

SECURITIES AND EXCHANGE COMMISSION

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SPORT ENDURANCE, INC.

(Exact Name of Small Business Issuer in its Charter)

Nevada

(State or other Jurisdiction of Incorporation)

2086

(Primary Standard Classification Code)

26-2754069

(IRS Employer Identification No.)

SPORT ENDURANCE, INC.
2620 South Maryland Parkway #819
Las Vegas, Nevada 89109
Tel.: (877) 255-9218

(Address and Telephone Number of Registrant's Principal
Executive Offices and Principal Place of Business)

Paracorp, Incorporated
318 North Carson Street, Suite 208
Carson City, Nevada 89032
Tel.: 1-775-883-8104

(Name, Address and Telephone Number of Agent for Service)

Copies of communications to:
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12534 Valley View Street #231
Garden Grove, California 92845
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Approximate date of commencement of proposed sale to the public: from time to time after the effective date of this Registration Statement as determined by market conditions and other factors.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act registration Statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class Of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Offering Price per share	Proposed Maximum Aggregate Offering Price	Amount of Registration fee
Common Stock, \$0.001 par value per share	8,200,000	\$ 0.001	\$ 8,200	\$.46

(1) This Registration Statement covers the resale by our selling shareholders of up to 8,200,000 shares of common stock previously issued to such selling shareholders.

(2) The offering price has been estimated solely for the purpose of computing the amount of the registration fee in accordance with Rule 457(a). Our common stock is not traded on any national exchange and in accordance with Rule 457; the offering price was determined by the price of the shares that were sold to our shareholders in a private placement memorandum. The price of \$0.001 a fixed price at which the selling security holders may sell their shares until our common stock is quoted on the OTCBB at which time the shares may be sold at prevailing market prices or privately negotiated prices. There can be no assurance that a market maker will agree to file the necessary documents with the Financial Industry Regulatory Authority, which operates the OTC Bulletin Board, nor can there be any assurance that such an application for quotation will be approved.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SUCH SECTION 8(a), MAY DETERMINE.

The information in this preliminary prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the U.S. Securities and Exchange Commission ("SEC") is effective. This preliminary prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

PRELIMINARY PROSPECTUS

Subject to completion, dated September , 2009

SPORT ENDURANCE, INC.

8,200,000 SHARES OF COMMON STOCK

The selling security holders named in this prospectus are offering all of the shares of common stock offered through this prospectus. We will not receive any proceeds from the sale of the common stock covered by this prospectus.

Our common stock is presently not traded on any market or securities exchange. The selling security holders have not engaged any underwriter in connection with the sale of their shares of common stock. Common stock being registered in this registration statement may be sold by selling security holders at a fixed price of \$0.001 per share until our common stock is quoted on the OTC Bulletin Board ("OTCBB") and thereafter at a prevailing market prices or privately negotiated prices or in transactions that are not in the public market. There can be no assurance that a market maker will agree to file the necessary documents with the Financial Industry Regulatory Authority ("FINRA"), which operates the OTCBB, nor can there be any assurance that such an application for quotation will be approved. We have agreed to bear the expenses relating to the registration of the shares of the selling security holders.

Investing in our common stock involves a high degree of risk. See "Risk Factors" beginning on page 7 to read about factors you should consider before investing in shares of our common stock.

NEITHER THE S.E.C. NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The Date of This Prospectus is: September __, 2009

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Summary Information, Risk Factors and Ratio of Earnings to Fixed Charges.

PROSPECTUS SUMMARY

This summary highlights selected information contained elsewhere in this prospectus. This summary does not contain all the information that you should consider before investing in the common stock. You should carefully read the entire prospectus, including "Risk Factors", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the Financial Statements, before making an investment decision. In this Prospectus, the terms "Sport Endurance," "Sport"," Company," "we," "us" and "our" refer to SPORT ENDURANCE, INC.

Overview

We were incorporated in the State of Nevada on January 3, 2001 under the name of Cayenne Construction, Inc. The Company changed its name to Sport Endurance, Inc. on August 6, 2009. SPORT ENDURANCE, INC. will provide high quality and great tasting energy drinks and energy shots.

SPORT ENDURANCE, INC. will develop, manufactures markets and distributes quality beverage, snacks and dietary supplements products throughout the United States. The company has set out to develop an energy drink with a positive, non-offensive name, award-winning taste and unbeatable price.

The company will offer its Shocking Great Taste energy drinks in 6 flavors. Mango Cream, Raspberry Cream, Fruit Punch, Tropical, Doo Drop and Cran-Grape. The company will offer regular and sugar free versions of its best selling Mango Cream flavor. In November of 2009, Sport Endurance will launch its sugar free energy shots. The sugar free shots will be offered in 4 flavors, Mango, Tropical, Fruit Punch and Raspberry. Sport Endurance is based out of Las Vegas Nevada.

Where You Can Find Us

Our principal executive office is located at SPORT ENDURANCE, INC. 2620 South Maryland Parkway #819 Las Vegas, Nevada 89109 and our telephone number is. (877) 255-9218. Our Internet address is <http://www.sportendurance.com>.

The Offering

Common stock offered by selling security holders	8,200,000 shares of common stock. This number represents approximately 13% of our current outstanding common stock (1).
Common stock outstanding before the offering	57,200,000 common shares as of August 31, 2009.
Common stock outstanding after the offering	57,200,000 shares.
Terms of the Offering	The selling security holders will determine when and how they will sell the common stock offered in this prospectus.
Termination of the Offering	The offering will conclude upon the earliest of (i) such time as all of the common stock has been sold pursuant to the registration statement or (ii) such time as all of the common stock becomes eligible for resale without volume limitations pursuant to Rule 144 under the Securities Act, or any other rule of similar effect.
Use of proceeds	We are not selling any shares of the common stock covered by this prospectus.
Risk Factors	The Common Stock offered hereby involves a high degree of risk and should not be purchased by investors who cannot afford the loss of their entire investment. See "Risk Factors" beginning on page 7.

(1) Based on 57,200,000 shares of common stock outstanding as of August 31, 2009.

SUMMARY OF FINANCIAL INFORMATION

The following table provides summary financial statement data as of and for each of the fiscal years ended August 31, 2009 and the period from Inception (January 3, 2001) through August 31, 2009. The financial statement data as of and for each of the fiscal periods ended August 31, 2009 and 2008 have been derived from our audited financial statements. The results of operations for past accounting periods are not necessarily indicative of the results to be expected for any future accounting period. The data set forth below should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations," our financial statements and the related notes included in this prospectus, and the unaudited financial statements and related notes included in this prospectus.

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SPORT ENDURANCE, INC. (formerly Cayenne Construction, Inc.)
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF OPERATIONS

	For the year ended August 31, 2009	For the year ended August 31, 2008	January 3, 2001 (inception) to August 31, 2009
Revenue	\$ -	\$ -	\$ -
Operating expenses:			
General and administrative	-	-	3,200
Professional fees	-	-	125,000
Total operating expenses	-	-	128,200
Net operating loss	-	-	(128,200)
Offering costs	-	-	(13,000)
Loss before provision for income taxes	-	-	(141,200)
Provision for income taxes	-	-	-
Net (loss)	\$ -	\$ -	\$ (141,200)
Weighted average number of common shares outstanding - basic and fully diluted	29,797,808	29,200,000	
Net (loss) per share - basic and fully diluted	\$ -	\$ -	

RISK FACTORS

The shares of our common stock being offered for resale by the selling security holders are highly speculative in nature, involve a high degree of risk and should be purchased only by persons who can afford to lose the entire amount invested in the common stock. Before purchasing any of the shares of common stock, you should carefully consider the following factors relating to our business and prospects. If any of the following risks actually occurs, our business, financial condition or operating results could be materially adversely affected. In such case, you may lose all or part of your investment. You should carefully consider the risks described below and the other information in this process before investing in our common stock.

Risks Related to Our Business

OUR OPERATING RESULTS MAY FLUCTUATE DUE TO FACTORS, WHICH ARE NOT WITHIN OUR CONTROL.

Our operating results have fluctuated in the past and are expected to fluctuate in the future based on a number of factors, many of which are not in our control. Our operating expenses primarily include marketing and general administrative expenses that are relatively fixed in the short-term. If our revenues are lower than we expect because demand for our service and products diminishes, if we experience an increase in defaults among approved applicants, or for any other reasons, we may not be able to quickly return to acceptable revenue levels.

Because of the unique nature of our business and the fact that there are no comparable past business models to rely on, future factors that may adversely affect our business are difficult to forecast. Any shortfall in our revenues would have a direct impact on our business. In addition, fluctuations in our quarterly results could adversely affect the market price of our common stock in a manner unrelated to our long-term operating performance.

WE HAVE A SHORT OPERATING HISTORY AND FACE MANY OF THE RISKS AND DIFFICULTIES FREQUENTLY ENCOUNTERED BY A YOUNG COMPANY.

We have a short operating history for investors to evaluate the potential of our business development. We will begin to build our customer base and our brand name. In addition, we also face many of the risks and difficulties inherent in introducing new products and services. These risks include the ability to:

- Increase awareness of our brand name;
- Develop an effective business plan;
- Meet customer standards;
- Implement advertising and marketing plan;
- Attain customer loyalty;
- Maintain current strategic relationships and develop new strategic relationships;
- Respond effectively to competitive pressures;
- Continue to develop and upgrade our service; and
- Attract, retain and motivate qualified personnel.

Our future will depend on our ability to raise additional capital and bring our service and products to the marketplace, which requires careful planning to provide a service and products that meets customer standards without incurring unnecessary cost and expense.

WE MAY NEED ADDITIONAL CAPITAL TO DEVELOP OUR BUSINESS.

The development of our services will require the commitment of resources to increase the advertising, marketing and future expansion of our business. In addition, expenditures will be required to enable us to conduct existing and planned business research, development of products and associate offices, and marketing of our existing and future services and products. Currently, we have no established bank-financing arrangements. Therefore, it is possible that we would need to seek additional financing through subsequent future private offering of our equity securities, or through strategic partnerships and other arrangements with corporate partners.

We cannot give you any assurance that any additional financing will be available to us, or if available, will be on terms favorable to us. The sale of additional equity securities could result in dilution to our stockholders. The occurrence of indebtedness would result in increased debt service obligations and could require us to agree to operating and financing covenants that would restrict our operations. If adequate additional financing is not available on acceptable terms, we may not be able to implement our business development plan or continue our business operations.

WE MAY NOT BE ABLE TO BUILD OUR BRAND AWARENESS.

Development and awareness of our brand Sport Endurance will depend largely upon our success in increasing our customer base and potential referral sources. In order to attract and retain customers and to promote and maintain our brand in response to competitive pressures, management plans to gradually increase our marketing and advertising budgets as funding allows. If we are unable to economically promote or maintain our brand, then our business, results of operations and financial condition could be severely harmed.

OUR BUSINESS OPERATIONS VIA THE INTERNET MAY SUBJECT US TO A NUMBER OF LAWS AND REGULATIONS TO BE ADOPTED WITH RESPECT TO THE INTERNET MARKETPLACE, AND THE UNCERTAINTY RELATED TO THE APPLICATION OF MANY EXISTING LAWS TO THE INTERNET MARKETPLACE CREATES UNCERTAINTY TO OUR BUSINESS DEVELOPMENT.

At present, selling energy drinks is not a government-regulated industry, so we do not need to obtain governmental approval to market and sell our products over the Internet, except that we are subject to the laws and regulations generally applicable to businesses and directly applicable to offline and online commerce. However, because the Internet is interstate in nature, we are able to offer our products across the country.

In addition, our management is not certain how our business may be affected by the application of existing laws governing issues such as property ownership, copyrights, encryption, and other intellectual property issues, taxation, libel and export or import matters, because the vast majority of these laws were adopted prior to the advent of the Internet, and therefore, do not contemplate or address the unique issues of the Internet and related technologies. Changes in laws that are intended to address these issues could create uncertainty in the Internet marketplace, which could reduce demand for our products or increase our cost of operations as a result of litigation or arbitration.

OUR FUTURE SUCCESS RELIES UPON A COMBINATION OF PATENTS AND PATENTS PENDING, PROPRIETARY TECHNOLOGY AND KNOW-HOW, TRADEMARKS, CONFIDENTIALITY AGREEMENTS AND OTHER CONTRACTUAL COVENANTS TO ESTABLISH AND PROTECT OUR INTELLECTUAL PROPERTY RIGHTS. IF OUR PRODUCTS ARE DUPLICATED OUR RESULTS OF OPERATIONS WOULD BE NEGATIVELY IMPACTED.

Presently we do not have any applications submitted for trademark protection for "Sport Endurance" and our slogan "Shocking Great Taste," when funding permits we will apply for trademark protection.

Sport Endurance and Shocking Great Taste has not been approved. Because intellectual property protection is critical to our future success, we intend to rely heavily on trademark, trade secret protection and confidentiality or license agreements with our employees, customers, partners and others to protect proprietary rights. However, effective trademark, service mark and trade secret protection may not be available in every country in which we intend to sell our products and services online. Unauthorized parties may attempt to copy aspects of our products or to obtain and use our proprietary information. As a result, litigation may be necessary to enforce our intellectual property rights to protect our trade secrets and to determine the validity and scope of the proprietary rights of others. Such litigation could result in substantial costs and diversion of resources and could significantly harm our business and operating results.

Furthermore, the relationship between regulations governing domain names and laws protecting trademarks and similar proprietary rights is unclear. Therefore, we may be unable to prevent third parties from acquiring domain names that are similar to, infringe upon or otherwise decrease the value of intended trademarks and other proprietary rights.

There can be no assurance that third parties will not assert infringement claims against us. If infringement claims are brought against us, there can be no assurance that we will have the financial resources to defend against such claims or prevent an adverse judgment against us. In the event of an unfavorable ruling on any such claim, there can be no assurance that a license or similar agreement to utilize the intellectual property rights in question relied upon by us in the conduct of our business will be available to us on reasonable terms, if at all. The loss of such rights (or the failure by us to obtain similar licenses or agreements) could have a material adverse effect on our business, financial condition and results of operations.

OUR CURRENT BUSINESS OPERATIONS RELY HEAVILY UPON OUR KEY EMPLOYEE AND FOUNDER MR. ROBERT TIMOTHY.

We have been heavily dependent upon the expertise and management of Mr. Robert Timothy, our Chairman and Chief Executive Officer, and our future performance will depend upon his continued services. The loss of the services of Mr. Timothy's services could seriously interrupt our business operations. Because the loss of Mr. Timothy's service could have a very negative impact on our ability to fulfill our business plan and to carry out our existing operations, we intend to enter into a three-year employment contract agreement with Mr. Timothy when this filing becomes effective thus preventing any interruption or the loss of his service.

