INFORMATION AND DISCLOSUSRE

STATEMENT

Interim Report

September 30, 2014



Novus Acquisition & Development Cor
12805 SW 84th Ave Rd
2nd Floor
Miami Fl. 33156

Federal ID No.	**Cusip No.**
90-0740131	67011R 205

Trading Symbol
NDEV

1) Name of the issuer and its predecessors (if any)

The name of the issuer from 2006 to 2009 was known as BrandQuest Development Group, Inc. and on May of 2009 the name changed to Novus Acquisition & Development Corp, a Nevada Corp

2) Address of the issuer's principal executive offices

Company Headquarters
Novus Acquisition & Development Cor
12805 SW 84th Ave Rd
2nd Floor
Miami Fl. 33156
Phone: 855-228-7355
Mobile 305-467-6699
Email: Frank@ndev.biz
Website(s): www.ndev.biz

Management Contact
Frank Labrozzi c/o Acquisition & Development Corp
12805 SW 84th Ave Rd
2nd Floor
Miami Fl. 33156
Phone: 855-228-7355
Mobile 305-467-6699
Email: Frank@ndev.biz
Website(s): www.ndev.biz

3) Security Information

Trading Symbol: NDEV

CUSIP: 67011R 205
Par or Stated Value: $.001
Total shares authorized: 200,000,000 as of: June 30, 2014
Total shares outstanding: 171,013,624 as of: June 30, 2014

- On August 12, 2013 management sent back 3 million shares to treasury

Common: Authorized 200,000,000 with 171,013,624 of common shares issued and outstanding

Preferred A: Preferred A Shares Authorized 100,000 shares and issued 100,000 shares issued (attributes of Preferred A is contained herein)

Preferred B: Authorized preferred stock, 20,000,000 shares of par value $0.001 preferred stock shall be designated as shares of Series B Convertible Preferred Stock and carry a stated conversion value of $6.00 per share. The Series B Preferred shall be senior to the Common Stock and any other series or class of the Company's Preferred Stock except Series A Preferred Stock.

Preferred C: One Class of Series C Preferred Stock; 20 million has been authorized; none issued no voting rights.

Preferred D; One Class of Series D Preferred Stock; attributes as follows; none issued. The shares of such series shall be designated as the "Series D Convertible Preferred Stock" (the "Preferred D Stock") and the number of shares initially constituting such series shall be up to 5 million shares.

Transfer Agent

Name: Olde Monmouth Stock Transfer Company, Inc
200 Memorial Parkway
Atlantic Highlands NJ 07716
Phone: : (732) 872-2727
Facsimile: (732) 872-2728

Is the Transfer Agent registered under the Exchange Act?* Yes:

List any restrictions on the transfer of security:

Common Stock is DTC eligible

Describe any trading suspension orders issued by the SEC in the past 12 months.

N/A

Within the past year please list any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization:

On January 9, 2013 FINRA granted and acknowledged a reverse split of 50 for 1

4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

N/A

B. Any jurisdictions where the offering was registered or qualified;

N/A

C. The number of shares offered;

N/A

D. The number of shares sold;

N/A

E. The price at which the shares were offered, and the amount actually paid to the issuer;

N/A

F. The trading status of the shares; and

N/A

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

N/A

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; *provided*, *however*, that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than ten percent (10%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

A. Balance sheet; appended herein
B. Statement of income; appended herein
C. Statement of cash flows; appended herein
D. Financial notes; appended herein

All posted on June 30, 2014

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

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

A. a description of the issuer's business operations;

Novus Acquisition & Development Corp a Nevada Corp has formed a owns two wholly owned subsidiaries known as NovusQC, Inc. and Novus Medical Group, Inc. both Florida corporations specializing in insurance and insurance related wellness plans in alternative medicine which includes medical marijuana field ("MMJ or Cannabis"). Novus QC, Inc. is focused on current future state of Risk Management and compliance for the MMJ industry. Novus Medical Group, Inc. is

an insurance and insurance related product(s) within the MMJ space. Our priority is to provide oversight to companies and municipalities though the entire MMJ continuum with adherence to all state mandates and federal guidelines.

Our protocols and processes educate on the rules and regulations for physicians so they can deliver proper healthcare and regulatory protocol to maintain the integrity of delivering proper patient care. Our focus is primarily a flex driven business model that is stemmed from the Risk Management services provided by our team in the Healthcare/Pharma industry.

Novus Medical Group, Inc.

Novus Medical Group provides health insurance and related insurance products wellness and benefits package known as Novus MedPlan which includes medical marijuana industry within states where legal statutes exist. MedPlan will work as outside developers and has and will not cultivate, handle, transport grow, extract, dispense , put on the market, vend, deliver, supply, circulate, trade, cannabis or any substances that violates the United States law or the Controlled Substances Act, nor does it intend to do so in the future and will continue to follow state and federal laws.

Novus MedPlan has been cleared to offer its benefits package to in the states of Vermont, Arizona and Michigan, and have pending while filing with regulatory bodies in the states of Washington, California, Colorado, Nevada and Oregon, where there are over 800,000 enrolled MMJ patients.

