

Board of Directors
Visualant Incorporated
Seattle, Washington

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have audited the accompanying balance sheet of Visualant Incorporated (development stage company) at September 30, 2005 and the related statement of operations, stockholders' equity, and cash flows for the years ended September 30, 2005 and 2004 and the period October 8, 1998 (date of inception) to

September 30, 2005. 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 audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). 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 balance sheet presentation. We believe that our audit provides 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 Visualant Incorporated at September 30, 2005 and the results of operations, and cash flows for the years ended September 30, 2005 and 2004 and the period October 8, 1998 (date of inception) to September 30, 2005, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company will need additional working capital for its planned activity and to service its debt, which raises substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are described in the notes to the financial statements. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

\s\ Madsen & Associates, CPA's Inc.

Salt Lake City, Utah,
January 9, 2006

Madsen & Associates, CPA's Inc.

VISUALANT INCORPORATED
(Development Stage Company)
BALANCE SHEET
September 30, 2005

ASSETS	
CURRENT ASSETS	
Cash	$ 519,009
Total Current Assets	519,009
EQUIPMENT - net of accumulated depreciation	9,846
LICENSE - net of amortization	6,875
	$ 535,730
LIABILITIES AND STOCKHOLDERS' EQUITY	
CURRENT LIABILITIES	
Accounts payable	$ 133,410
Total Liabilities	133,410
STOCKHOLDERS' EQUITY	
Preferred stock 50,000,000 shares authorized, at $0.001 par value; none outstanding	-
Common stock 200,000,000 shares authorized, at $0.001 par value; 16,307,224 shares issued and outstanding	16,307
Capital in excess of par value	3,433,666
Capital stock subscriptions received	15,000
Deficit accumulated during the development stage	(3,062,653)
Total Stockholders' Equity	402,320
Total Liabilities and Stockholder's Equity	$ 535,730

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

VISUALANT INCORPORATED

(Development Stage Company)
STATEMENT OF OPERATIONS
For the Years Ended September 30, 2005 and 2004 and Period
October 8, 1998 (Date of Inception) to September 30, 2005

<TABLE>
<CAPTION>

<S>	Sept 30 2005 <C>	Sept 30 2004 <C>	Oct 8 ,1998 to Sept 30, 2005 <C>
REVENUES	$ --	$ --	$ --
EXPENSES			
Research & development	153,579	65,100	218,679
Administrative	678,540	40,567	1,578,773
Compensation - incentive stock options	24,000	24,000	48,000
NET LOSS - from operations	(856,119)	(129,667)	(1,845,452)
OTHER INCOME & EXPENSES			
Settlement of debt	--	43,400	43,400
Interest	(12,524)	(75,000)	(106,274)
Loss of deposit	--	--	(1,154,327)
NET LOSS	$ (868,643)	$ (161,267)	$(3,062,653)
NET LOSS PER COMMON SHARE			
Basic and diluted	$ (.05)	$ (.01)	
AVERAGE OUTSTANDING SHARES (stated in 1,000's)			
Basic	16,090	11,506	
Diluted	17,225	12,641	

</TABLE>

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

VISUALANT INCORPORATED
(Development Stage Company)
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
For the Period October 8, 1998 (Date of Inception)
to September 30, 2005

<TABLE>
<CAPTION>

<S>	Common Stock Shares <C>	Amount <C>	Capital in Excess of Par Value <C>	Accumulated Deficit <C>
Balance October 8, 1998 (date of inception)	--	$ --	$ --	$ --
Issuance of common stock for cash at $.002 - November 20, 1998	4,500,000	4,500	4,500	--
Issuance of common stock for cash at $.01 - November 25, 1998	6,000,000	6,000	54,000	--
Issuance of common stock for cash at $.25 - December 4, 1998	35,000	35	8,715	--
Capital contributions - expenses	--	--	3,650	--
Net operating loss for the period October 8, 1998 to September 30, 1999	--	--	--	(27,748)
Capital contributions - expenses	--	--	3,650	--
Net operating loss for the year ended September 30, 2000	--	--	--	(64,537)
Capital contributions - expenses	--	--	3,650	--
Net operating loss for the year ended September 30, 2001	--	--	--	(7,585)
Issuance of common stock for cash at $.50 - July 5, 2002	26,200	26	13,116	--
Net operating loss for the year ended September 30, 2002	--	--	--	(113,475)
Issuance of common stock for cash at				

