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

FORM 10-Q

(Mark One)

☑ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended: September 30, 2010

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File No. 000-53127

GENESIS BIOPHARMA, INC.

(Exact name of registrant as specified in its charter)

Nevada	**75-3254381**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1601 N. Sepulveda Blvd., #632, Manhattan Beach, CA	**90266**
(Address of principal executive offices)	(Zip Code)

(866) 963-2220
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes o No o

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 o	Accelerated filer o
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company ☑

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date: As of November 12, 2010, there were 73,043,349 shares of common stock outstanding.

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PART 1 — FINANCIAL INFORMATION

Item 1. Financial Statements

Genesis Biopharma, Inc.
(A Development Stage Company)
Condensed Consolidated Balance Sheets

	September 30, 2010 (unaudited)	December 31, 2009
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 795,943	$ 8,257
Deposit	150	150
Prepaid expenses	5,000	-
TOTAL CURRENT ASSETS	801,093	8,407
INTANGIBLE ASSETS		
Website, net of accumulated depreciation of $347 and $2,442	1,734	1,225
Intellectual property licenses	217,408	-
TOTAL ASSETS	$ 1,020,235	$ 9,632
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	$ 25,492	$ -
Derivative liability	546,730	-
Due to director	-	23,120
TOTAL CURRENT LIABILITIES	572,222	23,120
STOCKHOLDERS' EQUITY		
Common stock; $0.000041666 par value; 1,800,000,000 shares authorized; 72,793,349 and 121,440,000 shares issued and outstanding, respectively	3,033	5,060
Additional paid-in capital	1,385,534	55,940
Accumulated deficit	(940,554)	(74,488)
TOTAL STOCKHOLDERS' EQUITY	448,013	(13,488)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 1,020,235	$ 9,632

See notes to condensed consolidated financial statements

Genesis Biopharma, Inc.
(A Development Stage Company)
Condensed Consolidated Statements of Operations
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,		Inception on September 17, 2007 to September 30,
	2010	**2009**	**2010**	**2009**	**2010**
REVENUE	$ -	$ -	$ -	$ -	$ -
OPERATING EXPENSES:					
General and administrative	167,027	3,470	319,336	13,427	393,824
LOSS FROM OPERATIONS	(167,027)	(3,470)	(319,336)	(13,427)	$ (393,824)
Fair Value of Derivatives liability upon issuance	(563,348)	-	(563,348)	-	(563,348)
Change in fair value of derivative liability	16,618	-	16,618	-	16,618
NET LOSS	$ (713,757)	$ (3,470)	$ (866,066)	$ (13,427)	$ (940,554)
NET LOSS PER SHARE:					
BASIC AND DILUTED	$ (0.01)	$ (0.00)	$ (0.01)	$ (0.00)	
WEIGHTED AVERAGE SHARES OUTSTANDING:					
BASIC AND DILUTED	72,002,038	121,440,000	85,165,525	121,440,000	

See notes to condensed consolidated financial statements

Genesis Biopharma, Inc.

(A Development Stage Company)

Condensed Consolidated Statement of Stockholders' Equity

(Unaudited)

	Common stock		Additional paid-in capital	Accumulated Deficit	Total stockholders' equity
	Shares	Amount			
Initial capitalization, sale of common stock to directors on September 17, 2007	96,000,000	$ 4,000	$ 4,000	$ -	$ 8,000
Private placement closed December 31, 2007	25,440,000	1,060	51,940		53,000
Net loss for the period	-	-	-	(1,576)	(1,576)
Balance, December 31, 2007	121,440,000	5,060	55,940	(1,576)	59,424
Net loss for the period	-	-	-	(57,140)	(57,140)
Balance, December 31, 2008	121,440,000	5,060	55,940	(58,716)	2,284
Net loss for the period	-	-	-	(15,772)	(15,772)
Balance, January 1, 2010	121,440,000	5,060	55,940	(74,488)	(13,488)
Shares cancelled	(83,339,976)	(3,472)	3,472	-	-
Common Stock sold in Private Placement at $0.03125 per share	12,799,968	533	364,467		365,000
Common Stock issued for intellectual property	20,960,016	873	216,535		217,408
Fair value of vesting of stock options			45,159		45,159
Common Stock sold in Private Placement at $0.75 per share	933,341	39	699,961		700,000
Net loss for the period				(866,066)	(866,066)
Balance, September 30, 2010	72,793,349	$ 3,033	$ 1,385,534	$ (940,554)	$ 448,013

See notes to condensed consolidated financial statements

Genesis Biopharma, Inc.
(A Development Stage Company)
Condensed Consolidated Statements of Cash Flows
(Unaudited)

	Nine months ended September 30,		Inception on September 17, 2007 to September 30,
CASH FLOWS FROM OPERATING ACTIVITIES:	**2010**	**2009**	**2010**
Net loss	$ (866,066)	$ (13,427)	$ (940,554)
Adjustment to reconcile net loss to net cash used in operating activities:			
Amortization	347	999	3,122
Fair value of vesting of stock options	45,159	-	45,159
Loss on website	2,125	-	2,125
Fair value of derivative liability on issuance	563,348	-	563,348
Gain (loss) on fair value of derivative liability	(16,618)	-	(16,618)
Changes in assets and liabilities:			
Prepaid expenses	(5,000)	(151)	(5,000)
Accounts payable and accrued expenses	25,492	4,392	25,492
Deposit	-	-	(150)
Net cash used in operating activities	(251,213)	(8,187)	(323,076)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Website	(2,981)	-	(6,981)
Net cash used in investing activities	(2,981)	-	(6,981)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from the issuance of common stock	1,065,000	-	1,126,000
Due to director	(23,120)	5,900	-
Net cash provided by financing activities	1,041,880	5,900	1,126,000
NET INCREASE IN CASH AND CASH EQUIVALENTS	787,686	(2,287)	795,943
CASH AND CASH EQUIVALENTS, Beginning of period	8,257	2,905	-
CASH AND CASH EQUIVALENTS, End of period	$ 795,943	$ 618	$ 795,943
SUPPLEMENTAL DISCLOSURES OF NON-CASH INVESTING AND FINANCING ACTIVITIES:			
Taxes paid	$ -	$ -	$ -
Interest paid	$ -	$ -	$ -
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:			
Common stock issued for intellectual property	$ 217,408	$ -	$ 217,408

See notes to condensed consolidated financial statements

NOTE 1. GENERAL ORGANIZATION AND BUSINESS

The Company was originally incorporated under the laws of the state of Nevada on September 17, 2007. The Company has had limited operations, is considered a development stage company, and has had no revenues from operations to date. The Company has adopted a December 31 year end.

Our initial operations included organization, capital formation, target market identification, new product development and marketing plans. As a result of our acquisition of the assets related to the Anti-CD55 Antibody Program and the License Agreement (see Notes 3 and 5), we have become a biopharmaceutical company engaged in the development and commercialization of drugs and other clinical solutions for underserved diseases, including metastatic cancers and lethal infectious diseases.