With this approval, Novus Medical Group, Inc. will be the first company in the MMJ space to provide access to healthcare and offer healthcare cost savings to the network of patients who wish to have alternative treatments such as MMJ and/or Hemp CBD. Patients can enroll in Vermont, Arizona and Michigan and pending states participate in pre - enrollment at the website of Novus Medical Group, Inc. with incentives to receive one month free, once the benefit plan is activated in their respective state. Enrollment can be done here; http://novusmedicalgroup.com

Management focus is to initially launch Novus MedPlan in Arizona, where it is approved and will draw from over 30,000 registered patients exist, along with the announcement that Veterans (50,000 in Arizona) now qualify for MMJ which gives Novus MedPlan over 80,000 patients who are enrolled or eligible in the state's MMJ program. Novus MedPlan's, President, Andrea Lopez the creator of Novus MedPlan benefits package is putting Novus on a clear path to providing health care insurance and insurance related programs for patients who qualify in states where it is legal. Management's goal is simply to deliver a health insurance format to patients interested in using MMJ and/or Hemp CBD in legal states.

B. Date and State (or Jurisdiction) of Incorporation:

1996 Nevada

C. the issuer's primary and secondary SIC Codes;

6199

D. the issuer's fiscal year end date;

December 31

E. principal products or services, and their markets;

Please review Section A

7) Describe the Issuer's Facilities

Currently the Company has the following assets;



Baroma, Inc.

Ownership of 4 million shares, restricted; BAROMA HEALTHCARE INTERNATIONAL LLC is a subsidiary of Baroma, Inc. (stock symbol BRMA) is an ACO with contracts established with a network of doctors that shares responsibility for providing care to patients. In the new law, an ACO would agree to manage all of the health care needs of a minimum of 5,000 Medicare beneficiaries for at least three years, the Company has achieved 5,000 patients and is expected to increase to 10,000 patients in the next 9 months.

Accountable care organizations will be largely based on physician practices that, in turn, may be organized as patient-centered medical homes. Many ACOs will also include hospitals, home health agencies, nursing homes, and perhaps other delivery organizations. There are at least five different types of practice arrangements that could serve as ACOs. These are the integrated or organized delivery system, multispecialty group practices, physician-hospital organizations, independent practice associations, and "virtual" physician organization.

Revenue Model This is know as a fee-for-service payment system. Traditionally doctors and hospitals generally are paid more when they give patients more tests and do more procedures, the ACO intention is intention create savings incentives by offering bonuses when providers keep costs down.

How an ACO is paid is simple; When an ACO succeeds both in both delivering high-quality care and spending health care dollars more wisely, it will share in the savings it achieves for the Medicare program.

Management; Scott Backer CEO; Healthcare Executive with over 18 years experience impacting the performance of companies through streamlining operations and developing business solutions that capitalize on the company's objectives. Providing Cost Containment solutions to Payors in the Domestic and International market place through development of client partnerships which has lead to success in reducing medical cost.
Website; http://www.baromahc.com/

OTC Markets Filing; http://www.otcmarkets.com/financialReportViewer?symbol=BRMA&id=98363

Letter of Intent Expired RadPhysics Holdings, Inc.

Expired per the Press Release dated July 29, 2013 which can be locate here; http://finance.yahoo.com/news/novus-signs-intent-acquire-healthcare-132500372.html Novus created a holding company that is, upon definitive agreement and latest negations, will alliance itself with RadPhysics Consultants, Inc. use it branding and perform administrative support for future work with healthcare facilities. Currently Novus will not at this time acquire RadPhysics Consulting, Inc. but allow the current owner to align its new healthcare facilities that are acquired upon the definitive agreement. Since then NDEV changed the name from RadPhysics Holdings, Inc. to Novus QC, Inc. in March of 2014

Safe Harbor

This submittal includes forward-looking statements, which are based on certain assumptions and reflects management's current expectations. These forward-looking statements are subject to a number of risks and uncertainties that could cause actual results or events to differ materially from current expectations. Some of these factors include: general global economic conditions; general industry and market conditions and growth rates; uncertainty as to whether our strategies

and business plans will yield the expected benefits; increasing competition; availability and cost of capital; the ability to identify and develop and achieve commercial success; the level of expenditures necessary to maintain and improve the quality of services; changes in the economy; changes in laws and regulations, includes codes and standards, intellectual property rights, and tax matters; or other matters not anticipated; our ability to secure and maintain strategic relationships and distribution agreements. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Management;
Frank Labrozzi, CEO:

Mr. Labrozzi is a Wall Street veteran for the past 20 years. A results-oriented analytical executive with diverse industry disciplines and has worked with many small to mid cap companies and investment firms in with specialty of focus on:

- Mergers and Acquisitions
- Turnaround/ Reorg
- Strategic Planning
- Corporate Finance

Consulted and negotiated contractual terms with many industry leaders with increased market capitalization, corporate cap structure and market assessment with over 100 private and public companies. Represented Reorg Turnarounds as interim management for public companies that were in the brink of insolvency. And; introduced Asian and European companies to the NASDAQ equity markets.