OUR FUTURE GROWTH MAY REQUIRE RECRUITMENT OF QUALIFIED EMPLOYEES.

In the event of our future growth in administration, marketing, and customer support functions, we may have to increase the depth and experience of our management team by adding new members. Our future success will depend to a large degree upon the active participation of our key officers and employees. There is no assurance that we will be able to employ qualified persons on acceptable terms. Lack of qualified employees may adversely affect our business development.

WE MAY INCUR SIGNIFICANT COSTS TO BE A PUBLIC COMPANY TO ENSURE COMPLIANCE WITH U.S. CORPORATE GOVERNANCE AND ACCOUNTING REQUIREMENTS AND WE MAY NOT BE ABLE TO ABSORB SUCH COSTS.

We may incur significant costs associated with our public company reporting requirements, costs associated with newly applicable corporate governance requirements, including requirements under the Sarbanes-Oxley Act of 2002 and other rules implemented by the SEC. We expect all of these applicable rules and regulations to significantly increase our legal and financial compliance costs and to make some activities more time consuming and costly. We also expect that these applicable rules and regulations may make it more difficult and more expensive for us to obtain director and officer liability insurance and we may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it may be more difficult for us to attract and retain qualified individuals to serve on our board of directors or as executive officers. We are currently evaluating and monitoring developments with respect to these newly applicable rules, and we cannot predict or estimate the amount of additional costs we may incur or the timing of such costs. In addition, we may not be able to absorb these costs of being a public company which will negatively affect our business operations.

THE LIMITED PUBLIC COMPANY EXPERIENCE OF OUR MANAGEMENT TEAM COULD ADVERSELY IMPACT OUR ABILITY TO COMPLY WITH THE REPORTING REQUIREMENTS OF U.S. SECURITIES LAWS.

Our management team has limited public company experience, which could impair our ability to comply with legal and regulatory requirements such as those imposed by Sarbanes-Oxley Act of 2002. Our senior management has never had sole responsibility for managing a publicly traded company. Such responsibilities include complying with federal securities laws and making required disclosures on a timely basis. Our senior management may not be able to implement programs and policies in an effective and timely manner that adequately respond to such increased legal, regulatory compliance and reporting requirements, including the establishing and maintaining internal controls over financial reporting. Any such deficiencies, weaknesses or lack of compliance could have a materially adverse effect on our ability to comply with the reporting requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which is necessary to maintain our public company status. If we were to fail to fulfill those obligations, our ability to continue as a U.S. public company would be in jeopardy in which event you could lose your entire investment in our company.

Risk Related To Our Capital Stock

WE MAY NEVER PAY ANY DIVIDENDS TO SHAREHOLDERS.

We have never declared or paid any cash dividends or distributions on our capital stock. We currently intend to retain our future earnings, if any, to support operations and to finance expansion and therefore we do not anticipate paying any cash dividends on our common stock in the foreseeable future.

The declaration, payment and amount of any future dividends will be made at the discretion of the board of directors, and will depend upon, among other things, the results of our operations, cash flows and financial condition, operating and capital requirements, and other factors as the board of directors considers relevant. There is no assurance that future dividends will be paid, and, if dividends are paid, there is no assurance with respect to the amount of any such dividend.

OUR CONTROLLING SECURITY HOLDER MAY TAKE ACTIONS THAT CONFLICT WITH YOUR INTERESTS.

Mr. Timothy beneficially owns approximately 59% of our capital stock with voting rights. In this case, Mr. Timothy will be able to exercise control over all matters requiring stockholder approval, including the election of directors, amendment of our certificate of incorporation and approval of significant corporate transactions, and they will have significant control over our management and policies. The directors elected by our controlling security holder will be able to significantly influence decisions affecting our capital structure. This control may have the effect of delaying or preventing changes in control or changes in management, or limiting the ability of our other security holders to approve transactions that they may deem to be in their best interest. For example, our controlling security holder will be able to control the sale or other disposition of our operating businesses and subsidiaries to another entity.

OUR ARTICLES OF INCORPORATION PROVIDE FOR INDEMNIFICATION OF OFFICERS AND DIRECTORS AT OUR EXPENSE AND LIMIT THEIR LIABILITY WHICH MAY RESULT IN A MAJOR COST TO US AND HURT THE INTERESTS OF OUR SHAREHOLDERS BECAUSE CORPORATE RESOURCES MAY BE EXPENDED FOR THE BENEFIT OF OFFICERS AND/OR DIRECTORS.

Our articles of incorporation and applicable Nevada law provide for the indemnification of our directors, officers, employees, and agents, under certain circumstances, against attorney's fees and other expenses incurred by them in any litigation to which they become a party arising from their association with or activities on our behalf. We will also bear the expenses of such litigation for any of our directors, officers, employees, or agents, upon such person's written promise to repay us if it is ultimately determined that any such person shall not have been entitled to indemnification. This indemnification policy could result in substantial expenditures by us, which we will be unable to recoup.

We have been advised that, in the opinion of the SEC, indemnification for liabilities arising under federal securities laws is against public policy as expressed in the Securities Act of 1933, as amended (the "Securities Act"), and is, therefore, unenforceable. In the event that a claim for indemnification for liabilities arising under federal securities laws, other than the payment by us of expenses incurred or paid by a director, officer or controlling person in the successful defense of any action, suit or proceeding, is asserted by a director, officer or controlling person in connection with the securities being registered, we will (unless in the opinion of our counsel, the matter has been settled by controlling precedent) submit to a court of appropriate jurisdiction, the question whether indemnification by us is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue. The legal process relating to this matter if it were to occur is likely to be very costly and may result in us receiving negative publicity, either of which factors is likely to materially reduce the market and price for our shares, if such a market ever develops.

THE OFFERING PRICE OF THE COMMON STOCK WAS ARBITRARILY DETERMINED, AND THEREFORE SHOULD NOT BE USED AS AN INDICATOR OF THE FUTURE MARKET PRICE OF THE SECURITIES. THEREFORE, THE OFFERING PRICE BEARS NO RELATIONSHIP TO OUR ACTUAL VALUE, AND MAY MAKE OUR SHARES DIFFICULT TO SELL.

Since our shares are not listed or quoted on any exchange or quotation system, the offering price of \$0.001 per share for the shares of common stock was arbitrarily determined. The facts considered in determining the offering price were our financial condition and prospects, our limited operating history and the general condition of the securities market. The offering price bears no relationship to the book value, assets or earnings of our company or any other recognized criteria of value. The offering price should not be regarded as an indicator of the future market price of the securities.

YOU MAY EXPERIENCE DILUTION OF YOUR OWNERSHIP INTEREST BECAUSE OF THE FUTURE ISSUANCE OF ADDITIONAL SHARES OF OUR COMMON STOCK AND OUR PREFERRED STOCK.

In the future, we may issue our authorized but previously unissued equity securities, resulting in the dilution of the ownership interests of our present stockholders. We are currently authorized to issue an aggregate of 100,000,000 shares of capital stock consisting of 90,000,000 shares of common stock, par value \$0.001 per share, and 10,000,000 shares of "blank check" preferred stock, par value \$0.001 per share.

We may also issue additional shares of our common stock or other securities that are convertible into or exercisable for common stock in connection with hiring or retaining employees or consultants, future acquisitions, future sales of our securities for capital raising purposes, or for other business purposes. The future issuance of any such additional shares of our common stock or other securities may create downward pressure on the trading price of our common stock. There can be no assurance that we will not be required to issue additional shares, warrants or other convertible securities in the future in conjunction with hiring or retaining employees or consultants, future acquisitions, future sales of our securities for capital raising purposes or for other business purposes.

OUR COMMON STOCK IS CONSIDERED PENNY STOCKS, WHICH MAY BE SUBJECT TO RESTRICTIONS ON MARKETABILITY, SO YOU MAY NOT BE ABLE TO SELL YOUR SHARES.

If our common stock becomes tradable in the secondary market, we will be subject to the penny stock rules adopted by the SEC that require brokers to provide extensive disclosure to their customers prior to executing trades in penny stocks. These disclosure requirements may cause a reduction in the trading activity of our common stock, which in all likelihood would make it difficult for our shareholders to sell their securities.

Penny stocks generally are equity securities with a price of less than \$5.00 (other than securities registered on certain national securities exchanges or quoted on the NASDAQ system). 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 that provides information about penny stocks and the 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 broker-dealer must also 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 requirements may have the effect of reducing the level of trading activity, if any, in the secondary market for a security that becomes subject to the penny stock rules. The additional burdens imposed upon broker-dealers by such requirements may discourage broker-dealers from effecting transactions in our securities, which could severely limit the market price and liquidity of our securities. These requirements may restrict the ability of broker-dealers to sell our common stock and may affect your ability to resell our common stock.

THERE IS NO ASSURANCE OF A PUBLIC MARKET OR THAT OUR COMMON STOCK WILL EVER TRADE ON A RECOGNIZED EXCHANGE. THEREFORE, YOU MAY BE UNABLE TO LIQUIDATE YOUR INVESTMENT IN OUR STOCK.

There is no established public trading market for our common stock. Our shares have not been listed or quoted on any exchange or quotation system. There can be no assurance that a market maker will agree to file the necessary documents with FINRA, which operates the OTCBB, nor can there be any assurance that such an application for quotation will be approved or that a regular trading market will develop or that if developed, will be sustained. In the absence of a trading market, an investor may be unable to liquidate their investment.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

The information contained in this report, including in the documents incorporated by reference into this report, includes some statement that are not purely historical and that are "forward-looking statements." Such forward-looking statements include, but are not limited to, statements regarding our and their management's expectations, hopes, beliefs, intentions or strategies regarding the future, including our financial condition, results of operations, and the expected impact of the Share Exchange on the parties' individual and combined financial performance. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words "anticipates," "believes," "continue," "could," "estimates," "expects," "intends," "may," "might," "plans," "possible," "potential," "predicts," "projects," "seeks," "should," "will," "would" and similar expressions, or the negatives of such terms, may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking.

The forward-looking statements contained in this report are based on current expectations and beliefs concerning future developments and the potential effects on the parties and the transaction. There can be no assurance that future developments actually affecting us will be those anticipated. These that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements, including the following forward-looking statements involve a number of risks, uncertainties (some of which are beyond the parties' control) or other assumptions.

USE OF PROCEEDS

We will not receive any proceeds from the sale of common stock by the selling security holders. All of the net proceeds from the sale of our common stock will go to the selling security holders as described below in the sections entitled "Selling Security Holders" and "Plan of Distribution". We have agreed to bear the expenses relating to the registration of the common stock for the selling security holders.

DETERMINATION OF OFFERING PRICE

Since our common stock is not listed or quoted on any exchange or quotation system, the offering price of the shares of common stock was arbitrarily determined. The offering price of the shares of our common stock has been determined arbitrarily by us and does not necessarily bear any relationship to our book value, assets, past operating results, financial condition or any other established criteria of value. The facts considered in determining the offering price were our financial condition and prospects, our limited operating history and the general condition of the securities market.

Although our common stock is not listed on a public exchange, we will be filing to obtain a listing on the OTCBB concurrently with the filing of this prospectus. In order to be quoted on the OTCBB, a market maker must file an application on our behalf in order to make a market for our common stock. There can be no assurance that a market maker will agree to file the necessary documents with FINRA, which operates the OTC Bulletin Board, nor can there be any assurance that such an application for quotation will be approved.

In addition, there is no assurance that our common stock will trade at market prices in excess of the initial offering price as prices for the common stock in any public market which may develop will be determined in the marketplace and may be influenced by many factors, including the depth and liquidity.

DILUTION

The common stock to be sold by the selling shareholders are provided in Item 7 is common stock that is currently issued. Accordingly, there will be no dilution to our existing shareholders.

SELLING SECURITY HOLDERS

The common shares being offered for resale by the selling security holders consist of the 8,200,000 shares of our common stock held by 22 shareholders. Such shareholders include the holders of the 3,000,000 shares of its \$.001 par value common stock during May 2001 in a private placement under Rule 506 of the Securities Act of 1933 for \$15,000 in cash, or \$0.005 per share to a total of nineteen individual investors. Due to a lack of operations, management believes the purchase price of \$0.005 per share is representative of fair value. One shareholder performed legal services for the shares in 2002. In addition, we are also registering a total of 5,000,000 shares to two (2) companies who received 2,500,000 shares each from the majority shareholder in December of 2007 for a total of \$5,000.00.

The following table sets forth the name of the selling security holders, the number of shares of common stock beneficially owned by each of the selling stockholders as of August 31, 2009 and the number of shares of common stock being offered by the selling stockholders. The shares being offered hereby are being registered to permit public secondary trading, and the selling stockholders may offer all or part of the shares for resale from time to time. However, the selling stockholders are under no obligation to sell all or any portion of such shares nor are the selling stockholders obligated to sell any shares immediately upon effectiveness of this prospectus. All information with respect to share ownership has been furnished by the selling stockholders.

	Name	Shares Beneficially Owned prior to Offering	Shares to be Offered	Shares Beneficially Owned after Offering	Percent Beneficially Owned after Offering
1	Alex Cormier	240,000	240,000	0	0%
2	Salim Breidy	225,500	225,500	0	0%
3	Raphael Miranda	225,500	225,500	0	0%
4	Maritza Cormalis	225,500	225,500	0	0%
5	Roland Perez	225,500	225,500	0	0%
6	Blanca Martinez	225,500	225,500	0	0%
7	Antoine Breidy	225,500	225,500	0	0%
8	World wide investment Banking	225,500	225,500	0	0%

	Name	Shares Beneficially Owned prior to Offering	Shares to be Offered	Shares Beneficially Owned after Offering	Percent Beneficially Owned after Offering
9	Alexis Inge	225,500	225,500	0	0%
10	Rily Inge	155,000	155,000	0	0%
11	Hydro Seal	225,500	225,500	0	0%
12	Susan Zavisa	240,000	240,000	0	0%
13	Lazardo Machado	225,500	225,500	0	0%
14	Dan Wentz	20,000	20,000	0	0%
15	Ismael Lassalle	20,000	20,000	0	0%
16	Scott Hata	20,000	20,000	0	0%
17	J.V. Egan Construction	20,000	20,000	0	0%
18	Scott Roelofs	10,000	10,000	0	0%
19	Fred Gonzales	20,000	20,000	0	0%
20	Joseph Scarpello	200,000	200,000		
21	Wellington Manor Holdings, Inc. (1)	2,500,000	2,500,000		
22	Trilogy Expedition, Inc. (2)	2,500,000	2,500,000		
	TOTAL:	8,200,000	8,200,000		

(1) The 2,500,000 shares are owned by Wellington Manor Holdings, Inc. the shares were purchased from the majority shareholder in December of 2007 for \$2,500.00

(2) The 2,500,000 shares are owned by Trilogy Expedition, Inc. the shares were purchased from the majority shareholder in December of 2007 for \$2,500.00

Except as listed below, to our knowledge, none of the selling shareholders or their beneficial owners:

- has had a material relationship with us other than as a shareholder at any time within the past three years; or
- has ever been one of our officers or directors or an officer or director of our predecessors or affiliates (1)
- are broker-dealers or affiliated with broker-dealers.

