ENDEXX CORPORATION

QUARTER REPORT

For the three months ended December 31, 2014 and 2013

5855 Surrey Drive
P.O. Box 4317
Cave Creek, AZ, 85331
(Address of principal executive offices)

480-595-6900
(Issuer's Telephone Number, Including Area Code)

Cautionary Note Regarding Forward-Looking Information and Factors That May Affect Future Results:

This unaudited report contains forward-looking statements. The Securities and Exchange Commission encourages companies to disclose forward-looking information so that investors can better understand a company's future prospects and make informed investment decisions. This report and other written and oral statements that we make from time to time contain such forward-looking statements that set out anticipated results based on management's plans and assumptions regarding future events or performance. We have tried, wherever possible, to identify such statements by using words such as "anticipate", "estimate", "expect", "project", "intend", "plan", "believe", "will" and similar expressions in connection with any discussion of future operating or financial performance. In particular, these include statements relating to future actions, future performance or results of current and anticipated sales efforts, expenses, the outcome of contingencies, such as legal proceedings and financial results.

We caution that the factors described herein and other factors could cause our actual results of operations and financial condition to differ materially from those expressed in any forward-looking statements we make and that investors should not place undue reliance on any such forward-looking statements. Further, any forward-looking statement speaks only as of the date on which such statement is made and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of anticipated or unanticipated events or circumstances. New factors emerge from time to time and it is not possible for us to predict all of such factors. Further, we cannot assess the impact of each such factor on our results of operations or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

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

From 2005 to Present: Endexx Corporation
From 2002-2005: Panamed Corporation
From 1997-2002: Micron Solutions, Inc.

Item 2. Address of the issuer's principal executive offices

Company Headquarters
5855 Surrey Drive
Cave Creek, AZ. 85331

Mailing Address:

P.O. Box 4317
Cave Creek, AZ, 85327

Phone: (480) 595-6900

Fax: (480)-626-1696

Email: endexx@endexx.com

Website: www.endexx.com

Public Relations Contact
Todd Davis
480-595-6900
PO Box 4317
Cave Creek, AZ. 85331
Todd.Davis@endexx.com

Item 3. Security Information

- Trading Symbol: EDXC
- The exact title and class of securities outstanding: Common stock and preferred stock are authorized and outstanding
- CUSIP Number: 29259K 10 2
- Par or Stated Value: Common Stock: $0.0001 par value per share.

  Preferred Stock: $0.01 par value per share.
- Total Shares Authorized: Common Stock: 1,000,000,000 shares

  Preferred Stock: 10,000,000 shares
- Total Shares Outstanding:

  Common Stock: 211,835,738 shares as of December 31, 2014

  Preferred Stock: 7,296,000 shares as of December 31, 2014
- The name and address of the transfer agent:

  First American Stock Transfer
  4747N. 7th St., #170
  Phoenix, AZ 85104

First American Stock Transfer is registered under the Securities Exchange Act of 1934 and is regulated by the Securities and Exchange Commission.

There are no restrictions on the transfer of the Company's securities; and the Company has not been subject to any trading suspension orders issued by the SEC in the past 12 months.

Item 4. Issuance History

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

The following events resulted in changes in total shares outstanding by the issuer in the past two year period ending on the last day of the issuer's most recent fiscal year :

During year ended September 30, 2013 the Company issued 36,171,666 shares of common stock.

Investors:

1. Linda Anderson 100,000 restricted shares purchased at $.07
2. Austin Anderson 100,000 restricted shares purchased at $.07
3. Summer Anderson 100,000 restricted shares purchased at $.07
4. Sandra Davis converted $3,300.00 to equity at $.01 or 330,000 restricted shares
5. Brent Walden converted $77,000.00 to equity at $.007 or 11,000,000 restricted shares
6. Gary Contreras 1,666,666 restricted shares purchased at $.006
7. Rayne Forecast Inc. converted debt long term expense debt to 11,500,000 restricted shares at $0.0006 or $6,900.00 based on closing price December 31, 2012

Debt Reduction:

1: Rayne Forecast Inc. December 2012	11,500,000
2: Brent Walden June 2013	11,000,000
4: Sandra Davis January 2013	330,000

Services:

1. Ed Steinback 500,000 restricted for accounting services at Par Value $0.0001
2. Macrosolve Inc. 125,000 restricted shares for consulting and licensing services, 6 month contract issued at $15,0000.00 value or $0.12 per share.

Acquisitions:

1. Hayes Pharmacy Inc. 5,000,000 restricted shares at Par Value $.0001
2. LEDXchange LLC. 250,000 restricted shares at Par Value $.0001
3. Dispense Labs LLC. Joseph DeRobbio September 2013 10,000,000
4. Daniel Lindegren technology investment February 2013 5,000,000

During year ended September 30, 2014 the Company issued 12,667,009 shares of common stock.

In December 2013, the Company issued 300,000 shares of our common stock as payment to an unrelated individual for payment of consulting on our technology development, valued at $180, and is reflected in the accompanying statement of operations in *"Consulting fees."*

In December 2013, the Company cancelled 5,000,000 shares of our common stock issued previously as consulting fees for a technology purchased as payment to an unrelated individual, valued at $(3,000), and is reflected in the accompanying statement of operations in *"Consulting fees."*

On January 6, 2014, the Company issued 1,542,972 restricted shares of our common stock for payment of consulting services performed by a unrelated third party in the amount of $100,000, in payment investor relation services to be performed over twelve months. The value of the public relations services is included in prepaid expenses in our consolidated balance sheets.

On January 22, 2014, the Company entered into a subscription agreement with an unrelated individual for 66,000 shares of our common stock for $5,000 or $0.0758 per share.

On March 7, 2014, the Company entered into a subscription agreement with an unrelated individual for 1,000,000 shares of our common stock for $100,000 or $0.10 per share; in connection with this placement we also recorded a common stock subscription receivable of $100,000. Subsequent to March 31, 2014, we received the payment for this transaction.