Andrea Lopez, MSM, AHFI

CEO for its Medical Marijuana "MMJ" subsidiary Novus Medical Group, Inc. d/b/a Novus MedPlan, in which she will lead the company into healthcare medical plan and health insurance related services.

Ms. Lopez's fifteen year tenure of global operational experience has included many facets of compliance and roll out of the healthcare delivery processes. Specifically, creating and maintaining health care policies under the performance standards and scrutiny of Medicare, and Fortune 500 Companies. She is an active member of the Global Healthcare Anti-Fraud Network, the National Health Care Anti-Fraud Association, the European Healthcare Fraud & Corruption Network, and the Health Care Compliance Association.

Ms. Lopez developed medical plan putting Novus on the path of a Health Care Insurance program called the "MedPlan Program". The MedPlan Program will seek to deliver a health insurance format to patients interested in using medical marijuana in the states where it is legal.

Her tenure at International SOS, Express Scripts and PCS (now owned by Caremark), where she developed and led enterprise-wide efforts at the executive level, rolled out global Health Care programs with tight internal controls, and detailed policies and procedures to mitigate risk. Andrea received both a Master of Science in Security Management (MSM) and a Bachelor of Science degree in Criminal Justice Administration from the prestigious Bellevue University.

8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Frank Labrozzi CEO holds 135,000,000 shares common and 100,000 shares of Series A Preferred.

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

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

N/A

2. 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;

N/A

3. 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

N/A

4. 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.

N/A

C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Frank Labrozzi CEO holds 150,000,000 shares common and 100,000 shares of Series A Preferred.

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel

Law Offices of Joseph L. Pittera
2214 Torrance Boulevard
Suite 101

Torrance, California 90501
Telephone (310) 328-3588
Facsimile (310) 328-3063
E-mail: evlam2000@aol.com

Accountant or Auditor

Management prepares financial statements for OTC Markets interim, last known audit was performed by

Jewett, Schwartz, Wolfe and Associates
200 South Park Road
Suite 150
Hollywood, FL, 33021
United States

Investor Relations Consultant

N/A handled by company

10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

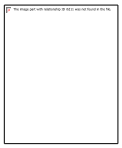
I, Gary F. Labrozzi certify that:

1. I have reviewed this Quarterly disclosure statement of Novus Acquisition & Development Corp as of the date herein;

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 operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

September 30, 2014



Gary “Frank” Labrozzi CEO and CFO

Novus Acquisition & Development Corp
Financial Statements as of
September 30, 2014

Novus Acquisition & Development Corp

Balance Sheet

	Sept 30 2014	30-Jun-14	March 31, 2014
ASSETS			
Current Assets			
Checking/Savings	$	$	
Wells Fargo	29849	300	300
Brokerage Acct		7,999	9,549
Other Account	4000	4,000	4,000
Total Checking/Savings	33849	12,299	13,849
Other Current Assets			
Investment	0	0	0
Other Investment	0	0	0
Stock Investment	0	0	0
Total Other Current Assets	0	0	0
Total Current Assets	0		13,849
TOTAL ASSETS	33849	12,299	13,849
LIABILITIES & EQUITY			13,849
Note Payable	0	0	100,000
Payable to Dolan	5,400		
Total Liabilities	5400	0	100,000
Equity			
Retained Earnings	19889	7,688	8,902
Net Income	13190	4611	-4,958
Total Equity			
TOTAL LIABILITIES & EQUITY	33849	12,299	13,849

Novus Acquisition & Development Corp
Statement Of Operations
Sept 30, 2014

		30-Sep-14	June 30 2014
Ordinary Income/Expense			
Income			
	M&A Contracts	40,000	$0
	Stock Trade	0	$0
	Other Revnue	0	$0
Total Income		40,000	$0
Expense			
Expense			
	Prof Fees	11,000	$0
	Subscription Dues	2,600	$0
	Comp Executive	0	$0
	Charitable Contribution	0	$0
	Accounting	10,000	$2,000
	Utilities	240	$477
	Banking and Brokerage Fees	31	$0
	Auto Exp	51	$0
	Web Hosting	71	$277
	Computer Repair	0	$0
	Computer Expense	0	$0
	Rent	1,250	$4,500
	Marketing Exp	560	$0
	Meals and Entertainment	0	$1,215
	Office Supplies	230	$476
	Postage	188	$167
	other Professional Fees	0	$0
	Repairs	0	$0
	Telephone-Internet	300	$577
	Travel	289	$0
	Total Expenses	26,810	$9,689
	Net Ordinary Income	13,190	-$9,689

Novus Acquisition & Development Corp
Statement Of Cash Flow

	Sept 30, 2014
OPERATING ACTIVITIES	
Net Income	13,190.00
Adjustments to reconcile Net Income	
to net cash provided by operations:	
Stock Investment	0.00
Net cash provided by Operating Activities	13,190.00
Net cash increase for period	13,190.00
Cash at beginning of period	29,849.00
Cash at end of period	**43,039.00**

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FOOTNOTES TO FINANCIAL STATEMENTS
AS OF SEPTEMBER 30, 2014

DESCRIPTION OF ORGANIZATION

Organization – Novus Acquisition & Development Corp. (the "Company") was incorporated on November 11, 1996 under the laws of the state of Nevada under the name Shirazi Corporation. On January 1, 2003 Shirazi Corporation changed its name to Surface Tech, Inc. On September 29, 2006 Surface Tech, Inc. changed its name to BrandQuest Development Group, Inc. and on April 2009 changed its name to Novus Acquisition & Development Corp.

