

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES PURSUANT TO SECTION
12(b) OR 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934

Reel Staff, Inc.

(Exact name of registrant as specified in its charter)

Nevada 95-4863690

(State of incorporation or organization) (I.R.S. Employer
Identification No.)

1402 Veteran Avenue, Suite B, Los Angeles, California 90024

(Address of principal executive offices) (Zip Code)

(323) 359-1531

(Registrant's Telephone Number, Including Area Code)

Securities to be registered under Section 12(b) of the Act:

Title of Each Class:	Name of Each Exchange on which Registered:
None ----	N/A ---

Securities to be registered under Section 12(g) of the Act:

Common Stock, \$.001 par value per share

(Title of Class)

If this form relates to the registration of a class of securities pursuant to
Section 12(b) of the Exchange Act and is effective pursuant to General
Instruction A.(c), check the following box. []

If this form relates to the registration of a class of securities pursuant to
Section 12(g) of the Exchange Act and is effective pursuant to General
Instruction A.(d), check the following box. [X]

Securities Act registration statement file number to which this form relates:
333-67204

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Item 1. Description of Registrant's Securities to be Registered.

This registration statement relates to the registration with the Securities and
Exchange Commission of shares of \$.001 par value common stock (the "Common
Stock") of Reel Staff, Inc. a Nevada corporation (the "Registrant"). The
description of the Common Stock to be registered hereunder set forth under the
caption "Description of Securities" at page 12 of the Registrant's Registration
Statement on Form SB-2, as amended, Registration No. 333-67204 (the
"Registration Statement"), as filed with the Securities and Exchange Commission,
is incorporated herein by this reference.

Item 2. Exhibits

The following document is included as Exhibits to the Registrant's Registration
Statement on Form SB-2 (Registration No. 333-67204) and incorporated herein by
this reference:

(a) Articles of Incorporation

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) Reel Staff, Inc.
Date: November 1, 2001

By: /s/ Renee McCracken

Renee McCracken, President