(1) Joseph Scarpello was an officer and director of the predecessor company Cayenne Construction, Inc. He presently owns 200,000 shares of the company stock, which he obtained in 2002.

PLAN OF DISTRIBUTION

The selling security holders may sell some or all of their shares at a fixed price of \$0.001 per share until our shares are quoted on the OTCBB and thereafter at prevailing market prices or privately negotiated prices. Prior to being quoted on the OTC Bulletin Board, shareholders may sell their shares in private transactions to other individuals. Although our common stock is not listed on a public exchange, we will be filing to obtain a listing on the OTCBB concurrently with the filing of this prospectus. In order to be quoted on the OTC Bulletin Board, a market maker must file an application on our behalf in order to make a market for our common stock. There can be no assurance that a market maker will agree to file the necessary documents with FINRA, which operates the OTC Bulletin Board, nor can there be any assurance that such an application for quotation will be approved. However, sales by selling security holder must be made at the fixed price of \$0.001 until a market develops for the stock.

Once a market has developed for our common stock, the shares may be sold or distributed from time to time by the selling stockholders, who may be deemed to be underwriters, directly to one or more purchasers or through brokers or dealers who act solely as agents, at market prices prevailing at the time of sale, at prices related to such prevailing market prices, at negotiated prices or at fixed prices, which may be changed. The distribution of the shares may be effected in one or more of the following methods:

- ordinary brokers transactions, which may include long or short sales,
- transactions involving cross or block trades on any securities or market where our common stock is trading, market where our common stock is trading,
- through direct sales to purchasers or sales effected through agents,
- through transactions in options, swaps or other derivatives (whether exchange listed or otherwise), or exchange listed or otherwise), or
- any combination of the foregoing.

In addition, the selling stockholders may enter into hedging transactions with broker-dealers who may engage in short sales, if short sales were permitted, of shares in the course of hedging the positions they assume with the selling stockholders. The selling stockholders may also enter into option or other transactions with broker-dealers that require the delivery by such broker-dealers of the shares, which shares may be resold thereafter pursuant to this prospectus. To our best knowledge, none of the selling security holders are broker-dealers or affiliates of broker dealers.

We will advise the selling security holders that the anti-manipulation rules of Regulation M under the Exchange Act may apply to sales of shares in the market and to the activities of the selling security holders and their affiliates. In addition, we will make copies of this prospectus (as it may be supplemented or amended from time to time) available to the selling security holders for the purpose of satisfying the prospectus delivery requirements of the Securities Act. The selling security holders may indemnify any broker-dealer that participates in transactions involving the sale of the shares against certain liabilities, including liabilities arising under the Securities Act.

Brokers, dealers, or agents participating in the distribution of the shares may receive compensation in the form of discounts, concessions or commissions from the selling stockholders and/or the purchasers of shares for whom such broker-dealers may act as agent or to whom they may sell as principal, or both (which compensation as to a particular broker-dealer may be in excess of customary commissions). Neither the selling stockholders nor we can presently estimate the amount of such compensation. We know of no existing arrangements between the selling stockholders and any other stockholder, broker, dealer or agent relating to the sale or distribution of the shares. We will not receive any proceeds from the sale of the shares of the selling security holders pursuant to this prospectus. We have agreed to bear the expenses of the registration of the shares, including legal and accounting fees, and such expenses are estimated to be approximately **\$20,352.00.**

Notwithstanding anything set forth herein, no FINRA member will charge commissions that exceed 8% of the total proceeds of the offering pursuant to FINRA Rule 2710.

DESCRIPTION OF SECURITIES TO BE REGISTERED

General

We are authorized to issue an aggregate number of 100,000,000 shares of capital stock, of which 90,000,000 shares are common stock, \$0.001 par value per share, and 10,000,000 shares are preferred stock, \$0.001 par value per share.

Common Stock

We are authorized to issue 90,000,000 shares of common stock, \$0.001 par value per share. Currently we have 57,200,000 shares of common stock issued and outstanding.

Each share of common stock shall have one (1) vote per share for all purposes. The holders of a majority of the shares entitled to vote, present in person or represented by proxy, shall constitute a quorum at all meetings of our shareholders. Our common stock does not provide a preemptive, subscription or conversion rights and there are no redemption or sinking fund provisions or rights. Our common stock holders are not entitled to cumulative voting for election of the board of directors.

Preferred Stock

We are authorized to issue 10,000,000 shares of "blank check" preferred stock, \$0.001 par value per share. Currently we have 2,000,000 shares of preferred stock issued and outstanding. The preferred stock may be divided into any number of series as our directors may determine from time to time. Our directors are authorized to determine and alter the rights, preferences, privileges and restrictions granted to and imposed upon any wholly issued series of preferred stock, and to fix the number of shares of any series of preferred stock and the designation of any such series of preferred stock. Shares of Preferred stock convert one share preferred converts to three shares of common.

Dividends

We have not paid any cash dividends to our shareholders. The declaration of any future cash dividends is at the discretion of our board of directors and depends upon our earnings, if any, our capital requirements and financial position, our general economic conditions, and other pertinent conditions. It is our present intention not to pay any cash dividends in the foreseeable future, but rather to reinvest earnings, if any, in our business operations.

Warrants

There are no outstanding warrants to purchase our securities.

Options

There are no outstanding options to purchase our securities.

Transfer Agent and Registrar

Currently we do not have a stock transfer agent. We intend to engage a stock transfer agent in the near future.

INTERESTS OF NAMED EXPERTS AND COUNSEL

No expert or counsel named in this prospectus as having prepared or certified any part of this prospectus or having given an opinion upon the validity of the securities being registered or upon other legal matters in connection with the registration or offering of the common stock was employed on a contingency basis, or had, or is to receive, in connection with the offering, a substantial interest, direct or indirect, in the registrant or any of its parents or subsidiaries. Nor was any such person connected with the registrant or any of its parents or subsidiaries as a promoter, managing or principal underwriter, voting trustee, director, officer, or employee.

The financial statements included in this prospectus and the registration statement have been audited by M&K CPAS, PLLC and associates Certified Public Accountants to the extent and for the periods set forth in their report appearing elsewhere herein and in the registration statement, and are included in reliance upon such report given upon the authority of said firm as experts in auditing and accounting.

DESCRIPTION OF BUSINESS

Overview

GENERAL INFORMATION ABOUT OUR COMPANY

SPORT ENDURANCE, INC. (the "Company" or the "Registrant") was formerly know as Cayenne Construction, Inc. and was originally incorporated in the State of Nevada on January 1, 2001. The Company was in the business of reselling concrete. On July 15, 2009, the board of directors of the Company revived the Nevada Corporation under the name SPORT ENDURANCE, INC. The purpose of reviving the Nevada Corporation was to develop the business of Sport Endurance drinks. The revival was completed by the filing of Articles of Revival with the Secretary of State of Nevada on July 28, 2009. The Company changed its name on August 6, 2009 to SPORT ENDURANCE, INC. SPORT ENDURANCE, INC. provides high quality and great tasting energy drinks and energy shots.

SPORT ENDURANCE, INC. will develop, manufactures markets and distributes quality beverage, snacks and dietary supplements products throughout the United States. The company has set out to develop an energy drink with a positive, non-offensive name, award-winning taste and unbeatable price.

The company will offers its Shocking Great Taste energy drinks in 6 flavors. Mango Cream, Raspberry Cream, Fruit Punch, Tropical, Doo Drop and Cran-Grape. The company offers regular and sugar free versions of its best selling Mango Cream flavor. In November of 2009, Sport Endurance, Inc. will launche its sugar free energy shots. The shots will be offered in 4 flavors, Mango, Tropical, Fruit Punch and Raspberry. Sport Endurance is based out of Las Vegas Nevada.

Our auditors have issued a going concern opinion in which they have raised substantial doubt as to the continuing viability of the Company.

Marketing Strategies

Energy drink industry

Today's 24/7 life styles are driving the sales of energy drinks. The market for energy-boosting beverages has ballooned by more than 400% over the past five years. Sales have grown from \$1.2 billion in 2002 to an estimated \$6.6 billion in 2007. Market research firm Packaged Facts, also projects that the Energy Drink market will reach \$9.3 billion by 2011.

This market is very much lifestyle driven, especially by young, image-conscious adults, who see these drinks as a kind of fashion accessory. Early in energy drink history, athletes were the primary consumers. In today's world, athletes are still a strong target market. However, the consumer base for energy drinks has now expanded beyond that of simply athletes. From Clubbers, Video-gamers, Extreme Sports enthusiasts to everyday parents looking for a pick me up in the morning while at home or work.

The Company believes that the demand for energy drinks could be a direct result of people's lives becoming busier. As people fill their lives to capacity and then add even more responsibilities, the daily schedules can become quite overwhelming, leaving little time for rest, relaxation, or sleep. As a result, people often turn to stimulants to keep them going throughout the day and give them the energy they need to complete everything they need to do. Energy drinks provide a "stimulants" because they are quick and easy, and most have few recognizable negative side effects.

Competition.

Top energy drink companies and market share.

Red Bull-36.9%, Monster-17.4%, Rockstar- 9.6%, Full Throttle-5.2%, Amp-3.6%, Java Monster-3.3%, Sobe No Fear-2.3% and NOS-2.0%

Source: Information Resources Inc. Chicago. Total U.S. Food, drug, mass merchandise (excluding Walmart), and convenience stores of the 52 weeks ending June 1st, 2008.

Strategy and Implementation Summary

The unique aspects of our business include competing against Energy Drink giants Red Bull, Monster and Rockstar. On top of this there are close to 300 energy drinks that saturate the market. In order to compete with these energy drink companies, we know we must have the complete marketing package.

Marketing concept

Sport Endurance's competitive edge emphasizes the importance of having quality products and a superior brand. Below is a breakdown of the company's keys to success and what makes Sport Endurance different from its competitors.

Name

Sport Endurance's products tailor towards healthy lifestyles. Our name, "Sport Endurance" encourages healthy living, good sportsmanship and fun. Much of our competition uses names that promote sex, drugs and violence.

Products

Sport Endurance will offer more than just energy drinks and energy shots. These two products are however our main staple of business. Sport Endurance drinks do not contain high fructose corn syrup. Sport Endurance drinks are made with real sugar.

Branding

In order to have a superior brand, Sport Endurance needs to attract nationwide attention. To accomplish this, Sport Endurance marketing campaign will run conventional T.V. and Radio advertising to our targeted markets. These same T.V. commercials will also be run before blockbuster movies at the cinemas. We also plan on running promotions on 1320 KFAN and ran commercials on KJAZZ television during the NBA playoffs providing that funding permits.

Although conventional marketing is effective, we know that an even more effective way to grow our brand is through the various sales forces of Distributors across the nation. Sport Endurance has put an marketing incentive package in place for every distributor that encourages distributor sales associates to push Sport Endurance products.

Sport Endurance will also selectively sponsors events like UFC and MMA fights, X-games events.

Price of product.

Values of energy drinks have increased by the fact that energy drinks command a substantial premium over other soft drinks. The average everyday price of an energy drink is \$2.29 a can. Sport Endurance drinks will retail at two cans for \$3.00. Promotional prices will see prices as low as \$1.00 per can.

The average retail price of energy shots is \$2.99 a bottle. Our suggested retail will be the same as the average, \$2.99. Sports Endurance gives the consumers a far superior tasting product with an additional 25% of product included (2.5 oz cans compared to 2.0 oz cans). These prices still give Sport Endurance and our buyers more for their money.

Distributor, Retail and Customer Incentives

Sport Endurance will withhold 15% of gross sales to be given to our buyers as advertising in the following concepts: Car, ATV, Wave-runner giveaways, Cash rebates, Slotting fees

Marketing Strategy

Sport Endurance's marketing plan focuses on Brand development and Distributor/Retail relationships.

There are many avenues to get Sport Endurance products into consumer's hands. Some retailers require the use of a distributor, others are big enough that they self distribute. The majority of our business will come from convenience stores. Most convenience stores use fulfillment houses because they need smaller quantities more often due to the size of their stores. Whatever the need, Sport Endurance's sales reps can quickly recognize the need and provide a customized solution to supply the convenience stores.

Sport Endurance's national marketing campaign will include 2 segments:

Segment 1: Retailers and Distributors

- Capitalizing on existing relationships
- Printed media: This includes monthly newsletters with incentives, updates in the market, pricing and new products.
- One on One relationships with Sport Endurance sales reps
- Convention participation (NACS)
- Maintain website

Segment 2: Consumers

- Advertising with NASCAR
- Radio commercials
- Television commercials: MTV and ESPN networks (MTV, CMT, Comedy Central, Spike TV and ESPN 1 and 2).
- Sampling at large events: Nascar, UFC fights, X-games, State Fairs, pro and college sports events, balloon festival
- Commercials before Cinemark movies
- Maintain awesome web site

Sales Strategy

Sport Endurance's Sales strategy is broken up into three parts, Distributor Sales, Retail Sales, or a combination of the two.

Distributor Sales

Distributor sales are the foundation of the marketing concept. Once a distributor has our product, our products are available for purchase to all retail and convenience stores in the distributors territory.

Sport Endurance's will employ sales representatives that will build long lasting relationships with each distributor and their sales force through creative and specific sales incentives.

Sport Endurance Distributor Sales Teams

Sport Endurance's Distributor sales force will be broken up into Territories in the United States. Each Territory will have 2 team members who work together. One will be a senior or lead member; the other will be a junior member. Their responsibilities include minimum quarterly visits to each distributor, delivery of incentive prizes to the sales force and going on ride alongs with the sales force. Compensation will be done on 100% commission.

