PROFILE SOLUTIONS, INC.
5722 S. Flamingo Road, Suite 211
Cooper City, FL 33330
954-232-5363

PROFILE SOLUTIONS, INC.
COMPANY INFORMATION AND DISCLOSURE STATEMENT

Part A: General Company Information

As used in this disclosure statement, the terms "we", "us", "our", "Profile" and the "Company" means, Profile Solutions, Inc., a Delaware corporation.

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

Profile Solutions, Inc. is a Delaware corporation originally incorporated as YaFarm Technologies, Inc. on July 31, 2006. On May 29, 2014 after changing the corporate name to Integrative Stem Cell Holdings, Inc. with the State of Delaware, the Company entered into a Share Exchange Agreement ("Share Exchange Agreement") with Profile Solutions, Inc. a Florida corporation ("Profile Florida") incorporated on February 14, 2014 issuing an aggregate total of 42,500,000 shares in exchange of 100% ownership and assets of Profile Florida. As part of the transaction, the Company filed a certificate of amendment with the State of Delaware changing its name to Profile Solutions, Inc. (the "Company", "we", "us").

Formerly known as Integrated Stem Cell Holdings until July 11, 2014
Formerly known as Stem Cell Holdings, Inc. until May 29, 2014
YaFarm Technologies, Inc. until July 2, 2013

2) Address of the issuer's principal executive offices

Company Headquarters
Profile Solutions, Inc.
5722 S. Flamingo Rd., Suite 211
Cooper City, FL 33330
Phone: 954-232-5363
Email: dperler@gmail.com
Website(s): www.Profilesolutionsinc.com
www.psi-store.com

IR Contact
Dore S. Perler, CEO
5722 S. Flamingo Rd., Suite 211
Cooper City, FL 33330
Phone: 954-232-5363
Email: dperler@gmail.com
Website(s): www.Profilesolutionsinc.com

3) Security Information

Trading Symbol: PSIQ
CUSIP: 74317L106

Exact title and class of securities outstanding:

Common Stock		
Par or Stated Value:	$0.001	
Total shares authorized:	500,000,000	as of: December 31, 2014
Total shares outstanding:	71,485,747	as of: December 31, 2014

Additional class of securities (if necessary):

None

Transfer Agent
Action Stock Transfer Corp
2469 E Fort Union Blvd
Salt Lake City, Utah 84121
Phone: (801) 274-1088

Is the Transfer Agent registered under the Exchange Act?* Yes: ☒ No: ☐

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

None

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

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

In July 2014, the Company affected a 1 for 10 reverse stock split for shareholders of record. All share and price per share information has been retroactively re-stated.

4) Issuance History

The following lists events, in chronological order, that resulted in changes in total shares outstanding by us in the past two fiscal years and any interim period.

In May 2013, 10,000,000 shares of common stock were issued to Juan Castillo-Plaza in connection with a change of control. In May 29, 2014, in connection with a Share Exchange Agreement described below, these shares were cancelled.

On May 29, 2014, the Company entered into a Share Exchange Agreement with Dore Perler, the sole shareholder of Profile Solutions, Inc. a Florida corporation (“Profile Florida”) issuing 42,500,000 shares of common stock in exchange for 100% of the issued and outstanding shares of common stock of Profile Solutions, Inc.

During the period from May 29, 2014 to December 31, 2014, the Company issued 8,150,000 shares of common stock for consulting services rendered and services to be rendered. These services included business development services and product development services. These shares were valued on the respective measurement date at per share prices ranging from $0.01 to $0.03 for the period from May 29, 2014 to December 2014, in connection with the issuance of these shares, the Company recorded stock-based consulting fees of $13,853 and prepaid expenses of $71,147 which will be amortized over the respective service period.

On June 3, 2014, Profile Florida entered into an asset purchase agreement with Pearl Group Advisors, Inc., a company wholly-owned by the Company's chief executive officer, to acquire patents, technology, customer lists, and other intellectual property in exchange for $10,000 cash and 10,000,000 shares of the Company's common stock which were valued at par value of $.001 or $10,000.

