

2012 ANNUAL REPORT

INTERNATIONAL CONSOLIDATED COMPANIES, INC.

DATED: September 4, 2014

CUSIP NUMBER: 459357 109

## Part A General Company Information

**Item 1: The exact name of the issuer**

The Company's name is International Consolidated Companies, Inc.

**Item 2: The address of the issuer's principal executive offices**

8191 Tamiami Trail, Sarasota, FL 34234

The Investor Relations Contact is Davyd Field, +1 (562) 505-4613, info@medicalcannabisholdings.com

Mailing Address: 8191 N. Tamiami Trail, Sarasota, FL 34234

**Item 3: The jurisdiction(s) and date of the issuers' incorporation**

The Company was organized under the laws of the State of Florida on January 28, 2002.

## Part B Share Structure

**Item 4: The exact title and class of securities outstanding**

The Company has two classes of capital stock consisting of 2,000,000,000 authorized of Common Stock. par value of \$1.00 per share and 100,000,000 authorized shares of Preferred Stock. The Company's trading symbol is INCC.pk and CUSIP number is 459357 109. Currently there are 1,733,756,425 shares of Common Stock issued and outstanding and 1,000,000 shares of Preferred "A" Stock issued and outstanding.

**Item 5: Par or stated value and description of the security**

Par or stated value and description of the security The Common Stock has a one share one vote right with no other rights and par value of \$1.00. The Preferred stock consists of a single class of "Class A Preferred Stock". Each share of Class A Preferred Stock is entitled to 9,000 votes. There are no provisions in the articles of incorporation, articles of amendment, or bylaws that would delay or prevent a change of control. The Common Stock has a one share one vote right with no other rights. The Preferred stock consists of a single share that equals 100% of the voting rights of the common stock. There are no provisions in the articles of incorporation, articles of amendment, or bylaws which would delay or prevent a change of control.

**Item 6: The number of shares or total amount of the securities outstanding for each class of securities authorized.**

The number of shares or total amount of the securities outstanding for each class of securities authorized. As of the fiscal year ended December 31, 2012:

Common Stock Authorized: 8,900,000,000  
Common Stock Outstanding: 4,063,756,425  
Public Float: 887,505,203  
Preferred Stock Authorized: 100,000,000  
Series "A" Preferred Stock Outstanding: 1,000,000  
Number of Shareholders of Record: 261  
As of the fiscal year ended December 31, 2012:  
Common Stock Authorized: 500,000,000  
Common Stock Outstanding: 233,756,425  
Public Float: 57,505,203  
Preferred Stock Authorized: 100,000,000  
Series "A" Preferred Stock Outstanding: 1,000,000  
Number of Shareholders of Record: 262

## Part C Business Information

**Item 7: The name and address of the transfer agent**

Pacific Stock Transfer Company  
4045 South Spencer Street, Suite 403  
Las Vegas, NV 89119  
Telephone: 702-361-3033

Our transfer agent is registered under the Exchange Act and is regulated by the Securities and Exchange Commission.

**Item 8: The nature of the issuer's business**

- A. Business Development. The company was a national direct marketing and fulfillment firm providing services to the entertainment, communications, and financial services and not for profit industries as well as select direct to consumer opportunities. This business was sold in 2010. In 2012 the company was pursuing opportunities using the patents it holds for truck-side advertising. Currently the company is acquiring technologies for use in the medical cannabis industry.

**The form of organization of the issuer** (e.g., corporation, partnership, limited liability company, etc.);

The organizational form of the issuer is a Corporation.

**The year the issuer** (or any predecessor) **was organized**

The issuer was organized in 2002.

**The issuer's fiscal year end date**

The issuers' fiscal year end date is 12/31.

**Whether the issuer has been in bankruptcy, receivership or any similar proceeding**

The issuer has never been in bankruptcy, receivership or any similar proceeding.

**Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets**

The company was incorporated on January 28, 2002 as a Florida corporation. Upon incorporation, an officer of the Company contributed \$5,000 and received 1,000 shares of common stock of the Company.

Effective January 1, 2003, the Company issued 7,959,000 shares of common stock in exchange of \$55,702 of net assets of Go! Agency, LLC, a Florida limited liability company ("Go Agency"), a company formed on June 20, 2000, as E Signs Plus.com, LLC, a Florida limited liability company. In this exchange, the Company assumed some debt of Go Agency and the exchange qualified as a tax-free exchange under IRC Section 351.

Go Agency was formed to pursue third party truck side advertising. The principal of Go Agency invested approximately \$857,000 in Go Agency pursuing this business. It became apparent that a more advanced truck side mounting system would be required and that third party truck side advertising alone would not sustain an ongoing profitable business. Go Agency determined to develop a technologically advanced mounting system and focused on a different business plan.