The primary activities of the Company were to serve as a private equity firm for the purpose of acquiring one or more operating businesses. The focus of the Company's business model has changed due to economic and market conditions. Commencing January 1, 2007, the Company's business model and purpose is financial consulting, mergers, acquisitions, and branding through media and advertising.

The Company's business model is to identify moderately profitable small cap companies that; a) lack in capital for marketing and or advertising and; b) that have products or services with real consumer appeal. Management will then create a tactical reorganization strategy and consulting package for the client's financial structure strategizing a national branding initiative with multiple revenue streams.

Management believes that, with proper consulting, these companies (under $50 million in revenues) will create long term shareholder value through strategic positioning. Further, in the small cap, emerging markets, management believes, through its extensive experience, it will prevent these small underdeveloped companies from entering the equity markets prematurely. The Company targets small cap companies that have a) strong management; b) proprietary assets; c) historic revenues and cash flows that are substantial enough to demonstrate stability and; d) have high growth potential.

Basis of accounting – The financial statements are prepared using the accrual basis of accounting. Revenues are recognized when services are rendered and expenses are recognized in the period in which they were incurred. The basis of accounting conforms to accounting principles generally accepted in the United States of America.

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles 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 these financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Revenue recognition

The Company recognizes revenue in accordance with Staff Accounting Bulletin ("SAB") No. 104, "*Revenue Recognition in Financial Statements*" which established that revenue can be recognized when persuasive evidence of an arrangement exists, all significant contractual obligations have been satisfied, the fee is fixed or determinable and collection is reasonably assured

In 2009 the company began generating revenue by rendering consulting services to an unrelated party in exchange for shares of the customer's stock. These revenues were valued at the fair market value per share as of the date the services were rendered pursuant to a consulting agreement and discounted for lack of marketability and blockage. (See Note 5).

Cash and Cash Equivalents
The Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents.

Fair value of financial instruments

The carrying amounts of financial instruments, including cash, accounts receivable, and investments approximate fair value at December 31, 2009 due to the relatively short maturity of the instruments.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of accounts receivable and investments. For the term ended;

- December 31, 2009, the Company had total revenue of $35,678.04
- December 31, 2010, the Company had total revenue of $96,675.47
- December 31, 2011 earned $9,473.35
- December 31, 2012 earned $70,575
- March 31, 2013 gross income $20,063
- June 30, 2013 gross income -$2,475
- June 30, 2014 gross income 0
- September 30,2014 gross income

Accounts receivables and allowances for losses on receivables

Accounts receivable and related party receivable are reported at net realizable value. Delinquent accounts are written-off when it is determined that the amounts are uncollectible.

Available for Sale Securities

The Company accounts for investments under Statement of Financial Accounting Standards ("SFAS") No. 115, *Accounting for Certain Investments in Debt and Equity Securities*. The Company reports investments in debt and marketable equity securities at fair value based on quoted market prices or, if quoted prices are not available, discounted expected cash flows using market rates commensurate with credit quality and maturity of the investment. Investment securities are designated as available for sale with unrealized gains and losses included in comprehensive income. Held-to-maturity securities are reported at amortized cost. The Company regularly reviews investment securities for impairment based on criteria that include the extent to which the investment's carrying value exceeds its related market value, the duration of the market decline, the Company's ability to hold to recovery and the financial strength and specific prospects of the issuer of the security. Unrealized losses that are other than temporary are included in the determination of income. Realized gains and losses are accounted for on the specific identification method.

Income taxes

Income taxes are computed under the provisions of SFAS No. 109 "*Accounting for Income Taxes*", using an asset and liability approach for financial accounting and income tax reporting based on expected tax rates. Deferred tax assets are reduced by a valuation allowance when it is more likely than not that some portion, or all, of the deferred tax assets will not be realized.

Earnings per share

The Company computes basic and diluted earnings per share amounts at December 31, 2009 and 2010 and as of March 31, 2011, pursuant to SFAS No. 128, "*Earnings per Share*." There are no potentially dilutive shares outstanding and, accordingly, dilutive per share amounts are the same as basic at the aforementioned dates.

Reclassifications

Certain amounts in the prior year financial statements have been reclassified for comparative purposes to conform to the current year presentation.

New accounting pronouncements

Fair Value Measurements

In September 2006, the FASB issued SFAS No. 157, "*Fair Value Measurements*". SFAS No. 157 provides guidance for using fair value to measure assets and liabilities. SFAS No. 157 addresses the requests from investors for expanded disclosure about the extent to which companies measure assets and liabilities at fair value, the information used to measure fair value and the effect of fair value measurements on earnings. SFAS No. 157 applies whenever other standards require (or permit) assets or liabilities to be measured at fair value, and does not expand the use of fair value in any new circumstances. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and will be adopted by the Company in the first quarter of fiscal year 2008. The Company is unable at this time to determine the effect that its adoption of SFAS No. 157 will have on its consolidated results of operations and financial condition.