During the period from May 29, 2014 to December 31, 2014, the Company issued 5,850,000 shares of common stock for net proceeds of $104,000 in cash at prices ranging from $0.01 per share to $0.05 per share.

In January 2015, the Company issued 3,000,000 shares of common stock for net proceeds of $50,000 in cash at $0.01667 per share.

On January 20, 2015, pursuant to a two year consulting agreement, the Company issued 2,000,000 shares of common stock for services rendered and services to be rendered. These shares were valued on the measurement date at $.01667 per share based on recent sales of common stock. The Company recorded prepaid expenses of $33,340 which will be amortized over the service period.

Each of the above issuances were offered in reliance on an exemption from registration under Section 4(a)(2) of the Securities Act of 1933, as amended (the "Securities Act") and none of the issuances were registered or qualified in any jurisdictions and were offered pursuant to applicable exemptions from registration. The shares, when issued, were restricted securities and contained a restrictive legend stating that the shares were not registered under the Securities Act.

5) Financial Statements

The following unaudited consolidated financial statements for Profile Solutions, Inc. and Subsidiary as of December 31, 2014 and for the period from February 14, 2014 (Inception) to December 31, 2014 have been prepared in accordance with accounting principles generally accepted in the United States of America (the "U.S.") and are attached hereto. The Company's consolidated financial statements include the financial statements of its wholly-owned subsidiary, Profile Solutions, Inc., a Florida corporation. All significant intercompany accounts and transactions have been eliminated in consolidation.

The Share Exchange was accounted for as a reverse-merger and recapitalization since the stockholders of Profile Florida obtained voting and management control of the Company. Profile Florida was the acquirer for financial reporting purposes and Profile Solutions, Inc. was the acquired company. Consequently, the assets and liabilities and the operations reflected in the historical financial statements prior to the Exchange are those of Profile Florida and was recorded at the historical cost basis of Profile Florida, and the consolidated financial statements after completion of the Share Exchange included the assets and liabilities of both Profile Florida and the Company's consolidated operations from the closing date of the Share Exchange.

A. Balance sheet;
B. Statement of operations;
C. Statement of cash flows; and
D. Financial statement notes.

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

Profile Solutions, Inc. designs, develops, manufactures and sells security-based identification products and systems that incorporate state-of-art technology to verify a person's identity, or grant physical access. Our lead products include biometric or proximity-based access control and time and attendance solutions. The Company developed turnkey integrated applications that incorporate its proprietary Access-It hardware platform: The Company also integrates its applications with its patented biometric technology for additional security when required. The Company will target the Law enforcement, Cannabis Industry and Corporate America as its customer base. The Company has limited customers, products and revenues to date.

Through an Asset Purchase Agreement with Pearl Group Advisors, Inc., a company owned by Dore Perler, we acquired turnkey integrated applications that incorporate our proprietary Access-It hardware platform: We also integrate our applications with biometric technology for additional security when required and other third party hardware manufacturers and developers.

Our products include biometric or proximity based time & attendance and access control solutions, the Access-IT product line, targeting Recreational and Medical Marijuana Dispensaries, Retail Stores and Grow Operations, Prison/Work Release/Jail/treatment center fingerprint access solution, and transportation tracking. Our products can be used by a diverse base of clients in many technical areas and markets.

We also offer for sale, off the shelf security products including CCTV, Video surveillance cameras, DVR's and has created an E-Commerce website for future sale of security products and accessories.

On August 20, 2104, we entered into a one- year licensing agreement with Paladin Electronic Services, Inc. ("Paladin") for the license of security technologies. The United States Patent & Trademark Office granted US Patent # 7,424,618 to Paladin on September 9, 2008. Paladin granted us the exclusive worldwide license to market, use and sell Paladin's patented technologies including its fingerprint recognition process. Paladin created the Access-IT (AI) product line which incorporates this patented technology which can find a fingerprint match with a full 360 degree offset as well as being placed on the fingerprint sensor too high or too low. It is this auto-targeting feature, which allows Paladin to identify individuals with nothing more than a fingerprint where others fail. Additionally, we have the right to acquire the technologies while the agreement is in effect.