$.50 - July 2003	100,000	100	49,900	--
Issuance of common stock for services at $.001- June 2003	150,000	150	--	--
Issuance of common stock as payment of debt at $.50 - July 2003	184,848	185	92,239	--
Refund and return of common shares at $.50 - August 2003	(26,200)	(26)	(13,074)	--
Issuance of common stock for cash at $.75 - September 2003	520,000	520	389,480	--
Net operating loss for the year ended September 30, 2003	--	--	--	(1,819,398)
Balance September 30, 2003	11,489,848	11,490	609,826	(2,032,743)
Issuance of common stock for cash at $.50 - net of issuance costs - August 2004	200,000	200	89,800	--
Compensation - incentive stock options	--	--	24,000	--
Net operating loss for the year ended September 30, 2004	--	--	--	(161,267)
Balance September 30, 2004	11,689,848	11,690	723,626	(2,194,010)

</TABLE>

VISUALANT INCORPORATED
(Development Stage Company)
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY - continued
For the Period October 8, 1998 (Date of Inception)
to September 30, 2005

<TABLE>
<CAPTION>

	Common Stock Shares	Common Stock Amount	Capital in Excess of Par Value	Accumulated Deficit
<S>	<C>	<C>	<C>	<C>
Issuance of common stock for cash at $.50 - October to December 2004	424,000	424	211,576	--
Issuance of common stock for debt at $.50 -	2,665,502	2,665	1,330,086	--
Issuance of common stock for license at $.75 - April 2005	10,000	10	7,490	
Issuance of common stock for cash at $.75 - May and June 2005	1,269,999	1,270	951,230	--
Issuance of common stock for services at $.75 - August 2005	77,875	78	58,328	--
Issuance of common stock for cash at $.75 - August 2005	170,000	170	127,330	--
Compensation - incentive stock options	--	--	24,000	--
Net operating loss for the year ended ended September 30, 2005	--	--	--	(868,643)
Balance September 30, 2005	16,307,224	$ 16,307	$ 3,433,666	$(3,062,653)

</TABLE>

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

VISUALANT INCORPORATED
(Development Stage Company)
STATEMENT OF CASH FLOWS
For the Years Ended September 30, 2005 and 2004 and the Period
October 8, 1998 (Date of Inception) to September 30, 2005

<TABLE>
<CAPTION>

	Sept 30 2005	Sept 30 2004	Oct 8, 1998 to Sept 30, 2005
<S>	<C>	<C>	<C>
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss	$ (868,643)	$ (161,267)	$(3,062,653)
Adjustments to reconcile net loss to net cash provided by operating activities			
Depreciation and amortization	3,087	--	3,087
Issuance of capital stock for expenses	58,406	--	45,456

Changes in accounts and notes payable	(5,364)	49,718	1,558,585
Capital contributions - expenses	--	--	10,950
Incentive stock options	24,000	24,000	48,000
Loss of deposit	--	--	1,154,327
Net Changes in Cash from Operations	(788,514)	(87,549)	(242,248)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of equipment	(12,308)	--	(12,308)
Purchase of investment - deposit	--	--	(1,154,327)
CASH FLOWS FROM FINANCING ACTIVITIES			
Capital stock subscriptions received	15,000	--	15,000
Net - proceeds from issuance of common stock	1,292,000	100,000	1,912,892
Net Changes in Cash	506,178	12,451	519,009
Cash at Beginning of Period	12,831	380	--
Cash at End of Period	$ 519 ,009	$ 12,831	$ 519,009
SCHEDULE OF NONCASH FLOWS FROM OPERATING AND FINANCING ACTIVITIES			
Issuance of 77,875 common shares for services		$ 58,406	--
Issuance of 2,665,502 common shares for payment of debt		1,332,751	--
Capital contributions - expenses			10,950
OTHER DISCLOSURES			
Interest expense	12,524	75,000	106,274

</TABLE>

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

VISUALANT INCORPORATED
(Development Stage Company)
NOTES TO FINANCIAL STATEMENTS
September 30, 2005

1. ORGANIZATION

The Company was incorporated under the laws of the State of Nevada on October 8, 1998 with the name of "Cigar King Corporation" with authorized common stock of 200,000,000 shares at $.001 par value. On September 13, 2002 the name was changed to "Starberrys Corporation" as part of a change in the authorized capital stock by the addition of 50,000,000 shares of preferred stock with a par value of $.001 and on August 18, 2004 the name was changed to "Visualant Incorporated". There are no preferred shares issued and the terms have not been determined.