In February 2008, the FASB issued Staff Position ("FSP") 157-2, "*Effective Date of FASB Statement No. 157"*. This FSP delays the effective date of SFAS No. 157 for all nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value on a recurring basis (at least annually) to fiscal years beginning after November 15, 2008, and interim periods within those fiscal years. The impact of adoption was not material to the Company's financial condition or results of operations.

Accounting for Uncertainty in Income Taxes

In July 2006, the FASB issued FASB Interpretation No. 48 (FIN 48), "*Accounting for Uncertainty in Income Taxes – an interpretation of FASB Statement No. 109*". FIN 48 clarifies that accounting for uncertainty in income taxes recognized under SFAS No. 109 "*Accounting for Income Taxes*". FIN 48 prescribes a recognition threshold and measurement attribute for financial statement recognition measurement of a tax position taken or expected to be taken in a tax return and also provides guidelines on various related matters such as derecognition, measurement and classification of income tax uncertainties, interest and penalties, and disclosure. FIN 48 also includes guidance concerning accounting for income tax uncertainties in interim periods and increases the level of required disclosures associated with any recorded income tax uncertainties. The differences between the amount recognized in the statement of financial position prior to the adoption of FIN 48 and the amounts reported after adoption are to be accounted for as a cumulative-effect adjustment recorded to the beginning balance of retained earnings. FIN 48 was effective beginning in fiscal year 2007 and did not have a material effect on

the Company's financial position, results of development stage activities or liquidity.

Considering the Effects of Prior Year Misstatements

In September 2006, the Securities and Exchange Commission ("SEC") issued Staff Accounting Bulletin No. 108 (SAB No. 108) "Considering the Effects of Prior Year Misstatements When Qualifying Misstatements in Current Year Financial Statements". SAB No. 108 provides interpretive guidance on how the effects of the carryover or reversal of prior year misstatements should be considered in qualifying a current year misstatement. The SEC staff believes that registrants should qualify errors using both a balance sheet and income statement approach and evaluate whether either approach results in qualifying a current year misstatement that, when all relevant quantitative and qualitative factors are considered, is material. The provisions of SAB No. 108 were effective for the Company's fiscal year ending December 31, 2007. The adoption of SAB No. 108 did not have a material impact on the Company's financial statements.

Business Combinations

In December 2007, the FASB issued SFAS No. 141(R) "Business Combinations" SFAS No. 141(R). This Statement replaces the original SFAS No. 141. This Statement retains the fundamental requirements in Statement 141 that the

acquisition method of accounting (which Statement No. 141 called the *purchase method*) be used for all business combinations and for an acquirer to be identified for each business combination. The objective of this SFAS No. 141(R) is to improve the relevance, and comparability of the information that a reporting entity provides in its financial reports about a business combination and its effects. To accomplish that, SFAS No. 141(R) establishes principles and requirements for how the acquirer:

a. Recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree.
b. Recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase.
c. Determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination.

This Statement applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after

December 15, 2008 and may not be applied before that date. The Company is unable at this time to determine the effect that its adoption of SFAS No. 141(R) will have on its consolidated results of operations and financial condition.

Fair Value Option for Financial Assets and Financial Liabilities

In February 2007, the FASB issued SFAS No. 159, "*The Fair Value Option for Financial Assets and Financial Liabilities – Including an amendment of FASB Statement No. 115*", which becomes effective for the Company on February 1, 2008, permits companies to choose to measure many financial instruments and certain other items at fair value and report unrealized gains and losses in earnings. Such accounting is optional and is generally to be applied instrument by instrument. The Company does not anticipate that the election, of this fair-value option will have a material effect on its consolidated financial condition, results of operations, cash flows or disclosures.

Fair Value Measurements

In September 2006, the FASB issued SFAS No. 157, "*Fair Value Measurements"* SFAS No. 157 provides guidance for using fair value to measure assets and liabilities. SFAS No. 157 addresses the requests from investors for expanded disclosure about the extent to which companies' measure assets and liabilities at fair value, the information used to measure fair value and the effect of fair value measurements on earnings. SFAS No. 157 applies whenever other standards require (or permit) assets or liabilities to be measured at fair value, and does not expand the use of fair value in any new circumstances. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and will be adopted by the Company in the first quarter of fiscal year 2008. The Company is unable at this time to determine the effect that its adoption of SFAS No. 157 will have on its consolidated results of operations and financial condition.

Stock-based compensation:

Effective January 1, 2007, the Company adopted SFAS No. 123(R), "Share-Based Payment" ("SFAS 123(R)") and related interpretations which superseded APB No. 25. SFAS 123(R) requires that all stock-based compensation be recognized as an expense in the financial statements and that such cost be measured at the fair value of the award. This statement was adopted using the modified prospective method, which requires the Company to recognize compensation expense on a prospective basis.