On March 28, 2014, we issued 54,280 shares of our restricted common stock valued at $13,000 for payment for website domain ownership. Additionally, we committed to pay $15,000 cash for website

programming and consulting services to be rendered over the next twelve months, this will be paid in the next quarter.

On March 31, 2014, the Company entered into a subscription agreement with an unrelated individual for 62,500 shares of our common stock for $10,000 or $0.2395 per share.

On April 8, 2014, we issued 250,000 shares of our restricted common stock valued at $58,675 for payment for product development.

On April 10, 2014, the Company entered into a subscription agreement with an unrelated individual for 1,000,000 shares of our common stock for $100,000 or $0.10 per share.

On May 6, 2014, the Company entered into a subscription agreement with an unrelated individual for 166,000 shares of our common stock for $25,000 or $0.15 per share.

On June 16, 2014, the Company entered into a subscription agreement with an unrelated individual for 1,000,000 shares of our common stock for $75,000 or $0.075 per share.

On July 15, 2014, we issued 6,250 shares of our restricted common stock valued at $5,975 for payment for investor fees for a completed private placement on March 31, 2014.

On August 14, 2014, we issued 300,000 shares of our restricted common stock valued at $21,000 for payment for product development.

On August 14, 2014, we issued 4,000,000 shares of our restricted common stock valued at $280,000 for payment of consulting services to be rendered of $210,000 and is reflected in prepaid expenses on the accompanying consolidated balance sheet, and already rendered of $70,000 and is reflected in consulting fees on the accompanying consolidated statement of operations.

During the period ended September 30, 2014, the Company settled an aggregate amount of $311,070 of their accounts payable to our President for 4,443,852 shares of our restricted common shares valued at $0.07 per share, with no offering costs.

During the period ended September 30, 2014, the Company settled an aggregate amount of $231,872 of their notes payable which was contributed to capital. In December 2013, we converted $35,000, composed of $25,000 of notes payable and $10,000 of accrued interest, for 700,000 shares of our restricted common stock, with no offering costs. On June 17, 2014, we converted $11,950, of debt for $5,975 in cash and 75,155 shares of our restricted common stock, with no offering costs.

During period ended December 31, 2014 the Company issued 125,000 shares of common stock.

On October 30, 2014, we issued 125,000 shares of our restricted common stock valued at $6,250 for payment for website domains ownership.

Each of the above securities offerings or transactions was made by officers and directors of the issuer and was not a registered offering. The offerings relied upon an exemption under Regulation S or Rule 4(2) of the Securities Act of 1933, as amended. The shares in these offerings or transactions were restricted (i.e., not freely tradable); and the certificates evidencing such shares contained a legend (1) stating that the shares have not been registered under the Securities Act of 1933, as amended, and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act of 1933, as amended.

Item 5. Financial information for the issuer’s most recent fiscal period.

The Company's unaudited financial statements for its periods ended December 31, 2014 and 2013 are attached hereto as part of the Company's Annual Report and filed herewith.

ENDEXX CORPORATION

TABLE OF CONTENTS

Part I	Financial Information	Page
Item 1.	Financial Statements:	
	Unaudited Condensed Consolidated Balance Sheets for the period ended December 31, 2014 and for the year ended September 30, 2014	1
	Unaudited Condensed Consolidated Statements of Operations for the three months ended December 31, 2014 and 2013	2
	Unaudited Condensed Consolidated Statements of Stockholders' Equity for the period from October 1, 2012 through December 31, 2014	3
	Unaudited Condensed Consolidated Statements of Cash Flows for the three months ended December 31, 2014 and 2013	4
	Condensed Notes to Consolidated Financial Statements (unaudited)	5

Endexx Corporation
Unaudited
Consolidated Balance Sheets

	December 31, 2014	September 30, 2014
ASSETS		
Current Assets		
Total Cash on Hand	$ 7,277	$ 5,893
Accounts Receivable		
Accounts receivable	34,640	34,640
Inventory - dispense equipment	135,000	135,000
Prepaid Expenses	355,150	358,100
Total Current Assets	532,067	533,633
Fixed Assets		
Fixed Assets		
Computer/Office Equipment	10,703	10,703
Total Fixed Assets	10,703	10,703
Accum Depreciation/Amortization		
Accum Depr-Computer/Office Eq	(1,782)	(1,512)
Total Accum Depreciation/Amortization	(1,782)	(1,512)
Total Fixed Assets	8,921	9,191
Other Assets		
Investment - Dudad Application	176,542	176,930
Investment - Website domains	19,250	13,000
Investment - Global Solaris	133,298	133,298
Investment - Greenleaf Consulting	162,000	162,000
Investment - Dispense Labs LLC	1,100,725	1,100,725
Investment - Stock Trading Holdings	9,257	22,357
Total Other Assets	1,601,072	1,608,310
TOTAL ASSETS	**$ 2,142,061**	**$ 2,151,134**
LIABILITIES & EQUITY		
Liabilities		
Current Liabilities		
Accounts Payable		
Accounts Payable	$ 279,704	$ 261,051
Total Accounts Payable	279,704	261,051
Other Current Liabilities		
License Fee Payable	54,600	54,600
Accrued Expenses	31,205	56,205
Payroll Liabilities		
Wages Payable	1,195,000	1,157,500
Payroll Taxes Payable	122,580	114,256
Total Payroll Payable	1,317,580	1,271,756
Payroll Liabilities - Other	4,779	3,778
Total Payroll Liabilities	1,322,359	1,275,534
Sales & Use Tax Payable		
VA Use Tax Payable	338	338
Total Sales & Use Tax Payable	338	338
S/T Notes Payable	154,714	14,261
Total Current Liabilities	1,842,919	1,661,989
Long Term Liabilities		
Lease Payable - SP	14,000	14,000
L/T Notes Payable	63,200	65,500

