

FORM 3

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the
Securities Exchange Act of 1934, Section 17(a)
of the Public Utility Holding Company Act of 1935 or
Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*

McCracken Carol
(Last) (First) (Middle)
1402 Veteran Ave, #B
(Street)
Los Angeles CA 90024
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)

11/01/01

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Issuer Name and Ticker or Trading Symbol

Reel Staff, Inc.

5. Relationship of Reporting Person to Issuer
(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Treasurer

6. If Amendment, Date of Original (Month/Day/Year)

7. Individual or Joint/Group Filing (Check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I -- Non-Derivative Securities Beneficially Owned

<TABLE>
<CAPTION>
<S>

1.Title of Security (Instr. 4)	2.Amount of Securities Beneficially Owned (Instr. 4)	3.Ownership Form: Direct(D)or Indirect(I) (Instr.5)	4.Nature of Indirect Beneficial Ownership (Instr.5)
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Common Stock	205,000	(D)	
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Table II -- Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<S> 1. Title of Derivative Security (Instr. 4)	<C> 2. Date Exercisable and Expiration Date (Month/Day/Year)	<C> 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	<C> 4. Conversion or Exercise Price of Derivative Security	<C> 5. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 5)	<C> 6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title Amount or Number of Shares		

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Explanation of Responses:

/s/ Carol McCracken

11-09-01

**Signature of Reporting Person

Date

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.