Therefore, prior period financial statements have not been restated. Under this method, in addition to reflecting compensation expense for new share-based awards, an expense is also recognized to reflect the remaining service period of awards that had been included in pro-forma disclosures in prior periods.

NOTE 3 – ACQUISITION OF MARKETABLE SECURITIES

	Cost	*Gross Unrealized Gain*	*Gross Unrealized Losses*	*Estimated Fair Value*
December 31, 2011:				
Available for sale:				
Baroma, Inc.	$0	$4,000	$0.00	$4,000
4 million shares				
Total	$0	$0	$0	$0

NOTE 4 – INCOME TAXES

The benefit for income taxes from continued operations for the years ended December 31, 2009 and 2010 consist of the following:

	December 31,	
	2013	2012
Current:		
Federal	$ -	$ -
State	-	-
	-	-
Deferred:		
Federal	(35,115)	(3,324)
State	(12,875)	(1,219)
	(47,990)	(4,543)
Benefit from the increase in valuation allowance	47,990	4,543
Provision benefit for income taxes, net	$ -	$ -

The above benefit was calculated using a combined federal and state tax estimated rate as noted below

Statutory federal income tax rate	20.0%
State income taxes	5.5%
	25.5%

Deferred income taxes result from temporary differences in the recognition of income and expenses for the financial reporting purposes and for tax purposes.

The net deferred
tax assets are comprised of the following:

	December 31, 2013	2012
Deferred income tax asset	$ (241,804)	$ (50,431)
Valuation allowance	241,804	50,431
Deferred income tax asset	$ -	$ -

As of December 31, 2010 and to date, the Company has net operating loss carry forward of approximately $260,000 which will expire at various dates through 2027.

NOTE 5 – COMMITMENTS

Employment Agreements

The Company has employment agreements with both its Chief Executive Officer ("CEO") and President. The agreements are for nine years beginning November 17, 2008. Compensation relating to the agreements is 25,000,000 shares valued at on execution of the agreement and 1,000,000 Series C shares or 2,000,000 common on each anniversary of the agreement in effect to both the CEO and President. After the first year of the agreement, cash compensation may be given as agreed to by the CEO and President. The terms of the contract include a non-dilution of officers and directors for a nine year period, acceleration of agreement in the case of termination or change of control in which all compensation shall be delivered within thirty days of termination, performance based and a non-compete clause.

NOTE; That Mr. Labrozzi will receive 150 million shares for a) his repayment for cash infused into the company ; b) back payment as per the his Employment Agreement and c) antidilution as per m his Employment Agreement

Lease

The Company entered into a sublease agreement for office space with the CEO of the Company at a rate of $600 per month on a month to month basis. Total rent expense for the year ended December 31, 2012 was $6,000.

Regulatory Compliance

The Company has not filed its 2009 tax return but has filed its 2010 income tax return.

NOTE 6 – RELATED PARTY TRANSACTIONS

The company acquired for $15,001 in July 2009 Medicare provider numbers for the purpose of generating revenue from Medicare reimbursements and other insurance providers. The provider numbers allow for acquisitions and corporate development within the HealthCare industry.

The outstanding debt that is owed, $171,200, was assigned to Private Resources, LTD of which they deposited 8,8 million shares into Titan Securities via Paul Giarmoleo as "debt purchaser" owner. According to the debt purchase agreement, funds were to be paid towards the first $100,000 to the holder of the debt. The stock was deposited by the

"debt purchaser" the securities were sold and no funds were paid to the "debt holder" therefore the "debt purchase agreement" is in default by the "debt purchaser" and the debt agreement was rescinded and the debt reverts back to the original debt holder.

NOTE 7 – DEFICIENCY IN ASSETS

Classes of stock

Common Shares- The authorized number of common shares are 200,000,000. The CEO and President are majority shareholders owning approximately 93% of the company.

Series B Dividend Shares- authorized 100 million shares of this convertible preferred with a redemption rate of 1:2 into common. Price point $1.00 per share; two preferred shares for every one common share.

Series C Convertible Preferred Shares - Authorized 10 million shares and carry at stated conversion of $5.00 per share and is 1:1 conversion into common. Reclassification issues will not be granted in the event of dilution that equates to a higher net asset value.

Series D Shares- This class of stock was established with the intention of being traded on foreign exchanges such as the Nikkei and the Dax. Through June 30, 2009, the Company had not yet obtained authorization to trade on
any foreign exchanges. The total authorized number of Series D shares are 100,000,000.

Common stock issuance

As of December 2010 and 2011 respectively the Company did not issue any shares the total issued and outstanding has been 95,995,433shares of $.001 par value stock for $95,995.

Reverse stock split On October 30, 2006 the company authorized a 1:10 reverse stock split. Shares outstanding for all periods reported have been adjusted to reflect 1:10 reverse stock split.

NOTE 8 - FINANCING LETTER OF INTENT

On May 11, 2007 the Company received a letter of intent to provide the Company second place financing of up to fifty million. Second place financing is contingent upon first place investment funding being able to render necessary after-market activities.

NOTE 9 – SUBSEQUENT EVENTS

The company paid its remaining debt with stock to Dr. George Rizos totaling $100,000 as a settlement.