Trademarks and Copyrights

Sport Endurance has not applied for any U.S. Trademark at this time.. Our management considers copyrights, service marks, trademarks, trade secrets and similar intellectual property critical to our business, so we intend to take steps to protect our intellectual property rights in the future. However, effective trademark, service mark, copyright and trade secret protection may not be available in every country where we intend to sell our products.

Employees

As of August 31, 2009, we have a total of one (1) employee Robert Timothy, which is full time, and the company plans to employ more qualified employees as needed in the future.

DESCRIPTION OF PROPERTY

We lease approximately 3,000 square feet of office space located at 2620 South Maryland Parkway #819, Las Vegas, Nevada, 89109 for our principal executive office. This lease extends through April 2010 and space is provided by Robert Timothy at no cost.

LEGAL PROCEEDINGS

From time to time, we may become involved in various lawsuits and legal proceedings, which arise, in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. We are currently not aware of any such legal proceedings or claims that we believe will have a material adverse effect on our business, financial condition or operating results.

MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

There is presently no public market for our shares of common stock. We anticipate applying for trading of our common stock on the OTCBB upon the effectiveness of the registration statement of which this prospectus forms apart. However, we can provide no assurance that our shares of common stock will be traded on the OTCBB or, if traded, that a public market will materialize.

Holders of Capital Stock

As of the date of this registration statement, we had 24 holders of our common stock and 2 holders of our preferred stock.

Rule 144 Shares

As of the date of this registration statement, we do not have any shares of our common stock that are currently available for sale to the public in accordance with the volume and trading limitations of Rule 144.

Stock Option Grants

We do not have any stock option plans.

Registration Rights

We have not granted registration rights to the selling shareholders or to any other persons.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULT OF OPERATIONS

The following plan of operation provides information which management believes is relevant to an assessment and understanding of our results of operations and financial condition. The discussion should be read along with our financial statements and notes thereto. This section includes a number of forward-looking statements that reflect our current views with respect to future events and financial performance. Forward-looking statements are often identified by words like believe, expect, estimate, anticipate, intend, project and similar expressions, or words which, by their nature, refer to future events. You should not place undue certainty on these forward-looking statements. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from our predictions.

Nature of business

Sport Endurance, Inc. ("the Company") was incorporated as Cayenne Construction, Inc. in the state of Nevada on January 3, 2001 ("Inception"). The Company was formed to be an independent service provider of ready-mix concrete, whereby management was to arrange purchases of ready-mixed concrete by small contractors and customers on a fee basis. The Company ceased operations in 2002 and was revived in 2009 with a name change to, "Sport Endurance, Inc." on August 6, 2009. The Company intends to manufacture and distribute a line of sports energy drinks.

SPORT ENDURANCE, INC. will develop, manufactures markets and distributes quality beverage, snacks and dietary supplements products throughout the United States. The company has set out to develop an energy drink with a positive, non-offensive name, award-winning taste and unbeatable price.

The company will offer its Shocking Great Taste energy drinks in 6 flavors. Mango Cream, Raspberry Cream, Fruit Punch, Tropical, Doo Drop and Cran-Grape. The company will offer regular and sugar free versions of its best selling Mango Cream flavor. In November 2009, Sport Endurance will launch its sugar free energy shots. Offered in 4 flavors, Mango, Tropical, Fruit Punch and Raspberry. Sport Endurance is based out of Las Vegas Nevada.

These statements reflect all adjustments, consisting of normal recurring adjustments, which in the opinion of management are necessary for fair presentation of the information contained therein. The Company follows the same accounting policies in the preparation of interim reports.

Significant accounting policies

Equipment

Equipment is recorded at the lower of cost or estimated net recoverable amount, and is depreciated using the straight-line method over the estimated useful lives of the related assets as follows:

Computer equipment	5 years
Furniture and fixtures	7 years

Maintenance and repairs will be charged to expense as incurred. Significant renewals and betterments will be capitalized. At the time of retirement or other disposition of equipment, the cost and accumulated depreciation will be removed from the accounts and any resulting gain or loss will be reflected in operations.

The Company will assess the recoverability of equipment by determining whether the depreciation and amortization of these assets over their remaining life can be recovered through projected undiscounted future cash flows. The amount of equipment impairment, if any, will be measured based on fair value and is charged to operations in the period in which such impairment is determined by management.

Income taxes

The Company accounts for income taxes under SFAS No. 109, "Accounting for income taxes", under SFAS No. 109, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. A valuation allowance is provided for significant deferred tax assets when it is more likely than not, that such asset will not be recovered through future operations.

Fair value of Financial Instruments

Financial instruments consist principally of cash, trade and notes receivables, trade and related party payables and accrued liabilities. The carrying amounts of such financial instruments in the accompanying balance sheets approximate their fair values due to their relatively short-term nature. It is management's opinion that the Company is not exposed to significant currency or credit risks arising from these financial instruments.

Revenue recognition

For revenue from product sales, we will recognize revenue upon shipment or delivery to our customers based on written sales terms that do not allow for a right of return. As such, revenue is recognized at the time of sale if collectability is reasonably assured. Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments are provided for in the same period the related sales are recorded. The Company defers any revenue for which the product has not been delivered or is subject to refund until such time that the Company and the customer jointly determine that the product has been delivered or no refund will be required.

Basic and diluted loss per share

The basic net loss per common share is computed by dividing the net loss by the weighted average number of common shares outstanding. Diluted net loss per common share is computed by dividing the net loss adjusted on an “as if converted” basis, by the weighted average number of common shares outstanding plus potential dilutive securities. For the periods presented, potential dilutive securities had an anti-dilutive effect and were not included in the calculation of diluted net loss per common share.

Stock-based compensation

In December 2004, the FASB issued SFAS No. 123 (revised 2004), *Share-Based Payment*, which is a revision of SFAS No. 123, *Accounting for Stock-Based Compensation*. SFAS No. 123(R) supersedes APB Opinion No. 25, *Accounting for Stock Issued to Employees* and amends SFAS No. 95, *Statement of Cash Flows*. Generally, the approach in SFAS No. 123(R) is similar to the approach described in SFAS No. 123. However, SFAS No. 123(R) requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. Pro forma disclosure is no longer an alternative.

Our employee stock-based compensation awards are accounted for under the fair value method of accounting, in accordance with SFAS 123(R), as such, we record the related expense based on the more reliable measurement of the services provided, or the fair market value of the stock issued multiplied by the number of shares awarded.

We account for our employee stock options under the fair value method of accounting, in accordance with SFAS 123(R), using a Black-Scholes valuation model to measure stock option expense at the date of grant. We do not backdate, re-price, or grant stock-based awards retroactively. As of the date of this report, we have not issued any stock options.

Recently Adopted Accounting Pronouncements

During September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, *Fair Value Measurements* (“FAS 157”). FAS 157 defines fair value, establishes a framework for measuring fair value and requires enhanced disclosures about fair value measurements. FAS 157 requires companies to disclose the fair value of financial instruments according to a fair value hierarchy as defined in the standard. In February 2008, the FASB issued FASB Staff Position 157-1, *Application of FASB Statement No. 157 to FASB Statement No. 13 and Other Accounting Pronouncements That Address Fair Value Measurements for Purposes of Lease Classification or Measurement under Statement 13* (“FSP 157-1”) and FSP 157-2, *Effective Date of FASB Statement No. 157* (“FSP 157-2”). FSP 157-1 amends FAS 157 to remove certain leasing transactions from its scope. FSP 157-2 delays the effective date of FAS 157 for all non-financial assets and non-financial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis, until fiscal years beginning after November 15, 2008. These nonfinancial items include assets and liabilities such as reporting units measured at fair value in a goodwill impairment test and nonfinancial assets acquired and liabilities assumed in a business combination. FAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and was adopted by the Company, as it applies to its financial instruments, effective January 1, 2008. The Company has considered the guidance provided by FSP 157-3 in its determination of estimated fair values as of August 31, 2009, and assessed there was no impact.

Recently Issued Accounting Pronouncement

During May 2008, the FASB issued Statement of Financial Accounting Standards No. 162, *The Hierarchy of Generally Accepted Accounting Principles* (“FAS 162”). FAS 162 identifies the sources of accounting principles and the framework for selecting principles to be used in the preparation and presentation of financial statements in accordance with generally accepted accounting principles. This statement will be effective 60 days after the Securities and Exchange Commission approves the Public Company Accounting Oversight Board’s amendments to AU Section 411, *The Meaning of ‘Present Fairly in Conformity With Generally Accepted Accounting Principles.’* The adoption of SFAS 162 is not expected to have a material impact on the Company’s financial position, results of operation or cash flows.

During March 2008, the FASB issued Statement of Financial Accounting Standards No. 161, *Disclosures about Derivative Instruments and Hedging Activities — an amendment of FASB Statement No. 133* (“FAS 161”). This new standard requires enhanced disclosures for derivative instruments, including those used in hedging activities. It is effective for fiscal years and interim periods beginning after November 15, 2008, and became applicable to the Company in the first quarter of fiscal 2009. The adoption of SFAS 161 is not expected to have a material impact on the Company’s financial position, results of operation or cash flows.

In December 2007, the FASB issued SFAS No. 160, “Non-controlling Interests in Consolidated Financial Statements”. This statement amends ARB 51 to establish accounting and reporting standards for the non-controlling (minority) interest in a subsidiary and for the de-consolidation of a subsidiary. It clarifies that a non-controlling interest in a subsidiary is equity in the consolidated financial statements. SFAS No. 160 is effective for fiscal years and interim periods beginning after December 15, 2008. The adoption of SFAS 160 is not expected to have a material impact on the Company’s financial position, results of operation or cash flows.

In December 2007, the FASB issued SFAS No. 141 (Revised), “Business Combinations”. SFAS 141 (Revised) establishes principals and requirements for how an acquirer of a business recognizes and measures in its financial statements, the identifiable assets acquired, the liabilities assumed, and any non-controlling interest in the acquiree. This statement also provides guidance for recognizing and measuring the goodwill acquired in the business combination and determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. The guidance became effective for the fiscal year beginning after December 15, 2008. The adoption of SFAS 141 is not expected to have a material impact on the Company’s financial position, results of operation or cash flows.

Result of Operations

Fiscal Year Ended August 31, 2009 Compared to Fiscal Period Ended August 31, 2008

The following tables and narrative discussion set forth key components of our results of operations for the periods indicated, in dollars, and key components of our revenue for the period indicated, in dollars.

SPORT ENDURANCE, INC. (formerly Cayenne Construction, Inc.)
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF OPERATIONS

	For the year ended August 31, 2009	For the year ended August 31, 2008	January 3, 2001 (inception) to August 31, 2009
Revenue	\$ -	\$ -	\$ -
Operating expenses:			
General and administrative	-	-	3,200
Professional fees	-	-	125,000
Total operating expenses	-	-	128,200
Net operating loss	-	-	(128,200)
Offering costs	-	-	(13,000)
Loss before provision for income taxes	-	-	(141,200)
Provision for income taxes	-	-	-
Net (loss)	\$ -	\$ -	\$ (141,200)
Weighted average number of common shares outstanding - basic and fully diluted	29,797,808	29,200,000	
Net (loss) per share - basic and fully diluted	\$ -	\$ -	

Sales

During the year ended August 31, 2009, we generated \$0 in revenues. There was no increase in revenues from the comparable 2008 because the company has not yet commenced operations subsequent to that period.

Operating Expenses

Total operating expenses for the years ended August 31, 2009 and 2008 totaled \$0.

Liquidity and Capital Resources

We believe that our existing sources of liquidity, along with cash expected to be generated from services is not sufficient to fund our operations, anticipated capital expenditures, working capital and other financing requirements for the next twelve months. In the event the Company is unable to achieve profitable operations in the near term, it may require additional equity and/or debt financing, or reduce expenses, including officer's compensation, to reduce such losses. However, we cannot assure that such financing will be available to us on favorable terms, or at all. We will continue to monitor our expenditures and cash flow position and we are presently debt free, and do not believe that we shall be forced to enter into any long or short term debt arrangements.

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SPORT ENDURANCE, INC. (formerly Cayenne Construction, Inc.)
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF CASH FLOWS

	For the year ended August 31, 2009	For the year ended August 31, 2008	January 3, 2001 (inception) to August 31, 2009
CASH FLOWS FROM OPERATING ACTIVITIES			
Net (loss)	\$ -	\$ -	\$ (141,200)
Adjustments to reconcile net (loss) to net cash used in operating activities:			
Shares issued for services	-	-	125,000
Decrease (increase) in assets:			
Prepaid expenses	(1,800)	-	(1,800)
Net cash used in operating activities	(1,800)	-	(18,000)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from sale of common and preferred stock	5,000	-	21,200
Net cash provided by financing activities	5,000	-	21,200
NET CHANGE IN CASH	3,200	-	3,200
CASH AT BEGINNING OF YEAR	-	-	-
CASH AT END OF YEAR	\$ 3,200	\$ -	\$ 3,200
SUPPLEMENTAL INFORMATION:			
Interest paid	\$ -	\$ -	\$ -
Income taxes paid	\$ -	\$ -	\$ -
Non-cash activities:			
Number of shares issued for services	-	-	25,000,000
Number of shares issued for equipment	25,340,000	-	25,340,000

Operating Activities

Cash used in operating activities was \$0 for the year-end of fiscal 2009 compared to \$0 for fiscal 2008. Operating cash flows for fiscal 2008 reflects no business be conducted by the company.

Investing Activities

Cash used in investing activities was \$0 for the year-end of fiscal 2009 compared to \$0 for fiscal 2008. Investing cash flows for fiscal 2008 reflects no business be conducted by the company.

Financing Activities

Cash provided by financing activities of \$5,000 for the year-end of fiscal 2009 compared to \$0 for fiscal 2008. During the year of fiscal 2009, we received net proceeds of \$5,000 from the issuance of 2,000,000 shares of preferred stock. Cash provided by financing activities for the year ended of fiscal 2008 consisted of zero net proceeds.

Off Balance Sheet Arrangements

We have no significant known off balance sheet arrangements.

CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

There have been no changes in or disagreements with accountants on accounting or financial disclosure matters.

DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS

The following table sets forth the name and age of officers and director as of August 31, 2009. Our Executive officers are elected annually by our board of directors. Our executive officers hold their offices until they resign, are removed by the Board, or his successor is elected and qualified.