Many of our goods and services are customized to individual customer needs. We plan on marketing our systems to manufacturers, retailers and other businesses with at least 5 to 100 employees, to whom we market our smaller turnkey solution. We also plan on marketing to larger businesses, including Fortune 500 Companies that require full custom integration solutions. We offer for sale our systems through an in-house sales force as well as original equipment manufacturers ("OEMS") and independent sales representatives. We plan on engaging in direct marketing programs, trade show participation, and local, regional and national advertising campaigns to generate sales. Moreover, we have offered consulting and design services to specialized biometric development and deployment projects. By offering our expertise in the design and deployment of biometric systems we may gain additional revenues and create another marketing avenue.

Pursuant to the Exclusive License Agreement described above, the Company currently licenses the proprietary rights to its line of Access-IT Products based upon physical access control to restricted areas and the use of Biometrics as a means of identification. The Company has also acquired Worldwide Patent rights and the rights to purchase all the technology if so desired. This Agreement expires in August 2015 and the Company is currently in negotiations to extent and expects to extend the license for an additional one year term at no additional cost.

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

July 31, 2006, State of Delaware

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

SIC Code 5090

C. the issuer's fiscal year end date;

December 31, 2014

D. Principal products or services, and their markets;

- Our "**Profile A/C" Access-IT** systems are designed to permit access to locked buildings, offices or other secured areas only to selected individuals, targeting recreational and Medical Marijuana Dispensaries, Retail Stores and Grow Operations
- Our "**Profile W/R"** - Work Release solution is designed to help track work release individuals from secure facilities, with management software, reports and scheduling,
- Our "**Airline and Transportation monitoring system** for Cargo, Transport, secure check-in, reporting, and,
- Our "**Profile T/A**" systems are designed primarily for use by employers who need to verify the presence of employees at the workplace, and to monitor their time and attendance at work; and,
- **CannaVend** - OEM vending solution targeting the Cannabis Industry (Currently in development)

Many of our goods and services are designed to be customized to individual customer needs. We intend to market our systems to manufacturers, retailers and other businesses with at least 5 to 100 employees, to whom we market our smaller turnkey solution. We also market to larger businesses, including Law Enforcement and Fortune 500 Companies that require full custom integration solutions. We intend to sell our systems through an in-house sales force and independent sales representatives. We engage in direct marketing programs, trade show participation, and local, regional and national advertising campaigns to generate sales. Moreover, we have offered consulting and design services to specialized biometric development and deployment projects. By offering our expertise in the design and deployment of biometric systems we may gain additional revenues and create another marketing avenue.

Our planned partner programs will deliver significant value by providing our partners a unique and competitive advantage in the delivery of their solutions and offerings. Our programs enable our partners and us to leverage one another's strengths and scopes to provide complete, robust biometric solutions and offerings to the marketplace.

7) Describe the Issuer's Facilities

The Company uses office space on a shared basis provided by Mr. Perler, its CEO.

8) Officers, Directors, and Control Persons

. Names of Officers and Directors.

The directors and executive officers of Profile Solutions, Inc., as of December 31, 2014 include the following persons.

Name	Age	Position
Dore Perler	54	President, Chief Executive Officer and Director
Adam Wasserman	50	Chief Financial Officer

Dore Scott Perler has served as our Chief Executive Officer, President and Chairman of our board of directors since January 2014. Mr. Perler is also the Founder and CEO of Pearl Group Advisors, Inc., an international representative firm helping publicly traded companies gain compliance, funding, exposure in the U.S. markets. From 1999 to 2009, Mr. Perler was the Chief Executive Officer for Sense Holdings, Inc., a publicly traded security technology company, eventually merging with a Chinese company. From May 1993 to July 1998, Mr. Perler was a founder, Director and Vice President of Sales covering the Southeast United States and Latin America, for Latinrep, Inc., a manufacturer's representative organization. He partnered in the formation of Latin Channels, an international trade show for Latin American distributors. Mr. Perler has extensive experience in publicly traded companies, raising capital, investor relations and sales and marketing. Mr. Perler attended The State University of New York College at Oneonta. Mr. Perler has lived in Cooper City, Florida for 18 years with his Jan and their two sons, Jake and Cole.

