

Name of Issuer:	Muscle Flex Inc.
Address of Issuer:	499 North Canon Drive, Suite 400 Beverly Hills, CA 90210
Shares Authorized:	200,000,000
Shares Outstanding:	127,654,420
Par Value:	\$0.001

Muscle Flex, Inc.
Balance Sheet
As of September 30, 2009

	<u>Sep 30, 09</u>
ASSETS	
Current Assets	
Checking/Savings	
Cash on Hand	\$ (211.78)
Wells Fargo-Checking	40,938.52
Total Checking/Savings	<u>\$ 40,726.74</u>
Other Current Assets	
Muscle Flex	\$ 67,448.70
Petty Cash	473.94
Prepaid Expenses	9,975.00
Total Other Current Assets	<u>\$ 77,897.64</u>
Total Current Assets	\$ 118,624.38
Fixed Assets	
Manufacturing Molds	<u>\$ 32,700.00</u>
Total Fixed Assets	\$ 32,700.00
Other Assets	
Goodwill Assets	\$ 4,684.98
Other assets	350,541.24
Stock	1,540.00
Trademarks / Patents	19,734.94
Video Film & Media	30,994.19
Total Other Assets	<u>\$ 407,495.35</u>
TOTAL ASSETS	<u><u>\$ 558,819.73</u></u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	<u>\$ 45,875.63</u>
Total Accounts Payable	\$ 45,875.63
Other Current Liabilities	
Shareholder Loan	<u>\$ 480,456.28</u>
Total Other Current Liabilities	<u>\$ 480,456.28</u>
Total Current Liabilities	<u><u>\$ 526,331.91</u></u>
Total Liabilities	\$ 526,331.91
Equity	
Common Class A	\$ 220,678.91
Paid-In Capital or Surplus	1,029,430.82
Retained Earnings	(988,115.72)
Net Income	<u>(229,506.19)</u>
Total Equity	<u>\$ 32,487.82</u>
TOTAL LIABILITIES & EQUITY	<u><u>\$ 558,819.73</u></u>

Muscle Flex, Inc.
Profit & Loss
July through September 2009

	Jul - Sep 09
Ordinary Income/Expense	
Income	
Refunds-Allowances	\$ (345.00)
Total Income	\$ (345.00)
Gross Profit	\$ (345.00)
Expense	
Advertising	\$ 500.00
Automobile Expenses	477.77
Bank Charges	400.70
Cellular Phone	548.70
Commercial Shoot Expenses	19,830.52
Consulting Fees	42,300.00
Cost of Goods	244.54
Freight & Delivery	329.71
Go Daddy Internet	351.81
Legal & Professional Fees	13,807.90
Meals and Entertainment	1,225.35
News / Press	15,895.00
Office Expenses	2,676.82
Office/General Administrative E	150.45
Promotional	80,907.77
Rent or Lease	4,266.86
Travel	997.10
Travel Meals	375.45
Website	77.95
Total Expense	\$ 185,364.40
Net Ordinary Income	\$ (185,709.40)
Net Other Income	\$ -
Net Income	\$ (185,709.40)

Muscle Flex, Inc.
Statement of Cash Flows
July through September 2009

	Jul - Sep 09
OPERATING ACTIVITIES	
Net Income	\$ (185,709.40)
Adjustments to reconcile Net Income to net cash provided by operations:	
Petty Cash	(473.94)
Shareholder Loan:Dana Alex	77,958.63
Shareholder Loan:Danny Alex	40,439.23
Shareholder Loan:James Henry	15,000.00
Shareholder Loan:Jim Farr	(4,800.00)
Net cash provided by Operating Activities	\$ (57,585.48)
INVESTING ACTIVITIES	
Stock	\$ (1,540.00)
Net cash provided by Investing Activities	\$ (1,540.00)
FINANCING ACTIVITIES	
Common Class A	\$ 100,000.00
Net cash provided by Financing Activities	\$ 100,000.00
 Net cash increase for period	 \$ 40,874.52
 Cash at beginning of period	 \$ (147.78)
Cash at end of period	\$ 40,726.74

Muscle Flex Inc.