On November 17, 2003, the Company entered into a merger agreement by and among American Power House, Inc., a Delaware corporation and its wholly owned subsidiary, Sign Media Systems Acquisition Company, Inc., a Florida corporation and Sign Media Systems, Inc. Pursuant to the merger agreement, Sign Media Systems merged with Sign Media Systems Acquisition Company with Sign Media Systems being the surviving corporation. The merger was completed on December 8, 2003, with the filing of Articles of Merger with the State of Florida at which time Sign Media Systems Acquisition ceased to exist and Sign Media Systems became the surviving corporation.

On March 31, 2008, Grow Ease International Ltd., a wholly owned subsidiary of the Company entered into a share exchange agreement

with Aim Sky Ltd., a British Virgin Islands corporation, to acquire 100% of the Common Stock of Aim Sky in exchange for 42,500 shares of Grow Ease's series A Preferred Shares. The Series A Preferred Shares are convertible into 42,500 common shares of Grow Ease upon the happening of certain corporate events including a spin off or public offering of Aim Sky. Additionally, the agreement obligated the Company to provide up to \$2,000,000 in financing for the acquired business. The financing did not happen. Aim Sky Ltd. is the owner of 100% of China Genetic Ltd, which in turn owns 57% of Shanghai Huaxin High Biotechnology Inc., a Chinese company located in Shanghai, China, and has the right to vote 100%, and an option to purchase, the shares of Sichuan Kelun Bio-Tech Pharmaceutical Co., Ltd., a Chinese company located in Chengdu, China.

This share exchange was accounted as an acquisition under purchase method of accounting. The company acquired net assets of \$5,036,732 in the exchange. The fair value was reduced by the same amount as a result of negative goodwill obtained in the purchase.

On September 30, 2008, the Company reached an agreement with China Gene Ltd, to rescind their previous agreement for Grow Ease International, a wholly owned subsidiary of the Company, to acquire Aim Sky Ltd, the owner of China Gene and its subsidiary companies. The acquisition of Aim Sky Ltd, by Grow Ease has also been rescinded.

The company purchased all the shares of Telestar Acquisition Corporation, a Pennsylvania Corporation and Tele-Response Center, Inc., a Tennessee Corporation (hereinafter "121DR"). The consideration was 20,000,000 (Twenty Million) shares of the Company's common stock valued by agreement between the parties at \$.075 per share. Additionally, the Company has exchanged \$1.15 Million of debt of Telestar for 2,500 shares of the Company's newly designated Series B Preferred Shares. The closing occurred February 13, 2009.

In May 2010 the Company sold 121DR and all of it's liabilities to TRC Acquisition Corp for \$1,000,000 preferred stock in the acquiring company, \$100,000 cash, and an assumption of all of 121DR liabilities. In June 2010, due to Dresnok failing to deliver certain Notes, the company cancelled the preferred B shares issued to him in connection with the 121DR acquisition.

**6. Any default of the terms of any note, loan, lease, or other indebtedness or financing arrangements requiring the issuers to make payments**

No

**7. Any change of control**

No

**8. Any increase of 10% or more of the same class of outstanding equity securities?**

No

**9. Any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization**

No

The company has had no past stock splits, dividends, recapitalizations, or spin-off's. The company has no pending or anticipated stock splits, stock dividends, recapitalization, mergers, acquisitions, spin-off's, or reorganizations.

On January 28, 2002 the company organized as a Florida corporation under the name Sign Media Systems, Inc.

In August 2007 the company changed its name from Sign Media Systems, Inc. to International Consolidated Companies, Inc.

**10. Any delisting of the issuers securities by any securities exchange or deletion from the OTC Bulletin Board**

On May 20, 2010, The company filed SEC Form 15-12g "Certification and notice of termination of registration under section 12(g) of the Securities Exchange Act of 1934 or suspension of duty to file reports under sections 13 and 15(d) of the Securities Exchange Act of 1934". There has not been any delisting of the issuers securities by any securities exchange.

**11. Any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal's parties, the nature and current status of the matter, and the amounts involved**

There are no current legal proceedings against the company. The company had several lawsuits by a former board member, Clifton M.

Mitchell that have either been dismissed or thrown out. It is the company's position that these lawsuits are unfounded and if brought again will be defended vigorously. There have never been any trading suspensions by any regulators. Additionally, the company received a DTCC chill in 2011 which the company has engaged Bob Mazzeo, Esq. (Mazzeo Song & Bradham LLP) to handle DTCC chill.