Adam Wasserman has served as our Chief Financial Officer since March 2015. He has been a majority shareholder and chief executive officer of CFO Oncall, Inc. since 1999. CFO Oncall provides chief financial officer services to a number of companies. Through CFO Oncall, Mr. Wasserman has served as the Chief Financial Officer of a number of private and publicly held companies including: Cleantech Solutions International, Inc. since December 2012, Oriental Dragon Corp. since June 2010, and Wally World Media, Inc. since November 2012. Mr. Wasserman also served as chief financial officer for FAL Exploration Corp from January 2010 to December 2014, Yew Bio-Pharm Group, Inc. from September 2011 to November 2013, and other companies, all under the terms of consulting agreements with CFO Oncall. Mr. Wasserman served as a member of the Board of Directors of CD International, Inc., a public company, from January 2010 to December 2011 and a member of the Board of Directors and audit committee chairman of Bohai Pharmaceuticals Group, Inc. from July 2010 to February 2012. Mr. Wasserman is a member of the American Institute of Certified Public Accountants. Mr. Wasserman holds a Bachelor of Science Degree from the State University of New York at Albany.

Names of Control Persons (5% shareholders)

Gary Williams
23305 Flume Canyon Dr.
Wrightwood, CA 92397

Selma and Irving Ettenberg Foundation
c/o Corey Levine
15300 Jog Road, Suite 208
Delray Beach, FL 33446

B. Legal/Disciplinary History.

None of our officers, officers or control persons, in the last five years, have 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);

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;

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

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.

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.

Shareholder Name		Common Shares Beneficially Owned		Percentage of Issued and Outstanding
Dore S. Perler (1) 9400 SW 49th Place Cooper City, FL 33328		46,750,000		61.1%
Adam Wasserman 1643 Royal Grove Way Weston, FL 33327		4,250,000		5.6%

(1) Includes 10,000,000 shares owned by Pearl Group Advisors, Inc. which is 100% owned by Dore S. Perler.

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
Legal & Compliance, LLC
330 Clematis Street
Suite 217
West Palm Beach, FL. 33401
Office: 561-514-0936
Fax: 561-514-0832
Lanthony@legalandcompliance.com

Accountant or Auditor
Adam Wasserman
CFO Oncall, Inc.
431 Fairway Drive, Suite 200
Deerfield Beach, Fl. 33327
Phone: 800-867-0078
Fax: 954-337-2204
Email: adamw@cfooncall.com

Investor Relations Consultant
None

Other Advisor:
None

10) Issuer Certification

I, Dore Perler and Adam Wasserman, certify that:

1. I have reviewed this Annual Disclosure Statement as of December 31, 2014 of Profile Solutions, Inc.;

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

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

March 31, 2015

/s/ Dore Perler
Chief Executive Officer

/s/ Adam Wasserman
Chief Financial Officer

PROFILE SOLUTIONS, INC. AND SUBSIDIARY

Consolidated Financial Statements

December 31, 2014

(UnaudIted)

PROFIT SOLUTIONS, INC. AND SUBSIDIARY
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2014
(Unaudited)

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PROFILE SOLUTIONS, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEET
December 31, 2014
(Unaudited)

ASSETS

Current assets		
Cash	$	2,083
Inventory		4,512
Prepaid expenses		71,147
Total current assets		77,742
Intangible assets. net		958
Total Assets	$	78,700

LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities:		
Accounts payable and accrued liabilities	$	85
Acquisition payable		24,000
Total current liabilities		24,085
Total Liabilities		24,085
STOCKHOLDERS' EQUITY:		
Preferred stock; 10,000,000 shares authorized at $0.001 par value; -0- and -0- issued and outstanding at December 31, 2014		-
Common stock; 500,000,000 shares authorized at $0.001 par value; 71,485,747 shares issued and outstanding at December 31, 2014		71,486
Additional paid-in capital		63,014
Accumulated deficit		(79,885)
Total stockholders' equity		54,615
Total Liabilities and Stockholders' Equity	$	78,700

The accompanying notes are an integral part of these unaudited consolidated financial statements.