Shareholder's Equity Statement

As of September 30, 2009
Unaudited

	Shares	Amount	Paid-In Capital	Retained Deficit	Total
June 30, 2009	120,678,914	120,678.91	1,029,430.82	(1,380,698.53)	(230,588.80)
Shares Issued for Cash	6,666,666	100,000.00			100,000.00
Shares Cancelled					-
Correct Prev. Yr Amortization				350,000.00	350,000.00
Correct Prev. Qtr Net Loss				(1,213.98)	
Net Gain <Loss>				(185,709.40)	(185,709.40)
September 30, 2009	127,345,580	220,678.91	1,029,430.82	(1,217,621.91)	32,487.82

The Company was incorporated in the State of Delaware December 26, 1996 under the name Teltran International Group Inc. On September 10, 2007, the Company changed its name to CelebDirect Inc. and then on October 1, 2008 changed its name to Muscle Flex Inc. Muscle Flex Inc. brings new products to market using direct response TV infomercials specializing in the health, fitness, wellness and hygiene sectors. As well, Muscle Flex Inc. develops and creates general television content for network and cable television distribution. The Corporate strategy is to develop new and innovative products for sale and distribution via our proprietary direct response marketing system and the creation of television shows and content.

Note 2 Basis of Accounting

The accompanying financial statements present financial results on the accrual basis of accounting as required under the United States generally accepted accounting principles. All amounts are presented in United States dollars.

Note 3 Summary of Significant Accounting Policies

Cash Equivalents Policy:

For purposes of the statement of cash flows, the Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

Fixed Assets:

Fixed assets are recorded at cost and are amortized on a declining balance basis. No amortization has been recorded to date.

Intangible Asset:

Intangible Assets are recorded at cost and are amortized on a declining balance basis. No amortization has been recorded to date.

Other Assets:

Other assets are recorded at cost and are amortized on a declining balance basis.

Note 4 Fixed Assets

The components of other assets are as follows:

	Cost	Accumulated Amortization	2008 Net	2009 Net
Product	<u>\$ 77,423.70</u>	<u>\$ 0.00</u>	<u>\$ 0.00</u>	<u>\$ 77,423.70</u>

Fixed assets are amortized on a declining balance basis on a rate of 30% per annum

Note 5 Intangible Assets

The components of Intangible assets are as follows:

	Cost	Accumulated Amortization	2008 Net	2009 Net
Organization Costs	<u>\$ 0.00</u>	<u>\$ 0.00</u>	<u>\$ 0.00</u>	<u>\$ 0.00</u>

Intangible assets are amortized on a declining balance basis on a rate of 10% per annum.

Note 6 Other Assets

The components of other assets are as follows:

	Cost	Accumulated Amortization	2008 Net	2009 Net
Organization Costs	<u>\$ 436,456.44</u>	<u>\$ 375,964.36</u>	<u>\$ (32,005.33)</u>	<u>\$ 55,914.10</u>

Note 7 Due to Shareholders

From time to time, the Company borrows from shareholders to accommodate cash flow requirements. These loans have no specific terms of repayment.

Note 8 Capital Structure

At June 30, 2009, the Company had 200,000,000 shares of common stock authorized.

At September 30, 2009, the Company had 72,654,420 shares of \$0.001 par value common stock issued and outstanding.

Note 9 Subsequent Events

None Material

Management Discussion

In the first two quarters of 2009, Muscle Flex Inc. began the development 3 direct response products that have a low retail cost to the public (\$9.95 - \$14.95). This is significant in that the economic deterioration in 2008 would suggest that higher priced items, products above \$150.00, are more difficult to market towards a consumer that has dramatically limited its discretionary spending habits. The lower priced consumer items that Muscle Flex Inc. has sourced and began development on, provide an ability to market a number of deliverables that only require a 1 or 2 minute short for infomercial which lowers the costs of developing sources of revenue without the larger outlay of capital which would be required for a 30 minute infomercial. By being able to spread marketing costs over 3 smaller and lower priced products, Muscle Flex Inc. lowers the risk associated with deploying capital in a much higher priced item with higher media development, storage and inventory costs. The 3 low cost items include The BUDDY Tablet Caddy, a hygiene product and a home / personal security product. The Company has sourced its suppliers for these three products and has completed the initial development of each direct response program.

The BUDDY Tablet Caddy(TM) is in the final stages of being deployed nationally. The script is being finalized and shooting of the 60 second and 120 second infomercial is slated to be filmed in early September. Muscle Flex Inc. is anticipating a late September or early October launch of The BUDDY Tablet Caddy.