#### B. Business of Issuer.

Medical Cannabis Holdings, Inc. (INCC) is focused on acquiring and expanding businesses that offer services and technologies to assist medical marijuana growers and patients. The company will provide or arrange for venture capital funding for qualified projects in the expanding legal cannabis industry. Through targeted acquisitions, brand recognition and real-estate and technology joint ventures the company believes it can capture significant market share in Colorado, Washington State, and California. Working with a team of experienced growers and financial experts, the company will evaluate small and large business opportunities. Medical Cannabis Holdings will provide both technology and consulting services to medical cannabis growers, activists and industry professionals. Through perpetual rental agreements, the company offers growers' state of the art turnkey solutions to improve efficiency, efficacy and increase yield. The company believes it will generate revenue by renting its propriety technologies to qualified licensed medical growers; and by providing training and consulting services to assist lessees in operating their businesses more profitably.

At this time the company has 5 full time officers. The company's primary SIC code is 6719. The company is not and has never been a shell. The legal name of the Corporation is International Consolidated Companies, Inc., a Florida Corporation, and is traded on OTC Markets, stock Symbol, "INCC".

#### **Item 9: The nature of the products and services offered**

The company is actively seeking a new business opportunity with growth potential that would benefit shareholders. In addition, the company is pursuing opportunities using the patents it holds for truck-side advertising.

##### **A. Competitive business conditions, the issuer's competitive position in the industry, and methods of competition;**

The company is actively seeking a new business opportunities with growth potential that would benefit shareholders in medical cannabis technologies.

##### **B. Sources and availability of raw materials and the names of principal suppliers**

The company uses no raw materials in its business, and therefore this is not applicable.

##### **C. Dependence on one or a few major customers**

The company is not dependent on one or a few major customers.

**D. Patents, trademarks, licenses, franchises, concessions, royalty agreements, or labor contracts including their duration**

The company currently holds two patents pertaining to truck side advertising.

**E. The need for any government approval of principal products or services and the status of any requested government approvals.**

The company does not need government approval of principal products or services, and therefore this is not applicable. Notwithstanding, building codes may be applicable in certain circumstances.

**Item 10: The nature and Extent of the Issuer's Facilities**

The business is based in Sarasota, Florida and is operated from an office located at 8191 N. Tamiami Trail. The office is approximately 1,000 square feet. The Company pays \$1,000 per month for the office and the term of the lease is 3 years ending in October 2014.

**Part D Management Structure and Financial Information**

**Item 11: A. The name of the chief executive officer, members of the board of directors, as well as control persons**

Antonio F. Uccello, III : *President/CEO/CFO/Chairman of the Board*

On January 1, 2014 Mr. Uccello, founder, returned as, President, Chief Executive Officer, Chairman of the Board of Directors and the Chief Financial Officer of the Company. Mr. Uccello attended the University of Connecticut and took graduate courses at Hunter College in New York City. Mr. Uccello has extensive experience in finance and the public markets.

Mr. Uccello owns 1,000,000 shares of preferred "A" stock of International Consolidated Companies, Inc. (100% of total issued and outstanding preferred "A" stock).

Constantine Mehos : *President of GroPro Systems*

Mr. Mehos is an accomplished agricultural grower and technician. His unique designs offer increases in efficiency and potential crop yield. He is a well-known outdoorsman, wilderness enthusiast, and professional photographer. His digital UV and infrared photographic art has captured resplendent scenes across America. Originally from Colorado, Mr. Mehos has strong ties to the Medical Cannabis

community. His GroPro hydroponic technology forms the cornerstone of Medical Cannabis Holdings mission to offer innovative solutions and new technologies to growers in state legalized medical cannabis markets.

Steven Jablo : *Chief Operating Officer*

Mr. Jablo has a strong background in financial and executive management. He brings years of experience in human resources consulting to Medical Cannabis Holdings. Mr. Jablo has worked at 'Differential Partners', recruiting top management positions for banks, insurance, entertainment and ecumenical organizations. He has also been a partner at Boyden Global Executive Search, a principal at Dieckman Associates, director at Corporex Corporation and founded his own executive search firm. Through his years working in the manufacturing industry, he has developed expertise in distribution and supply chain management. Mr. Jablo has consulted on management and marketing issues ranging from incentive compensation to organizational structure and product distribution strategies.

Davyd Field : *VP of Investor Relations*

Davyd Field is the creator and founder of Vortex Water Pipes. Field spent years forging valuable relationships in the medical cannabis industry. He has found success through his innovative products and marketing expertise. As winner of the High Times Cannabis Cup's Gold Medal for Best Product 2006, Field helped to solidify Vortex Water Pipe's place in the smoking device industry. His most recent creation, the Vortex GLOW, combines LED lights and high quality glass art for the ultimate color-changing smoking experience. Field runs a successful manufacturing facility in California and is proud of the American jobs created by his innovation. His products have been featured on WEEDS, Showtime's popular TV series, and in several pop-culture movies. Over the years, Field has worked closely with other growing companies in the Cannabis industry. Through print and online media, Vortex has developed lasting relationships with retailers, built brand awareness, and sold thousands of units around the world. Field's work within the counter-culture movement constantly strives to bring a professional presence to the medical cannabis industry.