PROFILE SOLUTIONS, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENT OF OPERATIONS
For the Period from February 14, 2014 (Inception) to December 31, 2014
(Unaudited)

REVENUE	$ -
OPERATING EXPENSES	
Compensation	23,491
Professional fees	32,380
General and administrative	24,014
Total Operating Expenses	79,885
LOSS FROM OPERATIONS	(79,885)
LOSS BEFORE INCOME TAXES	(79,885)
PROVISION FOR INCOME TAX	-
NET LOSS	$ (79,885)
NET LOSS PER COMMON SHARE - Basic and Diluted	$ (0.00)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES - Basic and Diluted	57,598,504

The accompanying notes are an integral part of these unaudited consolidated financial statements.

PROFILE SOLUTIONS, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
For the Period From February 14, 2014 (Inception) to December 31, 2014
(Unaudited)

	Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
	# of Shares	Amount	# of Shares	Amount			
Balance, February 14, 2014 (inception)	-	$ -	-	$ -	$ -	$ -	$ -
Founders' shares issued, February 14, 2014 (inception)	-	-	42,500,000	42,500	(41,000)	-	1,500
Recapitalization pursuant to merger, May 29, 2014	-	-	4,985,747	4,986	(50,986)	-	(46,000)
Shares and cash for intellectual property to officer	-	-	10,000,000	10,000	(20,000)	-	(10,000)
Shares issued for services	-	-	8,150,000	8,150	76,850	-	85,000
Shares issued for cash	-	-	5,850,000	5,850	98,150	-	104,000
Net loss for the period	-	-	-	-	-	(79,885)	(79,885)
Balance, December 31, 2014	-	$ -	**71,485,747**	**$ 71,486**	**$ 63,014**	**$ (79,885)**	**$ 54,615**

The accompanying notes are an integral part of these unaudited consolidated financial statements.

PROFILE SOLUTIONS, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENT OF CASH FLOWS
For the Period from February 14, 2014 (Inception) to December 31, 2014
(Unaudited)

CASH FLOWS FROM OPERATING ACTIVITIES:	
Net loss	$ (79,885)
Adjustments to reconcile net loss to net cash used in operations:	
Amortization expense	542
Shares issued for services	13,853
Change in operating assets and liabilities:	
Inventory	(4,512)
Accounts payable	85
Net cash used in operating activities	(69,917)
CASH FLOWS FROM FINANCING ACTIVITIES:	
Proceeds from issuance of common stock	104,000
Payments for intangible assets - related party	(10,000)
Payment of acquisition payable	(22,000)
Net cash provided by financing activities	72,000
NET INCREASE IN CASH	2,083
CASH - BEGINNING OF PERIOD	-
CASH - END OF YEAR	$ 2,083
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:	
Cash paid for interest	$ -
Cash paid for taxes	$ -
NON-CASH INVESTING AND FINANCING ACTIVITIES:	
Common stock issued in asset acquisition for intellectual properties	$ 1,500
Common stock issued for future services	$ 71,147
Recapitalization for acquisition payable	$ 46,000

The accompanying notes are an integral part of these unaudited consolidated financial statements.

NOTE 1 - NATURE OF OPERATIONS

Profile Solutions, Inc., formerly YaFarm Technologies, Inc., was formed as a corporation under the laws of the State of Delaware on June 16, 2006. On July 31, 2006, YaFarm Technologies, Inc. acquired YaFarm Group, LLC, a limited liability company formed under the laws of the State of New Jersey on November 13, 2003. On May 29, 2014 after changing the corporate name to Integrative Stem Cell Holdings, Inc. with the State of Delaware, the Company entered into a Share Exchange Agreement (the "Share Exchange Agreement") with Profile Solutions, Inc., a Florida corporation ("Profile Florida") incorporated on February 14, 2014, issuing an aggregate total of 42,500,000 shares in exchange of 100% ownership and assets of Profile Florida (the "Share Exchange:"). As part of the transaction, the Company filed a certificate of amendment with the State of Delaware changing its name to Profile Solutions, Inc. (the "Company"). Such exchange caused Profile Florida to become a wholly-owned subsidiary of the Company.