The Company has not started any operations and is in the development stage.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accounting Methods

The Company recognizes income and expenses based on the accrual method of accounting.

Dividend Policy

The Company has not adopted a policy regarding payment of dividends.

Basic and Diluted Net Income (Loss) Per Share

Basic net income (loss) per share amounts are computed based on the weighted average number of shares actually outstanding. Diluted net income (loss) per share amounts are computed using the weighted average number of common shares and common equivalent shares outstanding as if shares had been issued on the exercise of common share rights unless the exercise becomes antidilutive and then only the basic per share amounts are shown in the report.

Key Employee Incentive Stock Option Plan

SFAS No. 123, "Accounting for Stock-Based Compensation," establishes accounting and reporting standards for stock-based employee compensation plans. As permitted by SFAS No. 123, the Company accounts for such arrangements under APB Opinion No. 25, "Accounting for Stock Issued to Employees." and related interpretations.

Cash and Cash Equivalents

The Company considers all highly liquid instruments purchased with a maturity, at the time of purchase, of less than three months, to be cash equivalents.

Income Taxes

The Company utilizes the liability method of accounting for income taxes. Under the liability method deferred tax assets and liabilities are determined based on the differences between financial reporting and the tax bases of the assets and liabilities and are measured using the enacted tax rates and laws that will be in effect, when the differences are expected to reverse. An allowance against deferred tax assets is recognized, when it is more likely than not, that such tax benefits will not be realized.

On September 30, 2005 the Company had a net operating loss available for carryforward of $3,062,653. The tax benefit of approximately $ 919,000 from the loss carry forward has been fully offset by a valuation reserve because the use of the future tax benefit is doubtful since the Company has no operations. The loss carryforward will expire in 2025.

Financial Instruments

The carrying amounts of financial instruments, including cash and accounts payable, are considered by management to be their estimated fair values due their short term maturities.

Financial and Concentrations Risk

The Company does not have any concentration or related financial credit risk except that it maintains cash in banks in amounts over the insured amounts of $100,000, but or otherwise banks of high integrity.

Research and Development Costs

Research and development costs, including wages, supplies, depreciation of equipment used in the research activity, and any assigned overhead expense, are expensed as incurred.

Revenue Recognition

Revenue will be recognized on the sale and delivery of a product or the completion of a service provided.

Advertising and Market Development

The company will expense advertising and market development costs as incurred.

Estimates and Assumptions

Management uses estimates and assumptions in preparing financial statements in accordance with accounting principles generally accepted in the United States of America. Those estimates and assumptions affect the reported amounts of the assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could vary from the estimates that were assumed in preparing these financial statements.

Foreign Currency Translation
- ----------------------------

Part of the transactions of the Company were completed in Canadian dollars and have been translated to US dollars as incurred, at the exchange rate in effect at the time, and therefore, no gain or loss from the translations is recognized. US dollars are considered to be the functional currency.

Recent Accounting Pronouncements
- --------------------------------

The Company does not expect that the adoption of other recent accounting pronouncements will have a material impact on its financial statements.

3. DEVELOPMENT OF TECHNOLOGIES OWNED BY THE COMPANY

The Company is in the business of researching, developing, acquiring, and commercializing products and services related to color technology outside the visible spectrum, using specialized narrow and N-IR and N-UV sensors and spatial analysis software modeling which translate the invisible into the visible and involving specialized and proprietary information and trade secrets which the Company owns, which is considered to be among its most sensitive, confidential, and proprietary information.

The Company has a working agreement with a contractor to further develop the technology in which the Company has agreed to pay development costs semi monthly.

4. COMMON CAPITAL STOCK

During the fiscal year ended September 30, 2005 the Company issued the following private placement common shares of capital stock.