On March 15, 2010, the Company (then named Freight Management Corp.) and Genesis Biopharma, Inc., a Nevada corporation and a newly formed merger subsidiary wholly owned by the Company ("Merger Sub"), consummated a merger transaction (the "Merger") whereby Merger Sub merged into the Company, with the Company as the surviving corporation. The Company and Merger Sub filed the Articles of Merger on March 15, 2010 with the Secretary of State of Nevada, along with the Agreement and Plan of Merger entered into by the two parties effective as of March 15, 2010 (the "Merger Agreement"). The Merger Agreement and the Articles of Merger provided for an amendment of the Company's Articles of Incorporation, which changed the Company's name to "Genesis Biopharma, Inc." effective as of March 15, 2010.

On March 15, 2010, the Company also effected a 24−for−1 forward stock split, with a record date of March 15, 2010, and correspondingly increased the number of its authorized shares to 1,800,000,000 and reduced the par value of each share from $0.001 to $0.000041666. All share and per share amounts have been retroactively restated as if the stock split had occurred during the earliest period presented.

Basis of Presentation of Unaudited Financial Information

The unaudited financial statements of the Company for the three and nine months ended September 30, 2010 and 2009 have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and pursuant to the requirements for reporting on Form 10-Q and Regulation S-K for scaled disclosures for smaller reporting companies. Accordingly, they do not include all the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. However, such information reflects all adjustments (consisting solely of normal recurring adjustments), which are, in the opinion of management, necessary for the fair presentation of the financial position and the results of operations. Results shown for interim periods are not necessarily indicative of the results to be obtained for a full fiscal year. The balance sheet information as of December 31, 2009 was derived from the audited financial statements included in the Company's financial statements as of and for the year ended December 31, 2009 included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission (the "SEC") on March 31, 2010. These financial statements should be read in conjunction with that report.

Going Concern

The Company's condensed consolidated financial statements have been presented on the basis that it is a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company is in the development stage and has not generated any revenues from operations to date, and does not expect to do so in the foreseeable future. The Company has experienced recurring operating losses and negative operating cash flows since inception, and has financed its working capital requirements through the recurring sale of its equity securities. As a result, the Company's independent registered public accounting firm, in its report on the Company's 2009 consolidated financial statements included in the Company's Annual Report on Form 10-K filed on March 31, 2010, has raised substantial doubt about the Company's ability to continue as a going concern.

The Company's ability to continue as a going concern is dependent upon its ability to develop additional sources of capital and to ultimately achieve sustainable revenues and profitable operations. The Company's consolidated financial statements do not include any adjustments that might result from the outcome of these uncertainties. At September 30, 2010, the Company had not yet commenced any revenue-generating operations. As such, the Company has yet to generate any cash flows from operations, and is dependent on debt and equity funding from both related and unrelated parties to finance its operations.

Because the Company is currently engaged in research at an early stage, it will likely take a significant amount of time to develop any product or intellectual property capable of generating revenues. As such, the Company's business is unlikely to generate any sustainable revenues in the next several years, and may never do so. Even if the Company is able to generate revenues in the future through licensing its technologies or through product sales, there can be no assurance that the Company will be able to generate a profit.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES

Principles of Consolidation

The accompanying condensed consolidated financial statements include the financial statements of the Company and its wholly-owned subsidiary. All intercompany balances and transactions have been eliminated in consolidation.

Earnings per Share

Basic earnings (loss) per share is computed by dividing the net income (loss) applicable to common stockholders by the weighted average number of shares of common stock outstanding during the period. Diluted earnings (loss) per share is computed by dividing the net income (loss) applicable to common stockholders by the weighted average number of common shares outstanding plus the number of additional common shares that would have been outstanding if all dilutive potential common shares had been issued, using the treasury stock method. Potential common shares are excluded from the computation as their effect is antidilutive.

For the three and nine months ended September 30, 2010 and 2009, the calculations of basic and diluted loss per share are the same because potential dilutive securities would have an anti-dilutive effect. The potentially dilutive securities at September 30, 2010 consist of 1,150,000 options to acquire shares of the Company's common stock and 933,348 warrants to acquire shares of the Company's common stock.

Fair Value of Financial Instruments

The Company uses various inputs in determining the fair value of its investments and measures these assets on a recurring basis. Financial assets recorded at fair value in the consolidated balance sheets are categorized by the level of objectivity associated with the inputs used to measure their fair value. Authoritative guidance provided by the Financial Accounting Standards Board (the "FASB") defines the following levels directly related to the amount of subjectivity associated with the inputs to fair valuation of these financial assets:

Level 1—Quoted prices in active markets for identical assets or liabilities.
Level 2—Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly.
Level 3—Unobservable inputs based on the Company's assumptions.

The following table presents certain investments and liabilities of the Company's financial assets measured and recorded at fair value on the Company's condensed consolidated balance sheets on a recurring basis and their level within the fair value hierarchy as of September 30, 2010.

	Level 1	Level 2	Level 3	Total
Fair value of Derivative Liability	$ -0-	$ -0-	$ 546,730	$ 546,730

Derivative financial instruments

The Company evaluates all of its financial instruments to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. For stock-based derivative financial instruments, the Company uses both the Black-Scholes-Merton and Binomial option pricing models to value the derivative instruments at inception and on subsequent valuation dates. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative instrument liabilities are classified in the balance sheet as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the balance sheet date.

Intangible Assets

The Company records intangible assets in accordance with guidance of the FASB. Intangible assets consist mostly of intellectual property rights and are deemed to have indefinite lives that are not subject to annual amortization. The Company reviews, at least quarterly, its investment in intangible assets for impairment and if impairment is deemed to have occurred the impairment is charged to expense. Accordingly, management compares the carrying value of the asset to its fair value in determining the amount of the impairment. No impairments were identified as of September 30, 2010.

Income Taxes

Income taxes are provided in accordance with guidance of the FASB. A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and net operating loss carryforwards. Deferred tax expense (benefit) results from the net change during the year of deferred tax assets and liabilities. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Use of Estimates

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

Stock-Based Compensation

The Company periodically issues stock options and warrants to officers, directors and consultants for services rendered. Options vest and expire according to terms established at the grant date.

The Company accounts for share-based payments to officers and directors by measuring the cost of services received in exchange for equity awards based on the grant date fair value of the awards, with the cost recognized as compensation expense in the Company's financial statements over the vesting period of the awards.

The Company accounts for share-based payments to consultants by determining the value of the stock compensation based upon the measurement date at either (a) the date at which a performance commitment is reached or (b) the date at which the necessary performance to earn the equity instruments is complete. Options granted to outside consultants are revalued each reporting period to determine the amount to be recorded as an expense in the respective period. As the options vest, they are valued on each vesting date and an adjustment is recorded for the difference between the value already recorded and the then current value on the date of vesting.

Website Costs

Costs incurred in connection with the creation of our website have been capitalized and are being amortized to expense over their estimated useful life of three years using the straight-line method. During the nine months ended September 30, 2010 we capitalized $2,081 of such development costs, expensed $2,125 of costs associated with the Company's prior website that is no longer being used and accrued $347 of amortization.

Ongoing website post-implementation costs of operation, including training, application maintenance and creation of database content, will be charged to expense as incurred.