The Share Exchange was accounted for as a reverse-merger and recapitalization since the stockholders of Profile Florida obtained voting and management control of the Profile Solutions, Inc. Profile Florida was the acquirer for financial reporting purposes and Profile Solutions, Inc. was the acquired company. Consequently, the assets and liabilities and the operations reflected in the historical financial statements prior to the Exchange are those of Profile Florida and was recorded at the historical cost basis of Profile Florida, and the consolidated financial statements after completion of the Share Exchange included the assets and liabilities of both Profile Florida and the Company's consolidated operations from the closing date of the Share Exchange. All share and per share information in the accompanying consolidated financial statements and footnotes have been retroactively restated to reflect the recapitalizations.

The Company designs, develops, manufactures and plans on selling security-based identification products and systems that incorporate state-of-the-art security technology to verify a person's identity, or grant physical access. The Company developed turnkey integrated applications that incorporate its proprietary Access-It hardware platform: The Company also integrates its applications with its patented biometric technology for additional security when required. The Company will target the Law enforcement, Cannabis Industry and Corporate America as its customer base. The Company has limited customers, products and revenues to date.

NOTE 2 - BASIS OF PRESENTATION AND GOING CONCERN

The accompanying unaudited consolidated financial statements for Profile Solutions, Inc. have been prepared in accordance with accounting principles generally accepted in the United States of America (the "U.S."). The Company's consolidated financial statements include the financial statements of its wholly-owned subsidiary, Profile Florida. All significant intercompany accounts and transactions have been eliminated in consolidation.

These consolidated financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates, among other things, the realization of assets and the satisfaction of liabilities in the normal course of business. As reflected in the accompanying consolidated financial statements, the Company has a net loss and net cash used in operations of $79,885 and $69,917, respectively, for the period from February 14, 2014 (inception) to December 31, 2014 and stockholders' equity and an accumulated deficit of $54,615 and $79,885, respectively, at December 31, 2014. From inception through December 31, 2014, the Company has not generated any revenues.

The Company's business plan, and its ability to continue as a going concern, is dependent upon its ability to obtain sufficient capital to fund its operations which include compensation to employees and consultants, product development, production, marketing and distribution. The Company will require approximately $200,000 to meet its operating expenses and carry out its plan of operations over the next twelve months. The obtainment of additional financing, the successful development of the Company's contemplated plan of operations, and its transition, ultimately, to the attainment of profitable operations are necessary for the Company to continue operations and carry out its plan of operations.

NOTE 2 - BASIS OF PRESENTATION AND GOING CONCERN (continued)

The ability to successfully resolve these factors raises substantial doubt about the Company's ability to continue as a going concern. The Company currently has no revenues to meet its operating expenses. In response to its need for additional capital, the Company plans to seek to raise funds through the sale of its equity or debt securities to finance its operations and continue as a going concern. The Company has not located any source of capital and its ability to raise additional capital through the sale of debt or equity securities is unknown. As such, capital may not be available to the Company to fund its operations, proposed expenditures, working capital and other cash requirements through its next fiscal year ending December 31, 2015. The consolidated financial statements do not include any adjustments that may result from the outcome of these aforementioned uncertainties.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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 the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates in the consolidated financial statements include the valuation of deferred tax assets and valuation of stock-based compensation and fees.

Cash and cash equivalents

Cash and cash equivalents consist of cash and short-term highly liquid investments purchased with original maturities of three months or less. There were no cash equivalents at December 31, 2014.