1,863,999 shares for cash of $1,292,000.
2,665,502 shares for payment of debt of $1,332,751 of which $1,235,252 was due former related parties.
10,000 shares for a license.
77,875 shares for services of $58,406.

Subsequent to September 30, 2005 the Company issued 80,000 common shares for $60,000 on which $15,000 was received before September 30, 2005.

5. INCENTIVE STOCK OPTIONS

During 2002 the Company granted stock options to related parties of 235,000 shares of common stock at $1.00 per share, which will expire in June and December 2006. On the date of the grants the fair market value of the shares was $.50.

On August 15, 2004 the Company granted incentive stock options, to a related party, to purchase 300,000 common shares at $.10 per share, which will expire August 15, 2009. The options will vest at 25,000 shares each quarter starting on August 15, 2004. On the date of grant the fair market value of the shares was $.50.

During August 2005 the Company granted incentive stock options to related parties to purchase 600,000 common shares at $.75 per share, which will expire August 2009. On the date of the grants the fair market value was $.75.

None of the options had been exercised by the report date.

SFAS No. 123, "Accounting for Stock-Based Compensation," establishes accounting and reporting standards for stock-based employee compensation plans. As permitted by SFAS No. 123, the Company accounts for such arrangements under the intrinsic value method as provided in APB Opinion No. 25, "Accounting for Stock Issued to Employees." and related interpretations.

The Company applies the intrinsic value method in accounting for its compensation based stock options. If the Company had measured the options under the fair value based method the net pro-forma operating loss and loss per share amounts for the year ended September 30, 2005 would not have been materially different.

6. SIGNIFICANT TRANSACTIONS WITH RELATED PARTIES

Officer-directors and key consultants have acquired 18 % of the outstanding common stock and have received the stock options outlined in note 5.

7. CANCELLATION OF AGREEMENT TO PURCHASE SHARES OF SCI

On April 9, 2003 the Company signed a Purchase Agreement with Malaremastastarnas Riksforening, the owner of all the shares of Skandinaviska Farginstituter AB (the Scandinavian Colour Institute or "SCI") which owns the color notation system Natural Color Systems ("NCS"), containing the terms of an acquisition by the Company or its assigns for a price of SEK 35,000,000 of all shares of SCI. Pursuant to the terms of the agreements the Company made payments of $1,154,327 into an escrow account as part payment toward the purchase price. The Company subsequently failed to make further payments on the contracts and by mutual agreement the contracts were cancelled and the moneys paid were expensed.

8. GOING CONCERN

The Company does not have the working capital for any future planned activity which raises substantial doubt about its ability to continue as a going concern.

Continuation of the company as a going concern is dependant upon obtaining additional working capital and the management of the Company has developed a strategy, which it believes will accomplish this objective through additional equity funding, payment of debt by the issuance of common stock, and contributions to capital by officers, which will enable the Company to conduct operations for the coming year.

Exhibit 3.1

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF CIGAR KING CORPORATION

Pursuant to NRS 78.403, CIGAR KING CORPORATION (the "Corporation"), under Nevada General Corporation Law (Title 7, Chapter 78 of the Nevada Revised Statutes) adopts the following Amended and Restated Articles of Incorporation.

ARTICLE I
NAME

The name of the Corporation shall be STARBERRYS CORPORATION.

ARTICLE II
REGISTERED AGENT AND REGISTERED OFFICE

The registered agent and registered office of the Corporation shall be as follows:

National Registered Agents, Inc. of Nevada
1000 E. Williams Street, Suite 204
Carson City, Nevada 89701

ARTICLE III
DURATION

The duration of the Corporation's existence shall be perpetual.

ARTICLE IV
PURPOSES

The purposes for which the Corporation is organized are as follows:

To engage in any business, trade or activity which lawfully may be conducted or permitted under Nevada General Corporation Law, Chapter 78 of the Nevada Revised Statutes. The Corporation also shall have the authority to engage in any and all such activities as are incidental or conducive to the attainment of the purpose or purposes of this Corporation.

ARTICLE V
POWERS

The powers of the Corporation shall be those powers granted by NRS 78.060 and 78.070 of the Nevada Revised Statutes under which this Corporation is formed. In addition, the Corporation shall be entitled to exercise any and all other powers authorized or permitted under any laws that now may be or hereafter become applicable or available to this Corporation.