Endexx Corporation
Unaudited
Consolidated Balance Sheets

Total Long Term Liabilities	77,200	79,500
Total Liabilities	1,920,119	1,741,489
Stockholders' Equity		
Preferred Stock Par Value $0.0001		
7,296,000 shares outstanding, December 31, 2014		
and September 30, 2014, respectively	730	730
Capital Stock, Par Value $0.0001		
211,835,738 and 211,710,738 shares outstanding,		
December 31, 2014 and September 30, 2014, respectively	21,187	21,174
Additional Paid in Capital	7,964,316	7,958,079
Common Stock Receivable	-	-
Total Shareholder's Equity	7,986,233	7,979,983
Retained Earnings	(7,641,520)	(7,162,317)
Net Income	(122,771)	(408,020)
Total Equity	221,942	409,645
TOTAL LIABILITIES & EQUITY	**$ 2,142,061**	**$ 2,151,134**

Endexx Corporation
Unaudited
Consolidated Statements of Operations

	For the three months ended December 31, 2014	2013
Ordinary Income/Expense		
Income		
Revenues	$ 6,457	$ -
Total Revenues	6,457	-
Cost of Goods Sold		
Total Cost of Sales	57	-
Gross Profit	6,400	-
Expense		
Telephone Expense	831	189
Office Supplies Expense	3,231	1,121
Consulting fees	5,545	(2,820)
General & Adminsitrative		
Depreciation	270	270
Advertising and Promotion	2,365	-
Postage and Delivery	2,896	58
Insurance	3,500	-
Licenses and Permits	-	-
Professional Fees		
Stock Agency/Transfer Fees	1,750	1,750
Legal Fees	15,046	2,500
Accounting	2,500	5,000
Total Legal-Prof Fees	19,296	9,250
Travel & Entertainment		
G&A - Airfare/Lodging	9,729	1,617
G&A - Meals & Entertainment	4,151	2,139
Total Travel & Entertainment	13,881	3,756
Total General & Adminsitrative	42,207	13,334
Payroll Expenses		
Salaries	37,500	37,500
Total Salaries & Wages	37,500	37,500
Payroll Taxes & Benefits		
Company payroll taxes	9,375	9,375
Total Payroll Taxes & Benefits	9,375	9,375
Total Payroll Expenses	46,875	46,875
Office Rent	8,135	4,535
Research and Development	44,469	440
Utilities		
Utilities - other	494	701
Internet	1,138	270
Total Utilities	1,632	971
Total Expense	152,923	64,645
Net Ordinary Income	(146,523)	(64,645)
Other (Income)/Expense		
Gain on Debt Settlement	-	(231,872)
Interest expense	3	-
Gain on Stock trading	(23,755)	-
Total Other (Income)/ Expenses	(23,752)	(231,872)
Net Income	**$ (122,771)**	**$ 167,227**
NET (LOSS) PER SHARE - BASIC AND DILUTED	$ (0.00)	$ 0.00
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	211,835,738	195,043,729

ENDEXX CORPORATION
UNAUDITED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' (DEFICIT)

	Preferred Stock		Common Stock		Paid-in	Subscription	Common Stock	Accumulated	
	Shares	Amount	Shares	Amount	Capital	Receivable	Subscribed	(Deficit)	Total
Balances, September 30, 2012	7,296,000	$ 730	155,538,729	$ 15,553	$ 5,412,942	$ -	$ -	$ (6,924,648)	$ (1,495,424)
Shares issued for debt settlement at $0.006 per share on December 2012, net of no offering costs	-	-	11,500,000	1,150	67,850				69,000
Shares issued for payment for investment in software at $0.009 per share on December 15, 2012, net of offering costs	-	-	5,000,000	500	44,500				45,000
Shares issued for debt settlement at $0.01 per share on January 31, 2013, net of no offering costs	-	-	330,000	33	3,267				3,300
Shares issued for acquisition of technology at $0.0085 per share on February 2013, net of offering costs	-	-	5,000,000	500	2,500				3,000
Shares issued for development services consulting at $0.083 per share on April 2013	-	-	250,000	25	20,650				20,675
Shares issued for cash in a private placement at $0.07 per share on June 21, 2013, net of no offering costs	-	-	300,000	30	20,970				21,000
Shares issued for debt settlement at $0.007 per share on June 2013, net of no offering costs	-	-	11,000,000	1,100	75,900				77,000
Shares issued for consulting services at $0.0950 per share on June 24, 2013	-	-	125,000	13	11,863				11,875
Shares issued for payment for investment in software and license agreement at $0.10 per share on September 30, 2013, net of offering costs	-	-	10,000,000	1,000	999,000				1,000,000
Net (loss) for the year								(237,669)	(237,669)
Balances, September 30, 2013	7,296,000	730	199,043,729	19,907	6,659,447	-	-	(7,162,317)	(482,234)
Shares issued for debt settlement at $0.05 per share on December 2013, net of no offering costs	-	-	700,000	70	34,930				35,000
Shares resscinded for acquisition of technology at $0.0006 per share on December 2013, net of offering costs			(5,000,000)	(500)	(2,500)				(3,000)
Shares issued for development services consulting at $0.0006 per share on December 2013			300,000	30	150				180
Shares issued for accounts payable settlement at $0.0700 per share on January 2, 2014, net of no offering costs	-	-	4,443,852	444	310,626				311,070
Shares issued for investor relations services consulting at $0.06481 per share on January 6, 2014			1,542,972	154	99,846				100,000
Shares issued for cash in a private placement at $0.0758 per share on January 22, 2014, net of no offering costs	-	-	66,000	7	4,993				5,000
Shares issued for cash in a private placement at $0.10 per share on March 7, 2014, net of no offering costs	-	-	1,000,000	100	99,900				100,000
Shares issued for cash in a private placement at $0.16 per share on March 31, 2014, net of no offering costs	-	-	62,500	6	9,994				10,000

ENDEXX CORPORATION
UNAUDITED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' (DEFICIT)