Board of Directors

Robert Timothy -- Chairman

Executive Officers

NAME	AGE	POSITION
Robert Timothy		Chief Executive Officer
Ronald Schuurman		Chief Financial Officer

CEO: Robert Timothy, Age 32, Chairman of the Board

Robert is a registered representative holding both his series 7 and 63 licenses. Robert worked at Fidelity Investments for 9 years as a Financial Planner. He was a stock, options, mutual fund, and bond trader during this time. Robert worked 4 years in the specialized Private Access department of Fidelity where he was responsible for account maintenance, trading, portfolio planning and customer relations for Fidelity's high net worth clients. Robert is primarily responsible for formulating the Company's strategic plan, developing marketing strategies and new product concepts, establishing distribution channels, analyzing branding initiatives, developing new licensing opportunities, recruiting and developing key executives for the organization and sourcing capital to ensure the continued growth of the Company.

Ronald Schuurman, Age 55, Chief Financial Officer

Mr. Schuurman has served as Sport Endurance Chief Financial Officer since September of 2009. Ron is a management professional with 25 years experiences in sales, marketing and procurement. He has worked for several major retail chains as well as a regional market.

Ron spent 22 years with Smith's Food & Drug as a supervisor where he was responsible for merchandising and operations for all non-perishable departments. He also developed and ran corporate sponsorship for the Albuquerque International Balloon Fiesta for 12 consecutive years. He trained, coached and developed people to take on higher positions: clerks to assistants, then to managers, then to store managers.

Ron spent 2 ½ years as a pricing and assortment manager for Winn-Dixie Stores, Inc. where he was responsible for product selection, pricing and developing promotions. Ron was responsible for rolling the price impact stores (Save Rite) 62 stores in 3 states. Ron developed a stand-alone back-to-school program that increased sales over the prior year by 8%.

Shaun Roos, Age 41, Vice President of Marketing

Shaun holds a B.A. in Marketing from Utah State University (12/95) with Minors in Japanese/Vietnamese. In 1993, he studied abroad at Kansai Gaidai University of Foreign Studies in Osaka, Japan. He specializes in Graphic Design, Web development including: HTML, Php/MySQL Database development, Flash, CSS, DHTML, Javascript, cgi/perl and E-Commerce applications. Prior to working at Sport Endurance, Shaun was a web designer at Wiworks, Inc. There he oversaw the web design department from 2000 to 2008. He worked as a Data Base Quality Analyst with the Utah Higher Education Assistance Authority from 1997 through 2000. He also was a Technical Services Manager for Network Imaging out of Honolulu HI. There he designed database software for Digital ID Systems that is still being used by BYU-Hawaii.

Shaun will oversee all online operations for Sport Endurance. He also will develop all marketing material including brochures, sales material, can designs, box designs and energy shot wrap designs.

EXECUTIVE COMPENSATION

The following summary compensation table sets forth all compensation awarded to, earned by, or paid to the named executive officers paid by us during the periods ended June 1, 2009 and 2008.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Non-Qualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Totals (\$)
Robert Timothy	2008		0	0	0	0	0	0	0
(Chief Executive Officer)	2007	0	0	0	0	0	0	0	0
Ronald Schuurman	2008	0	0	0	0	0	0	0	0
(Chief Financial Officer)	2007	0	0	0	0	0	0	0	0

Employment Agreements

Currently, we do not have an employment agreement in place with any executive officers and directors.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table provides the names and addresses of each person known to us to own more than 5% of our outstanding shares of common stock as of August 31, 2009 and by the officers and directors, individually and as a group. Except as otherwise indicated, all shares are owned directly and the shareholders listed possesses sole voting and investment power with respect to the shares shown.

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Owner	Percent of Class (1)
Common Stock	Robert Timothy	34,230,000	59.8%
Common Stock	Calbridge Capital, LLC	14,680,000	25.6%
Common stock	SLC AIR	5,000,000	8.7%
Common Stock	All executive officers and directors as a group	34,230,000	59.8%

TRANSACTIONS WITH RELATED PERSONS, PROMOTERS AND CERTAIN CONTROL PERSONS

The company has no transactions with related persons, promoters and certain control persons at this time.

DISCLOSURE OF COMMISSION POSITION ON INDEMNIFICATION OF SECURITIES ACT LIABILITIES.

Our directors and officers are indemnified as provided by the Nevada corporate law and our Bylaws. We have agreed to indemnify each of our directors and certain officers against certain liabilities, including liabilities under the Securities Act. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers and controlling persons pursuant to the provisions described above, or otherwise, we have been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than our payment of expenses incurred or paid by our director, officer or controlling person in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, we will, unless in the opinion of our counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

We have been advised that in the opinion of the SEC indemnification for liabilities arising under the Securities Act is against public policy as expressed in the Securities Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities is asserted by one of our directors, officers, or controlling persons in connection with the securities being registered, we will, unless in the opinion of our legal counsel the matter has been settled by controlling precedent, submit the question of whether such indemnification is against public policy to a court of appropriate jurisdiction. We will then be governed by the court's decision.

PART II—INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 24. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Our Certificate of Incorporation and Bylaws provide that we shall indemnify our officers or directors against expenses incurred in connection with the defense of any action in which they are made parties by reason of being our officers or directors, except in relation to matters as which such director or officer shall be adjudged in such action to be liable for negligence or misconduct in the performance of his duty. One of our officers or directors could take the position that this duty on our behalf to indemnify the director or officer may include the duty to indemnify the officer or director for the violation of securities laws.

Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended (the "Securities Act"), may be permitted to our directors, officers and controlling persons pursuant to our Certificate of Incorporation, Bylaws, Nevada laws or otherwise, we have been advised that in the opinion of the Securities and Exchange Commission (the "Commission"), such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by us of expenses incurred or paid by one of our directors, officers, or control persons, and the successful defense of any action, suit or proceeding) is asserted by such director, officer or control person in connection with the securities being registered, we will, unless in the opinion of our counsel the matter has been settled by a controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

ITEM 25. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION.

The estimated expenses of the offering, all of which are to be paid by the registrant, are as follows:

Audit/Administrative Fees and Expenses	\$	13,500
SEC Registration Fee		100
Legal Fees/Expenses		<u>10,000</u>
TOTAL	\$	<u>23,600</u>

ITEM 26. RECENT SALES OF UNREGISTERED SECURITIES.

On August 20, 2009, the Company issued 8,980,000 founder's shares of common stock at the par value of \$0.001 per share in exchange for proceeds of \$8,980 received on September 1, 2009. As a result, a common stock subscription receivable of \$8,980 was recognized as of August 31, 2009.

On August 20, 2009, the Company issued 25,340,000 founder's shares of common stock at the par value of \$0.001 per share in exchange for contributed equipment with a cost basis of \$25,340. The cost basis approximates the fair market value of the equipment as of August 31, 2009.

On August 20, 2009, the Company cancelled and returned to treasury 6,320,000 shares of common stock previously issued to founders. No consideration was provided and the total par value of \$6,320 was recorded as additional paid-in capital.

Preferred stock

On August 15, 2009, the Company issued a total of 2,000,000 shares of preferred stock to two individual investors in a private placement under Rule 506 of the Securities Act of 1933 for \$5,000 in cash, or \$0.0025 per share.

Sport Endurance Inc. relied in Section 4(2) of the Securities Act as its exemption from registration when it issued the shares of common stock to Wellington Mannor, Holdings Inc., Trilogy Expedition, Inc. and Robert Timothy all three agreed to hold the shares for investment purposes only and to transfer such shares only in a registered offering or in reliance upon an exemption therefrom.

ITEM 27. EXHIBITS.

Exhibit No.	Description
3.1	Certificate of Incorporation of Sport Endurance, Inc.
3.2	Bylaws of Sport Endurance, Inc.
5.1	Opinion of Law Offices of Leo Moriarty
23.1	Consent of M&K CPAS, PLLC
23.2	Consent of Law Offices of Leo Moriarty

ITEM 28. UNDERTAKINGS.

The undersigned registrant hereby undertakes to:

(1) File, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to:

(i) Include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act");

(ii) Reflect in the prospectus any facts or events which, individually or together, represent a fundamental change in the information in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of the securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of a prospectus filed with the Commission pursuant to Rule 424(b) under the Securities Act if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement, and

(iii) Include any additional or changed material information on the plan of distribution.

(2) For determining liability under the Securities Act, treat each post-effective amendment as a new registration statement of the securities offered, and the offering of the securities at that time to be the initial bona fide offering.

(3) File a post-effective amendment to remove from registration any of the securities that remain unsold at the end of the offering.

(4) For determining liability of the undersigned small business issuer under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned undertakes that in a primary offering of securities of the undersigned small business issuer pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned small business issuer will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (i) Any preliminary prospectus or prospectus of the undersigned small business issuer relating to the offering required to be filed pursuant to Rule 424 ;
- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned small business issuer or used or referred to by the undersigned small business issuer;
- (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned small business issuer or its securities provided by or on behalf of the undersigned small business issuer; and
- (iv) Any other communication that is an offer in the offering made by the undersigned small business issuer to the purchaser.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

Each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Salt Lake City, State of Utah on September 15, 2009.

SPORT ENDURANCE, INC.

By: /s/ Robert Timothy

Robert Timothy
CEO, President, Secretary, Treasurer, and Director

SPORT ENDURANCE, INC.

By: /s/ Ronald Schuurman

Ronald Schuurman
CFO

In accordance with the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities stated on September 15, 2009:

SPORT ENDURANCE, INC.

By: /s/ Robert Timothy

Robert Timothy
CEO, President, Secretary, and Director
(Principal Executive Officer)

SPORT ENDURANCE, INC.

By: /s/ Ronald Schuurman

Ronald Schuurman
CFO, Principal Accounting Officer

Sport Endurance, Inc.

**FINANCIAL STATEMENTS OF AUGUST 31, 2009 AND 2008 AND
FROM JANUARY 3, 2001 (INCEPTION) TO
AUGUST 31, 2009**

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FINANCIAL STATEMENTS

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PAGE	F-4	STATEMENTS OF OPERATIONS FOR THE YEAR ENDED AUGUST 31, 2009 (AUDITED), THE YEAR ENDED AUGUST 31, 2008 (AUDITED) AND THE PERIOD FROM JANUARY 2, 2001 (INCEPTION) TO AUGUST 31, 2009
PAGE	F-5	STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY FOR THE YEAR ENDED AUGUST 31, 2009 (AUDITED), THE YEAR ENDED AUGUST 31, 2008 (AUDITED) AND THE PERIOD FROM JANUARY 2, 2001 (INCEPTION) TO AUGUST 31, 2009
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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and
Stockholders of Sport Endurance, Inc.

We have audited the accompanying balance sheets of SPORT ENDURANCE, INC. (the "Company"), as of August 31, 2009 and 2008, and the related statements of operations, stockholders' deficit, and cash flows for the years ended August 31, 2009 and 2008 and the period from January 3, 2001 (Inception) to August 31, 2009. 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 audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company was not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide 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 SPORT ENDURANCE, INC. as of August 31, 2009 and 2008, and the related statements of operations, stockholders' deficit, and cash flows for the years ended August 31, 2009 and 2008 and the period from January 3, 2001 (Inception) to August 31, 2009, 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. As discussed in Note 2 to the financial statements, the Company has suffered recurring losses from operations, which raises substantial doubt about its ability to continue as a going concern. Management's plans regarding those matters also are described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ M & K CPAS, PLLC

www.mkacpas.com
Houston, Texas
September 11, 2009

SPORT ENDURANCE, INC. (formerly Cayenne Construction, Inc.)
(A DEVELOPMENT STAGE COMPANY)
BALANCE SHEETS

	<u>August 31,</u> 2009	<u>August 31,</u> 2008
ASSETS		
Current assets:		
Cash	\$ 3,200	\$ -
Prepaid expenses	1,800	-
Total current assets	<u>5,000</u>	<u>-</u>
Equipment	<u>25,340</u>	<u>-</u>
Total assets	<u>\$ 30,340</u>	<u>\$ -</u>
LIABILITIES		
Current liabilities:		
Accounts payable	<u>-</u>	<u>-</u>
Total current liabilities	<u>-</u>	<u>-</u>
STOCKHOLDERS' EQUITY		
Stockholders' equity:		
Preferred stock, \$0.001 par value, 10,000,000 shares authorized, 2,000,000 and -0- shares issued and outstanding as of August 31, 2009 and 2008, respectively	\$ 2,000	\$ -
Common stock, \$0.001 par value, 90,000,000 shares authorized, 57,200,000 and 29,200,000 shares issued and outstanding as of August 31, 2009 and 2008, respectively	57,200	29,200
Common stock subscriptions receivable (8,980,000 shares)	(8,980)	-
Additional paid-in capital	121,320	112,000
(Deficit) accumulated during development stage	<u>(141,200)</u>	<u>(141,200)</u>
Total stockholders' equity	<u>30,340</u>	<u>-</u>
Total stockholders' equity	<u>\$ 30,340</u>	<u>\$ -</u>

SPORT ENDURANCE, INC. (formerly Cayenne Construction, Inc.)
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF OPERATIONS

	For the year ended August 31, 2009	For the year ended August 31, 2008	January 3, 2001 (inception) to August 31, 2009
Revenue	\$ -	\$ -	\$ -
Operating expenses:			
General and administrative	-	-	3,200
Professional fees	-	-	125,000
Total operating expenses	-	-	128,200
Net operating loss	-	-	(128,200)
Offering costs	-	-	(13,000)
Loss before provision for income taxes	-	-	(141,200)
Provision for income taxes	-	-	-
Net (loss)	\$ -	\$ -	\$ (141,200)
Weighted average number of common shares outstanding - basic and fully diluted	29,797,808	29,200,000	
Net (loss) per share - basic and fully diluted	\$ -	\$ -	

SPORT ENDURANCE, INC. (formerly Cayenne Construction, Inc.)
(A DEVELOPMENT STAGE COMPANY)
STATEMENT OF STOCKHOLDERS' EQUITY