ARTICLE VI
SHARES

Section 1. Authorized Capital. The Corporation is authorized to issue two classes of capital stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares of capital stock which this Corporation is authorized to issue is Two Hundred Million (200,000,000) shares of Common Stock, par value $.001 per share, and Fifty Million (50,000,000) shares of Preferred Stock, par value $.001 per share. The Common Stock is subject to the rights and preferences of the Preferred Stock as set forth below.

Section 2. Issuance of Preferred Stock in Series. The Preferred Stock may be issued from time to time in one or more series in any manner permitted by law and the provisions of these Articles of Incorporation, as determined from time to time by the Board of Directors of the Corporation and stated in the resolution or resolutions providing for the issuance thereof, prior to the issuance of any shares thereof. The Board of Directors shall have the authority to fix and determine and to amend, subject to these provisions, the designation, preferences, limitations and relative rights of the shares (including, without limitation, such matters as dividends, redemption, liquidation, conversion and voting) of any series that is wholly unissued or to be established. Unless otherwise specifically provided in the resolution establishing any series, the Board of Directors shall further have the authority, after the issuance of shares of a series whose number it has designated, to amend the resolution establishing such series to decrease the number of shares of that series, but not below the number of shares of such series then outstanding.

Section 3. Consideration for Shares. The capital stock of the Corporation shall be issued for such consideration as shall be fixed from time to time by the Board of Directors. In the absence of fraud, the judgment of the Directors as to the value of any property or services received in full or partial payment for shares shall be conclusive. When shares are issued upon payment of the consideration fixed by the Board of Directors, such shares shall be taken to be fully paid and non-assessable.

Section 4. Dividends. Dividends in cash, property or shares of the Corporation may be paid, if, as and when declared by the Board of Directors, out of funds of the Corporation to the extent and in the manner permitted by law.

ARTICLE VII
ASSESSMENT OF STOCK

The capital stock of this Corporation, after the amount of the subscription price has been fully paid in, shall not be assessable for any purpose, and no stock issued as fully paid up shall ever be assessable or assessed. The holders of such stock shall not be individually responsible for the debts, contracts, or liabilities of the Corporation and shall not be liable for assessments to restore impairments in the capital of the Corporation.

ARTICLE VIII
DIRECTORS

The business of the Corporation shall be managed by a Board of Directors. The number of directors constituting the Board of Directors may be increased or decreased from time to time in the manner specified in the Bylaws of this Corporation; provided, however, that the number shall not be less than one (1) nor more than eight (8), and shall not be increased by more than three directors in any calendar year. In case of a vacancy in the Board of Directors, including those caused by an increase in the number of directors, a majority of the remaining directors, though less than a quorum, may appoint someone to fill such vacancy and such appointed director or directors shall serve until the election and qualification of a successor at the next annual meeting of the stockholders or until a special meeting is called for the purpose of electing director(s) for that position(s).

ARTICLE IX
LIMITATION OF LIABILITY OF OFFICERS AND DIRECTORS

The personal liability of all of the officers and directors of the corporation is hereby eliminated to the fullest extent allowed as provided by the Nevada General Corporation Law, as the same may be supplemented and amended.

ARTICLE X
INDEMNIFICATION AND INSURANCE

Section 1. A director of this Corporation shall not be personally liable to the corporation or its stockholders for monetary damages for conduct as a director, except for liability of the director: (i) for acts or omissions that involve intentional misconduct by the director or a knowing violation of law by the director, (ii) for conduct violating the Nevada General Corporation Law, or (iii) for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Nevada General Corporation Law is amended in the future to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this Corporation shall be eliminated or limited to the full extent permitted by the Nevada General Corporation Law, as so amended, without any requirement of further action by the stockholders.

Section 2. The Corporation shall indemnify any individual made a party to a proceeding because that individual is or was a director of the Corporation and shall advance or reimburse the reasonable expenses incurred by the individual in advance of final disposition of the proceeding, without regard to the limitations in the Nevada General Corporation Law, or any other limitation which may hereafter be enacted, to the extent such limitation may be disregarded if authorized by the Articles of Incorporation or as permitted by applicable law.