Recent Accounting Pronouncements

In April 2010, the FASB issued new accounting guidance in applying the milestone method of revenue recognition to research or development arrangements. Under this guidance, management may recognize revenue contingent upon the achievement of a milestone in its entirety, in the period in which the milestone is achieved, only if the milestone meets all the criteria within the guidance to be considered substantive. This standard is effective on a prospective basis for research and development milestones achieved in fiscal years beginning on or after June 15, 2010. Early adoption is permitted; however, adoption of this guidance as of a date other than January 1, 2011 will require the Company to apply this guidance retrospectively effective as of January 1, 2010 and will require disclosure of the effect of this guidance as applied to all previously reported interim periods in the fiscal year of adoption. As the Company plans to implement this standard prospectively, the effect of this guidance will be limited to future transactions. The Company does not expect adoption of this standard to have a material impact on its financial position or results of operations as it has no material research and development arrangements which will be accounted for under the milestone method.

In January 2010, the FASB issued new accounting guidance which requires new disclosures regarding transfers in and out of Level 1 and Level 2 fair value measurements, as well as requiring presentation on a gross basis of information about purchases, sales, issuances and settlements in Level 3 fair value measurements. The guidance also clarifies existing disclosures regarding level of disaggregation, inputs and valuation techniques. The new guidance is effective for interim and annual reporting periods beginning after December 15, 2009. Disclosures about purchases, sales, issuances and settlements in the roll forward of activity in Level 3 fair value measurements are effective for fiscal years beginning after December 15, 2010. As this guidance requires only additional disclosure, there should be no impact on the consolidated financial statements of the Company upon adoption.

In October 2009, a new accounting consensus was issued for multiple-deliverable revenue arrangements. This consensus amends existing revenue recognition accounting standards. This consensus provides accounting principles and application guidance on whether multiple deliverables exist, how the arrangement should be separated and the consideration allocated. This guidance eliminates the requirement to establish the fair value of undelivered products and services and instead provides for separate revenue recognition based upon management's estimate of the selling price for an undelivered item when there is no other means to determine the fair value of that undelivered item. Previously the existing accounting consensus required that the fair value of the undelivered item be the price of the item either sold in a separate transaction between unrelated third parties or the price charged for each item when the item is sold separately by the vendor. Under the existing accounting consensus, if the fair value of all of the elements in the arrangement was not determinable, then revenue was deferred until all of the items were delivered or fair value was determined. This new approach is effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. The Company is in the process of evaluating whether the adoption of this standard will have a material effect on its financial position, results of operations or cash flows.

Other recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the American Insitute of Certified Public Accountants (the "AICPA"), and the SEC did not or are not believed by management to have a material impact on the Company's present or future consolidated financial statements.

NOTE 3. INTELLECTUAL PROPERTY LICENSES

Effective March 15, 2010, the Company entered into a purchase agreement with Hamilton Atlantic, a Cayman Islands company ("Hamilton"), whereby Hamilton sold, and the Company acquired, all of Hamilton's rights, title and interest to certain assets related to the development and commercialization of biotechnology drugs, primarily anti-CD55 antibodies (the "Anti-CD55 Antibody Program"), including certain patents, patent applications, materials, and know-how. The Anti-CD55 Antibody Program consists of antibodies that could be developed and commercialized for the treatment of cancer. As consideration, the Company agreed to issue to Hamilton 20,960,016 shares of the Company's common stock valued at $217,408 based upon the amount paid by Hamilton for the intellectual property rights. The Company determined that the intellectual property rights acquired meet the criteria of an indefinite life asset as defined by current accounting guidance. As such, the intangible asset will not be amortized, but will be subject to annual impairment tests.

NOTE 4. STOCKHOLDERS' EQUITY

Authorized

The Company is authorized to issue 1,800,000,000 shares of $0.000041666 par value common stock. All common stock shares have equal voting rights, are non-assessable and have one vote per share. Voting rights are not cumulative and, therefore, the holders of more than 50% of the common stock could, if they choose to do so, elect all of the directors of the Company.

On March 15, 2010, the Company effected a 24−for−1 forward stock split, with a record date of March 15, 2010, and correspondingly increased the number of its authorized shares to 1,800,000,000 and reduced the par value of each share from $0.001 to $0.000041666.

Issued and Outstanding

On September 17, 2007 (inception), the Company issued 96,000,000 shares of its common stock to its directors, at a price of $0.00083 per share, for cash of $8,000.

Private Placements

On December 31, 2007, the Company closed a private placement for 25,440,000 common shares at a price of $0.002083 per share, or an aggregate of $53,000. The Company accepted subscriptions from 39 offshore non-affiliated investors.

Effective March 15, 2010, the Company sold to accredited investors pursuant to subscription agreements, in a private placement offering (the "Private Placement"), an aggregate of 12,799,968 shares (post-split) of its common stock (the "Shares") at $0.03125 per share, for an aggregate purchase price of $400,000, resulting in net proceeds to the Company of $365,000, net of offering costs. The Common Stock Subscription Agreements granted the investors "piggy-back" registration rights with respect to the Shares, pursuant to which the Company agreed, in the event the Company determines to register its common stock with the SEC, that it would include the Shares as part of the registration statement registering its common stock. The securities sold by the Company in the Private Placement were exempt from registration under the Securities Act of 1933, as amended, pursuant to Regulation S promulgated thereunder and pursuant to Section 4(2) thereunder.

On September 17, 2010, the Company closed a private placement offering with accredited investors providing for the issuance and sale, for an aggregate purchase price of $700,000, of (i) an aggregate of 933,341 shares of the Company's common stock, (ii) warrants to purchase an aggregate of 466,674 shares of the Company's common stock at an exercise price of $1.00 per share and (iii) warrants to purchase an aggregate of 466,674 shares of the Company's common stock at an exercise price of $1.25 per share. Each of the warrant agreements included an anti-dilution provision that allowed for the automatic reset of the exercise price upon any future sale of common stock instruments at or below the current exercise price. The Company considered the current Financial Accounting Standards Board guidance of "Determining Whether an Instrument Indexed to an Entity's Own Stock" which indicates that any adjustment to the fixed amount (either conversion price or number of shares) of the instrument regardless of the probability or whether or not within the issuer's control, means the instrument is not indexed to the issuer's own stock. Accordingly, the Company determined that as the strike price of these warrants contain exercise prices that may fluctuate based on the occurrence of future offerings or events, and as such is not a fixed amount. As a result, the Company determined that these warrants are not considered indexed to the Company's own stock and characterized the fair value of these warrants as derivative liabilities upon issuance. The fair value of the derivative liability was determined to be $563,348 upon issuance and recorded as a cost of the private placement (see Note 5).

Stock Options

On March 30, 2010, the Company granted options to purchase 675,000 shares of the Company's common stock to a director and two consultants at an exercise price of $0.03125. These options vest over three (3) years and have a seven-year life. The options were valued at $12,825, using the Black Scholes option pricing model. The following assumptions were utilized in valuing the options: strike price of $0.03125; term of seven (7) years; volatility of 59%; expected dividends 0%; and discount rate of 4%.

On May 21, 2010, the Company granted options to purchase 100,000 shares of the Company's common stock to a consultant at an exercise price of $0.03125. These options vest over four (4) years and have a seven-year life. The options were valued at $1,800, using the Black Scholes option pricing model. The following assumptions were utilized in valuing the options: strike price of $0.03125; term of seven (7) years; volatility of 54.25%; expected dividends 0%; and discount rate of 4%.