	Preferred stock		Common stock		Additional paid-In capital	Common stock subscriptions receivable	(Deficit) accumulated during development stage	Total stockholders' equity
	Shares	Amount	Shares	Amount				
Common stock issued to founder at \$0.001 per share, of which \$500 was paid in cash	-	\$ -	1,200,000	\$ 1,200	\$ -	\$ -	\$ -	\$ 1,200
Sale of common stock for cash	-	-	3,000,000	3,000	12,000	-	-	15,000
Net loss for the year ended August 31, 2001	-	-	-	-	-	-	(16,200)	(16,200)
Balance, August 31, 2001	-	-	4,200,000	4,200	12,000	-	(16,200)	-
Issuance of common stock for professional fees	-	-	25,000,000	25,000	100,000	-	-	125,000
Net loss for the year ended August 31, 2002	-	-	-	-	-	-	(125,000)	(125,000)
Balance, August 31, 2002	-	-	29,200,000	29,200	112,000	-	(141,200)	-
Net loss for the year ended August 31, 2003	-	-	-	-	-	-	-	-
Balance, August 31, 2003	-	-	29,200,000	29,200	112,000	-	(141,200)	-
Net loss for the year ended August 31, 2004	-	-	-	-	-	-	-	-
Balance, August 31, 2004	-	-	29,200,000	29,200	112,000	-	(141,200)	-
Net loss for the year ended August 31, 2005	-	-	-	-	-	-	-	-
Balance, August 31, 2005	-	-	29,200,000	29,200	112,000	-	(141,200)	-
Net loss for the year ended August 31, 2006	-	-	-	-	-	-	-	-
Balance, August 31, 2006	-	-	29,200,000	29,200	112,000	-	(141,200)	-
Net loss for the year ended August 31, 2007	-	-	-	-	-	-	-	-
Balance, August 31, 2007	-	-	29,200,000	29,200	112,000	-	(141,200)	-
Net loss for the year ended August 31, 2008	-	-	-	-	-	-	-	-
Balance, August 31, 2008	-	-	29,200,000	29,200	112,000	-	(141,200)	-
Issuance of convertible preferred stock for cash	2,000,000	2,000	-	-	3,000	-	-	5,000
Issuance of shares in exchange for contributed equipment at \$0.001 per share	-	-	25,340,000	25,340	-	-	-	25,340
Common stock subscription receivable issued at \$0.001 per share	-	-	8,980,000	8,980	-	(8,980)	-	-
Previously issued common stock cancelled	-	-	(6,320,000)	(6,320)	6,320	-	-	-
Net loss for the year ended August 31, 2009	-	-	-	-	-	-	-	-
Balance, August 31, 2009	2,000,000	\$ 2,000	57,200,000	\$ 57,200	\$ 121,320	\$ (8,980)	\$ (141,200)	\$ 30,340

SPORT ENDURANCE, INC. (formerly Cayenne Construction, Inc.)
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF CASH FLOWS

	For the year ended August 31, 2009	For the year ended August 31, 2008	January 3, 2001 (inception) to August 31, 2009
CASH FLOWS FROM OPERATING ACTIVITIES			
Net (loss)	\$ -	\$ -	\$ (141,200)
Adjustments to reconcile net (loss) to net cash used in operating activities:			
Shares issued for services	-	-	125,000
Decrease (increase) in assets:			
Prepaid expenses	(1,800)	-	(1,800)
Net cash used in operating activities	(1,800)	-	(18,000)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from sale of common and preferred stock	5,000	-	21,200
Net cash provided by financing activities	5,000	-	21,200
NET CHANGE IN CASH	3,200	-	3,200
CASH AT BEGINNING OF YEAR	-	-	-
CASH AT END OF YEAR	\$ 3,200	\$ -	\$ 3,200
SUPPLEMENTAL INFORMATION:			
Interest paid	\$ -	\$ -	\$ -
Income taxes paid	\$ -	\$ -	\$ -
Non-cash activities:			
Number of shares issued for services	-	-	25,000,000
Number of shares issued for equipment	25,340,000	-	25,340,000

Sport Endurance, Inc. (formerly Cayenne Construction, Inc.)
(A Development Stage Company)
Notes to Financial Statements

Note 1 – Nature of Business and Significant Accounting Policies

Nature of business

Sport Endurance, Inc. (“the Company”) was incorporated as Cayenne Construction, Inc. in the state of Nevada on January 3, 2001 (“Inception”). The Company was formed to be an independent service provider of ready-mix concrete, whereby management was to arrange purchases of ready-mixed concrete by small contractors and customers on a fee basis. The Company ceased operations in 2002 and was revived in 2009 with a name change to, “Sport Endurance, Inc.” on August 6, 2009. The Company intends to manufacture and distribute a line of sports energy drinks.

These statements reflect all adjustments, consisting of normal recurring adjustments, which in the opinion of management are necessary for fair presentation of the information contained therein. The Company follows the same accounting policies in the preparation of interim reports.

The Company has adopted a fiscal year end of August 31st.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Equipment

Equipment is recorded at the lower of cost or estimated net recoverable amount, and is depreciated using the straight-line method over the estimated useful lives of the related assets as follows:

Computer equipment	5 years
Furniture and fixtures	7 years

Maintenance and repairs will be charged to expense as incurred. Significant renewals and betterments will be capitalized. At the time of retirement or other disposition of equipment, the cost and accumulated depreciation will be removed from the accounts and any resulting gain or loss will be reflected in operations.

The Company will assess the recoverability of equipment by determining whether the depreciation and amortization of these assets over their remaining life can be recovered through projected undiscounted future cash flows. The amount of equipment impairment, if any, will be measured based on fair value and is charged to operations in the period in which such impairment is determined by management.

Start-Up Costs

The Company accounts for start-up costs, including organization costs, under the provisions of Statement of Position No. 98-5, “Reporting on the Costs of Start-up Activities”, whereby such costs are expensed as incurred.

Advertising and promotion

All costs associated with advertising and promoting products are expensed as incurred.

Sport Endurance, Inc. (formerly Cayenne Construction, Inc.)
(A Development Stage Company)
Notes to Financial Statements

Income taxes

The Company accounts for income taxes under SFAS No. 109, "Accounting for income taxes", under SFAS No. 109, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. A valuation allowance is provided for significant deferred tax assets when it is more likely than not, that such asset will not be recovered through future operations.

Fair value of Financial Instruments

Financial instruments consist principally of cash, trade and notes receivables, trade and related party payables and accrued liabilities. The carrying amounts of such financial instruments in the accompanying balance sheets approximate their fair values due to their relatively short-term nature. It is management's opinion that the Company is not exposed to significant currency or credit risks arising from these financial instruments.

Revenue recognition

For revenue from product sales, we will recognize revenue upon shipment or delivery to our customers based on written sales terms that do not allow for a right of return. As such, revenue is recognized at the time of sale if collectability is reasonably assured. Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments are provided for in the same period the related sales are recorded. The Company defers any revenue for which the product has not been delivered or is subject to refund until such time that the Company and the customer jointly determine that the product has been delivered or no refund will be required.

Basic and diluted loss per share

The basic net loss per common share is computed by dividing the net loss by the weighted average number of common shares outstanding. Diluted net loss per common share is computed by dividing the net loss adjusted on an "as if converted" basis, by the weighted average number of common shares outstanding plus potential dilutive securities. For the periods presented, potential dilutive securities had an anti-dilutive effect and were not included in the calculation of diluted net loss per common share.

Stock-based compensation

In December 2004, the FASB issued SFAS No. 123 (revised 2004), Share-Based Payment, which is a revision of SFAS No. 123, Accounting for Stock-Based Compensation. SFAS No. 123(R) supersedes APB Opinion No. 25, Accounting for Stock Issued to Employees and amends SFAS No. 95, Statement of Cash Flows. Generally, the approach in SFAS No. 123(R) is similar to the approach described in SFAS No. 123. However, SFAS No. 123(R) requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. Pro forma disclosure is no longer an alternative.

Our employee stock-based compensation awards are accounted for under the fair value method of accounting, in accordance with SFAS 123(R), as such, we record the related expense based on the more reliable measurement of the services provided, or the fair market value of the stock issued multiplied by the number of shares awarded.

We account for our employee stock options under the fair value method of accounting, in accordance with SFAS 123(R), using a Black-Scholes valuation model to measure stock option expense at the date of grant. We do not backdate, re-price, or grant stock-based awards retroactively. As of the date of this report, we have not issued any stock options.

Sport Endurance, Inc. (formerly Cayenne Construction, Inc.)
(A Development Stage Company)
Notes to Financial Statements

Recently Adopted Accounting Pronouncements

During September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, *Fair Value Measurements* (“FAS 157”). FAS 157 defines fair value, establishes a framework for measuring fair value and requires enhanced disclosures about fair value measurements. FAS 157 requires companies to disclose the fair value of financial instruments according to a fair value hierarchy as defined in the standard. In February 2008, the FASB issued FASB Staff Position 157-1, *Application of FASB Statement No. 157 to FASB Statement No. 13 and Other Accounting Pronouncements That Address Fair Value Measurements for Purposes of Lease Classification or Measurement under Statement 13* (“FSP 157-1”) and FSP 157-2, *Effective Date of FASB Statement No. 157* (“FSP 157-2”). FSP 157-1 amends FAS 157 to remove certain leasing transactions from its scope. FSP 157-2 delays the effective date of FAS 157 for all non-financial assets and non-financial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis, until fiscal years beginning after November 15, 2008. These nonfinancial items include assets and liabilities such as reporting units measured at fair value in a goodwill impairment test and nonfinancial assets acquired and liabilities assumed in a business combination. FAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and was adopted by the Company, as it applies to its financial instruments, effective January 1, 2008. The Company has considered the guidance provided by FSP 157-3 in its determination of estimated fair values as of August 31, 2009, and assessed there was no impact.

Recently Issued Accounting Pronouncement

During May 2008, the FASB issued Statement of Financial Accounting Standards No. 162, *The Hierarchy of Generally Accepted Accounting Principles* (“FAS 162”). FAS 162 identifies the sources of accounting principles and the framework for selecting principles to be used in the preparation and presentation of financial statements in accordance with generally accepted accounting principles. This statement will be effective 60 days after the Securities and Exchange Commission approves the Public Company Accounting Oversight Board’s amendments to AU Section 411, *The Meaning of ‘Present Fairly in Conformity With Generally Accepted Accounting Principles’*. The adoption of SFAS 162 is not expected to have a material impact on the Company’s financial position, results of operation or cash flows.

During March 2008, the FASB issued Statement of Financial Accounting Standards No. 161, *Disclosures about Derivative Instruments and Hedging Activities — an amendment of FASB Statement No. 133* (“FAS 161”). This new standard requires enhanced disclosures for derivative instruments, including those used in hedging activities. It is effective for fiscal years and interim periods beginning after November 15, 2008, and became applicable to the Company in the first quarter of fiscal 2009. The adoption of SFAS 161 is not expected to have a material impact on the Company’s financial position, results of operation or cash flows.

In December 2007, the FASB issued SFAS No. 160, “Non-controlling Interests in Consolidated Financial Statements”. This statement amends ARB 51 to establish accounting and reporting standards for the non-controlling (minority) interest in a subsidiary and for the de-consolidation of a subsidiary. It clarifies that a non-controlling interest in a subsidiary is equity in the consolidated financial statements. SFAS No. 160 is effective for fiscal years and interim periods beginning after December 15, 2008. The adoption of SFAS 160 is not expected to have a material impact on the Company’s financial position, results of operation or cash flows.

In December 2007, the FASB issued SFAS No. 141 (Revised), “Business Combinations”. SFAS 141 (Revised) establishes principals and requirements for how an acquirer of a business recognizes and measures in its financial statements, the identifiable assets acquired, the liabilities assumed, and any non-controlling interest in the acquiree. This statement also provides guidance for recognizing and measuring the goodwill acquired in the business combination and determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. The guidance became effective for the fiscal year beginning after December 15, 2008. The adoption of SFAS 141 is not expected to have a material impact on the Company’s financial position, results of operation or cash flows.

Sport Endurance, Inc. (formerly Cayenne Construction, Inc.)

(A Development Stage Company)

Notes to Financial Statements

Note 2 – Going Concern

As shown in the accompanying financial statements, the Company has incurred cumulative net losses of \$141,200, and realized a cumulative deficit of \$18,000 in cash flows used in operations as of August 31, 2009. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management is actively pursuing new ventures to increase revenues. In addition, the Company is currently seeking additional sources of capital to fund short term operations. The Company, however, is dependent upon its ability to secure equity and/or debt financing and there are no assurances that the Company will be successful, therefore, without sufficient financing it would be unlikely for the Company to continue as a going concern.

The financial statements do not include any adjustments that might result from the outcome of any uncertainty as to the Company's ability to continue as a going concern. The financial statements also do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 3 – Related Party

On January 10, 2001 the Company issued 1,200,000 shares of common stock to the founder of the Company in exchange for proceeds of \$500. Since the par value of the Company's common stock is the legal minimum value, management recorded compensation for the difference between the amount paid of \$500 and the minimum value of \$1,200, or \$700 in the accompanying statement of operations.

On February 10, 2002, the Company issued 25,000,000 shares to the Company President for professional services rendered. The fair value of those shares was \$125,000 on the grant date.

Note 4 – Equipment

Equipment consists of the following:

	August 31, 2009	August 31, 2008
Computer equipment	\$ 10,000	\$ -
Furniture and fixtures	15,340	-
	<u>25,340</u>	<u>-</u>
Less accumulated depreciation	-	-
	<u>\$ 25,340</u>	<u>\$ -</u>

Depreciation expense totaled \$- and \$- for the years ended August 31, 2009 and 2008, respectively. Due to equipment being contributed near year end, the effect of current year depreciation has been determined to be immaterial.

Note 5 – Stockholders' Equity

On July 28, 2009, the shareholders of the Company voted to increase the authorized common shares of the Company from 30,000,000 authorized shares of common stock to 90,000,000 authorized shares of common stock. Additionally, the shareholders voted to establish preferred shares of the Company at 10,000,000 authorized shares of preferred stock. As a result of this vote, the Company filed an amendment to its Articles of Incorporation to reflect this change.

Common stock

On January 10, 2001 the Company issued 1,200,000 shares of common stock to the founder of the Company in exchange for proceeds of \$500. Since the par value of the Company's common stock is the legal minimum value, management recorded compensation for the difference between the amount paid of \$500 and the minimum value of \$1,200, or \$700 in the accompanying statement of operations.

The Company issued a total of 3,000,000 shares of its \$.001 par value common stock during May 2001 in a private placement under Rule 506 of the Securities Act of 1933 for \$15,000 in cash, or \$0.005 per share to a total of nineteen individual investors. Due to a lack of operations, management believes the purchase price of \$0.005 per share is representative of fair value.

On February 10, 2002, the Company issued 25,000,000 shares to the Company President for professional services rendered. The fair value of those shares was \$125,000 on the grant date.

On August 20, 2009, the Company issued 8,980,000 founder's shares of common stock at the par value of \$0.001 per share in exchange for proceeds of \$8,980 received on September 1, 2009. As a result, a common stock subscription receivable of \$8,980 was recognized as of August 31, 2009.

On August 20, 2009, the Company issued 25,340,000 founder's shares of common stock at the par value of \$0.001 per share in exchange for contributed equipment with a cost basis of \$25,340. The cost basis approximates the fair market value of the equipment as of August 31, 2009.