Section 3. Any repeal or modification of this Article by the stockholders of this Corporation shall not adversely affect any right of any individual who is or was a director of the Corporation, which existed at the time of such repeal or modification.

Section 4. To the fullest extent provided by Nevada General Corporation Law, the Corporation also may indemnify any other person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the

Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had reasonable cause to believe that his conduct was unlawful.

Section 5. The Corporation may purchase and maintain insurance or make other financial arrangements on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise for any liability asserted against him and liability and expenses incurred by him in his capacity as a director, officer, employee or agent, or arising out of his status as such, whether or not the Corporation has the authority to indemnify him against such liability and expenses.

ARTICLE XI
PLACE OF MEETING; CORPORATE BOOKS

Subject to the laws of the State of Nevada, the stockholders and the Directors shall have power to hold their meetings, and the Directors shall have power to have an office or offices and to maintain the books of the Corporation outside the State of Nevada, at such place or places as may from time to time be designated in the Bylaws or by appropriate resolution.

ARTICLE XII
AMENDMENT OF ARTICLES

This Corporation reserves the right to amend, alter, change or repeal any of the provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by law. All rights of the stockholders, directors and officers of this Corporation are granted subject to this reservation.

ARTICLE XIII
PREEMPTIVE RIGHTS

No preemptive rights shall exist with respect to shares of stock or securities convertible into shares of stock of this Corporation.

ARTICLE XIV
CUMULATIVE VOTING

The stockholders of this Corporation shall not be entitled to cumulative voting at the election of any directors.

ARTICLE XV
CONTRACTS IN WHICH DIRECTORS HAVE AN INTEREST

No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and another corporation, firm or association in which one or more of its directors or officers are directors or officers or are financially interested, is void or voidable solely for this reason or solely because any such director or officer is present at the meeting of the Board of Directors or a committee thereof which authorizes or approves the contract or transaction, or joins in the execution of a written consent which authorizes or approves the contract or transaction, or because the vote or votes of common or interested directors are counted for that purpose, if the circumstances specified in any of the following paragraphs exists:

(a) The fact of the common directorship, office or financial interest is known to the Board of Directors or committee and noted in the minutes, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient for the purpose without counting the vote or votes of the common or interested director or directors.

(b) The fact of the common directorship, office or financial interest is known to the stockholders, and they approve or ratify the contract or transaction in good faith by a majority vote of stockholders holding a majority of the voting power. The votes of the common or interested directors or officers must be counted in any such vote of stockholders.

(c) The fact of the common directorship, office or financial interest is not known to the director or officer at the time the transaction is brought before the Board of Directors of the Corporation for action.

(d) The contract or transaction is fair as to the Corporation at the time it is authorized or approved.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies a contract or transaction, and if the votes of the common or interested directors are not counted at the meeting, then a majority of the disinterested directors may authorize, approve or ratify a contract or transaction.

ARTICLE XVI
BYLAWS

The Board of Directors shall have the power to adopt, amend, or repeal the Bylaws of this Corporation, subject to the power of the stockholders to amend or repeal such Bylaws. The stockholders shall also have the power to adopt, amend or repeal the Bylaws of this Corporation.

ARTICLE XVII
APPROVAL OF CERTAIN ACTIONS

Except to the extent that any of the following actions are permitted to be taken solely upon approval of the Board of Directors of the Corporation without shareholder action pursuant to these Articles of Incorporation or applicable Nevada General Corporation Law, any amendment of the Articles of Incorporation or the Bylaws of the Corporation, approval of a plan of merger or share exchange, authorizing the sale, lease, exchange or other disposition of all, or substantially all of the Corporation's property, authorizing dissolution of the Corporation or any increase in the authorized or issued capital stock of the Corporation (whether pursuant to Article VI or otherwise), any cancellation, redemption or purchase by the Corporation of any of its shares, any change in the rights attached to any class of its shares, and any other reorganization of the Corporation of any nature, shall require approval by each voting group entitled to vote thereon by a simple majority of all the votes entitled to be cast by that voting group.