On May 26, 2010, the Company granted options to purchase 375,000 shares of the Company's common stock to a director at an exercise price of $0.03125. These options vest over three (3) years and have a seven-year life. The options were valued at $6,750, using the Black Scholes option pricing model. The following assumptions were utilized in valuing the options: strike price of $0.03125; term of seven (7) years; volatility of 54.25%; expected dividends 0%; and discount rate of 4%.

As of September 30, 2010, the aggregate value of unvested options was $259,486, net of accumulated amortization of $45,159, which will continue to be amortized as compensation cost as the options vest, over 3 or 4 years, as applicable. The options had intrinsic value of $754,943 as of September 30, 2010.

At September 30, 2010, options outstanding are as follows:

	Number of Options	Weighted Average Exercise Price
Balance at January 1, 2010	—	$ —
Granted	1,150,000	$ 0.03125
Exercised	—	$ —
Cancelled	—	$ —
Balance at September 30, 2010	1,150,000	$ 0.03125

Additional information regarding options outstanding as of September 30, 2010 is as follows:

Options Outstanding				Options Exercisable
Weighted Average Exercise Price	Number Outstanding	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Number Exercisable
$ 0.03125	1,150,000	7	$ 0.03125	—

Warrants

At September 30, 2010, warrants outstanding are as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, January 1, 2010	—	$ —
Granted	933,348	1.13
Exercised	—	
Balance at September 30, 2010	933,348	$ 1.13

On September 17, 2010, the Company issued warrants to purchase 466,674 shares of the Company's common stock at an exercise price of $1.00 per share and warrants to purchase 466,674 shares of the Company's common stock at an exercise price of $1.25 per share. Each of the warrant agreements included an anti-dilution provision that allowed for the automatic reset of the exercise price upon any future sale of common stock instruments at or below the current exercise price. The Company considered the current Financial Accounting Standards Board guidance of "Determining Whether an Instrument Indexed to an Entity's Own Stock" which indicates that any adjustment to the fixed amount (either conversion price or number of shares) of the instrument regardless of the probability or whether or not within the issuer's control, means the instrument is not indexed to the issuer's own stock. Accordingly, the Company determined that as the strike price of these warrants contain exercise prices that may fluctuate based on the occurrence of future offerings or events, and as such is not a fixed amount. As a result, the Company determined that these warrants are not considered indexed to the Company's own stock and characterized the fair value of these warrants as derivative liabilities upon issuance.

The above warrants are fully vested and have a five year contractual life. There was no intrinsic value to these warrants as of September 30, 2010.

NOTE 5 - DERIVATIVE LIABILITY

In June 2008, the FASB issued authoritative guidance on determining whether an instrument (or embedded feature) is indexed to an entity's own stock. Under the authoritative guidance, effective January 1, 2009, instruments which do not have fixed settlement provisions are deemed to be derivative instruments. The warrants issued related to the private placement described in Note 4 do not have fixed settlement provisions because their exercise prices may be lowered if the Company issues securities at lower prices in the future. The warrants have been characterized as derivative liabilities to be re-measured at the end of every reporting period with the change in value reported in the statement of operations.

The derivative liabilities were valued using weighted average Black-Scholes-Merton and Binomial valuation techniques with the following assumptions:

	September 30, 2010 (Unaudited)	September 17, 2010 (date of issuance)
Warrants:		
Risk-free interest rate	.80%	.80%
Expected volatility	52.45%	52.45%
Expected life (in years)	4.96 years	5 years
Expected dividend yield	0%	0%
Fair Value Warrants	$ 546,730	$ 563,348

The risk-free interest rate was based on rates established by the Federal Reserve Bank, the Company uses the historical volatility of its common stock, and the expected life of the instruments is determined by the expiration date of the instrument. The expected dividend yield was based on the fact that the Company has not paid dividends to common shareholders in the past and does not expect to pay dividends to common shareholders in the future.

As of September 30, 2010, the aggregate derivative liability of the warrants was $546,730. For the quarterly period ended September 30, 2010, the Company recorded a change in fair value of the derivative liabilities of $16,618. At December 31, 2009, no derivative instruments were recorded.

NOTE 6. LICENSE AGREEMENT

On March 15, 2010, we entered into a Patent and Know How Licence (the "License Agreement") with Cancer Research Technology Limited, a company registered in England and Wales ("CRT"). Pursuant to the License Agreement, CRT granted to the Company an exclusive, worldwide right and license in certain intellectual property related to a proprietary, therapeutic use of anti-CD55 antibodies, including rights to patents and patent applications related thereto, to research, develop, use, make, distribute, and sell products utilizing the licensed intellectual property. The license granted to the Company expires on the later to occur of the expiration of the relevant licensed patent in the relevant country or 10 years after the date that the first therapeutic product was placed on the market in such country. In consideration for the license, the Company agreed to pay to CRT $46,782 (£30,000) in royalties upon the effective date of the License Agreement which has been included as an expense in the accompanying statement of operations for the nine months ended September 30, 2010. In addition, the Company agreed to pay CRT additional royalties based on the achievement of certain milestones, including the consummation of financing by the Company and other milestones relating to the commencement of Phase III clinical studies, the filing of new drug applications, and the grant of marketing approval related to the licensed products.

NOTE 7. RELATED PARTY TRANSACTIONS

Change of Control

On March 15, 2010, Mr. Robert Brooke acquired beneficial ownership of 9,940,008 shares (post-split) of our common stock held by Mr. Ibrahim Abotaleb, and Mr. Richard McKilligan acquired beneficial ownership of 2,720,016 shares (post-split) of our common stock held by Mr. Abotaleb. The balance of the remaining shares held by Mr. Abotaleb and all of the shares held by Mr. Gerald Lewis, totaling an aggregate of 83,339,976 common shares, were then returned to the Company for cancellation and are no longer outstanding.

On March 15, 2010, Ibrahim Abotaleb resigned as the Company's President and Chief Executive Officer, and Gerald Lewis resigned as the Secretary, Treasurer, and Chief Financial Officer. Mr. Abotaleb and Mr. Lewis also resigned from the Company's board of directors.

On March 15, 2010, the Company appointed Robert Brooke as its President and Chief Executive Officer, and the Company appointed Richard McKilligan as its Secretary, Treasurer, and Chief Financial Officer. In addition, Mr. Brooke and Mr. McKilligan were appointed to the Company's board of directors.

Rent and Other Services

The Company neither owns nor leases any real or personal property. The Company's directors provide office space free of charge. The officers and directors of the Company are involved in other business activities and may, in the future, become involved in other business opportunities. If a specific business opportunity becomes available, such persons may face a conflict in selecting between the Company and their other business interests. The Company has not formulated a policy for the resolution of such conflicts.

Amounts due Former Director

As of December 31, 2009, the Company had amounts due a former director of $23,120. The amounts due were unsecured, non-interest bearing and were due on demand. During the nine months ended September 30, 2010, the Company repaid $4,983 of the amount due to the former director and the director forgave the remainder of the amount due of $18,137, which was recorded as miscellaneous income.