On August 20, 2009, the Company cancelled and returned to treasury 6,320,000 shares of common stock previously issued to founders. No consideration was provided and the total par value of \$6,320 was recorded as additional paid-in capital.

Preferred stock

On August 15, 2009, the Company issued a total of 2,000,000 shares of preferred stock to two individual investors in a private placement under Rule 506 of the Securities Act of 1933 for \$5,000 in cash, or \$0.0025 per share. Each share of preferred stock is convertible into three shares of common stock.

Note 6 – Income Taxes

The Company accounts for income taxes under Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes" ("SFAS No. 109"), which requires use of the liability method. SFAS No. 109 provides that deferred tax assets and liabilities are recorded based on the differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, referred to as temporary differences.

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(A Development Stage Company)

Notes to Financial Statements

As of August 31, 2009, the Company incurred a net operating loss and, accordingly, no provision for income taxes has been recorded. In addition, no benefit for income taxes has been recorded due to the uncertainty of the realization of any tax assets. At August 31, 2009, the Company had approximately \$141,200 of federal net operating losses. The net operating loss carry forwards, if not utilized, will begin to expire in 2016.

The components of the Company's deferred tax asset are as follows:

	<u>August 31,</u> <u>2009</u>
Deferred tax assets:	
Net operating loss carry forwards	\$ 49,400
Net deferred tax assets before valuation allowance	49,400
Less: Valuation allowance	(49,400)
Net deferred tax assets	<u>\$ -</u>

Based on the available objective evidence, including the Company's history of its loss, management believes it is more likely than not that the net deferred tax assets will not be fully realizable. Accordingly, the Company provided for a full valuation allowance against its net deferred tax assets at August 31, 2009.

A reconciliation between the amounts of income tax benefit determined by applying the applicable U.S. and State statutory income tax rate to pre-tax loss is as follows:

	<u>August 31,</u> <u>2009</u>
Federal and state statutory rate	35%
Change in valuation allowance on deferred tax assets	(35%)

Note 7 – Fair Value of Financial Instruments

The Company adopted SFAS 157 on January 1, 2009. SFAS 157 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). The standard outlines a valuation framework and creates a fair value hierarchy in order to increase the consistency and comparability of fair value measurements and the related disclosures. Under GAAP, certain assets and liabilities must be measured at fair value, and SFAS 157 details the disclosures that are required for items measured at fair value.

The Company has various financial instruments that must be measured under the new fair value standard including: cash and equipment. The Company currently does not have non-financial assets or non-financial liabilities that are required to be measured at fair value on a recurring basis, with the exception of equipment. The Company's financial assets and liabilities are measured using inputs from the three levels of the fair value hierarchy. The three levels are as follows:

Level 1 - Inputs are unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date. The fair value of the Company's cash is based on quoted prices and therefore classified as Level 1.

Level 2 - Inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs).

Level 3 - Unobservable inputs that reflect our assumptions about the assumptions that market participants would use in pricing the asset or liability.

The following table provides a summary of the fair values of assets and liabilities under SFAS 157:

	Carrying Value August 31, 2009	Fair Value Measurements at August 31, 2009		
		Level 1	Level 2	Level 3
Assets:				
Cash	\$ 3,200	\$ 3,200	\$ -	\$ -
Equipment	25,340			25,340
Total	\$ 28,540	\$ 3,200	\$ -	\$ 25,340

Note 8 – Subsequent Events

On September 1, 2009, the Company received proceeds of \$8,980 as payment on a common stock subscription receivable for 8,980,000 founder's shares that were issued on August 20, 2008.

Exhibit A

EIGHT: The Corporation is authorized to issue two classes of stock. One class of stock shall be common stock, par value \$0.001, of which the Corporation shall have the authority to issue 900,000,000 shares. The second class of stock shall be preferred stock, par value \$0.001, of which the corporation shall have the authority to issue 10,000,000 shares. The preferred stock, or any series thereof, shall have such designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof *as* shall be expressed in the resolution or resolutions providing for the issue of such stock adopted by the board of directors and may be made dependent upon facts ascertainable outside such resolution or resolutions of the board of directors, provided that the matter in which such facts shall operate upon such designations, preferences, rights and qualifications; limitations or restrictions of such class or series of stock is clearly and expressly set forth in the resolution or resolutions providing for the issuance of such stock by the board of directors.

NINTH: The governing board of this corporation shall be known as the Board of Directors, and the number of directors may from time to time be increased or decreased in such *manner as* shall be provided by the bylaws of this corporation, providing that the number of directors shall not be reduced to less than one (1).

TENTH: After the amount of the subscription price, the purchase price, of the par value of the stock of any class or series is paid into the corporation, owners or holders of shares of any stock in the corporation may never be assessed to pay the debts of the corporation.

ELEVENTH: The Corporation is to have a perpetual existence.

TWELFTH: No director or officer of the corporation shall be personally liable to the corporation or any of its stockholders for damages for breach of fiduciary duty as a director or officer of for any act or omission of any such director or officer; however, the foregoing provision shall not eliminate or limit the liability of a director or officer for (a) acts or omissions which involve intentional misconduct, fraud or a knowing violation of law; or (b) the payment of dividends in violation of Section 78.300 of the Nevada Revised Statutes. Any repeal or modification of this Article by the stockholders of this corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director or officer of the corporation for acts or omissions prior to such repeal or modification.

THIRTEENTH: No shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the corporation, whether now or hereafter authorized, or any bonds, debentures or securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

FOURTEENTH: This Corporation reserves the right to amend, alter, change or repeal and provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by the Articles of Incorporation, and all rights conferred upon the Stockholders herein are granted subject to this reservation.



JEAN HELLER
 Secretary of State
 101 North Carson Street, Suite 3
 Carson City, Nevada 89701-4786
 (775) 684 5708

Articles of Incorporation
 (PURSUANT TO NRS 78)

FILED # 0184-01
 JAN 03 2001

Important: Read attached instructions before completing form.

IN THE OFFICE OF
 JEAN HELLER, SECRETARY OF STATE

1. **Name of Corporation:** CAYENNE Construction Inc.

2. **Resident Agent Name and Street Address:**
 Name: MELANIE SCOTT
 Street Address: 150 ROYAL CREST CIRCLE #335 LAS VEGAS NEVADA 89109

3. **Shares:**
 Number of shares with par value: 30,000,000 Par value: 001 Number of shares without par value: 0

4. **Names, Addresses, Number of Board of Directors/Trustees:**
 The First Board of Directors/Trustees shall consist of _____ members whose names and addresses are as follows:
 1. THOMAS NANCY
 Name: _____
 Street Address: 1320 E 6th St Suite 100 CORONA, CA 92879
 City: _____ State: _____ Zip Code: _____
 2. _____
 Name: _____
 Street Address: _____ City: _____ State: _____ Zip Code: _____
 3. _____
 Name: _____
 Street Address: _____ City: _____ State: _____ Zip Code: _____
 4. _____
 Name: _____
 Street Address: _____ City: _____ State: _____ Zip Code: _____

Purpose:
 The purpose of this Corporation shall be: Construction

Other Matters:
 Number of additional pages attached: _____

Names, Addresses and Signatures of Incorporators:
 Name: THOMAS NANCY Signature: _____
 Address: 1320 E 6th St Suite 100 CORONA CA 92879 City: _____ State: _____ Zip Code: _____
 Name: _____ Signature: _____
 Address: _____ City: _____ State: _____ Zip Code: _____

Certificate of Acceptance of Appointment of Resident Agent:
 I, MELANIE SCOTT hereby accept appointment as Resident Agent for the above named corporation.
 Signature of Resident Agent: _____ Date: 1/3/01

3.1

This form must be accompanied by appropriate fees. See attached fee schedule. (SEE INSTRUCTIONS ON REVERSE OF FORM FOR PARTIALS)

JAN 03 '01

STATE OF NEVADA
Secretary of State
I hereby certify that this is a
true and complete copy of the
document filed in this office

3.1

Dan Hill
DAN HILL, Secretary of State 01



CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **CAYENNE CONSTRUCTION INC.** did on **January 3, 2001**, file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Las Vegas, Nevada, on January 3, 2001.

Dean Heller

Secretary of State

By *Angela Johnson*
Certification Clerk



BYLAWS

OF

ARTICLE I – Offices

The principal office of the Corporation shall be located at 1320 E. sixth, suite 100
Corona, Ca. and it may be changed from time to time by the Board of Directors. The Corporation may also maintain offices at such other places within or without the United States as the Board of Directors may, from time to time, determine.

ARTICLE II – Meetings of Stockholders

SECTION 1 – Annual Meetings

The annual meeting of stockholders of the Corporation shall be held within six (6) months after the close of the fiscal year of the Corporation, for the purposes of electing directors, and transacting such other business as may properly come before the meeting.

SECTION 2 – Special Meetings

Special meetings of the stockholders may be called at any time by the Board of Directors or by the President, and shall be called by the President or the Secretary at the written request of the holders of twenty-five percent (25%) of the shares then outstanding and entitled to vote thereat, or as otherwise required by law.

SECTION 3 – Place of Meetings

All meetings of stockholders shall be held at the principal office of the Corporation, or at such other places as shall be designated in the notices or waivers of notice of such meetings.

SECTION 4 – Notice of Meetings

(a) Except as otherwise provided by statute, written notice of each meeting of stockholders, whether annual or special, stating the time when and place where it is to be

held, shall be served either personally or by mail, not less than ten (10) or more than sixty (60) days before the meeting, upon each stockholder of record entitled to vote at such meeting, and to any other stockholder to whom the giving of notice may be required by law. Notice of such meeting, and to any other stockholder to whom the giving of notice may be required by law. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called, and shall indicate that it is being issued by, or at the direction of, the person or persons calling the meeting. If, at any meeting, action is proposed to be taken that would, if taken, entitle stockholders to receive payment for their shares pursuant to statute, the notice of such meeting shall include a statement of that purpose and to that effect. If mailed, such notice shall be directed to each such stockholder at his address, as it appears on the records of the stockholders of the Corporation, unless he shall have previously filed with the Secretary of the Corporation a written request that notices intended for him be mailed to some other address, in which case, it shall be mailed to the address designated in such request.

(b) Notice of any meeting need not be given to any person who may become a stockholder of record after the mailing of such notice and prior to the meeting, or to any stockholder who attends such meeting, in person or by proxy, or submits a signed waiver of notice either before or after such a meeting. Notice of any adjourned meeting of stockholders need not be given, unless otherwise required by statute.

SECTION 5 – Quorum

(a) Except as otherwise provided herein, or by statute, or in the Certificate of Incorporation (such certificate and any amendments thereof being hereinafter collectively referred to as the "Certificate of Incorporation"), at all meetings of stockholders of the Corporation, the presence at the commencement of such meetings in person or by proxy of stockholders holding of record 51% of the total number of shares of the Corporation then issued and outstanding and entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of any business. The withdrawal of any stockholder after the commencement of a meeting shall have no effect on the existence of a quorum, after a quorum has been established at such meeting.

(b) Despite the absence of a quorum at any annual or special meeting of stockholders, the stockholders, by a majority of the votes cast by the holders of shares entitled to vote thereat, may adjourn the meeting. At any such adjourned meeting at which a quorum is present, any business may be transacted at the meeting as originally called if a quorum had been present.

SECTION 6 - Voting

(a) Except as otherwise provided by statute or by the Certificate of Incorporation, any corporate action, other than the election of Directors, to be taken by vote of the stockholders, shall be authorized by a majority of votes cast at a meeting of stockholders by the holders of shares entitled to vote thereat.

(b) Except as otherwise provided by statute or by the Certificate of Incorporation, at each meeting of stockholders, each holder of record of stock of the Corporation entitled to vote thereat shall be entitled to one (1) vote for each share of stock registered in his name on the books of the Corporation.

(c) Each stockholder entitled to vote or to express consent or dissent without a meeting may do so by proxy, provided, however, that the instrument authorizing such proxy to act shall have been executed in writing by the stockholder himself or by his attorney-in-fact thereunto duly authorized in writing. No proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless the person executing it shall have specified therein the length of time it is to continue in force. Such instrument shall be exhibited to the Secretary at the meeting and shall be filed with the minutes of the meeting.

(d) Any action, except election of directors, which may be taken by a vote of stockholders at a meeting, may be taken without a meeting if authorized by a written consent of shareholders holding at least a majority of the voting power; provided that if a greater proportion of voting power is required by such action at such meeting, then such greater proportion of written consents shall be required.

ARTICLE III – Board of Directors

SECTION 1 – Number, Election and Term of Office

(a) The number of the Directors of the Corporation shall be not less than one (1) nor more than nine (9) unless and until otherwise determined by vote of a majority of the entire Board of Directors. The number of Directors shall not be less than three (3), unless all of the outstanding shares of stock are owned beneficially and of record by less than three (3) stockholders, in which event the number of Directors shall not be less than the number of stockholders or the minimum permitted by statute.

(b) Except as may otherwise be provided herein or in the Certificate of Incorporation by way of cumulative voting rights, the members of the Board of Directors of the Corporation, who need not be stockholders, shall be elected by a majority of the votes cast at a meeting of stockholders, by the holders of shares of stock present in person or by proxy, entitled to vote in the election.

(c) Each Director shall hold office until the annual meeting of the stockholders next succeeding his election, and until his successor is elected and qualified, or until his prior death, resignation or removal.

SECTION 2 – Duties and Powers

The Board of Directors shall be responsible for the control and management of the affairs, property and interests of the Corporation and may exercise all powers of the Corporation, except as are in the Certificate of Incorporation or by statute expressly conferred upon or reserved to the stockholders.

SECTION 3 – Annual and Regular Meetings; Notice

(a) Regular annual meetings of the Board of Directors shall be held immediately following the annual meetings of the stockholders, at the place of such annual meetings of stockholders.

(b) The Board of Directors, from time to time, may provide by resolution for the holding of other regular meetings of the Board of Directors, and may fix the time and place thereof.

(c) Notice of any regular meeting of the Board of Directors shall not be required to be given and, if give, need not specify the purpose of the meeting; provided, however, that in case the Board of Directors shall fix or change the time or place of any regular meeting, notice of such action shall be given to each Director who shall not have been present at the meeting at which such change was made, within the time limited, and in the manner set forth in Paragraph (b) Section 4 of this Article III, with respect to special meetings, unless such notice shall be waived in the manner set forth in Paragraph (c) of such Section 4.

SECTION 4 – Special Meetings; Notice

(a) Special meetings of the Board of Directors shall be held whenever called by the President or by one (1) of the Directors, at such time and place as may be specified in the respective notices or waivers of notice thereof.