NOTE 10- Preferred Shares Segmented;

One Class of Series A Preferred Stock;

DESIGNATION OF SERIES AND RANK The shares of such series shall be designated as the "Series A Preferred Stock" and the number of shares initially constituting such series shall be up to One Hundred Thousand (100,000) shares. The Series A Preferred Stock shall be senior to the common stock and any other series or class of the company's preferred stock.

CONVERSION RIGHTS; None

LIQUIDATION RIGHTS; None or the holder elects to change control

VOTING RIGHTS; (a) If at least one share of Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall have voting rights equal to 66.6% of the total number of shares of Common Stock, plus the total number of shares of all other series of stock, issued and outstanding at the time of any vote of shareholders and; (b) Each individual share of Series A Preferred Stock shall have the voting rights equal to 66.6% of the number of shares of Common Stock, plus the total number of shares of all other series of Stock, issued and outstanding at the time of any vote of shareholders, divided by the number of shares of Series A Preferred Stock which are issued and outstanding at the time of the vote.10 million has been authorized; one million (1,000,000) has been issued, the attributes are non redeemable, no dividends with only 1000 for 1 voting rights.; none issued

One Class of Series B Preferred Stock;

Designation and Amount; Of the currently authorized preferred stock, Twenty Million (20,000,000) shares of par value $0.001 preferred stock shall be designated as shares of Series B Convertible Preferred Stock and carry a stated conversion value of $6.00 per share.

Rank The Series B Preferred shall be senior to the Common Stock and any other series or class of the Company's Preferred Stock except Series A Preferred Stock.

Liquidation Rights; (i) In the event of any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary, the holders of the Series B Preferred then outstanding shall be entitled to be paid out of the assets of the Company available for distribution to its shareholders, before any payment or declaration and setting apart for payment of any amount shall be made in respect of any outstanding capital stock of the Company, an amount equal to Six Dollars ($6.00) per share. Then all of the assets of the Company available to be distributed shall be distributed ratably to the holders of the Series B Preferred and then to the holders of other outstanding shares of capital stock of the Company. If upon any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary, the assets to be distributed to the holders of the Series B Preferred shall be insufficient to permit the payment to the holders thereof the full preferential amount as provided herein, then such available assets shall be distributed ratably to the holders of the Series B Preferred.

None of the following events shall be treated as or deemed to be liquidation hereunder:

(a) A merger, consolidation or reorganization of the Company;

(b) A sale or other transfer of all or substantially all of the Company's assets;

(c) A sale of 50% or more of the Company's capital stock then issued and outstanding;

(d) A purchase or redemption by the Company of stock of any class; or

(e) Payment of a dividend or distribution from funds legally available therefore.

Voting Rights In any and all matters the Series B Preferred shall have voting rights in any matter presented to the shareholders of the common stock of the Company on the basis of one vote for each share of Series B Preferred Stock issued and outstanding. Matters affecting the rights of holders of Series B Preferred shares to dividends or affecting their liquidation rights shall be presented to holders thereof for a vote of approval as herein provided for and for no other purpose. If the Company affects a stock split which either increases or decreases the number of shares of Common Stock

outstanding and entitled to vote, the voting rights of the Series B Preferred shall not be subject to adjustment unless such stock split shall be applied to the Series B Preferred.

Dividends The holders of the Series B Preferred shall not be entitled to receive Common Stock dividends when, as, and if declared by the directors of the Company, to be paid in cash or in Market Value of the Company's common stock at the election of the Company. Market Value, for the purposes of this Certificate of Determination shall mean the average of the closing prices for the common stock of the Company for the five business days preceding the declaration of a dividend by the Board of Directors.

Without prior written consent of the majority of the holders of Series B Preferred, so long as any shares of Series B Preferred shall be outstanding, the Company shall not declare or pay on any Junior Stock any dividend whatsoever, whether in cash, property or otherwise, nor shall the Company make any distribution on any Junior Stock, nor shall any Junior Stock be purchased or redeemed by the Company or any of its subsidiaries of which it owns not less than 51% of the outstanding voting stock, nor shall any monies be paid or made available for a sinking fund for the purchase or redemption of any Junior Stock, unless all dividends to which the holders of Series B Preferred shall have been entitled for all previous dividend periods shall have been paid or declared and a sum of money sufficient for the payment thereof and the Redemption Price is set apart.

Conversion Series B Preferred; Shall have the following conversion rights (the "Conversion Rights"):

A. *Holder's Optional Right to Convert*. Each share of Series B Preferred shall be convertible, at the option of the holder(s), on the Conversion Basis in effect at the time of conversion. Such right to convert shall commence as of the Issue Date and shall continue thereafter for a period of ten years, such period ending on the tenth anniversary of the Issue Date. In the event that the holder(s) of the Series B Preferred elect to convert such shares into Common Stock, the holder(s) shall have thirty (30) days from the date of such notice in which to tender their shares of Series B Preferred to the Company.

