

**Annual Report
2012**

F3 Technologies, Inc.



1) Name of the issuer and its predecessor.

F3 Technologies, Inc.
Formerly American Uranium Mining, Inc. until April 2008
Formerly Ithaca Industries, Inc. until July 2007
Formerly New Ithaca Corporation

2) The address of the issuer's principal executive offices.

1111 Alderman Drive, Suite 210
Alpharetta, GA 30005
(800) 418-4870 Telephone
(770) 521-0259 Facsimile
www.F3technologies.com

IR Contact:
James P. Canouse
1111 Alderman Drive, Suite 210
Alpharetta, GA 30005
(770) 521-2194
jimcanouse@gmail.com

3) Security Information

Trading Symbol – FTCH.PK
Exact title and class of securities outstanding:
Common stock
Cusip 35952C 10 7
Par value: \$0.001

Total share authorized: 3,000,000,000 @ 12 31 2012
Total shares outstanding: 1,446,999,105 @ 12 31 2012

Series A Preferred Stock

No cusip and no trading symbol

Total share authorized: 2,000,000 @ 12 31 2012

Total shares outstanding: 2,000,000 @ 12 31 2012

Transfer Agent	Island Stock Transfer, LLC
Address:	15500 Roosevelt Blvd. Suite 301 Clearwater, FL 33760
Telephone:	727 289 0010
Fax:	727 289 0069

Island Stock Transfer, LLC is registered under the Exchange Act

There are no restrictions on the transfer of security.

There have been no trading suspension orders issued by the SEC during the past 12 months.

4) Issuance History

Please see Appendix A attached is this report.

5) Financial Statements

The financial statements shown below may be found in Appendix B attached to this report.

- 1) Balance Sheet
- 2) Statement of The Results Of Operations
- 3) Statement of Cash Flows
- 4) Statement of Changes In Stockholders' Equity
- 5) Financial Notes
- 6) These financial statements are unaudited.

6) **Describe the Issuer's Business, Products and Services**

- A. a description of the issuer's business operations; F3 Technologies, Inc. is an Alpharetta, Georgia based Software-as-a-Service (SaaS) development company and application service provider offering on-demand internet solutions to small to mid-sized companies.
- B. Date and State (or jurisdiction) of Incorporation; Issuer was incorporated in Delaware on September 22, 1983.
- C. the issuer's primary and secondary SIC Codes; 7372 - services and prepackaged software
- D. the issuer's fiscal year end date; December 31
- E. principal products or services, and their markets;

Ascend™ Global Business System –

Ascend™ is an online software as a service (SaaS) product created specifically to help businesses create a unique internet brand and marketplace for their services, gain access to new revenue sources and manage their documents in a collaborative environment. The Ascend™ SaaS solution contains customizable modules for website creation, website content management, document management, knowledge sharing and an eStorefront for internet e-commerce; Target market is small to mid-size business in the United States – This group of customers consists of approximately 22 million potential users in the United States.

Interactive Defense Solution™ –

Interactive Defense Solution is an online software as a service (SaaS) platform that provides an interactive 2-way communication solution to help build relationships between the residents of a city and their government officials by; improving the dissemination of information; increases efficiency & cost savings so more funds can be made available for critical activities, connects fellow public safety officers intra and intercity to improve communication in the fight against crime, enhances educational activities to keep public safety officers informed up to the minute on what to look for and provides critical information regardless of whether the public safety official is onsite or remote. Target market is municipal governments

– These customers are located in the United States. Currently there are approximately 80,000 cities in the U.S.

FargoTube™ –

FargoTube™ is an online software as a service (SaaS) video and music entertainment platform for users seeking to profit from their on-line video content in three different ways. First, FargoTube™ allows users to create and manage subscription or video based “Tubes”. Users can charge a subscription fee to access their tube and/or charge for other users to watch their proprietary content via Pay Per View, Rental and Purchase options. Revenue generated from the subscription or video “Tube” is shared between F3 Technologies Inc. and the tube owner. Second, FargoTube™ will share a portion of ad revenue generated by “Tubes” created by users. Lastly, FargoTube™ will share a portion of revenue generated by the tube owners eStorefront. Target market is video content producers that own the distribution rights of their material – This is a global market projected to exceed \$12B by 2012.

7) Describe the Issuer’s Facilities

The issuer participates in a shared services agreement with JPC Investment Group, LLC, (JPC) a related party, and has the use of office space, telephone services, computers, and administrative support including accounting services. In exchange for these services the issuer provides information technology management services to JPC. The office is located in Alpharetta, Georgia. The issuer also utilizes independent contractors in Romania who provide their own equipment and machinery. F3 Technologies Inc. operates an office in Romania, in conjunction with these contractors. This lease for this office space is personally guaranteed and is an obligation of Mr. Connor.

8) Officers, Directors, and Control Persons

A. Names of Officers, Directors, and Control Persons

Francis V. Connor
Chief Executive Officer and Director

Mr. Connor is the holder of 100 % of the preferred stock of the company.

James P. Canouse
President

No beneficial owner holds 5% of the common stock of the company.

B. Legal/Disciplinary History

1. None of the forgoing persons have been involved in a criminal proceeding or named as a defendant in a pending criminal proceeding
2. None of the forgoing persons have been involved in nor named in any order, judgment, or decree by any court which enjoined, barred, suspended nor limited them to participate in any type of business activity.
3. None of the forgoing persons have been named in any finding or judgment by any court, the Securities and Exchange Commission, the Commodity Futures Trading Commission, nor any state securities regulator as to a violation of federal or state securities or commodities law.
4. None of the forgoing persons have been named in any order by a self-regulatory organization that barred, suspended, or otherwise limited their involvement in any type of business or securities activity.

C. Beneficial Shareholders.

Mr. Francis Connor is the holder of 100 % of the preferred stock of the company.

9) Third Party Providers

Legal Counsel

Briskin, Cross & Sandord, LLC
1001 Cambridge Square, Suite D
Alpharetta, GA 30009
770 410 1555
mcross@briskinlaw.com

Accountant

J.N. Carter
1111 Alderman Drive – Ste. 210
Alpharetta, GA 30005
770 521 2018
jimcarter@f3technologies.com

Investor Relations Consultant
James P. Canouse
1111 Alderman Drive – Ste. 210
Alpharetta, GA 30005
770 521 2194
jimcanouse@gmail.com

10) Issuer's Certifications

I, Francis Connor, certify that:

1. I have reviewed this 2012 Annual Report of F3 Technologies, Inc.;
2. Based on my knowledge, this disclosure statement 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 disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operation and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

March 5, 2013

"/s/ Francis Connor"
Chief Executive Officer

I, J.N. Carter, certify that:

1. I have reviewed this 2012 Annual Report of F3 Technologies, Inc.;
2. Based on my knowledge, this disclosure statement 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 disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operation and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

March 5, 2013

“/s/ J.N. Carter”
Accountant