NOTE 8. SUBSEQUENT EVENTS

On October 22, 2010, the Company closed a private placement offering pursuant to which it entered into a Private Placement Subscription Agreement with an accredited investor providing for the issuance and sale of 250,000 shares of the Company's common stock for a purchase price of $250,000. This offering triggered anti-dilution provisions contained in certain warrants previously issued because the $1.00 purchase price per share in the offering is lower than the $1.25 exercise price of those warrants. As a result, effective October 22, 2010, the exercise price of 466,667 warrants issued on September 17, 2010 was reduced to $1.00 per share and the holders of those warrants have become entitled to purchase an aggregate of 116,674 additional shares of the Company's common stock upon exercise of those warrants, bringing the total number of shares of common stock underlying those warrants to 583,348.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our results of operations and financial condition for the three and nine months ended September 30, 2010 and 2009 should be read in conjunction with the notes to those financial statements that are included in Item 1 of Part 1 of this Quarterly Report. Our discussion includes forward-looking statements based upon current expectations that involve risks and uncertainties, such as our plans, objectives, expectations and intentions. Actual results and the timing of events could differ materially from those anticipated in these forward-looking statements as a result of a number of factors. We use words such as "anticipate," "estimate," "plan," "project," "continuing," "ongoing," "expect," "believe," "intend," "may," "will," "should," "could," and similar expressions to identify forward-looking statements. All forward-looking statements included in this Quarterly Report are based on information available to us on the date hereof and, except as required by law, we assume no obligation to update any such forward-looking statements.

Overview

Genesis Biopharma, Inc. ("we" or the "Company") is a biopharmaceutical company engaged in the development and commercialization of drugs and other clinical solutions for underserved diseases, including metastatic cancers and lethal infectious diseases. Our drug pipeline includes an anti-CD55 antibody therapy derived from a diagnostic used in over 100 cancer patients. It has shown potential for therapeutic use in several large market cancer indications and in combination with rituximab, a biotechnology drug currently marketed by Roche and Biogen IDEC with worldwide 2009 sales in excess of $5 billion. Genesis holds exclusive intellectual property rights for commercialization of its anti-CD55 therapy, with patent applications pending in various nations. In addition to our anti-CD55 drug development program, we are seeking to convert promising academic research into low-risk and proprietary drug development programs, through efforts referred to as Genesis Advanced Development Programs ("Genesis ADP"). As part of these efforts, we are actively evaluating in-licensing and new business development opportunities.

Results of Operations

Three Months Ended September 30, 2010 Compared to the Three Months Ended September 30, 2009:

Operating Expenses

General and Administrative

Our general and administrative expenses increased from $3,470 for the three months ended September 30, 2009 to $167,027 for the three months ended September 30, 2010. In the 2010 period these expenses were primarily marketing and operating expenses related to the development of the Company's products. We expect these expenses to remain at or above this level during the 2010 fiscal year as we implement our plan to develop our products. We also plan to undertake an investor relations campaign during the next twelve months that will require significant resources.

Amortization

Our amortization expense decreased from $333 in the three months ended September 30, 2009 to $174 for the three months ended September 30, 2010. We expect depreciation and amortization expenses to increase as we invest in a new website and various other intellectual property.

Fair value of derivative liability

During the quarter ended September 30, 2010, we recorded private placement costs and a corresponding derivative liability related to the issuance of warrants of $563,348, and a gain as a result of a decrease in the fair market value of those warrants of $16,618. No such costs or gains were recognized in the 2009 period.

Net Loss

We had a net loss of $3,470 for the three months ended September 30, 2009 compared to a net loss of $713,757 for the three months ended September 30, 2010. As we are a development stage company and do not expect to earn significant revenues during the next fiscal year, we expect to continue to incur net losses and we expect those losses to increase during the 2010 fiscal year as we incur significant expenses to develop our products.

Nine Months Ended September 30, 2010 Compared to the Nine Months Ended September 30, 2009:

Operating Expenses

General and Administrative

Our general and administrative expenses increased from $13,427 for the nine months ended September 30, 2009 to $319,336 for the nine months ended September 30, 2010. In the 2010 period these expenses represented marketing and other operating expenses related to the development of the Company's products as well as intellectual property license fees and expenses related to the Company's Securities and Exchange Commission ("SEC") filings. We expect these expenses to remain high during the remainder of the 2010 fiscal year as we implement our plan to develop our products.

Amortization

Our amortization expense decreased from $666 in the nine months ended September 30, 2009 to $347 for the nine months ended September 30, 2010. We expect depreciation and amortization expenses to increase as we invest in a new website and various other intellectual property.

Fair value of derivative liability

During the nine months ended September 30, 2010, we recorded private placement costs and a corresponding derivative liability related to the issuance of warrants of $563,348, and a gain as a result of a decrease in the fair market value of those warrants of $16,618. No such costs or gains were recognized in the 2009 period.

Net Loss

We had a net loss of $13,427 for the nine months ended September 30, 2009 compared to a net loss of $866,066 for the nine months ended September 30, 2010. As we are a development stage company and do not expect to earn significant revenues during the next fiscal year, we expect to continue to incur net losses and we expect those losses to increase during the 2010 fiscal year as we incur significant expenses to develop our products.

Liquidity and Capital Resources

Since our inception, we have funded our operations primarily through private sales of equity securities and loans from a director. Effective March 15, 2010, the Company sold to accredited investors pursuant to subscription agreements, in a private placement offering, an aggregate of 12,799,968 shares (post-split) of its common stock, for an aggregate purchase price of $365,000, net of offering costs. We expect to issue additional shares and possibly incur debt.

As of September 30, 2010, we had cash of $795,943.

Net cash used in operating activities was $8,187 for the nine months ended September 30, 2009 compared to net cash used in operating activities of $251,213 for the nine months ended September 30, 2010. This difference was primarily due to a larger net loss in the 2010 period, partially offset by the recognition of a liability for the fair market value of warrants issued in the 2010 period.

Net cash provided by financing activities increased from $5,900 for the nine months ended September 30, 2009 to $1,041,880 for the nine months ended September 30, 2010 as a result of two private placements of the Company's common stock, for an aggregate purchase price of $1,065,000, net of offering costs, during the 2010 period.

We believe that our current cash resources will be sufficient to sustain our current operations for approximately six (6) months. We will need to obtain additional cash resources during the next year in order to develop our products and to undertake our planned investor relations campaign. We expect to engage in additional sales of debt or equity securities. The sale of additional equity or convertible debt securities would result in additional dilution to our shareholders. The issuance of additional debt would result in increased expenses and could subject us to covenants that may have the effect of restricting our operations. We have not made arrangements to obtain additional financing and we can provide no assurance that additional financing will be available in an amount or on terms acceptable to us, if at all.

Critical Accounting Policies

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements and accompanying notes, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. When making these estimates and assumptions, we consider our historical experience, our knowledge of economic and market factors and various other factors that we believe to be reasonable under the circumstances. Actual results may differ under different estimates and assumptions.

The accounting estimates and assumptions discussed in this section are those that we consider to be the most critical to an understanding of our financial statements because they inherently involve significant judgments and uncertainties.

Use of Estimates

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

Revenue Recognition

The Company applies the provisions of SEC Staff Accounting Bulletin (SAB) No. 104, "Revenue Recognition in Financial Statements," which provides guidance on the recognition, presentation and disclosure of revenue in financial statements filed with the SEC. SAB No. 104 outlines the basic criteria that must be met to recognize revenue and provides guidance for disclosure related to revenue recognition policies. In general, the Company recognizes revenue when (i) persuasive evidence of an arrangement exists, (ii) shipment of products has occurred or services have been rendered, (iii) the sales price charged is fixed or determinable and (iv) collection is reasonably assured.