	Preferred Stock		Common Stock		Paid-in	Subscription	Common Stock	Accumulated	
	Shares	Amount	Shares	Amount	Capital	Receivable	Subscribed	(Deficit)	Total
Shares issued for acquisition of website domains at $0.2395 per share on March 28, 2014, net of offering costs			54,280	5	12,995				13,000
Shares issued for production of product at $0.2347 per share on April 8, 2014, net of offering costs			250,000	25	58,650				58,675
Shares issued for cash in a private placement at $0.10 per share on April 10, 2014, net of no offering costs	-	-	1,000,000	100	99,900				100,000
Shares issued for cash in a private placement at $0.15 per share on May 6, 2014, net of no offering costs	-	-	166,000	17	24,983				25,000
Shares issued for cash in a private placement at $0.15 per share on June 16, 2014, net of no offering costs	-	-	1,000,000	100	74,900				75,000
Shares issued for debt settlement at $0.0795 per share on June 23, 2014, net of no offering costs	-	-	75,155	8	5,967.31				5,975
Shares issued for investor fees for private placement completed on March 31, 2014 at $0.16 per share on July 15, 2014			6,250	1	999				1,000
Shares issued for acquisition of Greenleaf Consulting firm at $0.08 per share on August 6, 2014			2,700,000	270	161,730				162,000
Shares issued for development services at $0.07 per share on August 14, 2014			300,000	30	20,970				21,000
Shares issued for consulting services at $0.07 per share on August 14, 2014			4,000,000	400	279,600				280,000
Net (loss) for the year								(408,020)	(408,020)
Balances, September 30, 2014	7,296,000	730	211,710,738	21,174	7,958,079	-	-	(7,570,337)	409,646
Shares issued for acquisition of website domains at $0.05 per share on October 30, 2014, net of offering costs			125,000	13	6,237				6,250
Net (loss) for the period								(122,771)	(122,771)
Balances, December 31, 2014	7,296,000	$ 730	211,835,738	$ 21,187	$ 7,964,316	$ -	$ -	$ (7,693,108)	$ 293,125

The accompanying notes are an integral part of these financial statements

ENDEXX CORPORATION
UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the three months ended December 31,	
	2014	2013
OPERATING ACTIVITIES		
Net (loss)	$ (122,771)	$ 167,227
Adjustments to reconcile net income (loss) to net cash used by operating activities:		
Stock issued for services	-	(2,820)
Stock compensation - officers	-	-
Depreciation and amortization	270	270
Changes in operating assets and liabilities:		
Prepaid expenses	2,950	2,500
Inventory	-	-
Accounts receivable	-	-
Accounts payable	(52,531)	17,819
Accounts payable - related party	-	-
Accrued liabilities	21,825	46,875
NET CASH (USED BY) OPERATING ACTIVITIES	(150,257)	231,871
INVESTING ACTIVITIES		
Cash invested in Dudad application	388	-
Cash invested in Greenleaf Consulting	-	-
Cash invested in Dispense Labs	-	-
Cash invested in website domains	-	-
Cash invested in stock trading holdings	13,100	-
Purchase of property and equipment	-	-
NET CASH (USED BY) INVESTING ACTIVITIES	13,488	-
FINANCING ACTIVITIES		
Proceeds from sale of common stock	-	-
Proceeds from shareholder advances/ notes	140,453	-
Repayment of notes payable	(2,300)	-
Proceeds from capital contributed	-	(231,872)
NET CASH PROVIDED BY FINANCING ACTIVITIES	138,153	(231,872)
NET (DECREASE) IN CASH	1,384	-
CASH, BEGINNING OF PERIOD	5,893	-
CASH, END OF PERIOD	$ 7,277	$ -
CASH PAID FOR INTEREST	$ -	$ -
SUPPLEMENTAL SCHEDULE OF NON-CASH INVESTING AND FINANCING ACTIVITIES		
Debt Converted to Common Stock		
Notes payable, including accrued interest of $10,000	$ -	$ 35,000
Accounts payable	-	-
Common stock	-	(35,000)
	$ -	$ -
Stock issued for purchase of assets		
Purchase of website domains	$ 6,250	$ -
Common stock	(6,250)	-
	$ -	$ -

SEE ACCOMPANYING NOTES TO FINANCIAL STATEMENTS

ENDEXX, INC.
Notes to Consolidated Financial Statements
For the Periods Ended December 31, 2014 and 2013

As used in this quarter report, the terms the "Company," "we," "our" and "us" refer to EDXC. This report should be read in conjunction with our annual report for the year ended September 30, 2014, including the unaudited consolidated financial statements and related notes included therein.

1. History of the Company and Summary of Significant Accounting Policies

History of the Company

In 2002, Panamed Corporation merged with the predecessor known as Micron Solutions, a lost stock services company. The company changed its name from Micron Solutions to Panamed in 2002, due to the merger.

From 2002-2005, the company operated as Panamed Corporation, a biotech service and licensing company. Panamed invested 1.2 million dollars into a biotech technology and conducted a therapeutic treatment program in Ivory Coast Africa, In October 2004, Panamed Corporation filed a Form 15-12g to be a non-reporting company at the demand of the SEC. This demand was followed by a request for an expedited trial in Los Angeles Federal Court. The contingency was that the SEC could not recommend to the Judge/Court a fine or punishment. Panamed was fined $5,000.00 USD and the case was settled in court by the Judge in December of 2012.

Panamed Corporation merged with Visual Board Books Inc. (VBB) in February 2005 through an all stock transaction and changed the consolidated company name to Endexx Corporation.

Currently, Endexx Corporation is a Nevada Corporation, with two wholly owned subsidiaries: Global Solaris Group LLC. and Cann Can LLC., both Arizona LLCs. Endexx also has three separate divisions (M3Hub Technology, Project Canopy and an App Development Program). In June 2011, Endexx Corporation acquired Global Solaris Group LLC., an Arizona LLC that develops Solar and Renewable energy projects both in the United States and in the International markets. Endexx has invested $60,000 into Global Solaris Group in 2011-2012 and issued 12 million shares for that division valued at $1.2 million, and it has recently completed its first solar project.