Muscle Flex Inc. has partnered with Sterling Worldwide Entertainment to begin jointly the development on a daily prime time/daytime television talk show called "Sugar Free". According to the partnership agreement entered into by the two companies in December 2008, Muscle Flex® and Sterling will each hold a 50/50 ownership of the show and share equally in its future revenue streams. The companies are now preparing to film the TV pilot, which, upon completion, will be pitched to major television networks and national cable stations for future North American and European distribution. The total cost of this project is \$135,000 which the company expects to finance over the period of the pilot creation (6-8 weeks) through debt and or equity financing.

The company will continue to finance its activities through shareholder loans and will continue to raise additional to adequately bring its 3 products and 'Sugar Free'. Until now the Company has relied exclusively on loans from shareholders to continue to capitalize the company and continue operations. Revenue from product sales has not off-set the amount of capital needed to bring these products to market and continue operations to date but the Company anticipates that avenues of revenue shall begin to increase with the release of the 3 "As Seen on TV" products. The Company will continue to raise additional capital either through continued debt instruments (Shareholder Loans or Convertible Debt Instruments) or the raising of additional funds through equity if additional capital is required.

Management has determined that each of the three products will have deployment costs of between \$35,000 - \$50,000. Management intends to reinvest revenues generated through sales of the products into sales and marketing as well as additional inventory. Direct response marketing is an "on demand" form of selling and does not require an extended accounts receivable cycle as cash generated through sales of the products is provided at the time of sale through a number of methods including Merchant Visa, Master Card, AMEX and Discover cards, online banking transactions as well as money order.

Management is very cognizant of maintaining a very low fixed cost base to ensure viability of its business plan. The Company has no long term lease obligations and currently has only one employee. The entire direct response program has been established through third party vendors under a volume of sales cost structure. Some initial start up fees do apply for the

implementation of each product but ongoing cost related to the direct response programs are based on volume sales except for advertising which is variable based on the size of the campaign that is to be implemented. Management has developed relationships with TV Media Brokers that provide air-time on a performance basis based on sales and sales leads derived from the advertising spots. Each direct response program will be analysed to determine what ratio of paid for advertising and performance based advertising shall be used to potentially offset any up-front costs associated with media purchases.

Nearing the end of the 2009 fiscal year, Muscle Flex Inc. has determined that one additional employee shall be added that will oversee the logistics, accounting and daily requirements of facilitating the business activities of the company as products are deployed.

There is no significant product development or research and development costs expected in fiscal year 2009. The Company has sourced adequate suppliers for all products and are consumer ready.

The direct response industry comes with a certain amount of uncertainties. It is impossible to determine the amount of sales that can and will be derived from an infomercial campaign. The current economic climate makes for a more challenging environment by which to procure adequate sales to make each product profitable and generate positive cash-flow for the company. However, the lowered sales projections derived from a slower economic environment also brings benefits from lowered TV and media costs as well as the necessity of manufacturers to be price competitive. There is no way for the Company to know which, if any of its products, will and can generate positive cash-flow until a test campaign is conducted. Consumer acceptance is a variable that is impossible to predict and the Company relies on the past performance of other related products and is a determining factor in selecting its product portfolio. As well, there is no way to determine whether the economy will begin to mitigate from negative GDP to positive GDP growth. Management expects that a healthier economy may result in beneficial results, however, there is no assurance as to the prospects for the economy going forward.

Legal Proceedings

No Material Proceedings.

Defaults Upon Senior Securities

None

Share Issuance

During the 3rd quarter of 2009, Muscle Flex Inc. issued the following class 'A' common stock:

NAME & ADDRESS	# OF SHARES
Rio Sterling Holdings	6,666,666

Material Change

The Company has not entered into or has terminated any agreements or has any off balance sheet transactions that would result in a material change in the Company.

Acquisition / Disposition of Assets

The Company has not disposed of any assets or made any acquisitions.

Company Bylaws

The Company has not amended or changed any of its Company Bylaws

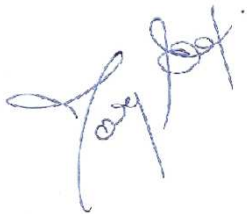
Issuers Certification

The issuer shall include certifications by the Chief Executive Officer and Chief Financial Officer of the issuer (or any persons with different titles but having the same responsibilities)

I, Danny Alex certify that:

1. I have reviewed this Quarterly Disclosure Statement of Muscle Flex Inc.;
2. Based on my knowledge, this Disclosure Statement does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which these statements were made, not misleading with respect to the period covered by this Disclosure Statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this Disclosure Statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer, as of, and for, the periods presented in this Disclosure Statement.

December 1, 2009



Danny Alex
President / CEO