ARTICLE XVIII
STOCKHOLDER VOTING ON SIGNIFICANT CORPORATE ACTION

Any corporate action for which Nevada General Corporation Law, as then in effect, would otherwise require approval by either two-thirds vote of the stockholders of the Corporation or by a two-thirds vote of one or more voting groups shall be deemed approved by the stockholders or the voting group(s) if it is approved by the affirmative vote of the holders of a majority of shares entitled to vote or, if approval by voting groups is required, by the holders of a majority of shares of each voting group entitled to vote separately. Notwithstanding this Article, effect shall be given to any other provision of these Articles of Incorporation that specifically requires a greater vote for approval of any particular corporate action.

ARTICLE XIX
STOCKHOLDER ACTION BY WRITTEN CONSENT

Action required or permitted to be taken at a stockholders' meeting may be taken without a meeting or a vote if the action is taken by stockholders holding of record or otherwise entitled to vote in the aggregate not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote on the action were present and voted. To the extent that Nevada General Corporation Law requires prior notice of any such action to be given to non-consenting or non-voting stockholders, written notice of such action shall be given at least five (5) days prior to the effective date of such action, unless a greater period is required by law.

ARTICLE XX
QUORUM FOR MEETINGS OF STOCKHOLDERS

Except with respect to any greater requirement required by Nevada General Corporation Law or the Bylaws of this Corporation, one-third of the votes entitled to be cast on a matter by the holders of shares that are entitled to vote and be counted collectively upon such matter, represented in person or by proxy, shall constitute a quorum for the transaction of business at a meeting of stockholders.

The undersigned officer of the Corporation hereby certifies that these Amended and Restated Articles of Incorporation have been duly adopted by the Board of Directors and approved by the stockholders of the Corporation.

Dated this 3rd day of September, 2002.

CIGAR KING CORPORATION

/ s / John H. Goodwin

By: John H. Goodwin
Its: President and Chief Executive Officer

Exhibit 31.1

CHIEF EXECUTIVE OFFICER
CERTIFICATION PURSUANT TO RULE 13a-14

I, Ralph Brier, President and Chief Executive Officer of Visualant, Incorporated, certify that:

1. I have reviewed this Annual Report on Form 10-KSB for the year ended September 30, 2005 of Visualant, Incorporated, the registrant;

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

3. Based on my knowledge, the financial statements, and other than financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including any of its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

   b. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   c. Disclosed in this report any change in the registrant's internal controls over financial reporting that occurred during the registrant's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal controls over financing reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee (if any) of registrant's board of directors (or persons performing the equivalent functions):

   a. all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Dated: February 6, 2006

By /s/ Ralph Brier

Ralph Brier
President and Chief Financial Officer

Exhibit 31.2

CHIEF FINANCIAL OFFICER
CERTIFICATION PURSUANT TO RULE 13a-14

I, Jerry D. Goldberg, Chief Financial Officer of Visualant, Incorporated, certify that:

1. I have reviewed this Annual Report on Form 10-KSB for the year ended September 30, 2005 of Visualant, Incorporated, the registrant;

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

3. Based on my knowledge, the financial statements, and other than financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including any of its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

   b. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   c. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financing reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee (if any) of registrant's board of directors (or persons performing the equivalent functions):

   a. all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Dated: February 5, 2006

By /s/ Jerry D. Goldberg

Jerry D. Goldberg
Chief Financial Officer and Secretary
Treasurer

Exhibit 32.1

PRESIDENT'S CERTIFICATION

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 10-KSB of Visualant, Incorporated (the "Company") for the year ended September 30, 2005 as filed with the Securities and Exchange Commission on the date hereof, I, Ralph Brier, Chief Executive Officer, President and Director, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

1. The Annual Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities and Exchange Act of 1934, as amended; and

2. The information contained in this Annual Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Date: February 6, 2006

By /s/ Ralph Brier

Ralph Brier
Chief Executive Officer, President
and Director

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 10-KSB of Visualant, Incorporated (the "Company") for the year ended September 30, 2005, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jerry D. Goldberg, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

1. The Annual Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities and Exchange Act of 1934, as amended; and

2. The information contained in this Annual Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Date: February 5, 2006

By /s/ Jerry D. Goldberg

Jerry D. Goldberg
Chief Financial Officer and Secretary
Treasurer