During 2010 – 2013, Endexx has also invested in and is pursuing several different projects including:

Endexx invested $30,000 into Project Canopy in 2010.

Endexx issued 5 million shares of stock to buy and develop the APP known as DUDAD in December 2012, and has invested $111,930 in its development as of June 30, 2014.

Endexx has invested $80,000 cash in M3Hub, and has issued $1.0 million dollars in stock to purchase Dispense Labs LLC.

In February 2013, Endexx acquired Cann Can LLC., a vending solutions company, and invested $6,000 into Cann Can Labs in 2013.

Endexx issued 5 million shares to purchase Hayes Pharmacy compliance platform in February 2013. In December 2013, we rescinded this purchase and cancelled the 5 million shares originally issued, and we issued 300,000 shares for consulting services that were rendered by Hayes Pharmacy in conjunction with our business plan.

On August 6, 2014, we issued 2,700,000 shares of our restricted common stock to purchase a wholly owned subsidiary, Greenleaf Consulting. This is a business consulting firm in the medical marijuana industry, and provides consulting on state regulations, guidelines, and business plans.

Nature of Business

The company has never been a shell corporation. The company operates presently as a Medical Marijuana Management and technology solutions provider, as a solar and renewable energy developer, and has a development stage company currently retooling its software as a service platform and developing Mobile Solution Apps. Endexx Corporation is the parent corporation. Through project Canopy and Visual Board Books, it can provide three Web enabled services that assist organizations with the complexities of document management and storage. The company's product primarily include Visual Board Books that provides an environment to create, deliver, edit, view, and review corporate data, as well as offers an interface to communicate and confer with approved parties; Endexx Document Management Suite, a suite of Document/data management tools, which are designed to enhance the handling, storage, and control of document; and Endexx Storage Application, which is a base module for offsite storage of files and photos that require backup in an offsite location. It's wholly owned subsidiary, Global Solaris Group LLC., is an integrator of Renewable Energy Services. Based in Sedona, Arizona, GLOBAL SOLARIS GROUP LLC is a full service Renewable Energy power provider and producer for public institutions, corporate clients and electric utilities.

Summary of Significant Accounting Policies

Basis of Accounting

The Company prepares its consolidated financial statements in conformity with generally accepted accounting principles in the United States of America. These principles require 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 revenues and expenses during the reporting period. Management believes that these estimates are reasonable and have been discussed with the Board of Directors; however, actual results could differ from those estimates.

Use of Estimates

The Company prepares its consolidated financial statements in conformity with generally accepted accounting principles in the United States of America. These principals require 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 revenues and expenses during the reporting period. Management believes that these estimates are reasonable and have been discussed with the Board of Directors; however, actual results could differ from those estimates.

Principles of Consolidation

The consolidated financial statements include the accounts and operations of Endexx Corporation and its wholly owned subsidiaries, Greenleaf Consulting LLC, a New Jersey LLC, and Global Solaris Group LLC and Cann Can LLC., both Arizona LLCs (collectively referred to as the "Company"). Accordingly, the assets and liabilities, and expenses of this company have been included in the accompanying consolidated financial statements, and intercompany transactions have been eliminated.

Development Stage Enterprise

At December 31, 2014, Endexx's business operations had not fully developed and are dependent upon funding and therefore Endexx is considered a development stage enterprise. Endexx has also Adopted Early the FASB released ASU 2014-10 concerning our development stage enterprise financial statement presentation.

Financial Instruments

The Company's balance sheets include the following financial instruments: cash, accounts receivable, accounts payable and note payable and notes payable to stockholder. The carrying amounts of current assets and current liabilities approximate their fair value because of the relatively short period of time between the origination of these instruments and their expected realization. The carrying values of the note payable to stockholder approximates fair value based on borrowing rates currently available to the Company for instruments with similar terms and remaining maturities.

In September 2006, the Financial Accounting Standards Board (FASB) introduced a framework for measuring fair value and expanded required disclosure about fair value measurements of assets and liabilities. The Company adopted the standard for those financial assets and liabilities as of the beginning of the 2008 fiscal year and the impact of adoption was not significant. FASB Accounting Standards Codification (ASC) 820 *"Fair Value Measurements and Disclosures"* (ASC 820) defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

- Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities

- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest

rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

- Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of December 31, 2014. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments. These financial instruments include accounts receivable, other current assets, accounts payable, accrued compensation and accrued expenses. The fair value of the Company' s notes payable is estimated based on current rates that would be available for debt of similar terms which is not significantly different from its stated value.

The Company applied ASC 820 for all non-financial assets and liabilities measured at fair value on a non-recurring basis. The adoption of ASC 820 for non-financial assets and liabilities did not have a significant impact on the Company's financial statements.

As of December 31, 2014 and 2013, the fair values of the Company's financial instruments approximate their historical carrying amount.

Cash and Cash Equivalents

The majority of cash is maintained with a major financial institution in the United States. Generally, deposits may be redeemed on demand and, therefore, bear minimal risk. The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and amortization. Maintenance and repairs are charged to operations as incurred. Depreciation and amortization are based on the straight-line method over the estimated useful lives of the related assets. When assets are retired or otherwise disposed of, the cost and accumulated depreciation and amortization are removed from the accounts, and any resulting gain or loss is reflected in operations in the period realized.

Depreciation

Depreciation is computed on the straight-line method net of salvage value with useful lives as follows:

Computer equipment and software	3 - 5 years
Office furniture and equipment	5 - 7 years
Machinery and equipment	7 - 10 years
Leasehold improvements	balance of lease term

Dividends

The Company has not adopted any policy regarding payment of dividends. No dividends have been paid during the periods shown.