The Company has not recognized any revenue to date and we do not anticipate recognizing any significant revenue during the next fiscal year.

Intangible Assets

The Company records intangible assets in accordance with guidance of the Financial Accounting Standards Board (the "FASB"). Intangible assets consist mostly of intellectual property rights and are deemed to have indefinite lives that are not subject to annual amortization. The Company reviews, at least quarterly, its investment in intangible assets for impairment and if impairment is deemed to have occurred the impairment is charged to expense. Accordingly, management compares the carrying value of the asset to its fair value in determining the amount of the impairment. No impairments were identified as of September 30, 2010.

Stock-Based Compensation

We periodically issue stock options and warrants to employees and non-employees in non-capital raising transactions for services and for financing costs. We adopted FASB guidance effective January 1, 2006, and are using the modified prospective method in which compensation cost is recognized beginning with the effective date (a) for all share-based payments granted after the effective date and (b) for all awards granted to employees prior to the effective date that remain unvested on the effective date. We account for stock option and warrant grants issued and vesting to non-employees in accordance with accounting guidance whereby the fair value of the stock compensation is based on the measurement date as determined at either (a) the date at which a performance commitment is reached, or (b) the date at which the necessary performance to earn the equity instrument is complete.

We estimate the fair value of stock options using the Black-Scholes option-pricing model, which was developed for use in estimating the fair value of options that have no vesting restrictions and are fully transferable. This model requires the input of subjective assumptions, including the expected price volatility of the underlying stock and the expected life of stock options. Projected data related to the expected volatility of stock options is based on the historical volatility of the trading prices of the Company's common stock and the expected life of stock options is based upon the average term and vesting schedules of the options. Changes in these subjective assumptions can materially affect the fair value of the estimate, and therefore the existing valuation models do not provide a precise measure of the fair value of our employee stock options.

Recent Accounting Pronouncements

In April 2010, the FASB issued new accounting guidance in applying the milestone method of revenue recognition to research or development arrangements. Under this guidance, management may recognize revenue contingent upon the achievement of a milestone in its entirety, in the period in which the milestone is achieved, only if the milestone meets all the criteria within the guidance to be considered substantive. This standard is effective on a prospective basis for research and development milestones achieved in fiscal years beginning on or after June 15, 2010. Early adoption is permitted; however, adoption of this guidance as of a date other than January 1, 2011 will require the Company to apply this guidance retrospectively effective as of January 1, 2010 and will require disclosure of the effect of this guidance as applied to all previously reported interim periods in the fiscal year of adoption. As the Company plans to implement this standard prospectively, the effect of this guidance will be limited to future transactions. The Company does not expect adoption of this standard to have a material impact on its financial position or results of operations as it has no material research and development arrangements which will be accounted for under the milestone method.

In January 2010, the FASB issued new accounting guidance which requires new disclosures regarding transfers in and out of Level 1 and Level 2 fair value measurements, as well as requiring presentation on a gross basis of information about purchases, sales, issuances and settlements in Level 3 fair value measurements. The guidance also clarifies existing disclosures regarding level of disaggregation, inputs and valuation techniques. The new guidance is effective for interim and annual reporting periods beginning after December 15, 2009. Disclosures about purchases, sales, issuances and settlements in the roll forward of activity in Level 3 fair value measurements are effective for fiscal years beginning after December 15, 2010. As this guidance requires only additional disclosure, there should be no impact on the consolidated financial statements of the Company upon adoption.

In October 2009, a new accounting consensus was issued for multiple-deliverable revenue arrangements. This consensus amends existing revenue recognition accounting standards. This consensus provides accounting principles and application guidance on whether multiple deliverables exist, how the arrangement should be separated and the consideration allocated. This guidance eliminates the requirement to establish the fair value of undelivered products and services and instead provides for separate revenue recognition based upon management's estimate of the selling price for an undelivered item when there is no other means to determine the fair value of that undelivered item. Previously the existing accounting consensus required that the fair value of the undelivered item be the price of the item either sold in a separate transaction between unrelated third parties or the price charged for each item when the item is sold separately by the vendor. Under the existing accounting consensus, if the fair value of all of the elements in the arrangement was not determinable, then revenue was deferred until all of the items were delivered or fair value was determined. This new approach is effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. The Company is in the process of evaluating whether the adoption of this standard will have a material effect on its financial position, results of operations or cash flows.

Other recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the AICPA, and the SEC did not or are not believed by management to have a material impact on the Company's present or future consolidated financial statements.

Off-Balance Sheet Arrangements

At September 30, 2010, we had no obligations that would require disclosure as off-balance sheet arrangements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not required.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act (defined below)). Based upon that evaluation, our principal executive officer and principal financial officer concluded that, as of the end of the period covered in this report, our disclosure controls and procedures were effective to ensure that information required to be disclosed in reports filed under the Securities Exchange Act of 1934, as amended (the "Exchange Act") is recorded, processed, summarized and reported within the required time periods and is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Our management, including our principal executive officer and principal financial officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all error or fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. Accordingly, management believes that the financial statements included in this report fairly present in all material respects our financial condition, results of operations and cash flows for the periods presented.

Changes in Internal Control Over Financial Reporting

In addition, our management with the participation of our principal executive officer and principal financial officer have determined that no change in our internal control over financial reporting (as that term is defined in Rules 13(a)-15(f) and 15(d)-15(f) of the Exchange Act) occurred during the quarter ended September 30, 2010 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

There are no material pending legal proceedings to which the Company is a party or of which our property is the subject.

Item 1A. Risk Factors

Not required.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

We have not sold any equity securities during the period covered by this Quarterly Report that were not registered under the Securities Act of 1933, as amended, other than those previously included in a Current Report on Form 8-K.

Item 3. Defaults Upon Senior Securities

None.

Item 4. [Removed and Reserved]

Item 5. Other Information

(a) None.

(b) There were no changes to the procedures by which security holders may recommend nominees to our board of directors.

Item 6. Exhibits

The Exhibit Index set forth on the page immediately following the signature page hereto is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GENESIS BIOPHARMA, INC.

By: /s/ Robert T. Brooke
Robert T. Brooke
Chief Executive Officer

Date: November 16, 2010

By: /s/ Richard McKilligan
Richard McKilligan
Chief Financial Officer

Date: November 16, 2010

EXHIBIT INDEX

Exhibit No.	Description
2.1	Agreement and Plan of Merger between Freight Management Corp. (renamed Genesis Biopharma, Inc.) and Genesis Biopharma Inc. dated March 15, 2010 (1)
3.1	Articles of Incorporation, as amended*
3.2	Bylaws (2)
4.1	Form of Series A Common Stock Purchase Warrant (3)
4.2	Form of Series B Common Stock Purchase Warrant (3)
10.1	Form of Private Placement Subscription Agreement (3)
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer*
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer*
32.1	Section 1350 Certification of Chief Executive Officer*
32.2	Section 1350 Certification of Chief Financial Officer*

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* Filed herewith

(1) Incorporated by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed on March 19, 2010.