(b) Except as otherwise required by statute, notice of special meetings shall be mailed directly to each Director, addressed to him at his residence or usual place of business, at least four (4) days before the day on which the meeting is to be held, or shall be sent to him at such place by telegram, radio or cable, or shall be delivered to him personally or given to him orally, not later than the day before the day on which the meeting is to be held. A notice, or waiver of notice except as required by Section 8 of this Article, need not specify the purpose of the meeting.

(c) Notice of any special meeting shall not be required to be given to any Director who shall attend such meeting without protesting prior thereto or at its commencement, the lack of notice to him or who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjournment meeting shall not be required to be given.

SECTION 5 – Chairman

At all meetings of the Board of Directors, the Chairman of the Board, if any and if present, shall preside. If there shall be no Chairman, or he shall be absent, then the Vice Chairman shall preside, and in his absence, a Chairman chosen by the Directors shall preside.

SECTION 6 – Quorum and Adjournments

(a) At all meetings of the Board of Directors, the presence of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Certificate of Incorporation, or by these Bylaws.

(b) A majority of the Directors, present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

SECTION 7 – Manner of Acting

(a) At all meetings of the Board of Directors, each Director present shall have one (1) vote, irrespective of the number of shares of stock, if any, which he may hold.

(b) Except as otherwise provided by statute, by the Certificate of Incorporation, or by these Bylaws, the action of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

(c) Unless otherwise required by amendment to the Articles of Incorporation or statute, any action required or permitted to be taken at any meeting of the Board of Directors or any Committee thereof may be taken without a meeting if a written consent thereto is signed by all the members of the Board or Committee. Such written consent shall be filed with the minutes of the proceedings of the Board or Committee.

(d) Unless otherwise prohibited by Amendments to the Articles of Incorporation or statute, members of the Board of Directors or of any Committee of the Board of Directors

may participate in a meeting of such Board or Committee by means of a conference telephone network or a similar communications method by which all persons participating in the meeting can hear each other. Such participation constitutes presence of all of the participating persons at such meeting, and each person participating in the meeting shall sign the minutes thereof, which may be signed in counterparts.

SECTION 8 – Vacancies

Any vacancy in the Board of Directors, occurring by reason of an increase in the number of Directors, or by reason of the death, resignation, disqualification, removal (unless vacancy created by the removal of a Director by the stockholders shall be filled by the stockholders at the meeting at which the removal was effected) or inability to act of any Director, or otherwise, shall be filled for the unexpired portion of the term by a majority vote of the remaining Directors, though less than a quorum, at any regular meeting or special meeting of the Board of Directors called for that purpose.

SECTION 9 – Resignation

Any Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of such resignation shall not be necessary to make it effective.

SECTION 10 – Removal

Any Director may be removed with or without cause at any time by the affirmative vote of stockholders holding of record in the aggregate at least a majority of the outstanding shares of stock of the Corporation at a special meeting of the stockholders called for that purpose, and may be removed for cause by action of the Board.

SECTION 11 – Salary

No stated salary shall be paid to Directors, as such, for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, however, that

nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

SECTION 12 – Contracts

(a) No contract or other transaction between this Corporation and any other corporation shall be impaired, affected or invalidated, nor shall any Director be liable in any way by reason of the fact that one or more of the Directors of this Corporation is or are interested in, or is a Director or Officer, or are Directors or Officers of such other Corporations, provided that such facts are disclosed or made known to the Board of Directors, prior to their authorizing such transaction.

(b) Any Director, personally and individually, may be a party to or may be interested in any contract or transaction of this Corporation, and no Directors shall be liable in any way by reason of such interest, provided that the fact of such interest be disclosed or made known to the Board of Directors prior to their authorization of such contract or transaction, and provided that the Board of Directors shall authorize, approve or ratify such contract or transaction by the vote (not counting the vote of any such Director) of a majority of a quorum, notwithstanding the presence of any such Director at the meeting at which such action is taken. Such Director or Directors may be counted in determining the presence of a quorum at such meeting. This Section shall not be construed to impair, invalidate or in any way affect any contract or other transaction which would otherwise be valid under the law (common, statutory or otherwise) applicable thereto.

SECTION 13 – Committees

The Board of Directors, by resolution adopted by a majority of the entire Board, may from time to time designate from among its members an executive committee and such other committees, and alternate members thereof, as they may deem desirable, with such powers and authority (to the extent permitted by law) as may be provided in such resolution. Each such committee shall serve at the pleasure of the Board.

ARTICLE IV – Officers

SECTION 1 – Number, Qualifications, Election and Term of Office

(a) The Officers of the Corporation shall consist of a President, a Secretary, a Treasurer, or a President and Secretary-Treasurer, and such other officers, including a Chairman of the Board of Directors, and one or more Vice Presidents, as the Board of Directors may from time to time deem advisable. Any Officer other than the Chairman or Vice Chairman of the Board of Directors may be, but is not required to be, a Director of the Corporation. Any two (2) or more offices may be held by the same person.

(b) The Officers of the Corporation shall be elected by the Board of Directors at the regular annual meeting of the Board following the annual meeting of stockholders.

(c) Each Officer shall hold office until the annual meeting of the Board of Directors next succeeding his election, and until his successor shall have been elected and qualified or until his death, resignation or removal.

SECTION 2 – Resignation

Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, or to the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or by such Officer, and the acceptance of such resignation shall not be necessary to make it effective.

SECTION 3 – Removal

Any officer may be removed, either with or without cause, and a successor elected by a majority vote of the Board of Directors at any time.

SECTION 4 – Vacancies

A vacancy in any office by reason of death, resignation, inability to act, disqualification or any other cause, may at any time, be filled for the unexpired portion of the term by a majority vote of the Board of Directors.

SECTION 5 – Duties of Officers

Officers of the Corporation shall, unless otherwise provided by the Board of Directors, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be set forth in these Bylaws, or may from time to time be specifically conferred or imposed by the Board of Directors. The President shall be the Chief Executive Officer of the Corporation.

SECTION 6 – Sureties and Bonds

In case the Board of Directors shall so require, any Officer, employee or agent of the Corporation shall execute to the Corporation a bond in such sum, and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his to the Corporation, including responsibility for negligence for the accounting for all property, funds or securities of the Corporation which may come into his hands.

SECTION 7 – Shares of Stock of Other Corporations

Whenever the Corporation is the holder of shares of stock of any other corporation, any right or power of the Corporation as such stockholder (including the attendance, acting and voting at stockholders' meetings and execution of waivers, consents, proxies or other instruments) may be exercised on behalf of the Corporation by the President, any Vice President or such other person as the Board of Directors may authorize.

ARTICLE V – Shares of Stock

SECTION 1 – Certificate of Stock

(a) The certificates representing shares of the Corporation's stock shall be in such form as shall be adopted by the Board of Directors, and shall be numbered and registered in the order issued. The certificates shall bear the following: the Corporate Seal, the holder's name, the number of shares of stock and the signature of:

- (1) the Chairman of the Board, the President, or a Vice President and
- (2) the Secretary, Treasurer, any Assistant Secretary or Assistant Treasurer.

(b) No certificate representing shares of stock shall be issued until the full amount of consideration therefor has been paid, except as otherwise permitted by law.

(c) To the extent permitted by law, the Board of Directors may authorize the issuance of certificates for fractions of a share of stock which shall entitle the holder to exercise voting rights, receive dividends and participate in liquidating distributions, in proportion to the fractional holdings; or it may authorize the payment in cash of the fair value of fractions of a share of stock as of the time when those entitled to receive such fractions are determined; or it may authorize the issuance, subject to such conditions as may be permitted by law, of scrip in registered or bearer form over the signature of an Officer or Agent of the Corporation, exchangeable as therein provided for full shares of stock, but such scrip shall not entitle the holder to any rights of a stockholder, except as therein provided.

SECTION 2 – Lost or Destroyed Certificates

The holder of any certificate representing shares of stock of the Corporation shall immediately notify the Corporation of any loss or destruction of the certificate representing the same. The Corporation may issue a new certificate in the place of any certificate theretofore issued by it, alleged to have been lost or destroyed. On production of such evidence of loss or destruction as the Board of Directors in its discretion may require, the Board of Directors may, in its discretion, require the owner of the lost or destroyed certificate, or his legal representatives, to give the Corporation a bond in such sum as the Board may direct, and with such surety or sureties as may be satisfactory to the Board, to indemnify the Corporation against any claims, loss, liability or damage it may suffer on account of the issuance of the new certificate. A new certificate may be issued without requiring any such evidence or bond when, in the judgement of the Board of Directors, it is proper to do so.

SECTION 3 – Transfer of Shares

(a) Transfer of shares of stock of the Corporation shall be made on the stock ledger of the Corporation only by the holder of record thereof, in person or by his duly authorized attorney, upon surrender for cancellation of the certificate or certificates representing

such shares of stock with an assignment or power of transfer endorsed thereon or delivered therewith, duly executed, with such proof of the authenticity of the signature and of authority to transfer and of payment of taxes as the Corporation or its agents may require.

- (b) The Corporation shall be entitled to treat the holder of record of any share or shares of stock as the absolute owner thereof for all purposes and, accordingly, shall not be bound to recognize any legal, equitable or other claim to, or interest in, such share or shares of stock on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise expressly provided by law.

SECTION 4 – Record Date

In lieu of closing the stock ledger of the Corporation, the Board of Directors may fix, in advance, a date not exceeding sixty (60) days, nor less than ten (10) days, as the record date for the determination of stockholders entitled to receive notice of, or to vote at, any meeting of stockholders, or to consent to any proposal without a meeting, or for the purpose of determining stockholders entitled to receive payment of any dividends or allotment of any rights, or for the purpose of any other action. If no record date is fixed, the record date for the determination of stockholders entitled to notice of, or to vote at, a meeting of stockholders shall be at the close of business on the day next preceding the day on which the notice is given, or, if no notice is given, the day preceding the day on which the meeting is held. The record date for determining stockholders for any other purpose shall be at the close of business on the day on which the resolution of the Directors relating thereto is adopted. When a determination of stockholders of record entitled to notice of, or to vote at, any meeting of stockholders has been made, as provided for herein, such determination shall apply to any adjournment thereof, unless the directors fix a new record date for the adjourned meeting.

ARTICLE VI – Dividends

Subject to applicable law, dividends may be declared and paid out of any funds available therefor, as often, in such amount, and at such time or times as the Board of Directors may determine.

ARTICLE VII – Fiscal Year

The fiscal year of the Corporation shall be May 31 _____, and may be changed by the Board of Directors from time to time subject to applicable law.

ARTICLE VIII – Corporate Seal

The corporate seal shall be in such form as shall be approved from time to time by the Board of Directors.

ARTICLE IX – Indemnity

Any person made a party to any action, suit or proceeding, by reason of the fact that he, his testator or interstate representative is or was a Director, officer or employee of the Corporation, or of any corporation in which he served as such at the request of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceedings, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding or in connection with any appeal therein that such Officer, Director or employee is liable for gross negligence or misconduct in the performance of his duties. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any Officer or Director or employee may be entitled apart from the provisions of this Article. The amount of indemnity to which any Officer or any Director or any employee may be entitled shall be fixed by the Board of Directors, except that in any case in which there is no disinterested majority of the Board available, the amount shall be fixed by arbitration pursuant to the then existing rules of the American Arbitration Association.

ARTICLE X - Amendments

SECTION 1 – By Stockholders

All bylaws of the Corporation shall be subject to alteration or repeal, and new bylaws may be made by the affirmative vote of stockholders holding of record in the aggregate at least a majority of the outstanding shares of stock entitled to vote in the election of Directors at any annual or special meeting of stockholders, provided that the notice or waiver of such meeting shall have summarized or set forth in full therein, the proposed amendment.

SECTION 2 – By Directors

The Board of Directors shall have power to make, adopt, alter, amend and repeal, from time to time, bylaws of the Corporation, provided, however, that the stockholders entitled to vote with respect thereto as in this Article X above-provided may alter, amend or repeal bylaws made by the Board of Directors, except that the Board of Directors shall have no power to change the quorum for meetings of stockholders or of the Board of Directors or to change any provisions of the bylaws with respect to the removal of Directors or the filling of vacancies in the Board resulting from the removal by the stockholders. If any bylaw regulating an impending election of Directors is adopted, amended or repealed by the Board of Directors, there shall be set forth in the notice of the next meeting of stockholders for the election of Directors, the bylaws so adopted, amended or repealed, together with a concise statement of the changes made.

Exhibit 5.1

Law Offices of Leo J. Moriarty
12534 Valley View Street #231
Garden Grove, California 92845
Telephone 714-305-5783
Facsimile 714-316-1306
E- Mail LJMLegal@aol.com

September 15, 2009

VIA ELECTRONIC SUBMISSION
Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Re: Sport Endurance, Inc.
Form S-1 Registration Statement

Ladies and Gentlemen:

We refer to the above-captioned registration statement on Form S-1 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), filed by Sport Endurance, Inc., a Nevada corporation (the "Company"), with the Securities and Exchange Commission.

We have examined the originals, photocopies, certified copies or other evidence of such records of the Company, certificates of officers of the Company and public officials, and other documents as we have deemed relevant and necessary as a basis for the opinion hereinafter expressed. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as certified copies or photocopies and the authenticity of the originals of such latter documents.

Based on our examination mentioned above, we are of the opinion that the securities being sold pursuant to the Registration Statement including the 8,200,000 shares of common stock issuable are duly authorized and are or will be, when issued in the manner described in the Registration Statement, legally and validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the reference to our firm under "Legal Matters" in the related Prospectus. In giving the foregoing consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations of the Securities and Exchange Commission.

/s/ Law Offices of Leo J. Moriarty

Law Offices of Leo J. Moriarty

Exhibit 23.1

M & K CPAS
ACCOUNTANTS AND ADVISORS
PCAOB REGISTERED

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use, in the registration statement on Form S-1, of Sport Endurance, Inc., of our report dated September 11, 2009 on our audit of the financial statements of Flameret, Inc. as of August 31, 2009 and 2008, and the related statements of operations, stockholders' deficit, and cash flows for the years ended August 31, 2009 and 2008 and the period from January 3, 2001 (Inception) to August 31, 2009

/s/ M & K CPAS, PLLC

M & K CPAS, PLLC
Houston, Texas
www.mkacpas.com

September 11, 2009

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September 15, 2009

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/s/ Law Offices of Leo J. Moriarty

Law Offices of Leo J. Moriarty