Liquidity

The Company anticipates that revenue or income for fiscal year 2014 may be limited, but based upon our historical data we expect to continue to show growth. The Company also expects to continue to incur substantial expenses relating to its marketing and sales efforts. As a result, the Company expects to incur losses over the next year unless it is able to realize additional revenues under any current or future agreements. The timing and amounts of such revenues, if any, cannot be predicted with certainty. Accordingly, results of operations for any period may be unrelated to the results of operations for any other period.

The Company will likely need to raise and is pursuing additional funds through strategic collaborations, public or private equity or debt financing, or other funding sources. This funding may not be available on acceptable terms, or at all, and may be dilutive to shareholder interests. If sufficient capital is not available, the Company may be required to delay, reduce the scope of or eliminate one or more of its product offerings, any of which could have a material adverse effect on its business. If the Company is not able to secure additional capital by the end of its fiscal year, it may be forced to terminate operations altogether in fiscal year 2015.

Stock Based Compensation

The Company follows FASB ASC 718-10 and values our employee stock based awards based on the grant-date fair value estimated in accordance with the provisions of FASB ASC 718-10. The Company accounts for equity instruments issued in exchange for the receipt of goods or services from other than employees in accordance with FASB ASC 718-10 and the conclusions reached in FASB ASC 505-10. Costs are measured at the estimated fair market value of the consideration received or the estimated fair value of the equity instruments issued, whichever is more reliably measurable. The value of equity instruments issued for consideration other than employee services is determined on the earliest of a performance commitment or completion of performance by the provider of goods or services as defined by FASB ASC 505-10**.**

Research and development costs

Research and development costs are charged to expense as incurred and are included in operating expenses. Total research and development costs were $44,469 and $440 for the periods ended December 31, 2014 and 2013, respectively.

Advertising Costs

The costs of advertising are expensed as incurred. Advertising expenses are included in the Company's operating expenses. Advertising expense was $2,365 and none for the periods ended December 31, 2014 and 2013, respectively.

Income Taxes

The Company accounts for income taxes under the liability method. Deferred tax assets and liabilities are recorded based on the differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purpose, referred to as temporary differences. Deferred tax assets and liabilities at the end of each period are determined using the currently enacted tax rates applied to taxable income in the periods in which the deferred tax assets and liabilities are expected to be settled or realized.

Revenue Recognition

The Company recognizes revenue when there is persuasive evidence of an arrangement, delivery has occurred or services have been rendered, the sales price if fixed or determinable, and collectability is reasonably assured.

Earnings (Loss) Per Common Share

The Company computes net loss per share in accordance with FASB ASC 260-10, "Earnings per Share". FASB ASC 260 requires presentation of both basic and diluted earnings per share (EPS) on the face of the statement of operations. Basic EPS is computed by dividing net loss available to common stockholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all potentially dilutive common shares outstanding during the period. Diluted EPS excludes all potentially dilutive shares if their effect is anti-dilutive. There are no potentially dilutive options or warrants from inception.

Impact of Recently Issued Accounting Pronouncements

Recent accounting standards that have been issued or proposed by the FASB or other standards-setting bodies are not expected to have a material impact on our financial position, results of operations and cash flows.

Accounts Receivable

Accounts receivable are stated at face value, less an allowance for doubtful accounts. Abakan provides an allowance for doubtful accounts based on management's periodic review of accounts, including the delinquency of account balances. Accounts are considered delinquent when payments have not been received within the agreed upon terms, and are written off when management determines that collection is not probable. As of December 31, 2014 management has determined that no allowance for doubtful accounts is required.

General Accounting Policy for Contingencies

Certain conditions may exist which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. The Company’s management and its legal counsel assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company, or unasserted claims that may result in such proceedings, the Company’s

legal counsel evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, the estimated liability would be accrued in the Company's financial statements. If the assessment indicates that a potentially material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they arise from guarantees, in which case the guarantees would be disclosed.

As of December 31, 2014 and 2013, the Company's management believes that there are no outstanding legal proceedings which would have a material adverse effect on the financial position of the Company.

Subsequent Events

In accordance with ASC 855-10 "Subsequent Events", Endexx has evaluated subsequent events and transactions for potential recognition or disclosure in the financial statements through the date the financial statements were issued (Note 7).

2. Going concern

Our financial statements have been presented on the basis that we are a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. We have sustained operating losses since inception, which raises substantial doubt about the Company's ability to continue as a going concern.

As of December 31, 2014 we have a working capital deficit of $1,310,852, and accumulated deficit of $7,693,108. During the period ended December 31, 2014 we had a net loss of $122,771 and cash used by operating activities of $150,257. The Company's ability to continue in existence is dependent on its ability to develop additional sources of capital, and/or achieve profitable operations and positive cash flows. Management's plan is to aggressively pursue its present business plan. Since inception we have funded our operations through the issuance of common stock and related party loans and advances, and will seek additional debt or equity financing as required. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

3. Notes Payable

During the period ended December 31, 2013, the Company settled an aggregate amount of $231,872 of their notes payable which was contributed to capital. In December 2013, we converted $35,000, composed of $25,000 of notes payable and $10,000 of accrued interest, for 700,000 shares of our restricted common stock, with no offering costs.

4. Stock Based Compensation

In December 2013, the Company issued 300,000 shares of our common stock as payment to an unrelated individual for payment of consulting on our technology development, valued at $180, and is reflected in the accompanying statement of operations in *"Consulting fees."*

In December 2013, the Company cancelled 5,000,000 shares of our common stock issued previously as consulting fees for a technology purchased as payment to an unrelated individual, valued at $(3,000), and is reflected in the accompanying statement of operations in *"Consulting fees."*

Stock Issued for Domain names

On October 30, 2014, we issued 125,000 shares of our restricted common stock for certain domain names at a value of $6,250.