B. *Conversion Basis*. Each share of Series B Preferred Stock shall be convertible, at any time, or from time to time, into that number of shares of the Company's Common Stock at the company's par value of 0.001, equal in Market Value to Six Dollars ($6.00), subject to adjustment as may be determined by the Board of Directors from time to time.

C. *Mechanics of Conversion*. Before any holder of Series B Preferred shall be entitled to convert the same into shares of Common Stock, such holder shall (i) give written notice to the Company, at the office of the Company or of its transfer agent for the Common Stock or the Preferred Stock, that he elects to convert the same and shall state therein the number of shares of Series B Preferred being converted; and (ii) surrender the certificate or certificates therefore, duly endorsed. Thereupon the Company shall promptly issue and deliver to such holder of Series B Preferred a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled. The conversion shall be deemed to have been made and the resulting shares of Common Stock shall be deemed to have been issued immediately prior to the close of business on the date of such notice and surrender of the shares of Series B Preferred.

D. *Adjustments to the Conversion Basis.*

(i) *Stock Splits and Combinations*. At any time after the Company first issues the Series B Preferred and while any of the shares of Series B Preferred remain outstanding, if the Company shall effect a subdivision or combination of the Common Stock subject to the Protective Provisions (as defined below), the Conversion Basis then in effect immediately before that subdivision or combination shall be proportionately adjusted. Any adjustment shall become effective at the close of business on the date the subdivision or combination becomes effective.

(ii) *Reclassification, Exchange or Substitution*. At any time after the Company first issues the Series B Preferred and while any of the shares of Series B Preferred remain outstanding, if the Common Stock issuable upon the conversion of the Series B Preferred shall be changed into the same or a different number of shares of any class or classes of stock, whether by capital reorganization, reclassification, or otherwise (other than a subdivision or combination of shares or stock dividend provided

for above, or a reorganization, merger, consolidation, or sale of assets), then and in each such event the holder of each share of Series B Preferred shall have the right thereafter to convert such shares into the kind and amount of shares of stock and other securities and property receivable upon such reorganization, reclassification, or other change, by holders of the number of shares of Common Stock into which such shares of Series B Preferred might have been converted immediately prior to such reorganization, reclassification, or change, all subject to further adjustments as provided herein.

(iii) *Reorganization, Mergers, Consolidations or Sales of Assets*. At any time after the Company first issues the Series B Preferred and while any of such shares remain outstanding, if there shall be a capital reorganization of the Common Stock (other than a subdivision, combination, reclassification, or exchange of shares), or a merger or consolidation of the Company with or into another Company, or the sale of all or substantially all of the Company's assets to any other person, then as a part of such reorganization, merger, consolidation, or sale, provision shall be made so that the holders of the Series B Preferred thereafter shall be entitled to receive upon conversion of the Series B Preferred, the number of shares of stock or other securities or property of the Company, or of the successor Company resulting from such merger or consolidation or sale, to which a holder of Series B Preferred deliverable upon conversion would have been entitled on such capital reorganization, merger, consolidation, or sale.

Notices of Record Date. In the event of any reclassification or recapitalization of the capital stock of the Company, any merger or consolidation of the Company, or any transfer of all or substantially all of the assets of the Company to any other Company, entity, or person, or any voluntary or involuntary dissolution, liquidating, or winding up of the Company, the Company shall mail to each holder of Series B Preferred at least 30 days prior to the record date specified therein, a notice specifying the date on which any such reorganization, reclassification, transfer, consolidation, merger, dissolution, liquidation, or winding up is expected to become effective, and the time, if any is to be fixed, as to when the holders of record of Common Stock (or other securities) shall be entitled to exchange their shares of Common Stock (or other securities) for securities or other property deliverable upon such reorganization, reclassification, transfer, consolidation, merger, dissolution, liquidation, or winding up.

Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of the Series B Preferred. In lieu of any fractional shares to which the holder would otherwise be entitled, the Company shall pay cash equal to the product of such fraction multiplied by the fair market value of one share of the Company's Common Stock on the date of conversion, as determined in good faith by the Company's directors.

Reservation of Stock Issuable Upon Conversion. At such time as the Company increases its authorized capital resulting in a sufficient number of shares of Common Stock becoming available for the conversion of the Series B Preferred, the Company shall reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series B Preferred, a number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series B Preferred.

One Class of Series C Preferred Stock; 20 million has been authorized ; none issued

Designation and Rank: None
Dividends: None
Liquidations Preference; None
Voting Rights: None Assigned

One Class of Series D Preferred Stock; attributes as follows; none issued

DESIGNATION OF SERIES; RANK. The shares of such series shall be designated as the "Series D Convertible Preferred Stock" (the "Preferred D Stock") and the number of shares initially constituting such series shall be up to 5 million shares.

DIVIDENDS. The holders of Preferred Stock shall not be entitled to receive dividends paid on the Common or Preferred Stock.

LIQUIDATION PREFERENCE. The holders of Preferred Stock shall not be entitled to any liquidation preference.

CONVERSION RIGHTS. One share of Series D may be converted to fifty shares of common stock.

VOTING RIGHTS. The holders of Preferred Stock shall not have voting rights.

REDEMPTION RIGHTS. The shares of Preferred Stock shall have no redemption rights.