Fair value measurements and fair value of financial instruments

The Company adopted ASC Topic 820, Fair Value Measurements. ASC Topic 820 clarifies the definition of fair value, prescribes methods for measuring fair value, and establishes a fair value hierarchy to classify the inputs used in measuring fair value as follows:

- Level 1-Inputs are unadjusted quoted prices in active markets for identical assets or liabilities available at the measurement date.
- Level 2-Inputs are unadjusted quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, inputs other than quoted prices that are observable, and inputs derived from or corroborated by observable market data.
- Level 3-Inputs are unobservable inputs which reflect the reporting entity’s own assumptions on what assumptions the market participants would use in pricing the asset or liability based on the best available information.

The carrying amounts reported in the balance sheet for cash, accounts payable, and amounts due to related party approximate their fair market value based on the short-term maturity of these instruments. The Company did not identify any assets or liabilities that are required to be presented on the balance sheet at fair value in accordance with ASC Topic 820.

Accounts receivable and allowance for doubtful accounts

Accounts receivables may result from our product sales or services. Management must make estimates of the uncollectability of accounts receivables. Management specifically analyzed customer concentrations, customer credit-worthiness, current economic trends and changes in customer payment terms when evaluating the adequacy of the allowance for doubtful accounts.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Intangible assets

The Company capitalizes costs incurred in acquiring intellectual property including customer lists, proprietary technology, and licenses permitting the use of patented technologies. Such costs are amortized on a straight-line basis over the estimated useful life of the related asset, which varies per the license agreement. Costs incurred prior to meeting these criteria, together with costs incurred for training and maintenance, are expensed as incurred. Costs incurred for enhancements that are expected to result in additional material functionality are capitalized and expensed over the estimated useful life of the upgrades.

Impairment of long-lived assets

In accordance with ASC Topic 360, the Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be fully recoverable. The Company recognizes an impairment loss when the sum of expected undiscounted future cash flows is less than the carrying amount of the asset. The amount of impairment is measured as the difference between the asset's estimated fair value and its book value. The Company estimates fair value based on discontinued cash flows. The Company did not record any impairment charges for the period ended December 31, 2014.

Revenue recognition

The Company will recognize revenue when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the purchase price is fixed or determinable and collectability is reasonably assured.

Stock-based compensation

The Company accounts for stock-based instruments issued to employees in accordance with ASC Topic 718. ASC Topic 718 requires companies to recognize in the statement of operations the grant-date fair value of stock options and other equity based compensation issued to employees. The Company accounts for non-employee share-based awards in accordance with ASC Topic 505-50.

Income taxes

Deferred income tax assets and liabilities arise from temporary differences associated with differences between the financial statements and tax basis of assets and liabilities, as measured by the enacted tax rates, which are expected to be in effect when these differences reverse. Deferred tax assets and liabilities are classified as current or non-current, depending upon the classification of the asset or liabilities to which they relate. Deferred tax assets and liabilities not related to an asset or liability are classified as current or non-current depending on the periods in which the temporary differences are expected to reverse. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

The Company follows the provisions of FASB ASC 740-10 "*Uncertainty in Income Taxes*" (ASC 740-10). Certain recognition thresholds must be met before a tax position is recognized in the financial statements. An entity may only recognize or continue to recognize tax positions that meet a "more-likely-than-not" threshold. As of December 31, 2014, the Company does not believe it has any uncertain tax positions that would require either recognition or disclosure in the accompanying consolidated financial statements.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Advertising costs

Advertising costs are to be expensed as incurred. For the period from February 14, 2014 (inception) to December 31, 2014, advertising expenses totaled $0.

Research and development

Expenditures for research and product development costs are expensed as incurred.

Loss per share

Basic and diluted earnings (loss) per share are computed based on the weighted-average common shares and common share equivalents outstanding during the period. At December 31, 2014, there were no outstanding common share equivalents.

Concentration of credit risk

The Company maintains its cash in bank and financial institution deposits that at times may exceed federally insured limits. The Company has not experienced any losses in such accounts through December 31, 2014. There were no balances in excess of FDIC insured levels as of December 31, 2014.

Recent Accounting Pronouncements **-** The Company has evaluated all the recently issued accounting pronouncements through the filing date of these consolidated financial statements and does not believe that any of these pronouncements will have a material impact on the Company's financial position and results of operations.