5. Stockholder's Equity

Stock Shares – Authorized

The Company has 1,000,000,000 common shares authorized at a par value of $0.0001 per share and 10,000,000 shares of preferred stock, par value $0.01 per share. 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 the directors of the Company. There is currently only one designated class of preferred shares, "A." The holders of the preferred stock shall have such rights, preferences and privileges as may be determined by the Board of Director's prior to the issuance of such shares. The preferred stock may be issued in such series as are designated by the Board of Director's and the Board of Director's may fix the number of authorized shares of preferred stock for each series and the rights, preferences, and privileges of each series of preferred stock. As of the periods December 31, 2014 and September 30, 2014 there were 211,835,738 and 211,710,738 shares of our common stock issued and outstanding, respectively. As of the periods ended December 31, 2014 and September 30, 2014 there were 7,296,000 shares of our preferred stock issued and outstanding, respectively.

Common Shares – Issued and Outstanding

In the period ended September 30, 2014, the Company had the previously discussed shares transactions in Notes 3 and 4.

6. Commitments

Consulting Agreement

On October 20, 2014, Greenleaf Consulting entered into a consulting agreement to provide services to an unrelated individual in regards to the individual medical marijuana business in the state of New York for an initial period of twelve months, and shall automatically renew for subsequent four month terms unless terminated by either party with a 15 day notice. Greenleaf Consulting will be paid $200 per hour of billable time, and shall be reimbursed for reasonable related expenses.

7. Subsequent Events

Management has evaluated subsequent events after the balance sheet date, through the issuance of the financial statements, for appropriate accounting and disclosure. Endexx has determined that there were no such events that warrant disclosure or recognition in the financial statements.

Item 6. Describe the Issuer's Business, Products and Services

EXECUTIVE SUMMARY

1- COMPANY PROFILE

Endexx Corporation is a micro-cap, publicly traded company, representing the interest of its shareholders and collaborating with independent software developers, scientists, engineers, and other companies to build businesses that can thrive collectively in the equity markets. Endexx's team recognizes that individually small companies with new technologies have an extremely difficult time sustaining themselves as stand-alone companies. Through our collaborative practices, individual and group skill sets are better utilized to develop technology and grow the business, while centralizing costs and eliminating redundancies.

The Endexx Management Team and its advisory group each have a wide range of experience, from 10 years in cloud/app development world to decades of experience in the pharmacy industry. The business professionals associated with the direction of the company all have experience growing businesses, developing and implementing new technologies and running publicly traded corporations.

Endexx Corporation is structured to provide a platform for entrepreneurs to thrive, offering maximum return on investment through equity ownership in the parent corporation. Each individual is a shareholder and is encouraged and self-driven to be successful and contribute to the overall objective of increasing shareholder value.

Endexx Corporation is comprised of three divisions:

- M3Hub-medical marijuana management platform, M3 Seed to Sale, Dispense Labs, CannCan™
- Project Canopy-Software/App-, cloud based systems and consumer mobility intelligence network
- Renewable Energy-Global Solaris Group-a renewable energy focused on project finance/consulting

M3 TEAM

The M3 team is comprised of professionals who have been involved in developing compliance and safety pharmacy systems, proprietary inventory software, Cloud based operations, client server systems and mechanical, inventory control systems for over 20 years. In addition we have the experience and extensive knowledge of the marijuana industry with actual hands in the field managing and consulting to growers and dispensaries, assisting them with the management of a nascent industry. As early entrants in the MMJ space, we are setting the standard by which the industry operates. We pride ourselves in providing the tools and support to our clients to overcome the steep learning curve and we go the extra mile to understand and meet their needs.

THE DISPENSARY GROUP

Committed to raising the level of legitimacy and accountability in the medical marijuana industry, The Dispensary Group is the parent company to Dispense Labs LLC. Comprised of forward-thinking business leaders, healthcare advocates and technical experts, Dispense Labs LLC is the innovator of Autospense™, a fully automated dispensing system that mitigates problems and concerns associated with medical marijuana.

2- MISSION STATEMENT

Endexx is the "Collaboration Corporation". Our mission is to harness the power of talented people through technology, the science of management and the spirit of capitalism to create new businesses and foster the growth of the entrepreneurial spirit. Building businesses with recurring revenue streams and high potential for growth in key sectors is our primary objective. Through the collaboration of highly skilled professionals and its subsidiaries, we will build our shareholders significant value.

M3Hub's mission is to bring compliance and standardized technology solutions to the Medical and Recreational Marijuana Industry. The M3Hub platform is designed to facilitate all processes and transactions using highly adaptive modular cloud based technologies. M3Hub aims to promote alliances with companies proven to have the best scientific processes.

3- PRODUCTS AND SERVICES

M3 and Autospense™ dispensing technologies provide the necessary solutions and structures to promote compliance with regulation initiatives and full accountability through "Seed to Sale" inventory management and tracking.

A- M3

Legitimizing the entire chain of custody and transaction channel, from seed to sale, grower to client, through the science of management and technology is the basis of the M3Hub Technology solution. The technology solution is based on sound principals derived from the Pharmacy Industry preparing the Medical Marijuana Industry for real world compliance and laws put in place by the Federal, State and Local Governments.

M3Hub looks to incorporate into the M3Hub multiple service channels including: Financial Solutions, Insurance, Security Monitoring, Vending, Distribution controls, RFID tracking, Taxation Collection Service, POS management, Biometric Protocols, Applications, Doctor Referral and Verification, Centralized Lab Testing, Quality control management and Vending services. The M3Hub will also foster an outer layer service providing: Referral Networks, Policy and Legal association, Social Media, News and Scientific literature distribution and collective industry affiliation partners.