(2) Incorporated by reference to Exhibit 3.2 to the Issuer's Registration Statement on Form SB-2 filed on January 29, 2008.

(3) Incorporated by reference to the exhibit of the same number to the Issuer's Current Report on Form 8-K filed on September 23, 2010.

ROSS MILLER
Secretary of State
206 North Carson Street
Carson City, Nevada 89701-4299
(775) 684 5708
Website: secretaryofstate.biz

Filed in the office of	Document Number
Ross Miller Secretary of State State of Nevada	20070634612-91
	Filing Date and Time 09/17/2007 1:45 PM
	Entity Number E0648352007-4

Articles of Incorporation

(PURSUANT TO NRS 78)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. *Name of Corporation:*	FREIGHT MANAGEMENT CORP.
2. *Resident Agent Name and Street Address:* (must be a Nevada address where process may be served)	THE NEVADA AGENCY AND TRUST COMPANY Name 50 WEST LIBERTY STREET, SUITE 880 — RENO — Nevada 89501 (MANDATORY) Physical Street Address — City — Zip Code (OPTIONAL) Mailing Address — City — State — Zip Code
3. *Shares:* (number of shares corporation is authorized to issue)	Number of shares with par value: 75,000,000 — Par value per share: $ .001 — Number of shares without par value: 0
4. *Names & Addresses of the Board of Directors/Trustees:* (each Director/Trustee must be a natural person at least 18 years of age. attach additional page if more than 3 directors/trustees)	1. IBRAHIM ABOTALEB Name 24 EL GAMMAL ST, CLEOPATRA HAMMAT — ALEXANDRIA, EGYPT — 21311 Street Address — City — State — Zip Code 2. Name Street Address — City — State — Zip Code 3. Name Street Address — City — State — Zip Code
5. *Purpose:* (optional - see instructions)	The purpose of this Corporation shall be: ANY LAWFUL BUSINESS ACTIVITY
6. *Name, Address and Signature of Incorporator:* (attach additional page if more than 1 incorporator)	AMANDA CARDINALLI Name — X Signature 50 WEST LIBERTY STREET, SUITE 880 — RENO — NV 89501 Address — City — State — Zip Code
7. *Certificate of Acceptance of Appointment of Resident Agent:*	I hereby accept appointment as Resident Agent for the above named corporation. X Authorized Signature of R. A. or On Behalf of R. A. Company — 9-17-07 Date

This form must be accompanied by appropriate fees.

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<FILENAME>ex3-12.txt
<DESCRIPTION>CERTIFICATE OF CHANGE
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Exhibit 3(i).2

ROSS MILLER
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254 North Carson Street, Suite 1
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Website: www.nvsos.gov

Document Number
00002633095-68
Filing Date and Time
03/15/2010 2:30 PM
Entity#
E0648352007-4

Filed in the office of
/s/ Ross Miller
Ross Miller
Secretary of State
State of Nevada

CERTIFICATE OF CHANGE PURSUANT
TO NRS 78.209

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CERTIFICATE OF CHANGE FILED PURSUANT TO NRS 78.209
FOR NEVADA PROFIT CORPORATIONS

1. Name of corporation:

Freight Management Corp.

2. The board of directors have adopted a resolution pursuant to NRS 78.209 and have obtained any required approval of the stockholders.

3. The current number of authorized shares at the par value, if any, of each class or series, if any, of shares before the change:

75,000,000 shares of common stock, with $0.001 par value per share

4. The number of authorized shares and the par value, if any, of each class or series, if any, of shares after the change:

1,800,000,000 shares of common stock, with $0.001 par value per share

5. The number of shares of each affected class or series, if any, to be issued after the change in exchange for each issued share of the same class or series:

24 shares of common stock

6. The provisions, if any, for the issuance of fractional shares, or for the payment of money or the issuance of scrip to stockholders otherwise entitled to a fraction of a share and the percentage of outstanding shares affected thereby:

N/A

7. Effective date of filing (optional): March 15, 2010
(must not be later than 90 days after the certificate is filed)

8. Signature: (required)

X /s/ Ibrahim Abotaleb — President and CEO
Signature of Officer — Title

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.
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<TYPE>EX-3.1.3
<SEQUENCE>3
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EXHIBIT 3(i).3

ROSS MILLER
Secretary of State
206 North Carson Street
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Document Number
00002633094-57
Filing Date and Time
03/15/2010 2:31 PM
Entity Number

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/s/ Ross Miller
ROSS MILLER
Secretary of State
State of Nevada

ARTICLES OF MERGER
(PURSUANT TO NRS 92A.200)
PAGE 1

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(Pursuant to Nevada Revised Statutes Chapter 92A)
(excluding 92A.200(4b))

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200). If there are more than four merging entities, check box [ ] and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.

Freight Management Corp.
Name of merging entity

Nevada — Jurisdiction
Corporation — Entity type *

Genesis Biopharma, Inc.
Name of merging entity

Nevada — Jurisdiction
Corporation — Entity type *

Name of merging entity

Jurisdiction — Entity type *

Name of merging entity

Jurisdiction — Entity type *

and,

Freight Management Corp.
Name of surviving entity

Nevada — Jurisdiction
Corporation — Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

Filing Fee: $350.00

This form must be accompanied by appropriate fees.

<PAGE>

ROSS MILLER
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(775) 684 5708
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ARTICLES OF MERGER
(PURSUANT TO NRS 92A.200)
PAGE 2

2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.1 90):

Attn:

c/o:

3) (Choose one)

[X] The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).

[ ] The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180)

4) Owner's approval (NRS 92A.200)(options a, b, or c must be used, as applicable, for each entity) (if there are more than four merging entities, check box [ ] and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity):

(a) Owner's approval was not required from

Freight Management Corp.
Name of merging entity, if applicable

Genesis Biopharma, Inc.
Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Freight Management Corp.
Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.
<PAGE>
ROSS MILLER
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ARTICLES OF MERGER
(PURSUANT TO NRS 92A.200)
PAGE 3

(b) The plan was approved by the required consent of the owners of *:

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Name of surviving entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

This form must be accompanied by appropriate fees.
<PAGE>
ROSS MILLER
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ARTICLES OF MERGER
(PURSUANT TO NRS 92A.200)
PAGE 4

(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.
<PAGE>
ROSS MILLER
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(775) 684 5708
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ABOVE SPACE IS FOR OFFICE USE ONLY

ARTICLES OF MERGER
(PURSUANT TO NRS 92A.200)
PAGE 5

5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)*:

Article One of the Articles of Incorporaton of Freight Management Corp. is hereby amended to change the name of the Corporation to "Genesis Biopharma, Inc."

6) Location of Plan of Merger (check a or b):

[X] (a) The entire plan of merger is attached;

or,

[ ] (b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date (optional)": March 15, 2010

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A. 180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

** A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).

This form must be accompanied by appropriate fees.

ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4299
(775) 684 5708
Website: www.nvsos.gov

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ARTICLES OF MERGER
(PURSUANT TO NRS 92A.200)
PAGE 6

8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited partnership; A manager of each Nevada limited-liability company with managers or all the members if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)* (if there are more than four merging entities, check box [ ] and attach an "8 1/2 x 11 " blank sheet containing the required information for each additional entity.):

Freight Management Corp.
Name of merging entity

/s/ Ibrahim Abotaleb President 3/15/2010

Signature	Title	Date
Genesis Biopharma, Inc. Name of merging entity		
/s/ Robert Brooke Signature	President Title	3/15/2010 Date
Name of merging entity		
Signature	Title	Date
Name of merging entity		
Signature	Title	Date
Freight Management Corp. Name of surviving entity		
/s/ Ibrahim Abotaleb Signature	President Title	3/15/2010 Date

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is made as of March 15, 2010, by and between Genesis Biopharma, Inc., a Nevada corporation (the "Merging Corporation"), and Freight Management Corp., a Nevada corporation (the "Surviving Corporation"). (The corporations together are sometimes referred to below as the "Constituent Corporations.")

The Constituent Corporations agree as follows:

1. The Merging Corporation is duly organized, existing, and in good standing under the laws of the State of Nevada. It has one thousand (1,000) shares of authorized capital stock, all of which are issued and outstanding.

2. The Surviving Corporation is duly organized, validly existing, and in good standing under the laws of the State of Nevada. It has one billion eight hundred million (1,800,000,000) shares of authorized capital stock, all of which are designated as common stock. One hundred twenty-one million four hundred forty thousand (121,440,000) shares of common stock are issued and outstanding (taking into effect a 24-for-1 forward stock split effectuated by the Surviving Corporation on March 15, 2010, which post-split shares are subject to a mandatory exchange by the Surviving Corporation's stockholders of stock certificates issued prior to the stock split).

3. The Boards of Directors of the Constituent Corporations deem it in the best interests of the corporations and their stockholders that the Merging Corporation be merged with and into Surviving Corporation in accordance with Nevada Revised Statutes Chapter 92A. The Boards hereby adopt on behalf of their

corporations the plan of reorganization set forth in this Agreement and Plan of Merger.

4. Merger. The Merging Corporation shall be merged with and into the Surviving Corporation, which shall survive the merger. The Merging Corporation's separate existence shall cease on the effective date of the merger, which shall be the later of March 15, 2010, or the date on which the Articles of Merger are accepted for filing by the Office of the Secretary of State of the State of Nevada. Without any other transfer or documentation, on the effective date of the merger, the Surviving Corporation shall (i) succeed to all of the Merging Corporation's rights and property; and (ii) be subject to all the Merging Corporation's liabilities and obligations.

Notwithstanding the above, after the effective date of the merger, the Surviving Corporation's proper officers and directors may perform any acts necessary or desirable to vest or confirm the Surviving Corporation's possession of and title to any property or rights of the Merging Corporation, or otherwise carry out this Agreement's purposes. This includes execution and delivery of deeds, assurances, assignments, or other instruments.

5. Conversion of Shares. By virtue of the merger and without any action by any stockholder, upon the effective time of the merger, all of the shares of the Merging Corporation will be converted into and will become that number of fully paid and nonassessable shares of the Surviving Corporation's common stock
<PAGE>
and thereafter retired and cancelled. No fractional shares of the Surviving Corporation shall be issued.

The shares of Surviving Corporation outstanding immediately prior to the merger shall not be changed by reason of the merger.

6. Change in Articles of Incorporation and Bylaws: The Surviving Corporation's Articles of Incorporation in effect on the effective date shall continue to be its Articles of Incorporation, except that Article First thereof shall be amended in its entirety to read as follows:

"The name of the corporation is: Genesis Biopharma, Inc."

The Surviving Corporation's Bylaws as in effect on the effective date of the merger shall continue to be its Bylaws without change as a result of the merger.

7. Officers and Directors: The Merging Corporation's officers immediately prior to the effective date of the merger shall become the officers of the Surviving Corporation effective upon the merger and replace such officers of the Surviving Corporation, until their successors have been duly elected or appointed and qualified; such that, as of the effective date of the merger, the Surviving Corporation's officers shall be as follows:

Robert Brooke -- President and Chief Executive Officer

Richard McKilligan -- Treasurer, Secretary, and Chief Financial Officer

The Surviving Corporation's directors shall continue and remain as such after the effective date of the merger for the full unexpired terms of their respective offices, or until their successors have been duly elected or appointed and qualified, subject to the resignations and appointments thereof.

8. Abandonment of Merger: Any time prior to the effective date, this merger may be abandoned without further obligation or liability by action of the

board of directors of either of the Constituent Corporations.

9. Counterparts: This Agreement and Plan of Merger may be executed in any number of counterparts, each of which shall constitute an original instrument.

[Signature Page Follows]

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IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger by their respective duly authorized officers, as of the date first written above.

FREIGHT MANAGEMENT CORP.
(to be renamed Genesis Biopharma, Inc.)
"Surviving Corporation"

By: /s/ Ibrahim Abotaleb

Ibrahim Abotaleb, President and Chief Executive Officer

GENESIS BIOPHARMA, INC.
"Merging Corporation"

By: /s/ Robert Brooke

Robert Brooke, President and Chief Executive Officer

</TEXT>
</DOCUMENT>

ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684 5708
Website: www.nvsos.gov

090401

Certificate of Correction

(PURSUANT TO NRS CHAPTERS 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A, 89 AND 92A)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Correction

(Pursuant to NRS Chapters 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A, 89 and 92A)

1. The name of the **entity** for which correction is being made:

Genesis Giopharma, Inc.

2. Description of the original document for which correction is being made:

Certificate of Change

3. Filing date of the original document for which correction is being made: March 15, 2010

4. Description of the inaccuracy or defect.

Par value per share after the change was stated as "$0.001 par value per share."

5. Correction of the inaccuracy or defect.

Par value per share after the change should be corrected to state as "$0.000041666 par value per share."

6. Signature:

X _____

Authorized Signature

CFO

Title *

March 25, 2010

Date

* If entity is a corporation, it must be signed by an officer if stock has been issued, OR an incorporator or director if stock has not been issued; a limited-liability company, by a manager or managing members: a limited partnership or limited-liability limited partnership, by a general partner: a limited-liability partnership, by a managing partner; a business trust, by a trustee.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Exhibit 31.1

RULE 13a-14(a) CERTIFICATION

I, Robert T. Brooke, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Genesis Biopharma, Inc.;

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

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

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

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

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

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

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

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

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

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

Date: November 16, 2010

/s/ Robert T. Brooke

Robert T. Brooke
Chief Executive Officer (Principal Executive Officer)

Exhibit 31.2

RULE 13a-14(a) CERTIFICATION

I, Richard McKilligan, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Genesis Biopharma, Inc.;

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

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

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

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

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

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

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

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

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

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

Date: November 16, 2010

/s/ Richard McKilligan

Richard McKilligan
Chief Financial Officer (Principal Financial and Accounting Officer)

Exhibit 32.1

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

In connection with the quarterly report of Genesis Biopharma, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2010, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Robert T. Brooke, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Robert T. Brooke
Robert T. Brooke
Chief Executive Officer (Principal Executive Officer)
November 16, 2010

Exhibit 32.2

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

In connection with the quarterly report of Genesis Biopharma, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2010, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Richard McKilligan, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Richard McKilligan
Richard McKilligan
Chief Financial Officer (Principal Financial and Accounting Officer)
November 16, 2010