NOTE 4 – INTANGIBLE ASSETS

In accordance with a one-year license agreement dated August 20, 2014, for the license of security technologies, the Company issued 1,500,000 shares its common stock as part of the recapitalization. The shares were value at $.001 per share of $1,500 and shall be amortized over the one-year license period. For the period from February 14, 2014 (inception) to December 31, 2014, amortization of license rights amounted to $542.

At December 31, 2014, intangible assets consisted of the following:

License rights	$	1,500
Less: accumulated amortization		(542)
Intangible assets, net	$	958

NOTE 5 – ACQUISITION PAYABLE

In connection with the Share Exchange Agreement, the Company agreed to $46,000 to the former major shareholder of the Company. During the period from May 29, 2014 to December 31, 2014, the Company paid $22,000 to the former shareholder and at December 31, 2014, has reflected an acquisition payable of $24,000.

NOTE 6 – STOCKHOLDERS' EQUITY

Preferred Stock

The Company has 10,000,000 preferred shares authorized with a par value of $0.001 per share with -0- issued and outstanding at December 31, 2014. There are no specific privileges and voting rights have been assigned to these shares as of December 31, 2014.

NOTE 6 – STOCKHOLDERS' EQUITY (continued)

Common Stock

The Company has 500,000,000 common shares authorized with a par value of $0.001 per share with 71,485,747 shares issued and outstanding at December 31, 2014. In July 2014, the Company affected a 1 for 10 reverse stock split for shareholders of record. In accordance with ASC 505-20 "Stock Dividends and Stock Splits", all share and price per share information has to retroactively restated.

On May 29, 2014 after changing the corporate name to Integrative Stem Cell Holdings, Inc. with the State of Delaware , the Company entered into a share exchange agreement with Profile Solutions, Inc. a Florida corporation issuing an aggregate total of 42,500,000 common shares in exchange of 100% ownership and assets of Profile Solutions, Inc. (See Note 1).

During the period from May 29, 2014 to December 31, 2014, the Company issued 8,150,000 common shares for services rendered and services to be rendered. These shares were valued on the respective measurement date at per share prices ranging from $0.01 to $0.03 based on recent sales of shares of common stock. For the period from May 29, 2014 to December 2014, in connection with the issuance of these shares, the Company recorded stock-based consulting fees of $13,853 and prepaid expenses of $71,147 which will be amortized over the respective service period.

On June 3, 2014, the Company entered into an asset purchase agreement with Pearl Group Advisors, Inc., a company wholly-owned by the Company's chief executive officer, to acquire patents, technology, customer lists, and other intellectual property in exchange for $10,000 cash and 10,000,000 shares of common stock which were valued at par value of $.001 or $10,000 (See Note 7).

During the period from May 29, 2014 to December 31, 2014, the Company issued 5,850,000 shares of common for net proceeds of $104,000 in cash at prices ranging from $0.01 per share to $0.05 per share.

NOTE 7 - RELATED PARTY TRANSACTIONS

On June 3, 2014, the Company entered into an asset purchase agreement with the Company's chief executive officer to acquire patents, technology, customer lists, and other intellectual property in exchange for $10,000 cash and 10,000,000 shares of common stock which were valued at par value of $.001 or $10,000. The historical cost of these assets to the chief executive officer were zero. Since the amount paid for the intangible assets of $20,000 ($10,000 in cash and $10,000 in stock) was in excess of the historical cost of the intangible assets, the excess of was reflected as a capital distribution pursuant to ASC 805-50;

NOTE 8 - SUBSEQUENT EVENTS

In January 2015, the Company issued 3,000,000 shares of common stock for net proceeds of $50,000 in cash at $0.01667 per share.

On January 20, 2015, pursuant to a two year consulting agreement, the Company issued 2,000,000 shares of common for services rendered and services to be rendered. These shares were valued on the measurement date at $.01667 per share based on recent sales of common stock. The Company recorded prepaid expenses of $33,340 which will be amortized over the service period.