The M3 platform provides solutions for all necessary aspects and infrastructure for active, reliable, safe, secure, compliance monitoring with access to support a Centralized Medical Marijuana Industry Repository. It segregates privacy and patient protection from product tracking and legal compliance and the handling of Medical and Recreational Marijuana.
Key Functionality Features:

- Inventory Tracking Data Points
- Unique Producer Inventory Tracking Data Requirements
- Unique Processor Inventory Tracking Data Requirements
- Unique Retailer Inventory Tracking Data Requirements
- Audit/Investigation Reporting
- System User Access
- Audit Tracking
- Data Upload Requirements
-

B- AUTOSPENSE

Autospense™ is a uniquely designed, high-tech automated dispensing system that exceeds industry standards. The software used is specifically designed to properly control transactions and manage inventory. This will significantly improve profitability, accountability, security and customer satisfaction. Autospense™ is specifically designed and manufactured to dispense medical marijuana while also managing the supply chain, providing up to the minute accounting details and protecting the security of the product as well as the patient accessing the system.
Key Benefits:

- Enables patients to obtain medical marijuana in an orderly, business-like fashion.
- Provides a safe, legally compliant and professional access to medical marijuana.
- Allows store owners and staff to properly manage inventory and distribution.
- Mitigates concerns and problems that have risen from community groups, political figures and law enforcement agencies.
- Legitimizes and introduces a higher standard of business efficiency to a market that is commonly known for being chaotic, poorly managed and counter culture.
- Enhances security, accountability, supply chain management and profitability for store owners.

4. **OBJECTIVES**

- Identify multibillion dollars markets and establish a dominant position
- Concentrate on recurring revenue stream business model
- Assemble high quality personnel that excel in a collaborative environment.
- Create sustainable systems and long term infrastructure support

5. **KEYS TO SUCCESS**

- Client adoption of sustainable and superb technology platform
- Establish a unified Hub for the legalized Marijuana Industry
- Solidifying key corporate alliances

Integrating key acquisitions and technology assets
Harnessing the power of Human Resources

6. **CONCLUSION**

The Medical Marijuana and Recreational Marijuana industry growth rate is on a dramatic upside curve. Sustainability for the Industry requires standardization and reliable compliance methodology. No one company can do everything, rather, an alliance network within the industry collaborating together will assure the longevity and success of this industry in its infancy.M3Hub is positioned to become a leader in services and technology solutions for the marijuana industry.

Endexx Corporation (the "Company") was incorporated under the laws of the state of Nevada in September 1997 as Micron Solutions, Inc. In March 2002 the Company changed its name to Panamed Corporation. In 2005 the Company changed its name to Endexx Corporation. The Company's fiscal year ends on September 30th. The Company's primary and secondary SIC codes are: 7380, Miscellaneous Business Services.

Item 7. Describe the issuer's facilities

In June 2013, Endexx Corporation entered into an annual rental/lease agreement for approximately one thousand square feet at 5855 E. Surrey Dr., Cave Creek, AZ. 85331, Suite F.

Item 8. Officers, Directors, and Control Persons

A. Names of Officers, Directors. And Control Persons

Todd Davis – President, Chief Executive Officer, Chief Financial Officer and Sole Director

Todd Davis has served as our Chief Executive Officer, Chief Financial Officer and Director since 2003.

TODD A. DAVIS CV
Current Address:
37043 North Kohuana Place
Cave Creek, AZ. 85331

Curriculum Vitae

Date of Birth:	August 15, 1966
Birth Place:	Phoenix, Arizona
Education:	Bachelor of Science: Administrative Communications (Business/Communications) Northern Arizona University: Graduated May 1989 Master's Studies: Arizona State University (International Finance/Management)
Executive:	Chief Executive Officer and COB Endexx Corporation 2003-Present: A diversified small cap growth company, incubating and fostering growth through Collaboration. (EDXC)
Professional:	Series 7/63 licenses 1990-2001: Investment Banker/Stockbroker 1990-1995: Small and Microcap Specialist: Participated in over 100 IPOs, Secondary Offerings, and Private Placements Stockbroker/Trading Analyst 1995-2000: Developed Proprietary trading system and analysis for high performance ROI. I employed the system with retail investors and institutional traders over multiple platforms. Independence (2000-Present): Consultant for CEOs of public corporations. I provide a proprietary system to enhance CEO performance in market cap valuations and metrics. Owner of rock quarry, 2005-present. I have served as Founder, Director, Investor and operator of more than ten publicly traded Corporations 2000-Present. Founder, Designer, and Proprietor of Pro17.com 2008-present. A high Alpha, trading and decision making platform designed to forecast any stock, ETF, Index or commodity in increments of 17 day trading cycles without bias. It has achieved 87-91% accuracy over 5 years and 1000 plus equities averaging over 10% profit per trade.
Family:	Married 5 years. Five kids ranging in age from 3-20, pre-school to college. Two dogs: a white Lab and a chubby Pug**.**

B. Legal/Disciplinary History.

None of the issuer's officers, directors or control persons has, within the last five years, been subject to any conviction, order, judgment, decree, or finding required to be disclosed by the OTC Markets Guidelines for Providing Adequate Current Information.

C. Beneficial Shareholders.

Rayne Forecast Inc.; Todd Davis
Rayne Forecast Inc. ("Rayne") owns 55,103,415 shares of the Company, and Rayne is wholly owned by the Company's CEO and sole director, Todd Davis. Rayne is located at 37043 N. Kohuana Pl., Cave Creek, AZ 85331,and its resident agent is Thomas A. Dwyer & Associates, Inc. located at 401 S. La Salle St., Chicago, Illinois 60605.

Item 9. Third Party Providers

1. Legal Counsel:

Law Offices of Gary L. Blum
3278 Wilshire Blvd., Suite 603
Los Angeles, CA 90010
Phone: 213.381.7450
Email: gblum@gblumlaw.com

2. Accountant or Auditor:

Ed Steinback
Steinback & Associates
7760 E State Route 69
Prescott Valley, AZ 86314
Phone: 928.772.7082
Email: steinbacke@yahoo.com

3. Investor Relations Consultant:
none

4. Other Advisor:

Item 10. Issuer Certification

I, Todd Davis, President, Chief Executive Officer, and Chief Financial Officer, certify that:

1. I have reviewed this Annual Disclosure Statement of Endexx Corporation and its subsidiaries;

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.

Dated: February 24, 2015

By: __/s/ Todd Davis _____
Todd Davis,
President, Chief Executive Officer, Chief Financial Officer