Avi Yoskowitz : *Chief Real Estate Officer*

Mr. Yoskowitz brings a wealth of education (BS and PhD from MIT & 2 year Fellow at **Harvard/MIT** Joint Center for Urban Studies), experience, talent, drive and focus to the company. Over his long and distinguished career, Mr. Yoskowitz has excelled as a real estate developer and broker, investor, builder, mortgage underwriter, planner and sales associate. His professional work history has included senior-level

positions with the Citizens' Housing and Planning Council of New York, Phipps Houses, Frist Realty Co. of Boston, the NYC Housing Development Corporation, a partnership appointment with Garden Homes and Commercial in New Jersey; and for the last twenty years, he has served as founder and CEO of the Heritage Group of Companies of NJ and TT Heritage Companies of Sarasota/Bradenton, Florida. Mr. Yoskowitz has successfully completed numerous land acquisitions, approvals, infrastructure improvements, build-outs, and condominium conversions projects

Drew Newsom : *VP of Public and Regulatory Affairs*

Mr. Newsom is currently the President, CEO and Managing Director of the Black Acre Group. He has 18 years of professional experience in the public and private sectors, working in over 25 states and in Canada. Mr. Newsom has worked on many national multi-state issue campaigns, as well as political campaigns for the U.S. House, U.S. Senate and Gubernatorial races. He has also worked as a consultant for international corporations and trade groups. Mr. Newsom has extensive knowledge in public relations, business development, communications, organizational development, strategy development, regulatory compliance, survey development and analysis, P & L and budget accountability, and crisis management. Mr. Newsom is well known and respected in political circles, having served as Executive Director of the State of Michigan Republican House caucus, Political Director of the State of Mississippi Republican Party, Inner Circle Director and Campaign Manager of the National Republican Senatorial Committee, and Deputy Director of the Business and Industry Political Education Committee (managing statewide Supreme Court and Appellate Court races).

#### **B. Legal/Disciplinary History.**

None of the foregoing persons have, in the last five years, been the subject of:

A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated;

or The entry of an order by a self-regulatory organization that permanently or temporarily

barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

There are no family relationships in the company and there have been no related party transactions.

**Item 12: Financial information for the issuer's most recent fiscal year**

The financial statements for the year ended December 31, 2012 are posted on [www.otcmarkets.com](http://www.otcmarkets.com) as of the date of this report.

**Item 13: Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.**

**Item 14: Beneficial Owners**

There are no shareholders known to the Company who beneficially own more than five percent (5%) of any class of the Company's Common Stock, other than Harold O. Miller c/f JRU UTMA under FLORIDA who owns approximately 8% of the total outstanding Common stock.

There are no shareholders known to the Company who beneficially own more than five percent (5%) of any class of the Company's Preferred Stock, other than Antonio F. Uccello III, Director, who owns 100% of the total outstanding Preferred stock.

**Item 15: The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure.**

Counsel – Jonathan D. Leinwand, Esq.  
200 S. Andrews Ave., Suite 703B  
Fort Lauderdale, FL 33301  
Email: [jonathan@jdlpa.com](mailto:jonathan@jdlpa.com)  
Tel: +1 (954) 903-7856

Investor Relations – Davyd Field  
8191 Tamiami Trail  
Sarasota, FL 34234  
Email: [info@medicalcannabisholdings.com](mailto:info@medicalcannabisholdings.com)  
Tel: +1 (562) 505-4613

**Item 16: Management's Discussion and Analysis of Financial Condition and Results of Operations**

From 12/31/10 to 12/31/11 total assets decreased approximately \$7k or less than 1%. This decrease is primarily attributable to a decrease in current assets.

From 12/31/10 to 12/31/11 Net Loss decreased approximately \$2,098,243mm from

(\$2,366,237) to (\$267,994). This is primarily attributable to lower expenses.  
The Company has no Off Balance Sheet Arrangements.

**Item 17: List of securities offerings and shares issued for services in the past two years**

NONE

**Item 18: Material Contracts**

The Company has no material contracts that will be required of or performed by them that are not in the normal course of business.

**Item 19: Articles of Incorporation and Bylaws**

The Articles of Incorporation, Amendments & Bylaws for International Consolidated Companies, Inc. were uploaded to [www.otcmarkets.com](http://www.otcmarkets.com) on November 14, 2011.

**Item 20: Purchase of Equity Securities by the Issuer and Affiliated Purchasers**

Neither the Company nor any “Affiliated Purchasers” made any purchases of the Company’s equity securities.

**Item 21: Issuers Certifications**

I, Antonio F. Uccello, III, certify that:

1. I have reviewed this Amended Issuer Information and Disclosure Statement of International Consolidated Companies, 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 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 operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: September 4, 2014

Name: /s/ Antonio F. Uccello, III  
Title: Director/CEO/President/CFO